



SHAREHOLDER'S GUIDE

Combined Annual General Shareholder's
Meeting of Sartorius Stedim Biotech S.A.
of March 25th, 2025 at 13:00pm

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Contents

Sartorius Stedim Biotech S.A. Share	3
Development of Sartorius Stedim Biotech S.A. for the 2024 fiscal year	9
Five-Year Financial Results	22
Press Release of January 28th 2025.....	24
Members of the Board of Directors	31
Total Number of Shares and Voting Rights	48
Agenda of the Annual General Shareholders Meeting of 25 March 2025.....	50
Report of the Board of Directors on the Project of Resolutions	54
Project of Resolutions	70
How to Participate to the Shareholders' Meeting	102
Request for Documents and Information	107
Standard Vote Form (For information).....	109

Sartorius Stedim Biotech S.A. shares

(Text extracted from the Universal Registration Document
2024)

Global Stock Markets

In 2024, the international stock markets recorded price gains. Positive factors for stock market sentiment included resilient, though still modest, global economic growth, declining inflation rates, and the first key interest rate cuts from mid-year onwards. In particular, the US stock market reacted to the result of the presidential election and related expectations. Against this backdrop, the MSCI Europe ended the reporting year 4.9% higher at 2,012 points. The French benchmark indexes CAC 40 and the CAC Large 60, the latter includes the Sartorius Stedim Biotech shares, declined by -2.2% to 7,381 points and -2.3% to 7,953 points, respectively. Industry-relevant benchmark indices such as the S&P 500 Life Sciences Tools and Services or the NASDAQ Biotechnology Index underperformed in 2024, with a price performance of -3.8% to 912 points and -1.4% to 4,311 points, respectively.

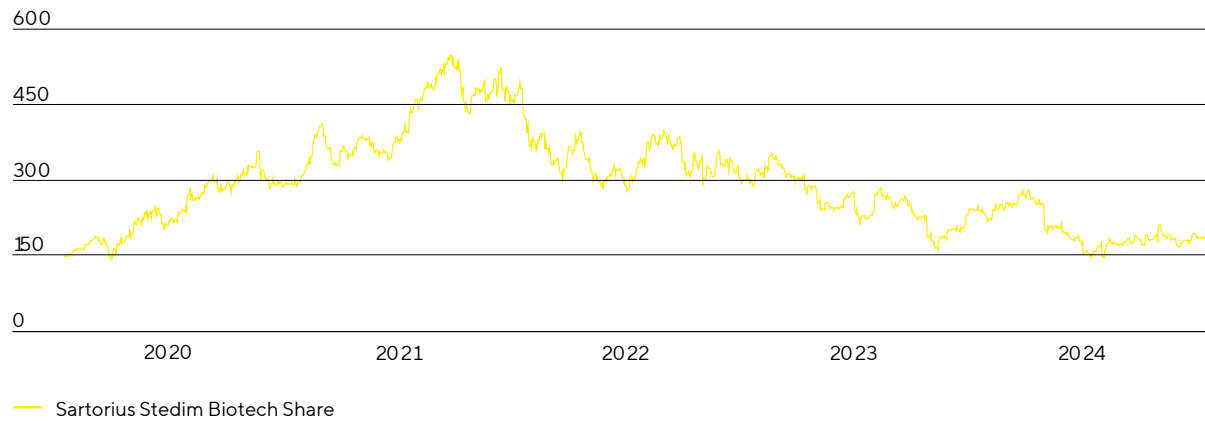
Sartorius Stedim Biotech Shares

For listed life science companies, the persistently challenging market environment after the end of the pandemic continued to be clearly reflected in the development of the share prices. Sartorius Stedim Biotech's business development was also significantly more subdued than originally expected, causing the company's management to reduce its full-year forecast in July of the reporting year. Against this backdrop, Sartorius Stedim Biotech shares ended 2024 at a price of €188.70, which corresponds to a decline of 21.2%.

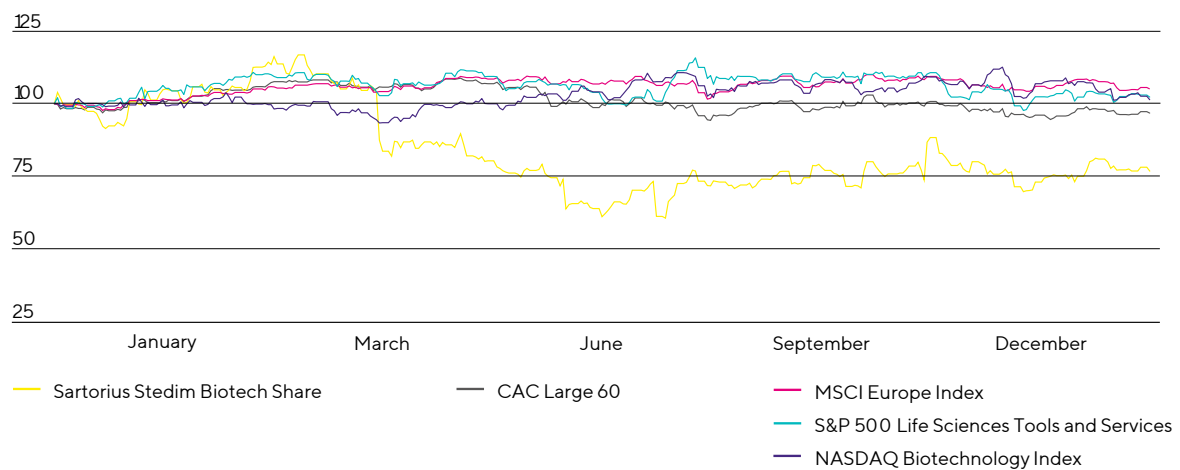
The average number of shares traded each day on the Euronext Paris was 75,069 in the reporting year, compared with 58,852 in the previous year. The annual trading volume amounted to €3.8 billion (previous year: €3.7 billion).

Sartorius Stedim Biotech's market capitalization amounted to €18.4 billion as of December 31, 2024 (previous year: €22.1 billion).

SartoriusStedim Biotech Share in €
January 1 2020, to December 31 2024



SartoriusStedim Biotech Share in Comparison to the CAC Large 60, MSCI Europe Index, S&P 500 Life Sciences Tools and Services, and NASDAQ Biotechnology Index (indexed)
January 1 2024, to December 31 2024

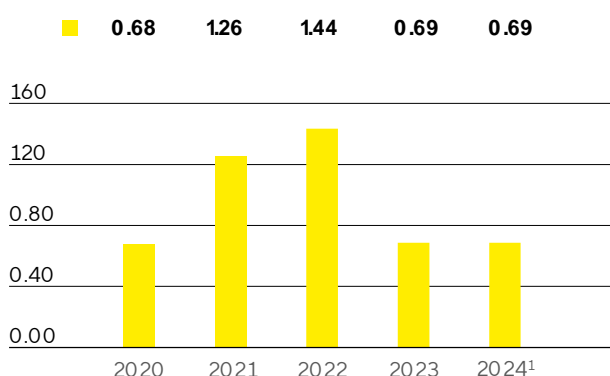


Dividends

In line with the rapid and highly innovation-driven development of the industry, the company's management is focused on continuing the dynamic profitable growth course and the necessary investments in research and production capacities, innovations, and acquisitions. Against this backdrop, Sartorius Stedim Biotech strives to enable its shareholders to participate appropriately in the company's success through dividends.

The Board of Directors will submit a proposal to the Annual Shareholders' Meeting on March 25, 2025, to pay a dividend of €0.69 per share from the underlying net profit of €337.5 million for fiscal 2024. If this proposal is approved, the total profit distributed will be €67.1 million (2023: €63.6 million). The corresponding payout ratio will be 19.9%, compared to the prior-year ratio of 16.5%.

Dividends
in €



1 Amount suggested by the Board of Directors and subject to approval by the Annual General Shareholders' Meeting.

Total Shareholder Return

Total shareholder return (TSR) considers both the dividends paid out and any share price developments over a certain period and thus reflects the entire performance of an investment. In 2024, Sartorius Stedim Biotech shares delivered a TSR of -20.9%, compared to -20.6% a year earlier. Over a longer observation period of 10 years, the TSR is clearly positive and amounts to 880%.

Capital Increase

On February 7, 2024, Sartorius Stedim Biotech S.A. successfully placed 5,150,215 shares to institutional investors in an international private placement by way of an accelerated book building. The new shares were issued in a capital increase without preferential subscription rights of the shareholders at a price of €233.00 per share with a total volume of €1.2 billion.

The parent company Sartorius AG subscribed for an amount of approximately €400 million, representing approximately one-third of the capital increase. Following completion of the capital increase, Sartorius AG now holds approximately 71.5% of Sartorius Stedim Biotech's share capital (previously: 73.6%).

The net proceeds were used to accelerate the Group's debt reduction beyond a strong operating cash flow and to strengthen the company's overall strategic flexibility.

Further information can be found in Note 22 to the Financial Statements.

Facts About the Share¹

ISIN	FR0013154002
Liquidity provider	Kepler Cheuvreux
Stock exchange	Euronext Paris
Market segment	Local Securities - Compartment A (Large Caps)
Indexes	SBF 120; CAC Next 20; CAC Large 60; CAC All-Tradable; CAC All Shares; CAC Healthcare; STOXX Europe 600; MSCI France
Number of shares	97,330,405
- thereof Sartorius AG	71.5%
- thereof free float	28.5%
Voting rights	165,562,491
- thereof Sartorius AG	83.0%
- thereof free float	17.0%

1 As of December 31, 2024.

Shareholder Structure

Sartorius Stedim Biotech S.A.'s issued capital amounts to €19.5 million and is divided into 97,330,405 shares, each with a calculated par value of €0.20. As some of the shares confer double voting rights, there are 165,562,491 voting rights in total.

As of December 31, 2024, Sartorius AG has held 71.5% of the Stedim Biotech S.A.'s share capital and 83.0% of the voting rights outstanding. The remaining 28.5% of Stedim Biotech S.A. shares are in free float, corresponding to 17.0% of the voting rights outstanding.

Shareholding Structure

in % of share capital



Key Figures for Sartorius Stedim Biotech Shares

Key Figures for Sartorius Stedim Biotech Share

		2024	2023	2022	2021	2020
Share price ¹ in €	Reporting date ⁴	188.70	239.50	302.50	482.40	291.20
	High	280.00	353.00	482.40	548.20	357.60
	Low	145.35	162.00	276.70	287.60	143.00
Dividends ² in €		0.69	0.69	1.44	1.26	0.68
Total dividends paid ² in millions of €		67.1	63.6	132.7	116.1	62.7
Dividend yield ³ in %		0.4	0.3	0.5	0.3	0.2
Market capitalization in millions of €		18,366.2	22,077.2	27,884.5	44,467.7	26,842.9
Average daily trading number of shares		75,069	58,852	48,754	52,717	70,414
Trading volume of shares in millions of €		3,795.5	3,730.2	4,266.1	5,524.1	4,234.6
CAC Large 60 (closing prices of the year)		7,953	8,139	7,011	7,806	6,144
SBF 120 (closing prices of the year)		5,592	5,732	4,973	5,546	4,432

1 Daily closing price.

2 For 2024, amounts suggested by the Board of Directors and subject to approval by the Annual Shareholders' Meeting.

3 Dividends in relation to the corresponding closing prices of the year.

4 As of December 31 of the respective year.

Sources: Euronext; NASDAQ

Development of Sartorius Stedim Biotech S.A. for the 2024 fiscal year

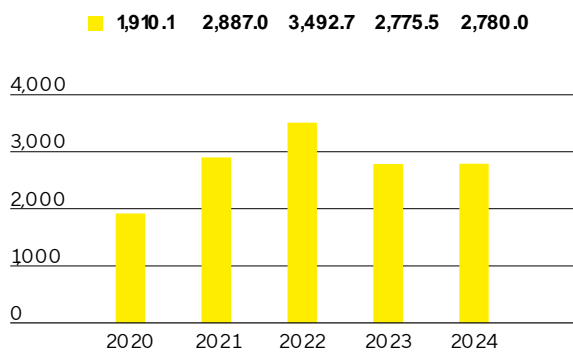
(Text extracted from the Universal Registration Document 2024)

Sales Revenue and Order Intake

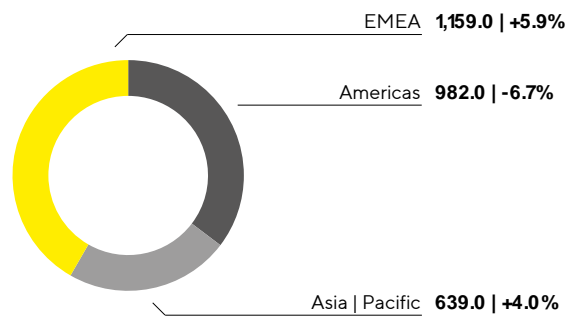
After the very volatile development of previous years due to the pandemic, the business situation at Sartorius Stedim Biotech stabilized in 2024 despite a difficult environment in the entire life science industry that lasted longer than expected. In particular, the second half of the year and especially the last quarter showed a significant improvement compared to the first half. The trend in the consumables business was increasingly positive, as most customers have meanwhile reached their target inventory levels, some of which have been revised downwards several times, and are gradually returning to an order level that corresponds to their production activities. Sales revenue from products for advanced therapies also continued to grow at an above-average rate. In contrast, business with bioprocessing equipment remained muted, although customers continued to demand innovative systems, for example in the area of process intensification. Also, business in China was weak. Group sales revenue increased by 0.6% in constant currencies¹ to €2,780.0million, reaching the prior-year level (organic²:-0.7%; reported: +0.2%). Acquisitions contributed 2.4% to sales.

