Disclosure of an inside information according to Article 17 of the Regulation (EU) No 596/2014 (MAR)

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Göttingen, February 6, 2024

Sartorius launches placement of up to 200 million euros of treasury preference shares through accelerated bookbuilding

Treasury Share Placement

Today, the Executive Board of Sartorius Aktiengesellschaft ("Sartorius" or the "Issuer"), with the consent of the Supervisory Board of Sartorius, resolved on the placement of preference shares (the "Placement Preference Shares") currently held in treasury in an amount of up to 200 million euros with the exclusion of existing shareholders' subscription rights in accordance with the authorization granted by the annual general meeting of Sartorius held on April 9, 2015 under agenda item 6 and the statutory requirements of Section 186 para. 3 sentence 4 of the German Stock Corporation Act (*AktG*) (the "Treasury Share Placement"). The Placement Preference Shares will carry full dividend rights as of January 1, 2023.

The Placement Preference Shares will be offered for purchase exclusively to institutional investors in a private placement by way of an accelerated bookbuilding process, which will commence immediately after publication of this notification. The final number of preference shares to be sold, the placement price and the final gross proceeds are expected to be determined and announced following the conclusion of the accelerated bookbuilding process no later than the start of trading on the Frankfurt Stock Exchange on or around February 7, 2024.

Upon closing of the Treasury Share Placement, Sartorius will be subject to a lock-up, i.e., obligated for a period of 90 days not to, among others, sell further shares or financial instruments convertible into shares or to conduct a capital increase, subject to market standard exceptions.

Delivery of the Placement Preference Shares is expected on or around February 9, 2024.

Use of proceeds

The net proceeds of the Treasury Share Placement are intended to accelerate the Sartorius group's debt deleveraging beyond strong internal cash generation and strengthen its overall strategic flexibility.

SSB Capital Increase

Separately, Sartorius' French listed subgroup Sartorius Stedim Biotech S.A. ("SSB") has informed Sartorius of its intention to raise capital by offering approximately 1.2 billion euros of new SSB shares via an accelerated bookbuilding process (the "SSB Capital Increase").

Intention to invest in SSB Capital Increase

Sartorius intends to participate in the SSB Capital Increase by placing an order for an amount in cash representing approximately one third of the SSB Capital increase, corresponding to approximately 400 million euros on a basis of a SSB Capital Increase of 1.2 billion euros, at the placement price of the SSB Capital Increase without concurring to the formation of such price. The final number of new shares purchased by Sartorius will depend on the final allocation resulting from the bookbuilding process that will be determined in accordance with standard principles for this type of transaction.

Importance notice

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No communication and no information in respect of the Treasury Share Placement may be distributed to the public in any jurisdiction where a registration or approval is required. No steps have been or will be taken in any jurisdiction where such steps would be required. The placement by the Issuer or the purchase of the Placement Preference Shares may be subject to legal and regulatory restrictions in certain jurisdictions. The Issuer and its advisors take no responsibility for any violation of any such restriction by any person.

This notification is not a prospectus within the meaning of Regulation (EU) 2017/1129 of the European Parliament and of the Council of June 14, 2017, as amended (the "Prospectus Regulation") and of Regulation (EU) 2017/1129 as it forms part of the United Kingdom domestic law by virtue of the European Union (Withdrawal) Act 2018 ("EUWA") (the "UK Prospectus Regulation").

This notification is not an offer to the public other than to qualified investors, or an offer to purchase or designed to solicit interest for purposes of an offer to the public other than to qualified investors in any jurisdiction.

European Economic Area

With respect to the member States of the European Economic Area (each, a "Member State"), no action has been undertaken or will be undertaken to make an offer to the public of the securities requiring publication of a prospectus in any relevant Member State, including France and Germany. As a result, the securities may only be offered in relevant Member States (i) to qualified investors, as defined by the Prospectus Regulation; or (ii) in any other circumstances, not requiring the Issuer to publish a prospectus as provided under Article 3(2) of the Prospectus Regulation. These selling restrictions with respect to Member States apply in addition to any other selling restrictions which may be applicable in any Member State.

United Kingdom

With respect to the United Kingdom, no action has been undertaken or will be undertaken to make an offer to the public of the securities referred to herein requiring a publication of a prospectus. As a result, the securities may and will be offered only (i) to qualified investors within the meaning of the UK Prospectus Regulation, (ii) to fewer than 150 individuals or legal entities (other than qualified investors as defined in the UK Prospectus Regulation, or (iii) in accordance with the exemptions set forth in Article 1 (4) of the UK Prospectus Regulation or under any other circumstances which do not require the publication by the Issuer of a prospectus pursuant to Article 3 of the UK Prospectus Regulation.

The distribution of this notification has not been made, and has not been approved, by an "authorised person" within the meaning of Article 21(1) of the Financial Services and Markets Act 2000. As a consequence, this notification is only being distributed to, and is only directed at, persons in the United Kingdom that (i) are "investment professionals" falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (as amended, the "Order"), (ii) are persons falling within Article 49(2)(a) to (d) ("high net worth companies, unincorporated associations, etc.") of the Order, or (iii) are persons to whom an invitation or inducement to engage in investment activity (within the meaning of Article 21 of the Financial Services and Markets Act 2000) in connection with the issue or sale of any securities may otherwise lawfully be communicated or caused to be communicated (all such persons together being referred to as "Relevant Persons"). Any investment or investment activity to which this document relates is available only to Relevant Persons and will be engaged in only with Relevant Persons. Any person who is not a Relevant Person should not act or rely on this document or any of its contents.

United States

This notification does not constitute or form part of any offer of securities for sale or any solicitation to purchase or to subscribe for securities or any solicitation of sale of securities in the United States.

The securities referred to herein have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "Securities Act") or the law of any state or other jurisdiction of the United States, and may not be offered, sold, pledged or otherwise transferred in the United States absent registration under the Securities Act or pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. The Issuer does not intend to register all or any portion of the securities in the United States under the Securities Act or to conduct a public offering of the securities in the United States.

South Africa, Australia, Canada and Japan

This notification may not be published, forwarded or distributed in South Africa, Australia, Canada or Japan.

The distribution of this notification in certain countries may constitute a breach of applicable law.

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