

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

Not to be released, published, distributed or circulated in South Africa, Canada, Australia, Japan or any other jurisdiction in which it would be unlawful to do so. 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. This notification is for information purposes only and does not constitute an offer to sell or a solicitation of an offer to buy any securities.

Göttingen, February 7, 2024

Sartorius successfully completes placement of 200 million euros of treasury preference shares

Treasury Share Placement

Sartorius Aktiengesellschaft ("Sartorius" or the "Issuer") successfully completed the placement of 613,497 preference shares (the "Placement Preference Shares") currently held in treasury with the exclusion of existing shareholders' subscription rights (the "Treasury Share Placement"). The Placement Preference Shares were placed at a price of 326.00 euros per share resulting in gross proceeds of approximately 200 million euros. The Placement Preference Shares will carry full dividend rights as of January 1, 2023.

The Placement Preference Shares were offered and sold exclusively to institutional investors in a private placement by way of an accelerated bookbuilding process. 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 to occur 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 raised capital by placing 5,150,215 new SSB shares with a volume of approximately 1.2 billion euros via an accelerated bookbuilding process (the "SSB Capital Increase").

Investment in SSB Capital Increase

Sartorius participated in the SSB Capital Increase by acquiring 1,716,739 new SSB shares for an aggregate amount of approximately 400 million euros at the placement price of the SSB Capital Increase.

Important Notice

This notification may not be published, distributed or released in or into South Africa, Australia, Canada or Japan. The release, publication or distribution of this notification in certain jurisdictions may be restricted by laws or regulations. Therefore, persons in such jurisdictions into which this notification is released, published or distributed must inform themselves about and comply with such laws or regulations. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

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.

Contact

Petra Kirchhoff

Head of Corporate Communications and Investor Relations

+49 (0)551.308.1686

petra.kirchhoff@sartorius.com

sartorius.com