Order intake³ developed even better than sales revenue, with a double-digit increase of 12.9% in constant currencies (reported: 12.3%) to €2,781.6 million.

Sales Revenue 2020 to 2024
€ in millions



Sales Revenue and Growth¹ by Region⁴
€ in millions unless otherwise specified



1 Constant currencies: Figures given in constant currencies eliminate the impact of changes in exchange rates by applying the same exchange rate for the current and the previous period.

2 Organic: Organic growth figures exclude the impact from changes in exchange rates and changes in the scope of consolidation.

3 Order intake: All customer orders contractually concluded and booked during the respective reporting period.

4 According to customer location.

Regional business performance varied in fiscal 2024. The EMEA region, which accounted for around 42% of total Group revenue, showed the strongest momentum, with revenue rising by 5.9% to €1,159.0 million. In the Americas region, revenue fell to €982.0 million (–6.7%) as a result of the muted investment activities of customers. The region accounted for a share of around 35% of total Group revenue. Despite the ongoing weakness of the Chinese market, the Asia | Pacific region grew by 4.0% to €639.0 million, thereby accounting for 23% of total Group revenue.

All growth rates for the regional development are in constant currencies unless otherwise stated.

Further information on the development of sales revenue by region can be found in the table on page 250 of the Notes.

Sales Revenue and Order Intake

€ in millions	2024	2023	Δ in % reported	Δ in % const. FX
Sales revenue	2,780.0	2,775.5	0.2	0.6
Order intake	2,781.6	2,476.1	12.3	12.9

Costs and Earnings

In the reporting year, cost of sales was €1,573.3 million, slightly above the previous year's level (+2.1%). This development was primarily driven by lower capacity utilization in connection with the planned reduction of own inventories and increased amortization following the Polyplus acquisition, which was only consolidated from July 2023 in the comparative period. The corresponding cost of sales ratio was 56.6% compared to 55.5% in the previous year.

Selling and distribution costs rose to €479.8 million (previous year: €448.9 million), while the ratio of these costs to sales revenue increased year-on-year to 17.3% (previous year: 16.2%). Research and development expenses increased by 11.3% to €144.1 million in the reporting year, with the increase being influenced, among other things, by rising personnel costs and the depreciation of development projects that were no longer being pursued; the corresponding R&D ratio (ratio of R&D expenses to sales revenue) was 5.2% (previous year: 4.7%). General administrative expenses remained largely constant at €168.7 million (+1.0%); the administrative expense ratio (ratio of administrative expense to sales revenue) amounted to 6.1% in 2024 (previous year: 6.0%). In line with the final purchase price allocation for Polyplus, the previous year's figures have been slightly adjusted.

Expenses and income that could not be allocated to a functional area were recognized in the balance of other operating income and expenses, which amounted to –€43.6 million in 2024 after –€39.1 million in the previous year and includes net income of €5.0 million (previous year: net expenses of €6.8 million) from valuation effects and the realization of currency hedges.

This resulted in a decline in earnings before interest and taxes (EBIT) of 17.6% to €370.6 million compared to the previous year; the corresponding margin was 13.3% (previous year: 16.2%). This development reflects the higher amortization resulting from the full-year consolidation of Polyplus as well as the increase in extraordinary items to –€106.7 million (previous year: –€99.1 million). This increase resulted primarily from expenses for efficiency measures, which overlapped with the associated savings in the reporting year, as well as from expenses for various corporate projects or in connection with the latest acquisitions. The development of EBIT is also attributable to the decline in gross profit, driven by higher amortization and the aforementioned reduced capacity utilization and increased operating costs in the areas of sales and research and development.

The financial result was –€151.3 million in 2024, compared to –€47.6 million in the previous year. The previous year's result was influenced by non-cash-effective income of €71.5 million, predominantly from the reporting date valuation of the share-based earn-out liability in connection with the acquisition of BIA Separations. This effect was largely eliminated in the reporting year and amounted to €1.6 million. After adjustment for this factor, net financing costs

increased to -€152.9million (previous year: -€119.0million), which is mainly due to higher interest payments compared to the previous year.

In the reporting year, tax expenses amounted to €40.7 million (previous year: €89.2 million). In relation to the reported earnings before taxes, the tax rate was 18.6% (previous year: 22.2%).

Net result fell by 42.9% to €178.5million (previous year: €312.7million), and the net result attributable to shareholders of Sartorius Stedim Biotech S.A. declined by 43.6% to €175.1 million (previous year: €310.3 million).

Statement of Profit or Loss

€ in millions	2024	2023	Δ in %
Sales revenue	2,780.0	2,775.5	0.2
Cost of sales	-1,573.3	-1,541.5	-2.1
Gross profit on sales	1,206.7	1,234.0	-2.2
Selling and distribution costs	-479.8	-448.9	-6.9
Research and development costs	-144.1	-129.5	-11.3
General administrative expenses	-168.7	-167.1	-1.0
Other operating income and expenses	-43.6	-39.1	-11.4
Earnings before interest and taxes (EBIT)	370.6	449.5	-17.6
Financial income	45.4	94.4	-51.9
Financial expenses	-196.7	-141.9	-38.6
Financial result	-151.3	-47.6	n.m.
Profit before tax	219.2	401.9	-45.5
Income taxes	-40.7	-89.2	54.3
Net result	178.5	312.7	-42.9
Attributable to:			
Equity holders of SSB S.A.	175.1	310.3	-43.6
Non-controlling interest	3.4	2.4	41.4

The previous year's figures have been revised due to finalization of the purchase price allocation for Polyplus.

Earnings

The Sartorius Stedim Biotech Group uses EBITDA - earnings before interest, taxes, depreciation, and amortization - as its key profitability indicator. To provide a complete and transparent picture of the Group's profitability, also in an international comparison, earnings are adjusted for extraordinary items (underlying EBITDA). For more information about definitions, please refer to the Glossary on page 344.

Reconciliation Between EBIT and Underlying EBITDA

€ in millions	2024	2023
EBIT	370.6	449.5
Extraordinary items	106.7	99.1
Depreciation and amortization	301.7	236.8
Underlying EBITDA	779.0	785.4

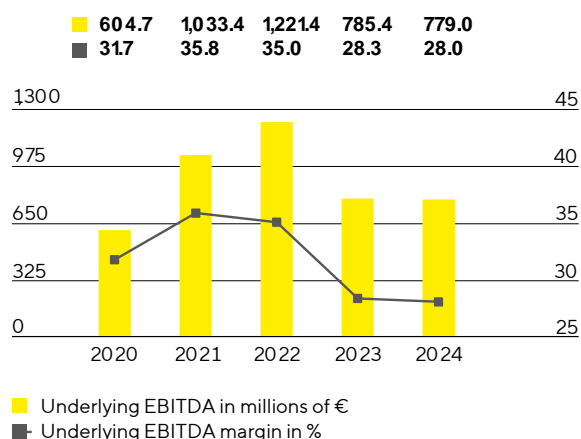
The previous year's figures have been revised due to finalization of the purchase price allocation for Polyplus.

Extraordinary Items

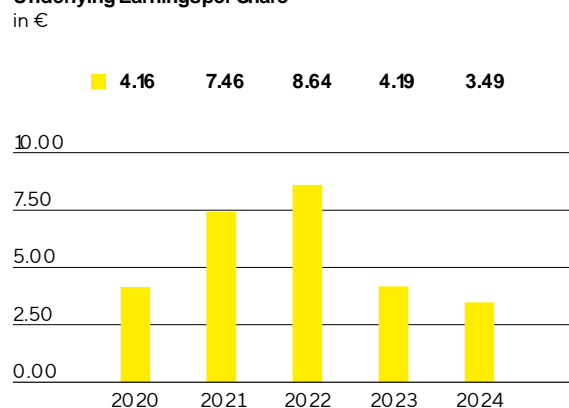
€ in millions	2024	2023
Efficiency measures	-96.3	-74.2
M&A projects Integration costs	-7.8	-21.1
Other	-2.6	-3.8
Group	-106.7	-99.1

At €779.0million, underlying EBITDA in the reporting year came in slightly below the prior year's level of €785.4million. The resulting margin was 28.0% (previous year: 28.3%) and thus remained at a high level. The dampening effect of the planned reduction of own inventories and the associated lower capacity utilization was offset by positive contributions from the efficiency program.

Underlying EBITDA¹ and Margin



Underlying Earnings per Share²



1 Underlying EBITDA: Earnings before interest, taxes, depreciation, and amortization and adjusted for extraordinary items.

2 Profit for the period after non-controlling interest, adjusted for extraordinary items and amortization, as well as based on the normalized financial result and the normalized tax rate.

The underlying net result after non-controlling interest for the Group declined from €385.9million in 2023 to €337.5million in fiscal 2024. This figure forms the basis for profit appropriation and is calculated by adjusting for extraordinary items, excluding amortization of €116.7million (previous year: €90.3million), and is based on a normalized financial result and normalized tax rate (see Glossary). Underlying earnings per share decreased by 16.7% from €4.19 a year earlier to €3.49.

€ in millions	2024	2023 ¹
EBIT (operating result)	370.6	449.5
Extraordinary items	106.7	99.1
Amortization IFRS 3	116.7	90.3
Normalized financial result²	-133.2	-114.1
Normalized income tax (26%) ³	-119.8	-136.4
Underlying net result	340.9	388.3
Non-controlling interest	-3.4	-2.4
Underlying net result after non-controlling interest	337.5	385.9
Underlying earnings per share (in €)	3.49	4.19

1 The previous year's figures have been revised due to finalization of the purchase price allocation for Polyplus.

2 Financial result excluding fair value adjustments of hedging instruments and currency effects relating to financing activities and change in valuation of earn-out liability.

3 Normalized income tax based on the underlying profit before taxes and amortization.

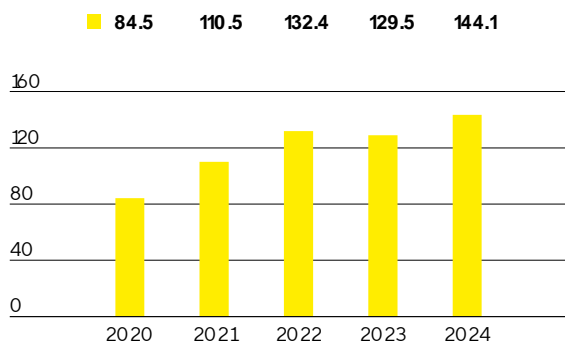
See Glossary on page 344 for the definitions of the totals listed above.

Research and Development

Sartorius Stedim Biotech expands its existing product groups through continuous innovations and further developments, while also enhancing its product portfolio by integrating new technologies and through cooperations. In 2024, the Group spent €144.1 million for research and development (R&D), corresponding to an increase of 11.3% compared to the previous year's investment of €129.5 million. The ratio of R&D expenses to sales revenues was 5.2% (previous year: 4.7%). The gross R&D ratio of 8.0% was above the prior-year ratio of 7.4%; this ratio is even more meaningful for the assessment of innovation-related expenses and includes capitalized development costs of €79.6 million (previous year: €75.4 million) that are disclosed in the statement of financial position.

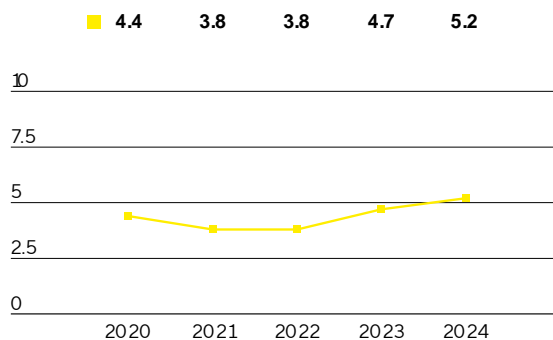
Research and Development Costs

€ in millions



Research and Development Ratio

in % of sales revenue



To protect know-how, Sartorius Stedim Biotech pursues a targeted intellectual and industrial property rights policy. The company systematically monitors compliance with these rights and reviews from a cost-benefit viewpoint whether it is necessary to continue to maintain individual rights.

The number of applications for intellectual property rights filed in 2024 totaled 158 compared with 216 in the previous year. As a result of the applications submitted in the past years, the company was issued 351 patents and trademarks (previous year: 307). As of the balance sheet date, there was a total of 5,398 patents and trademarks in the portfolio (previous year: 4,913).

	2024	2023
Number of patent and trademark applications	158	216
Registered patents and trademarks	351	307

Capital Expenditures

In the reporting year, Sartorius Stedim Biotech continued its multiyear investment program, which, in addition to expanding research and production capacities, is aimed at further diversifying the production network and make it more flexible. The pace of implementation of individual measures was adjusted in line with the development of demand and the overall time frame was extended. At €339.8 million, capital expenditures in 2024 were significantly below the previous year's figure of €473.6 million, and the corresponding ratio of capital expenditures (Capex) to sales revenue decreased to 12.2% (previous year: 17.1%).

The production expansion for sterile disposable bags together with the build-up of an extended warehouse at the Aubagne site in France was among the larger projects in the reporting year.

In Goettingen, Germany, the expansion of membrane and filter manufacturing capacity continued, and additional laboratory space for product development was put into operation.

Further investments were also made at the site in Freiburg, Germany, where a center of excellence for components used in the manufacture of cell and gene therapies is being built.

To better meet customer demand, particularly in the Asia | Pacific region, and to expand regional value creation, Sartorius continued construction of its new facility in Songdo, South Korea, during the reporting year. Upon completion, cell culture media and sterile consumables will be produced here. Additionally, the new location, situated in the heart of a biopharma park, is planned to include a technology center for customer consulting and product demonstrations, as well as laboratory space.

Sartorius Stedim Biotech primarily finances its investment program through operational cash flows and available cash.

Capital Expenditures

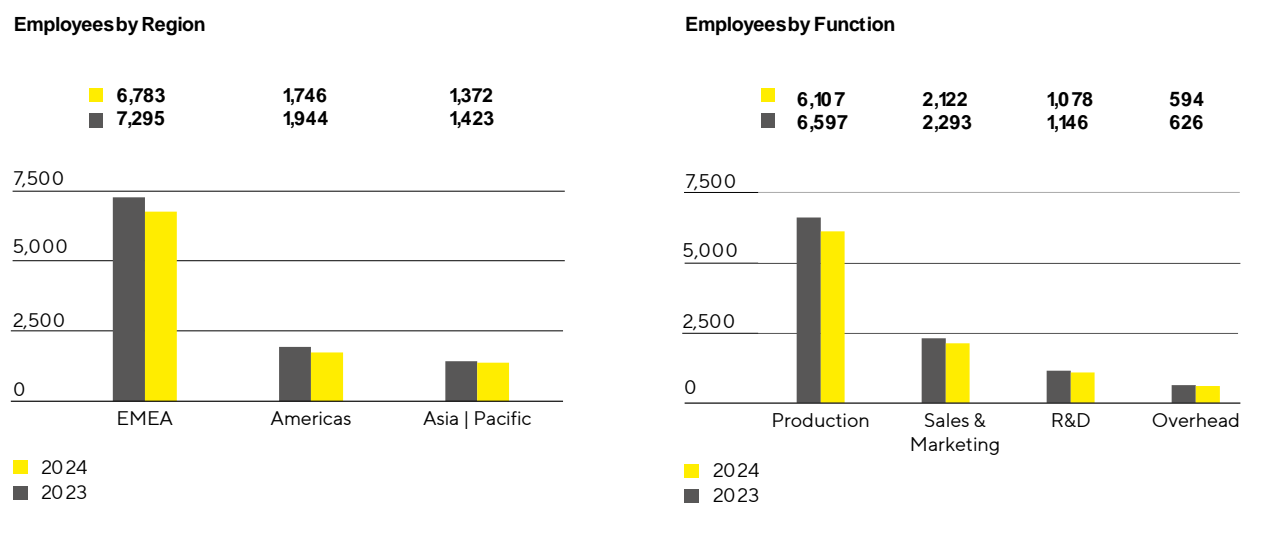
in millions of € unless otherwise specified	2024	2023
Sales revenue	2,780.0	2,775.5
Capital expenditures	339.8	473.6
Capital expenditures as % of sales revenue	12.2	17.1

Employees

The following chapter contains information in grey that is typical for a management report and also covers reporting requirements under the ESRS.

The following employee figures include all employees of the Sartorius Stedim Biotech, except for vocational trainees, interns, permanently absent employees, and employees in partial retirement. Employee figures are shown as headcount and not as full-time equivalents.

[ESRS 2 SBM- 1.40 a) iii.] As of December 31, 2024, Sartorius Stedim Biotech had a total of 9,901 employees in 29 countries worldwide. This was 761 employees or 7.1% less than on December 31, 2023. The reduction resulted primarily from the expiry of fixed-term employment contracts and regular attrition.



[ESRS 2 SBM-1.40 a) iii.] The number of employees in the EMEA region fell by 7.0% in 2024 versus December 2023, taking the figure to 6,783. In France, Sartorius Stedim Biotech had 1,409 employees at the end of the reporting year, which corresponds to 14.2% of the total workforce.

In the Americas, Sartorius Stedim Biotech had 1,746 employees as of December 31, 2024, representing a decrease of 10.2%. The number of employees in the Asia | Pacific region fell by 3.6% to 1,372.

At the end of 2024, approximately 62% of all Sartorius Stedim Biotech employees worked in production. Headcount decreased by 7.4% year over year to 6,107.

At the end of the year, 2,122 people were employed in marketing and sales, representing a decrease of 7.5% and a share of around 21% of the total workforce.

Almost 11% of all employees worked in R&D. This corresponded to a year-on-year decrease of 5.9%, bringing the total number of employees to 1,078.

As of the reporting date, 594 people worked in administrative positions. This corresponds to a decrease of 5.1% compared with the same date of the previous year and to 6% of all Sartorius Stedim Biotech employees.

Further information on employees can be found in the Sustainability Statement starting on page 81.

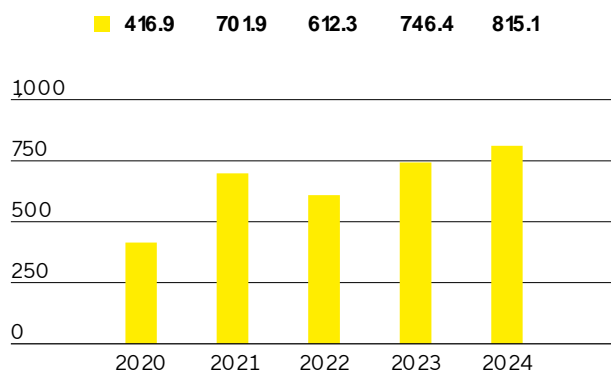
Net Worth and Financial Position

Cash Flow

Cash flow from operating activities rose by 9.2% to €815.1 million in 2024 (previous year: €746.4 million). In addition to the development of earnings, this reflects the particular focus on working capital¹ optimisation.

Net Cash Flow from Operating Activities

€ in millions



Based on fundamentally intact growth drivers in the end markets and its medium-term growth targets, Sartorius Stedim Biotech continued its multiyear investment program, although the timing of certain expansion projects has been partially adjusted to take into account the respective demand situation. Cash outflows from investing activities decreased as expected by 29.4% to €340.0 million (previous year: -€481.8 million). As no acquisitions were made in 2024, the cash flow from investment activities and acquisitions was also -€340.0 million, whereas the previous year's figure of -€2,722.7 million was significantly impacted by acquisition-related expenses in connection with the purchase of Polyplus.

As a result of the successful capital increase in February 2024, cash flow from financing activities was €84.9 million compared to €1,986.1 million in the previous year. This also included dividend payments for the 2023 financial year in the amount of €68.0 million (previous year: €133.9 million). The majority of the proceeds from the capital increase of €1.2 billion (see Notes, section 22) were used to repay loans with the parent company Sartorius AG and its affiliate Sartorius Finance B.V.

Cash Flow Statement

€ in millions	2024	2023
Cash flow from operating activities	815.1	746.4
- thereof change in net working capital	214.2	201.0
Cash flow from investing activities and acquisitions	-340.0	-2,722.7
Cash flow from financing activities	84.9	1,986.1
Cash and cash equivalents	678.9	116.6
Gross debt	2,869.5	3,681.8
Net debt	2,190.6	3,565.2

Consolidated Statement of Financial Position

¹ Sum of inventories and trade receivables.

The balance sheet total of the Sartorius Stedim Biotech Group increased by €526.4 million to €8,256.4 million at the end of fiscal 2024. The increase is largely due to the rise in non-current assets by €200.5 million to €6,515.4 million,

mainly as a result of the increase in property, plant, and equipment due to the continuation of the multiyear investment program. At €1,741.0 million, current assets were also above the previous year's figure of €1,415.1 million, primarily driven by the increase in cash and cash equivalents as a result of the successful capital increase carried out at the beginning of February 2024, which generated net proceeds of €1.2 billion. In contrast, a significant reduction in inventories driven by focused working capital management led to a decrease in working capital to €950.8 million as of December 31, 2024 (previous year: €1,176.1 million).

Key Working Capital Figures

in days		2024	2023
Days inventories outstanding			
Inventories sales revenue ¹	x 360	89	113
Days sales outstanding			
Trade receivables sales revenue ¹	x 360	34	38
Days payables outstanding			
Trade payables and contract liabilities sales revenue ¹	x 360	68	64
Net working capital days			
Net working capital ² sales revenue ¹	x 360	55	87

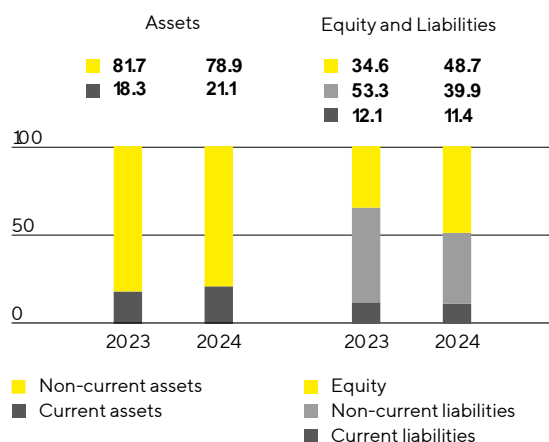
1 Including pro forma sales from acquisitions in 2023.

2 Sum of inventories and trade receivables less the trade payables and contract liabilities.

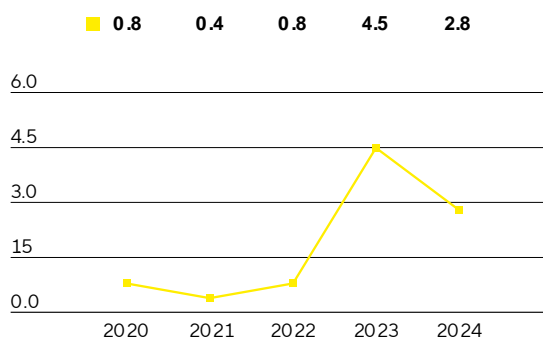
Particularly as a result of the aforementioned capital increase, equity grew by €1,350.0 million to €4,023.8 million as of year-end. The equity ratio, defined as the quotient of equity to the balance sheet total, rose to 48.7% (previous year: 34.6%).

The Group's non-current liabilities declined from €4,119.0 million to €3,293.8 million in the reporting year, mainly attributable to the prepayment of loans from the proceeds of the equity measure. Current liabilities increased slightly by €1.5 million to €938.8 million.

Balance Sheet Structure¹
in %



Ratio of Net Debt² to Underlying EBITDA³



1 The previous year's figures have been revised due to finalization of the purchase price allocation for Polyplus.

2 The net debt excludes the liability for the remaining purchase price for acquisitions; 2024: €79.6 million, 2023: €80.6 million, 2022: €245.1 million, 2021: €518.7 million, 2020: €127.8 million.

3 EBITDA includes underlying pro forma EBITDA contributed by acquisitions for this period.

Gross debt, mainly consisting of loans from the parent company Sartorius AG and its affiliate Sartorius Finance B.V., and lease liabilities, declined to €2,869.5 million as of December 31, 2024, compared to €3,681.8 million at the end of 2023. Net debt, defined as gross debt less cash and cash equivalents, was €2,190.6 million, compared to €3,565.2 million a year ago. This reduction was mainly driven by the capital increase and the associated repayment of loans as well as an increase in cash and cash equivalents.

In relation to the debt financing capacity of Sartorius Stedim Biotech, the ratio of net debt to underlying EBITDA is a key metric. It is calculated as the ratio of net debt to underlying EBITDA over the past 12 months, including the pro forma contributions of acquisitions during this period. As of December 31, 2024, this leverage ratio improved to 2.8 (previous year: 4.5), following the capital increase and adjustments to the timing of certain expansion projects.

Calculation of Net Debt and Ratio of Net Debt to Underlying EBITDA

€ in millions	2024	2023
Non-current		
Loans and borrowings	2,684.4	3,509.7
Lease liabilities	120.6	93.1
Current		
Loans and borrowings	39.5	57.7
Lease liabilities	25.0	21.4
Gross debt	2,869.5	3,681.8
Cash and cash equivalents	678.9	116.6
Net debt	2,190.6	3,565.2
Underlying EBITDA (12 months)	779.0	785.4
+ Pro forma EBITDA (12 months)	0.0	14.7
Pro forma Underlying EBITDA (12 months)	779.0	800.0
Ratio of net debt to underlying EBITDA	2.8	4.5

Financing | Treasury

Sartorius Stedim Biotech meets its operational and strategic financing needs through a combination of operating cash flows and the assumption of short-, medium- and long-term financial liabilities. The objective is to ensure financial flexibility and to reduce the Group's financial risks while optimizing associated financing costs (see Note 37 for details).

As of December 31, 2024, the company's financial flexibility is primarily supported by cash and cash equivalents totalling €678.9 million, along with a credit line of €260 million provided by the parent company Sartorius AG, of which €0.2 million have been utilized. The Group had access to short-term bilateral credit lines provided by banks until further notice at variable interest rates. These facilities totalled approximately €111 million and were not used to a material extent. Together, these resources ensure that Group entities have sufficient funds to cover any short-term financing requirements (see Note 41 for details).

Long-term funding instruments are mainly provided via loans by the parent company Sartorius AG and its affiliate Sartorius Finance B.V., an entity wholly owned and controlled by Sartorius AG. As at the reporting date, the outstanding loan agreements totaled €2.7 billion, all at fixed-interest rates, with a wide range of maturities extending up to 2035 (see Note 32 for details).

Corporate financing was supplemented in the reporting year through the completion of a capital increase with net proceeds of €1.2 billion. These funds were used to prepay several loans provided by Sartorius AG and its affiliate Sartorius Finance B.V. and to strengthen the liquidity position (see Note 22 for details).

Key financial risks include foreign exchange risks and interest rate risks. The company uses currency hedging transactions to mitigate effects of exchange rate fluctuations from its global business activities (see Note 39 for details). At year-end, there were foreign exchange contracts with a volume of around €419.8 million, with a negative market value of €15.5 million. There were no interest rate hedges as of the reporting date (see Note 40 for details).

Assessment of Economic Position

The business outlook published in January 2024 was based in particular on the assumption that the positive demand momentum seen in the second half of 2023 would continue. Contrary to this expectation, the life science industry presented a mixed picture in the first half of 2024, with no stable positive momentum. In some product groups in the consumables segment, for example, the subdued demand persisted longer than expected, which was mainly due to the unforeseeable multiple corrections of target inventories on the customer side. Furthermore, customers across the industry continued to hold back on investments in bioprocessing equipment, and the Chinese market remained at a low level. In view of the business performance in the first half of the year, which fell short of expectations, the company's management adjusted its growth and earnings forecast for the Group in July 2024. In the third quarter, demand picked up again and gained further momentum in the final quarter.

Due to the dynamics described above, Group sales revenue in 2024 was slightly above the previous year's level, with an increase in constant currencies by 0.6% to €2,780.0 million (reported: +0.2%), and in line with the adjusted forecast from July, whereas the original January forecast was not met. The corresponding underlying EBITDA margin of 28.0% was within the range published in July and correspondingly below the January forecast.

As planned, the ratio of net debt to underlying EBITDA fell to 2.8 in the reporting year and was therefore in line with the guidance issued in January and July.

At 12.2%, the ratio of capital expenditures to sales revenue was also below the previous year's level and in line with the January and July forecasts, reflecting adjustments to the timing of certain expansion projects.

Projected | Actual Comparison for the Year 2024

	Actual	Guidance	Guidance	Guidance	Actual
	2023	January 2024	April 2024	July 2024	2024
Sartorius Stedim Biotech Group					
Sales growth ¹	-18.7%	Mid to high single-digit percentage range	Mid to high single-digit percentage range	Sales revenue to remain at prior-year level, with a bandwidth of low single-digit negative to low single-digit positive sales development	0.6%
Underlying EBITDA margin in %	28.3%	Above 30%	Above 30%	27 to 29%	28.0%
Net debt to underlying EBITDA	4.5	~3.5 ²	slightly below 2.5 ²	2.5 ² to 3.0 ²	2.8
Capital expenditures as % of sales revenue	17.1%	~13.0%	~13.0%	~12.0%	12.2%

1 In constant currencies.

2 Possible acquisitions are not considered.

The July forecast for the Group was fully confirmed in the unaudited financial report the figures for the first nine months to the end of September 2024.

Five-Year Financial Results

Key Figures

All figures are stated in millions of € according to IFRS, unless otherwise specified

	2024	Δ in %	2023	2022	2021	2020
Order intake, sales revenue and earnings						
Order intake ¹	2,781.6	12.3	2,476.1	3,314.8	3,664.4	2,381.0
Sales revenue	2,780.0	0.2	2,775.5	3,492.7	2,887.0	1,910.1
Underlying EBITDA ^{2,3}	779.0	-0.8	785.4	1,221.4	1,033.4	604.7
Underlying EBITDA ^{2,3} as % of sales revenue	28.0	-0.3pp	28.3	35.0	35.8	31.7
Net profit after non-controlling interest	175.1	-43.6	310.3	876.1	414.4	335.9
Underlying net profit after non-controlling interest ⁴	337.5	-12.5	385.9	796.6	687.8	383.8
Research and development costs	144.1	11.3	129.5	132.4	110.5	84.5
Financial data per share						
Earnings per share (in €)	1.81	-46.3	3.37	9.51	4.50	3.64
Underlying Earnings per share (in €) ⁴	3.49	-16.7	4.19	8.64	7.46	4.16
Dividend per share (in €)	0.69 ⁵	0.00	0.69	1.44	1.26	0.68
Balance sheet						
Balance sheet total	8,256.4	6.8	7,730.1	5,065.4	3,951.1	2,856.7
Equity	4,023.8	50.5	2,673.8	2,514.2	1,733.2	1,461.0
Equity ratio (in %) ⁶	48.7	14.1pp	34.6	49.6	43.9	51.1
Financials						
Capital expenditures as % of sales revenue	12.2	-4.9pp	17.1	12.3	11.2	8.3
Depreciation and amortization	301.7	27.4	236.8	179.9	141.5	100.3
Cash flow from operating activities ⁷	815.1	9.2	746.4	612.3	701.9	416.9
Net debt ⁸	2,190.6	-38.6	3,565.2	1,028.6	401.9	527.3
Ratio of net debt to underlying EBITDA ^{2,3,9}	2.8		4.5	0.8	0.4	0.8
Total number of employees as of December 31						
	9,901	-7.1	10,662	11,934	10,409	7,566

1 All customer orders contractually concluded and booked during the respective reporting period.

2 Earnings before interest, taxes, depreciation, and amortization and adjusted for extraordinary items.

3 For more information on EBITDA, net profit, and the underlying presentation, please refer to the Group Business Development chapter and to the Glossary.

4 Profit for the period after non-controlling interest, adjusted for extraordinary items and amortization, as well as based on the normalized financial result and the normalized tax rate.

5 Amount suggested by the Board of Directors (Conseil d'administration) and subject to approval by the Annual General Shareholders' Meeting.

6 Equity in relation to the balance sheet total.

7 Interest received are reported under cash flows from operating activities since fiscal 2022. The prior year figure was restated accordingly.

8 The net debt excludes the liability for the remaining purchase price for acquisitions; 2024: €79.6 million, 2023: €80.6 million, 2022: €245.1 million, 2021: €518.7 million, 2020: €127.8 million.

9 Quotient of net debt and underlying EBITDA over the past 12 months, including the pro forma amount contributed by acquisitions for this period.

The figures for the financial year 2023 have been revised due to finalization of the purchase price allocation for Polyplus.

Press Release of January 28, 2025

Sartorius Stedim Biotech publishes preliminary, unaudited results for fiscal 2024

- Sales revenue at 2,780 million euros, in constant currencies¹ up +0.6 percent including non-organic contribution², (reported: + 0.2 percent, organic¹: - 0.7 percent in constant currencies)
- Underlying EBITDA¹ of 779 million euros, resulting margin at 28.0 percent; net profit of 175 million euros
- 2024 revenue and profitability targets fully met
- Order intake dynamics pick up significantly in second half of the year
- Overall, cautiously positive outlook for 2025: profitable growth expected

In a challenging environment, Sartorius Stedim Biotech, a leading provider of innovative technologies for the manufacture of biologics, closed the fiscal year with a solid performance. With sales revenue at prior-year level and high profitability, according to preliminary figures, the company fully achieved its financial targets³ as adjusted at mid-year. For 2025, management expects profitable, moderate growth above market level.

“In 2024, Sartorius Stedim Biotech has successfully navigated the challenges that the entire life science industry continued to face: both inventory destocking and muted investment activities at customers continued for longer than anticipated. Under these conditions, Sartorius Stedim Biotech performed better than the market segment, proving its strong competitive position. While we shouldn’t focus too much on individual quarters, it’s encouraging to see an increasingly positive trend with business picking up significantly during the second half of the year and especially in the last quarter,” said René Fáber, CEO of Sartorius Stedim Biotech. “The industry is gradually returning to its robust, structural growth trend. For 2025, however, we remain cautious and assume that market growth is still likely to be below the long-term average for now. Against this backdrop, we expect moderate revenue growth above market level and increasing profitability for our company.”

Business development¹

In 2024, Sartorius Stedim Biotech generated sales revenue of 2,780 million euros, reaching the prior-year level. This corresponds to a slight growth of 0.6 percent in constant currencies¹ (reported: + 0.2 percent; organic: - 0.7 percent in constant currencies¹). Sales revenue includes a non-organic contribution² of 2.4 percent. Development in the consumables business was particularly positive, as most biopharma customers are reaching their target inventory levels and are gradually returning to an order level that corresponds to their production activities. Sales revenue from products for advanced therapies also continued to grow at an above-average rate, while business with bioprocessing equipment remained muted. Order intake¹ developed even better than revenue, increasing by a double-digit 12.9 percent in constant currencies (reported: + 12.3 percent).

As expected, business performance was particularly pronounced in the final quarter: between October and December, Sartorius Stedim Biotech achieved sales revenue of 751 million euros, an uptick of 6.1 percent in constant currencies¹ (reported: + 6.3 percent) compared with the previous year, while order intake¹ rose significantly by 23.8 percent in constant currencies.

Regional business performance varied in fiscal 2024. In the EMEA⁴ region, which accounts for around 42 percent of the Group’s business, sales revenue increased by 5.9 percent to 1,159 million euros. Despite the ongoing weakness of the Chinese market, the Asia | Pacific region grew by 4.0 percent to 639 million euros, thereby accounting for 23 percent of Group revenue. In the Americas region, on the other hand, sales revenue decreased by 6.7 percent to 982 million euros due to the continued subdued investment activity by customers. This corresponds to a share of 35 percent of the Group’s business.

The Group's underlying EBITDA¹ came in slightly below the prior year, down 0.8 percent to 779 million euros, with the resulting margin remaining at a high level of 28.0 percent (PY: 28.3 percent).

Underlying net profit¹ totaled 338 million euros, compared with 386 million euros in the prior year, while net profit amounted to 175 million euros (PY: 310 million euros). Underlying earnings per share were 3.49 euros (PY: 4.19 euros) and earnings per share 1.81 euros (PY: 3.37 euros).

As of December 31, 2024, Sartorius Stedim Biotech employed 9,901 people worldwide, compared with 10,662 at the end of 2023.

With regard to its portfolio, Sartorius Stedim Biotech again expanded its product offering for biologics process development and manufacturing with a series of market launches. In addition to new products for customers working on cell and gene therapies, new products were launched in the areas of fluid management and filtration. Furthermore, partnering with a major customer, the Group developed a platform for continuous manufacturing which will allow for significantly higher efficiency and thus reduced resource consumption.

Key financial indicators

Sartorius Stedim Biotech's key financial indicators remain at highly robust levels. Equity was 4,024 million euros as of December 31, 2024; the equity ratio¹ increased significantly to 48.7 percent (December 31, 2023: 2,674 million euros and 34.6 percent, respectively), mainly as a result of the capital increase successfully completed at the beginning of February 2024.

Net operating cash flow was up by 9.2 percent to 815 million euros, compared with 746 million euros in the prior-year period, particularly due to the planned reduction of working capital¹. Investments in research and the company's global production infrastructure amounted to 340 million euros (PY: 474 million euros). The ratio of capital expenditures (capex) to sales revenue stood at 12.2 percent at year-end as projected (PY: 17.1 percent). Gross debt decreased to 2,869 million euros (December 31, 2023: 3,682 million euros), net debt to 2,191 million euros, and the ratio of net debt to underlying EBITDA¹ to 2.8, as forecast (December 31, 2023: 3,565 million euros and 4.5, respectively).

Deliberately cautious outlook for fiscal 2025: profitable growth targeted

For fiscal 2025, Sartorius Stedim Biotech expects continuous demand recovery and growth in the life science market, albeit at a rate still below its long-term average. In this environment, the company intends to grow profitably above market level, and to achieve a moderate increase in sales revenue, which is likely to be driven primarily by recurring business with consumables. Based on the expected volume development, positive product mix effects and supported by the effects of the previous year's efficiency program, the company forecasts that underlying EBITDA should increase over-proportionately compared with sales revenue. In 2025, Sartorius Stedim Biotech will continue its organic debt reduction course with a focus on working capital and managing investments.

The company will provide a quantitative forecast after the first quarter of 2025.

1 Sartorius Stedim Biotech publishes alternative performance measures that are not defined by international accounting standards. These are determined with the aim of improving comparability of business performance over time and within the industry.

- Constant currencies: figures given in constant currencies eliminate the impact of changes in exchange rates by applying the same exchange rate for the current and the previous period
- Organic: organic growth figures exclude the impact from changes in exchange rates and changes in the scope of consolidation
- Order intake: all customer orders contractually concluded and booked during the respective reporting period
- Underlying EBITDA: earnings before interest, taxes, depreciation and amortization and adjusted for extraordinary items
- Underlying net profit: profit for the period after non-controlling interest, adjusted for extraordinary items and amortization, and based on the normalized financial result and the normalized tax rate
- Equity ratio: equity in relation to the balance sheet total
- Ratio of net debt to underlying EBITDA: quotient of net debt and underlying EBITDA over the past 12 months, including the pro forma amount contributed by acquisitions for this period

- Working capital: sum of inventories and trade receivables

2 Acquisition of Polyplus

3 Forecast for fiscal year 2024 as of July 2024

4 EMEA = Europe, Middle East, Africa

This media release contains forward-looking statements about the future development of the Sartorius Stedim Biotech Group. Forward-looking statements are subject to known and unknown risks, uncertainties, and other factors that could cause actual results to differ materially from those expressed or implied by such statements. Sartorius Stedim Biotech assumes no liability for updating such statements in light of new information or future events. Sartorius Stedim Biotech shall not assume any liability for the correctness of this release. The original French press release is the legally binding version.

Management points out that dynamics and volatilities in the industry have increased significantly in recent years. In addition, uncertainties due to the changed geopolitical situation, such as the emerging decoupling tendencies of various countries, are playing a greater role. This results in higher uncertainty when forecasting business figures.

Conference call

René Fáber, CEO of the Sartorius Stedim Biotech Group, will discuss the company's business results with analysts and investors in a conference call at 1.00 p.m. CET on January 28, 2025.

Register here: [Conference Call on the Preliminary Results 2024](#)

Financial calendar

February 17, 2025	Publication of Annual Report
March 25, 2025	Annual Shareholders' Meeting
April 16, 2025	Publication of the first quarter results January to March 2025
July 22, 2025	Publication of the half-year results January to June 2025
October 16, 2025	Publication of the nine-month results January to September 2025

Preliminary key figures for the full year of 2024

in millions of € unless otherwise specified	2024	2023	Δ in %	Δ in % cc ¹
Order Intake and Sales Revenue				
Order intake ²	2,781.6	2,476.1	12.3	12.9
Sales revenue	2,780.0	2,775.5	0.2	0.6
▪ EMEA ³	1,159.0	1,093.4	6.0	5.9
▪ Americas ³	982.0	1,054.0	-6.8	-6.7
▪ Asia Pacific ³	639.0	628.1	1.7	4.0
Results				
EBITDA ⁴	779.0	785.4	-0.8	
EBITDA margin ⁴ in %	28.0	28.3	-0.3pp	
Underlying net profit ⁵	337.5	385.9	-12.5	
Underlying earnings per share ⁶ in €	3.49	4.19	- 16.7	
Net profit ^{6 7}	175.1	310.3	-43.6	
Earnings per share ^{6 7} in €	1.81	3.37	-46.3	

1 cc = constant currency: Figures given in constant currencies eliminate the impact of changes in exchange rates by applying the same exchange rate for the current and the previous period

2 All customer orders contractually concluded and booked during the respective reporting period

3 According to customer location

4 Earnings before interest, taxes, depreciation and amortization, and adjusted for extraordinary items

5 Profit for the period after non-controlling interest, adjusted for extraordinary items, and amortization, as well as based on the normalized financial result and the normalized tax rate

6 After non-controlling interest

7 The previous year's figures have been revised due to finalization of the purchase price allocation for the acquisition of Polyplus

Reconciliation of alternative performance measures

Reconciliation between EBIT and underlying EBITDA

In millions of € unless otherwise specified	2024	2023
EBIT (operating result)	370.6	449.5
Extraordinary items	106.7	99.1
Depreciation and amortization	301.7	236.8
Underlying EBITDA	779.0	785.4

The previous year's figures have been revised due to finalization of the purchase price allocation for Polyplus.

Reconciliation between EBIT and underlying net result

In millions of €, unless otherwise specified	2024	2023
EBIT (operating result)	370.6	449.5
Extraordinary items	106.7	99.1
Amortization IFRS 3	116.7	90.3
Normalized financial result ¹	-133.2	-114.1
Normalized income tax (26%) ²	-119.8	-136.4
Underlying net result after taxes	340.9	388.3
Non-controlling interest	-3.4	-2.4
Underlying net result after taxes and non-controlling interest	337.5	385.9
Underlying earnings per share (in €)	3.49	4.19

1 Financial result excluding fair value adjustments of hedging instruments and currency effects relating to financing activities and change in valuation of earn-out liability

2 Normalized income tax based on the underlying profit before taxes and non-cash amortization

The previous year's figures have been revised due to finalization of the purchase price allocation for the acquisition of Polyplus

Calculation of net debt and ratio of net debt to underlying EBITDA

in millions of € unless otherwise specified	2024	2023
Gross debt	2,869.5	3,681.8
- Cash & cash equivalents	678.9	116.6
Net debt	2,190.6	3,565.2
Underlying EBITDA (12 months)	779.0	785.4
+ Pro forma EBITDA from acquisitions (12 months)	0.0	14.7
Pro forma underlying EBITDA (12 months)	779.0	800.0
Ratio of net debt to underlying EBITDA	2.8	4.5

Calculation of the capital expenditures ratio

in millions of € unless otherwise specified	2024	2023
Sales revenue	2,780.0	2,775.5
Capital expenditures	339.8	473.6
Capital expenditures as % of sales revenue	12.2	17.1

A profile of Sartorius Stedim Biotech

Sartorius Stedim Biotech is a leading international partner of the biopharmaceutical industry. As a provider of innovative solutions, the company based in Aubagne, France, helps its customers to manufacture biotech medications, such as cell and gene therapies, safely, rapidly, and sustainably. The shares of Sartorius Stedim Biotech S.A. are quoted on the Euronext Paris. The company has a strong global reach with manufacturing and R&D sites as well as sales entities in Europe, North America, and Asia. Sartorius Stedim Biotech regularly expands its portfolio through acquisitions of complementary technologies. In 2024, the company generated sales revenue of around 2.8 billion euros, according to preliminary figures. Currently, more than 9,900 employees are working for customers around the globe.

Visit our [newsroom](#) and follow us on [LinkedIn](#).

Contact

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petra.kirchhoff@sartorius.com

Members of the Board of Directors

(Text extracted from the Universal Registration Document 2024)

Board of Directors

The Board of Sartorius Stedim Biotech is the central management and supervisory entity of the company, and it is composed of eight members. The directors are appointed for a three-year term.



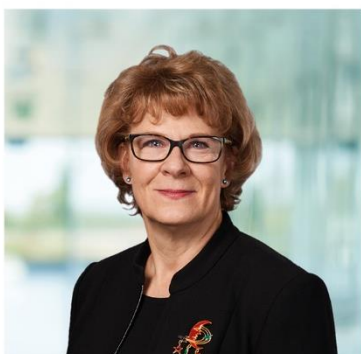
Joachim Kreuzburg
Chairman



René Fáber
CEO



Pascale Boissel



Susan Dexter



Romaine Fernandes



Anne-Marie Graffin



Lothar Kappich



Henri Riey

The Company is administered by a Board of Directors composed of eight members, three of whom are independent. The directors are appointed for a three-year period. With the exception of the Director representing the employees, the members of the Board of Directors are elected individually by the shareholders at Ordinary General Meetings at the recommendation of the Board, which, first, has received proposals from the Nomination and Remuneration Committee.

The organization of the works of the Board of Directors and its composition must be suited to the shareholding structure, to the size and the nature of the activity of Sartorius Stedim Biotech S.A. and the particular circumstances it can face.

Composition of the Board of Directors as of December 31, 2024

Further, taking into account the above, the Board of Directors, in the context of its corporate frame, ensures the good governance of the Company by considering, on a yearly basis, the balance in its composition and of its Committees, in particular in the representation of women and men, nationalities, balance of powers and diversity of skills by taking appropriate measures to guarantee to the shareholders and to the market that its missions are carried out with the necessary independence and objectivity. It makes public, via the following sections of this Universal Registration Document the objectives, methods and results of its politics on these subjects.

The Board of Directors

Name	Mandate	Gender	Age	Nationality	Number of mandates in non-Sartorius Group listed companies	Independent ¹	No. of years on the board	First Appointment	Expiration of current mandate ²	Audit Committee member	Remuneration & Nomination Committee member	Individual attendance at Board meetings	Individual attendance at the Audit Committee	Individual attendance at the Remuneration & Nomination
Joachim KREUZBURG ³	Chairman of the Board	m	59	German	0		17	2007	2025			11/11		
René FÁBER ⁴	Chief Executive Officer	m	49	Slovak	0		5	2019	2025			10/11		
Pascale BOISSEL	Director	f	58	French	2	•	5	2019	2025	•	•	11/11	5/5	3/3
Susan DEXTER	Director	f	69	American	0	•	9	2015	2027	•	•	11/11	5/5	3/3
Romaine FERNANDES ⁵	Director representing employees	f	55	French	0		1	2023	2026			11/11		
Anne-Marie GRAFFIN	Director	f	63	French	3	•	9	2015	2027	•	•	11/11	5/5	32/3
Lothar KAPPICH	Director	m	67	German	0		7	2017	2025	•	•	11/11	5/5	3/3
Henri RIEY	Director	m	63	Monegasque	0		17	2007	2025			10/11		

1 In accordance with the Art. 10 of the AFEP-MEDEF code.

2 Directors are appointed until the date of the Annual General Shareholders' Meeting called to approve the financial statement of the previous fiscal year ending.

3 Mr. Joachim Kreuzburg is Chairman of the Board since 2007. Apart from being Chairman of the Board, Joachim Kreuzburg also has been President-Chief Executive Officer (PDG) from 2007 until March 27, 2023.

4 Mr. René Faber is Chief Executive Officer since March 27, 2023.

5 Mrs. Romaine Fernandes was appointed for three years. Pursuant to the Articles of Association, her mandate will expire at the end of the Ordinary Annual Shareholders' Meeting approving the financial statements for the previous financial year and held in the year in which her term of office expires. In other words, her term of office will expire at the end of the Ordinary Annual Shareholders' Meeting held in 2026.

Changes that have occurred within the membership of the Board and Committee during the financial year 2024

	Departure	Appointment	Reappointment
Board of Directors			Susan Dexter (26/03/2024) Anne-Marie Graffin (26/03/2024)
Audit Committee			Susan Dexter (26/03/2024) Anne-Marie Graffin (26/03/2024)
Remuneration and Nomination Committee			Susan Dexter (26/03/2024) Anne-Marie Graffin (26/03/2024)

Below are described the competencies of the members of the Board of Directors and their detailed Curriculum Vitae.

Competence Profile	Joachim Kreuzburg	Pascale Boissel	Susan Dexter	René Fáber
Corporate Governance	■	■		
Strategy development	■	■	■	■
Customer-specific perspectives			■	■
Technology and product development	■		■	■
International markets	■		■	■
Finance, audit and risk management	■	■	■	
Corporate and capital market law		■		
Employee-specific perspectives		■	■	■
Digitalization				
Sustainability and ESG	■		■	
	Romaine Fernandes	Anne-Marie Graffin	Lothar Kappich	Henri Riey
Corporate Governance		■	■	■
Strategy development		■	■	■
Customer-specific perspectives	■			
Technology and product development				
International markets				
Finance, audit and risk management	■	■	■	■
Corporate and capital market law		■		■
Employee-specific perspectives	■	■	■	
Digitalization				■
Sustainability and ESG				■

Joachim Kreuzburg

Chairman of the Board

Date of birth: April 22, 1965

Nationality: German

First appointment: June 29, 2007

Mandate renewed: March 29, 2022

Appointed until: Annual General Shareholders' Meeting 2025

Number of Sartorius Stedim Biotech shares held: 6

Other current directorships and positions within the Sartorius or Sartorius Stedim Biotech Group:

Chairman of the Executive Board (Vorstand) of Sartorius AG¹;
Managing Director of Sartorius Lab Holding GmbH;
Managing Director of SI Weende-Verwaltungs-GmbH;
Managing Director of SI Grone 1-Verwaltungs-GmbH;
Managing Director of SIV Grone 2 GmbH;
Managing Director of Sartorius Ventures GmbH;
Managing Director of Sartorius Lab Ventures GmbH;
Chairman of the Board of Directors of Sartorius North America Inc.

Past directorships held during the past five years within the Sartorius or Sartorius Stedim Biotech Group:

Chairman of the Supervisory Board of Sartorius Stedim Biotech GmbH;
Chairman of the Supervisory Board of Sartorius Corporate Administration GmbH;
Chairman of the Advisory Board of LabTwin GmbH;
Managing Director of Sartorius Corporate Administration GmbH;
Managing Director of SWT Treuhand GmbH;
Member of the Board of Directors of Essen Instruments, Inc.;
Member of the Board of Directors of Denver Instrument (Beijing) Co. Ltd.

Other current directorships and positions outside the Sartorius or Sartorius Stedim Biotech Group:

Member of the Supervisory Board (Aufsichtsrat) of Carl Zeiss AG, Germany;
Member of the Administrative Board (Verwaltungsrat) of Ottobock Management SE, Germany.

Past directorships held during the past five years outside the Sartorius or Sartorius Stedim Biotech Group:

Vice Chairman of the Supervisory Board (Aufsichtsrat) of Ottobock SE & Co. KGaA, Germany;
Member of the Economic Advisory Board (Wirtschaftsbeirat) of Norddeutsche Landesbank, Germany.

¹ Publicly listed

Educational and professional background:

Diplom-Maschinenbau-Ingenieur, Dr. rer. pol. (university degree in Mechanical Engineering, Doctorate in Economics)

1992–1995	Research associate at the Institute for Solar Energy Research in Hamelin, Germany
1995–1999	Research associate at the Faculty of Economics and Management at the University of Hannover, Germany
Since May 1, 1999	Sartorius AG, Göttingen, Germany. Most recent position before promotion to the Executive Board: Vice President, Finances and Investor Relations
Since November 11, 2002	Member of the Executive Board of Sartorius AG, Göttingen, Germany
May 1, 2003– November 10, 2005	Spokesman (Sprecher) of the Executive Board of Sartorius AG, Göttingen, Germany
Since November 11, 2005	CEO and Executive Board Chairman of Sartorius AG, Göttingen, Germany; currently responsible for Group Strategy, Human Resources, Corporate Research, Legal Affairs, Communications, Sustainability

René Fáber

Chief Executive Officer

Date of birth: July 18, 1975

Nationality: Slovak

First appointment: March 26, 2019

Mandate renewed: March 29, 2022

Appointed until: Annual General Shareholders' Meeting 2025

Number of Sartorius Stedim Biotech shares held: 1

Other current directorships and positions within the Sartorius or Sartorius Stedim Biotech Group:

Member of the Executive Board of Sartorius AG¹;
Chairman of the Supervisory Board of Sartorius Stedim Biotech GmbH;
Chairman of the Advisory Board of Sartorius CellGenix GmbH;
Member of the Board of Directors of Sartorius Albumedix Ltd.;
Member of the Board of Directors of Sartorius Stedim BioOutsource Ltd.;
Member of the Board of Directors of Sartorius Stedim North America Inc.;
Member of the Board of Directors of Sartorius Korea Biotech LLC;
Member of the Board of Directors of Sartorius Korea Operations LLC;
Member of the Board of Directors of Sartorius Stedim (Shanghai) Trading Co., Ltd.;
Vice Chairman of the Board of Directors of Sartorius Stedim Biotech (Beijing) Co., Ltd.;
Member of the Board of Directors of POLYPLUS-TRANSFECTION S.A.;
President and Chairman of the Executive Committee of Sartorius Stedim FMT S.A.S.;
Chairman of the Advisory Board of Sartorius BIA Separations d.o.o.
Past directorships held during the past five years within the Sartorius or Sartorius Stedim Biotech Group:

¹ Publicly listed

Vice Chairman of the Supervisory Board of Sartorius Stedim Biotech GmbH;
 Chairman of the Supervisory Board of Xell AG;
 Member of the Advisory Board of BIA SEPARATIONS d.o.o.;
 Member of the Board of Directors of Sartorius Stedim Japan K.K.

Other current directorships and positions outside the Sartorius or Sartorius Stedim Biotech Group:

None

Past directorships held during the past five years outside the Sartorius or Sartorius Stedim Biotech Group:

Member of the Advisory Board of Curexsys GmbH, Germany (until February 14, 2024).

Educational and professional background:

Master's degree in Chemistry from the Slovak University of Technology in Bratislava, Slovakia
 PhD in Polymer Chemistry from the Technical University of Munich, Germany

2001–2002	Scientist at French specialty chemical group Rhodia, Slovakia
2002–2004	Postdoctoral researcher at Vivascience
2004–2018	Various positions at Sartorius Group (esp. Sartorius Stedim Biotech GmbH, Germany):
2004–2006	Scientist R&D Membrane Modification
2006–2010	Director Development and Production of surface-modified membranes
2010–2013	Vice President R&D Process Technologies
2012–2014	Value Creation Agent in Supplier Relationship Center of Roche and Genentech, San Francisco, USA
2014–2017	Vice President Marketing and Product Management Filtration Technologies
2016–2018	Key Account Manager Roche/Genentech
2017–2018	Vice President Marketing and Product Management Fermentation Technologies
2018	Head of Product Development, Bioprocess Solutions Division
Since 2019	Head of Bioprocess Solutions Division of Sartorius Group, Member of the Executive Board of Sartorius AG, Germany

Pascale Boissel

Independent Director and Chairwoman of the Audit Committee

Date of birth: October 15, 1966

Nationality: French

First appointment: March 26, 2019

Mandate renewed: March 29, 2022

Appointed until: Annual General Shareholders' Meeting 2025

Number of Sartorius Stedim Biotech shares held: 1

Other current directorships and positions outside the Sartorius or Sartorius Stedim Biotech Group:

Member of the Board of Directors of Poxel S.A.¹;

Member of the Supervisory Board of Innate Pharma S.A.¹

Past directorships (held during the past five years) outside the Sartorius or Sartorius Stedim Biotech Group:

None

Educational and professional background:

Graduated from HEC (Ecole des hautes Etudes de Commerciales): MBA in Finance and Audit

Graduated with a CPA diploma (diplôme d'expertise comptable & commissariat aux comptes)

2009–2012	Chief Financial Officer, IPSOGEN
2012–2016	Chief Financial Officer and Deputy Chief Executive Officer, BIOASTER Institute
2017–2018	Part-time Chief Financial Officer, ENYO PHARMA
2017–2021	Part-time Chief Financial Officer, NOVADISCOVERY

¹ Publicly listed

Susan Dexter

Independent Director

Date of birth: October 11, 1955

Nationality: American

First appointment: April 7, 2015

Mandate renewed: March 26, 2024

Appointed until: Annual General Shareholders' Meeting 2027

Number of Sartorius Stedim Biotech shares held: 6

Other current directorships and positions outside the Sartorius or Sartorius Stedim Biotech Group:

Member of the Board of Directors of ViroCell Biologics Ltd.;

Member of the Board of Directors of Virica Biotech Inc.

Past directorships (held during the past five years) outside the Sartorius or Sartorius Stedim Biotech Group:

None

Educational and professional background:

Degrees and certifications: BS in Immunology and Marketing (double major, honors), American University, Washington, D.C., USA

Harvard University Negotiation Course for Lawyers, Harvard University, Cambridge, Massachusetts, USA

Finance for Non-Financial Managers, Harvard University through Dow Chemical Company internal training program

1975–1980	University of Massachusetts Medical School, Research, mammalian cell culture, animal toxicology studies, basic research
1980–1986	Collaborative Research, Biotechnology Sales, in emerging markets for bioprocessing supplements and raw materials for biomanufacturing
1986–1998	Celltech Biologics, Lonza Biologics, Business Development, bioprocessing and manufacturing of biotechnology-based biotherapeutics
1998–2004	Collaborative BioAlliance, Dow Chemical Company (Dow Biotechnology Contract Manufacturing Services) – Vice President, Business Development for microbial fermentation services, technologies, and implementation of single-use bioprocessing technologies
2004–2008	Xcellerex, Inc. (now GE Healthcare), Chief Business Officer; CMO services for fully integrated single-use bioprocessing technology, sales of single-use bioprocessing technologies

2008–2020	Latham Biopharm Group, Managing Director; Due Diligence, Acting VP Business Development, for multiple CMOs offering contract manufacturing services to the biotechnology life sciences industry, strategic consulting, single-use disposable technology implementation, project management and high-level business development and marketing; Advisor and Speaker for BioProcess International, Outsourced Pharma
Since 2020	Sonnet Biotherapeutics, Inc., Chief Technical Officer Non-clinical CMC Supply Chain. Responsible for product development for Sonnet's pipeline of biotherapeutic cytokine assets for treatment of solid tumor cancers

Romaine Fernandes

Director representing employees
Date of birth: September 18, 1969
Nationality: French

First appointment: October 27, 2023
Appointed until: Annual General Shareholders' Meeting 2026

Number of Sartorius Stedim Biotech shares held: 1

Other current directorships and positions outside the Sartorius or Sartorius Stedim Biotech Group:

None

Past directorships (held during the past five years) outside the Sartorius or Sartorius Stedim Biotech Group:

None

Educational and professional background:

Bachelor of Commerce from the University of Mumbai, India
Diploma in Tourism, Bombay, India

1990	Cashier and Accounting, Hotel Oberoi Sheraton, India
1990–1995	Stewardess, Cathay Pacific Airways, Hong Kong
2003–2014	Administration and Reception, Sartorius Stedim Biotech, France
2009–2010	Assistant Manager, Biopharm Services, United Kingdom
2014–2016	Assistant Manager in General Services, Sartorius Stedim Biotech, France
2016–2019	Central Purchasing Manager, Sartorius Stedim Biotech, France
Since 2019	Purchasing Platform and Insurance Expert, Sartorius Stedim Biotech, France

Anne-Marie Graffin

Lead Independent Director and
Chairwoman of the Remuneration and Nomination Committee
Date of birth: May 3, 1961
Nationality: French

First appointment: April 7, 2015
Mandate renewed: March 26, 2024
Appointed until: Annual General Shareholders' Meeting 2027

Number of Sartorius Stedim Biotech shares held: 6

Other current directorships and positions outside the Sartorius or Sartorius Stedim Biotech Group:

Chairwoman of the Board of Directors of Valneva SE¹;
Member of the Supervisory Board of Nanobiotix S.A.¹;
Member of the Board of Directors of Vetoquinol S.A.¹

Past directorships (held during the past five years) outside the Sartorius or Sartorius Stedim Biotech Group:

Member of the Supervisory Board of M2Care S.A.S.;
President of SMAG Consulting S.A.S. (until October 31, 2024).

Educational and professional background:

Graduated from ESSEC Business School, Paris

1984–1987	Product Manager France, International Distillers and Vinters
1988–1990	Marketing Manager, URGO Laboratories
1991–1995	Head of International Marketing Group, RoC S.A. (Johnson & Johnson)
1998–2000	Product Manager Adult Vaccines France, Sanofi Pasteur MSD
2001–2005	Head of Range, then Adult Vaccines Marketing Director Europe, Sanofi Pasteur MSD
2006–2008	Executive Director Business Management, Sanofi Pasteur MSD
2009–2010	Executive Vice President and Member of the Executive Committee, Sanofi Pasteur MSD
2011–2024	President, SMAG Consulting S.A.S.
Since 2011	Independent Non-Executive Board Member and Life Sciences Expert and Advisor

¹ Publicly listed

Lothar Kappich

Director

Date of birth: February 15, 1957

Nationality: German

First appointment: September 14, 2017

Mandate renewed: March 29, 2022

Appointed until: Annual General Shareholders' Meeting 2025

Number of Sartorius Stedim Biotech shares held: 1

Other current directorships and positions within the Sartorius or Sartorius Stedim Biotech Group:

Chairman of the Supervisory Board of Sartorius AG¹.

Past directorships (held during the past five years) within the Sartorius or Sartorius Stedim Biotech Group:

None

Other current directorships and positions outside the Sartorius or Sartorius Stedim Biotech Group:

None

Past directorships (held during the past five years) outside the Sartorius or Sartorius Stedim Biotech Group:

None

Educational and professional background:

Doctorate (Dr. rer. pol.) in Economics (subject of the doctoral dissertation: Theory of International Business Activity)

1988–1990	Controller in the Central Controlling department, Schering AG, Berlin
1990–2017	ECE Projektmanagement G.m.b.H. & Co. KG, Hamburg; latest position: Managing Director of ECE's HR & Corporate Services as well as Managing Director of numerous subsidiaries at the ECE Group
2007–2017	Member of the Supervisory Board of Sartorius AG, Göttingen
Since 2017	Chairman of the Supervisory Board of Sartorius AG, Göttingen, and Independent Business Consultant

¹ Publicly listed

Henri Riey

Director

Date of birth: November 5, 1961

Nationality: Monegasque

First appointment: June 29, 2007

Mandate renewed: March 29, 2022

Appointed until: Annual General Shareholders' Meeting 2025

Number of Sartorius Stedim Biotech shares held: 11

Other current directorships and positions outside the Sartorius or Sartorius Stedim Biotech Group:

President of Aidea;

President of Groupe HR S.A.S.;

President of Association Monegasque de Cindynique;

Director and Secretary-Treasurer of The Princess Grace Foundation (Monaco).

Past directorships (held during the past five years) outside the Sartorius or Sartorius Stedim Biotech Group:

None

Educational and professional background:

Diplôme Institut Supérieur de Gestion (France)

(degree earned at the French Higher Institute of Business Management "Institut supérieur de gestion")

1985–1988	Fund Manager at Paribas
1988–1996	Fund Manager, responsible for the European Equity Fund Management Team at Barclays, France
1996–1999	Head of Research of Barclays Asset Management Europe
1999–2004	Executive Vice President of Barclays Asset Management, responsible for all fund management businesses
2004–2013	CFO of Hendyplan S.A.

¹ Publicly listed

NEW BOARD MEMBERS PROPOSED TO THE SHAREHOLDERS' MEETING

Christopher Nowers

Independent Director

An accomplished Biopharma executive with comprehensive experience across multiple cell therapy companies, Christopher Nowers, is currently CEO of the cell therapy company ONK Therapeutics Ltd., Prior to his current role, he has held senior leadership roles in the biopharma industry including Cell Medica, Kite Pharma, Bristol-Myers Squibb, Genomic Health and Amgen. He is also a member of the Commercial and Medical Affairs Advisory Board at the public listed CAR T cell therapy company, Autolus Therapeutics PLC. in the UK. He received a BSc in Biochemistry (England).

Position & current employment:

CEO of the cell therapy company ONK Therapeutics Inc.

Member of the Commercial and Medical Affairs Advisory Board of Autolus Therapeutics PLC.

Date of birth: June 10, 1963

Nationality: British

First appointment: March 25, 2025

Mandate renewed: NA

Appointed until: Annual General Shareholders' Meeting 2028

Number of Sartorius Stedim Biotech shares currently held: 0

Other current directorships and positions outside the Sartorius or Sartorius Stedim Biotech Group:

- Director at ONK Therapeutics Group Ltd., Ireland.

Past directorships (held during the past five years) outside the Sartorius or at Sartorius Stedim Biotech Group:

- Director at Cell Medica Ltd., UK.
- Director at Avantogen Oncology, Inc. USA.

Educational and professional background:

Degrees and certifications: BSc Hons degree in Biochemistry from the University of Kent, Canterbury, UK.

1986 – 1987	The Wellcome Foundation, UK – Sales Representative.
1987 – 1994	Zeneca Pharma, UK – Sales Representative, Sales and Marketing Liaison Executive, Product Manager Oncology, Senior Product Manager Respiratory.
1994 – 2003	Amgen Europe, Switzerland – Product Manager Oncology and Hematology, Associate Director Oncology and Hematology, Marketing Manager Oncology and Hematology, General Manager Nordic Region, European Business Director Rheumatology.
2003 – 2006	Amgen Inc., USA – Global Commercial Leader Neurology, Brand Director Nephrology.

2006 - 2007	Avantogen Oncology, USA - CEO and Board Member.
2007 – 2009	Independent BioPharma Consultant, USA.
2009 – 2011	Genomic Health, USA - VP Sales & Marketing.
2011 – 2016	Bristol Myers Squibb, USA - VP Early Oncology, VP Global Commercialisation Yervoy, Head of Immunology and Hematology France.
2016 – 2018	Kite Pharma Europe, UK – Head of Europe.
2018– 2020	Cell Medica Ltd., UK - CEO and Board Member.
2020 – 2025	ONK Therapeutics - CEO and Board Member.

Cécile Dussart

Independent Director

Doctor of Pharmacy Cécile Dussart serves as a Board Member and ESG committee chair of EUROAPI S.A. (a listed company) and is a member of the Advisory Committee at the talent intelligence platform Neobrain. Prior, she held various management positions at the Swiss listed dermatology group Galderma and at the pharmaceutical companies Roche and Sanofi. Ms. Cécile Dussart has been Global Operations Director of Galderma from 2013 to 2023. She has developed and deployed the strategic road map for operations, focused on Galderma's transformation program, including maintaining the quality and safety culture. She joined Galderma in 2005 as Human Resources Director of the Operations Division, before taking over the management of the Alby-sur-Chéran plant in France in 2008. Prior to joining Galderma, Ms. Dussart worked at Roche for more than eight years, where she held positions as Global Brand Manager and then Human Resources Manager. She started her career as a Brand Manager at Sanofi in 1990 and holds a Master in Pharmaceutical Marketing from ESCP Business School. She also studied at IMD Business School in Switzerland and at INSEAD in France.

Position & current employment:

Board Member and ESG committee chair at EUROAPI SA
Member of the Advisory Committee at NEOBRAIN SAS
Keynote speaker at HEC PARIS and ESCP Business School

Date of birth: December 30, 1964

Nationality: French

First appointment: March 25, 2025

Mandate renewed: NA

Appointed until: Annual General Shareholders' Meeting 2028

Number of Sartorius Stedim Biotech shares currently held: 0

Other current directorships and positions outside the Sartorius or at Sartorius Stedim Biotech Group:

- Independent Director and Chair ESG Committee at EUROAPI SA
- Member of the Advisory Committee at NEOBRAIN SAS

Past directorships (held during the past five years) outside the Sartorius or Sartorius Stedim Biotech Group:

- None

Educational and professional background:

Degrees and certifications: Doctor of Pharmacy (PharmD.). Master's degree, Marketing Pharmaceutique at ESCP Business School, International Directors Programme at INSEAD.

1997- 2000	Senior Global Brand Manager at Roche
2001- 2006	Human Resources Manager at Roche
2006-2008	Human Resources Director at Galderma
2009-2012	Plant Director at Galderma
2013-2019	Global Head of Operations at Galderma
2020-2023	Global Head of Operations and ESG at Galderma
Since 2022	Board Member and ESG committee chair at EUROAPI SA Member of the Advisory Committee at NEOBRAIN SAS Keynote speaker at HEC PARIS and ESCP Business School

Total Number of Shares and Voting Rights

**DECLARATION RELATIVE TO
THE NUMBER OF SHARES AND VOTING RIGHTS
MAKING UP THE ISSUED CAPITAL**

Article L 233-8-II of the Code of commerce
and article 223-6 of the general regulations of the AMF

Designation of issuer

SARTORIUS STEDIM BIOTECH SA

CS 91051

Z. I. Les Paluds

Avenue de Jouques

13400 Aubagne

Date of information	Total number of shares making up the issued capital	Total number of theoretical voting rights including treasury shares	Total number of net voting rights
December 31, 2024	97,330,405	165,562,491	165,531,908

Agenda of the Annual General Shareholders Meeting of 25 March 2025

Extraordinary Part

- Reading of the Board of Directors' report on the proposed resolutions of the Shareholders' Meeting;
1. Amendments to article 15.3 of the Company's articles of association;
 2. Amendments to article 17.5 of the Company's articles of association;

Ordinary Part

- Reading of the Board of Directors' management report on the financial statements, including the Group management report;
 - Reading of the Board of Directors' report on the proposed resolutions of the Shareholders' Meeting;
 - Reading of the Board of Directors' corporate governance report;
 - Reading of the Statutory Auditors' report on the Company's financial statements for the financial year ended on 31 December 2024;
 - Reading of the Statutory Auditors' report on the consolidated financial statements for the financial year ended on 31 December 2024;
 - Reading of the Statutory Auditor's report on the regulated agreements covered by Article L. 225-38 et seq. of the French Commercial Code;
3. Approval of the financial statements for the financial year ended on 31 December 2024 and discharge to all Directors;
 4. Approval of the consolidated financial statements for the financial year ended on 31 December 2024;
 5. Allocation of the financial result for the financial year ended on 31 December 2024;
 6. Approval of the remuneration policy and determination of the amount of the total annual remuneration to be allocated to the Board of Directors for the 2025 financial year;
 7. Approval of the information mentioned in Article L. 22-10-9 of the French Commercial Code concerning the remuneration paid or awarded to the corporate officers for the 2024 financial year;
 8. Approval of the fixed, variable and extraordinary components of the remuneration and the benefits of all kinds paid or awarded to the Chairman of the Board of Directors for the 2024 financial year;
 9. Approval of the fixed, variable and extraordinary components of the remuneration and the benefits of all kinds paid or awarded to the Chief Executive Officer for the 2024 financial year;

10. Approval of the remuneration policy of the Chairman of the Board of Directors for the 2025 financial year;
11. Approval of the remuneration policy of the Chief Executive Officer for the 2025 financial year;
12. Renewal of the term of office of Mr. Joachim Kreuzburg as Director;
13. Renewal of the term of office of Mr. René Fáber as Director;
14. Renewal of the term of office of Mrs. Pascale Boissel as Director;
15. Renewal of the term of office of Mr. Lothar Kappich as Director;
16. Appointment of Mr. Christopher Nowers as Director;
17. Appointment of Mrs. Cécile Dussart as Director;
18. Authorization granted to the Board of Directors to enable the Company to trade in its own shares;

Extraordinary Part

- Reading of the Board of Directors' report on the proposed resolutions of the Shareholders' Meeting;
 - Reading of the Statutory Auditors' special report;
19. Delegation of authority granted to the Board of Directors to issue shares and/or securities giving access to the share capital of the Company and/or securities giving the right to the allotment of debt instruments, with preferential subscription rights of the shareholders;
 20. Delegation of authority granted to the Board of Directors to issue shares and/or securities giving or capable of giving access to the share capital of the Company and/or securities giving the right to the allotment of debt instruments, without preferential subscription rights of the shareholders, through public offerings other than those referred to in Article L. 411-2 of the French Monetary and Financial Code;
 21. Delegation of authority granted to the Board of Directors to issue shares and/or securities giving or capable of giving access to the share capital of the Company and/or the issuance of securities giving the right to the allotment of debt instruments, without preferential subscription rights of the shareholders, through public offerings addressed exclusively to qualified investors or to a restricted circle of investors as defined in Article L. 411-2 of the French Monetary and Financial Code;

22. Delegation of authority granted to the Board of Directors to issue shares without preferential subscription rights of the shareholders, to named beneficiaries;
23. Delegation of authority to the Board of Directors to increase the number of shares and/or securities giving or capable of giving access to the share capital of the Company to be issued in case of share capital increase, with or without preferential subscription rights of the shareholders;
24. Delegation of authority granted to the Board of Directors to decide to issue shares and/or securities giving or capable of giving access to the share capital of the Company as consideration for contributions in kind in shares and/or securities giving or capable of giving access to capital, without preferential subscription rights of shareholders;
25. Delegation of authority granted to the Board of Directors to increase the share capital of the Company through the capitalization of reserves, earnings or premiums or any other sum upon which capitalization would be permitted;
26. Delegation of authority granted to the Board of Directors to issue shares and/or securities giving or capable of giving access to the share capital of the Company, reserved for members of company savings plan, without preferential subscription rights of the shareholders;
27. Delegation of authority granted to the Board of Directors to grant free new or existing shares to the benefit of employees or corporate officers, in the limit of 10% of the capital;
28. Delegation of authority granted to the Board of Directors to reduce the capital in accordance with Article L. 22-10-62 of the French Commercial Code.

Report of the Board of Directors on the Project of Resolutions

Dear Shareholders,

We have convened you to an ordinary and extraordinary shareholders' meeting of Sartorius Stedim Biotech S.A. (hereinafter the "**Company**"), on March 25, 2025 at 13h00, at its registered office, in order to deliberate on the following agenda:

Extraordinary Part:

1. Amendments to article 15.3 of the Company's articles of association;
2. Amendments to article 17.5 of the Company's articles of association;

Ordinary Part:

3. Approval of the financial statements for the financial year ended on 31 December 2024 and discharge to all Directors;
4. Approval of the consolidated financial statements for the financial year ended on 31 December 2024;
5. Allocation of the financial result for the financial year ended on 31 December 2024;
6. Approval of the remuneration policy and determination of the amount of the total maximum annual remuneration to be allocated to the Board of Directors for the 2025 financial year;
7. Approval of the information mentioned in Article L. 22-10-9 of the French Commercial Code concerning the remuneration paid or awarded to the corporate officers for the 2024 financial year;
8. Approval of the fixed, variable and extraordinary components of the remuneration and the benefits of all kinds paid or awarded to the Chairman of the Board of Directors for the 2024 financial year;
9. Approval of the fixed, variable and extraordinary components of the remuneration and the benefits of all kinds paid or awarded to the Chief Executive Officer for the 2024 financial year;
10. Approval of the remuneration policy of the Chairman of the Board of Directors for the 2025 financial year;
11. Approval of the remuneration policy of the Chief Executive Officer for the 2025 financial year;
12. Renewal of the term of office of Mr. Joachim Kreuzburg as Director;
13. Renewal of the term of office of Mr. René Fáber as Director;
14. Renewal of the term of office of Mrs. Pascale Boissel as Director;
15. Renewal of the term of office of Mr. Lothar Kappich as Director;
16. Appointment of Mr. Christopher Nowers as Director;
17. Appointment of Mrs. Cécile Dussart as Director;

18. Authorization granted to the Board of Directors to enable the Company to trade in its own shares;

Extraordinary Part:

19. Delegation of authority granted to the Board of Directors to issue shares and/or securities giving access to the share capital of the Company and/or securities giving the right to the allotment of debt instruments, with preferential subscription rights of the shareholders;
20. Delegation of authority granted to the Board of Directors to issue shares and/or securities giving or capable of giving access to the share capital of the Company and/or securities giving the right to the allotment of debt instruments, without preferential subscription rights of the shareholders, through public offerings other than those referred to in Article L. 411-2 of the French Monetary and Financial Code;
21. Delegation of authority granted to the Board of Directors to issue shares and/or securities giving or capable of giving access to the share capital of the Company and/or the issuance of securities giving the right to the allotment of debt instruments, without preferential subscription rights of the shareholders, through public offerings addressed exclusively to qualified investors or to a restricted circle of investors as defined in Article L. 411-2 of the French Monetary and Financial Code;
22. Delegation of authority granted to the Board of Directors to issue shares without preferential subscription rights of the shareholders, to named beneficiaries;
23. Delegation of authority to the Board of Directors to increase the number of shares and/or securities giving or capable of giving access to the share capital of the Company to be issued in case of share capital increase, with or without preferential subscription rights of the shareholders;
24. Delegation of authority granted to the Board of Directors to decide to issue shares and/or securities giving or capable of giving access to the share capital of the Company as consideration for contributions in kind in shares and/or securities giving or capable of giving access to capital, without preferential subscription rights of shareholders;
25. Delegation of authority granted to the Board of Directors to increase the share capital of the Company through the capitalization of reserves, earnings or premiums or any other sum upon which capitalization would be permitted;
26. Delegation of authority granted to the Board of Directors to issue shares and/or securities giving or capable of giving access to the share capital of the Company, reserved for members of company savings plan, without preferential subscription rights of the shareholders;
27. Delegation of authority granted to the Board of Directors to grant free new or existing shares to the benefit of employees or corporate officers, in the limit of 10% of the capital;
28. Delegation of authority granted to the Board of Directors to reduce the capital in accordance with Article L. 22-10-62 of the French Commercial Code.

The purpose of this report is to present a general explanation of the draft resolutions proposed by the Board of Directors.

A description of the Company's operations is provided in the management report and the 2024 Universal Registration Document prepared by the Company. In order to complete your information, we invite you to read these documents as well as the statutory auditors' reports at the Shareholders' Meeting.

All documents related to the Shareholders' Meeting, in particular the draft resolutions proposed to the Shareholders' Meeting, the management report, the report of the Board of Directors on corporate governance, the 2024 Universal Registration Document and the statutory auditors' reports are made available to you in the manner and within the time limits provided for by law. These documents are available on the Company's website (<https://www.sartorius.com>).

Details of draft resolutions submitted by the Board of Directors

I. Extraordinary Part

Amendments to article 15.3 and article 17.5 of the Company's articles of association (1st and 2nd resolutions)

We submit to your approval two changes in the Company's articles of association relating to the Board of Directors. Those changes aim at enabling the Shareholders' Meeting to appoint one or several directors for a term of two, three or four years, so as to favour a smooth replacement of directors, as recommended by Article 15 of the Afep-Medef Code, to which the Company adheres (Article 15.3) and at providing greater flexibility to the members of the Board when attending meetings as allowed by article L. 225-37 of the French Commercial Code, as amended by French law n°2024-537 of 13 June 2024 (Article 17.5).

If you approve the 1st resolution, the change will be effective as from this Shareholders' Meeting, thus allowing to stagger the renewals and appointments proposed in the twelfth (12th) to seventeenth (17th) resolutions.

Article 15 of the Company's articles of association would be amended as follows:

Current wording	Proposed wording
<i>"Article 15: Board of Directors</i> <i>[Unchanged]</i> <i>15.3 Directors have a term of office of three years.</i> <i>[Remainder of Article 15.3 unchanged]"</i>	<i>"Article 15: Board of Directors</i> <i>[Unchanged]</i> <i>15.3 Directors have a term of office of four years.</i> <i>Nevertheless, the Ordinary shareholders' Meeting may appoint or renew one or several directors to serve for a term of two, three or four years, so as to favor a staggered composition of the terms of the directors.</i> <i>[Remainder of Article 15.3 unchanged]"</i> .

Article 17 of the Company's articles of association would be amended as follows:

Current wording	Proposed wording
<p><i>"Article 17: Meetings and decisions of the Board of Directors</i> <i>[Unchanged]</i></p> <p><i>17.5</i> <i>The internal regulations established by the Board of Directors may provide that directors participating in a Board meeting by videoconference, teleconference or other means of telecommunication allowing the identification of participants and ensuring their effective participation in accordance with applicable regulations, are deemed present for the purposes of calculating quorum and majority. This provision shall not apply for the decisions relating to closing of annual accounts, consolidated accounts and preparation of Company's management report and group's management report."</i></p>	<p><i>"Article 17: Meetings and decisions of the Board of Directors</i> <i>[Unchanged]</i></p> <p><i>17.5</i> <i>Directors attending a Board meeting by videoconference, teleconference or other means of telecommunication allowing the identification of participants and ensuring their effective participation in accordance with applicable regulations, are deemed present for the purposes of calculating quorum and majority. The internal regulations of the Board of Directors may provide that such possibility does not apply for the adoption of certain decisions."</i></p>

II. Ordinary Part

Approval of the Company's financial statements and the consolidated financial statements for the financial year ended on 31 December 2024 and discharge to all Directors (3rd and 4th resolutions)

In the third resolution, we propose that you take the following decisions:

- approval of the financial statements of the Company for the financial year ended on December 31, 2024, which show a profit of €100,165,297 and to grant discharge to the Directors,
- taking note of the absence of expenses referred to in Article 39.4° of the General Tax Code.

In the fourth resolution, we propose that you approve the consolidated financial statements for the financial year 2024, which show a profit of €178,491,000.

The annual and consolidated financial statements for the financial year ended on December 31, 2024 are reproduced in the management report and the 2024 Universal Registration Document relating to this financial year. These documents are available on the Company's website.

Allocation of the financial result for the financial year ended on 31 December 2024 (5th resolution)

The annual accounts for the financial year ending 31 December 2024 show a net profit of €100,165,297 to which are added the previous retained earnings of €130,185,996, resulting in a distributable profit of €230,351,293.

We propose that you allocate this distributable profit, by allocating the legal reserve in the amount of €103,004, by distributing €67,136,877 as dividends and allocating the balance, i.e. €163,111,412 to the "Retained earnings" account.

The total amount of the proposed dividend has been calculated on the basis of the number of shares entitled to dividends (less the treasury shares) as of December 31, 2024, i.e. 97,299,822 shares. The total amount of dividends will be adjusted to take into account the number of shares held by the

Company (i.e., treasury shares) on the dividend payment date that are not entitled to dividends and, where applicable, any new shares entitled to dividends issued by the Company after 31 December 2024.

Thus, each share of the Company with a nominal value of €0.20 would give rise to the payment of a net dividend of €0.69.

The dividend would be paid as from April 4, 2025.

Prior to the payment of dividends, the Board of Directors or, by delegation, the Chief Executive Officer, will acknowledge the number of shares held by the Company (i.e., treasury shares) and the number of additional shares issued after 31 December 2024. The sums required to pay dividends attached to the shares issued during this period will be taken from the “Retained earnings” account.

The rules relating to the taxation of dividends are likely to be affected by possible legislative changes that could have retroactive effects or apply to the year or financial year in progress on the date of the contemplated distribution.

Pursuant to the provisions of Article 243 bis of the French Tax Code, we hereby inform you that the amounts distributed for the last three financial years were as follows:

Financial year	Total amount of dividends	Amount eligible for the 40% allowance	Amount not eligible for the 40% allowance	Dividend per share
Dec. 31, 2023	€67,147,197	€67,147,197	€0	€0.69
Dec. 31, 2022	€132,721,775	€132,721,775	€0	€1.44
Dec. 31, 2021	€116,142,805	€116,142,805	€0	€1.26

Remuneration of the Directors and executive officers of the Company (6th to 11th resolutions)

We invite you to take note of the Board of Directors' report on corporate governance, which will be read to you at the Shareholders' Meeting and which is made available to you in the manner and within the time limits provided for by law and regulations. It is available on the Company's website and contains all the information relating to the remunerations of the directors and officers.

Approval of the remuneration policy and determination of the maximum amount of the total annual remuneration to be allocated to the Board of Directors for the 2025 financial year (6th resolution)

We submit to your approval the remuneration policy applicable to the directors and the terms and conditions of the distribution of the amount allocated by the Shareholders' Meeting. This information is presented in the Board of Directors' report on corporate governance contained in the 2024 Universal Registration Document (please refer to section “Remuneration Policy of the Directors”).

We invite you to set the total maximum annual amount of directors' remuneration at € 640,000, to be allocated among the directors in respect of the 2025 financial year in accordance with the terms and conditions of the remuneration policy of the directors.

Approval of (i) the information mentioned in Article L. 22-10-9 of the French Commercial Code concerning the remuneration paid or awarded to the corporate officers for the 2024 financial year (7th resolution), (ii) the fixed, variable and extraordinary components of the remuneration and the benefits of all kinds paid or awarded to the Chairman of the Board of Directors and to the Chief Executive Officer for the 2024 financial year (8th and 9th resolutions), (iii) the remuneration policy of the Chairman of the Board of Directors and of the Chief Executive Officer for the 2025 financial year (10th and 11th resolutions)

In accordance with the applicable law, the Board of Directors has prepared its report on corporate governance which is integrated in the 2024 Universal Registration Document. The report on corporate

governance contains in particular all the information required by Article L. 22-10-9 of the French Commercial Code, details of the elements comprising the compensation of the Chairman and of the Chief Executive Officer for the 2024 financial year, as well as the remuneration policy of the Chairman and of the Chief Executive Officer for the 2025 financial year.

The Board of Directors' report on corporate governance will be read to you at the Shareholders' Meeting and is made available to you in the manner and within the time limits provided for by law and regulations. It is available on the Company's website.

We also invite you to refer to the sections "Remuneration Policy of the Chairman" and "Remuneration Policy of the Chief Executive Officer" of the Board of Directors' report on corporate governance contained in the 2024 Universal Registration Document.

The Chairman, having a mandate at Sartorius group level, receives no remuneration from the Company, according to the remuneration policy of the directors for the 2024 financial year. The elements relating to the remunerations of the Chairman and of the Chief Executive Officer are summarized below:

Remuneration of Mr. Joachim Kreuzburg, Chairman

**Joachim Kreuzburg
(Chief Executive Officer until March 27, 2023)**

€ in Thousands	Year 2024 ⁽¹⁾	Year 2023
Remuneration awarded	0	198
Valuation of multi-year variable remuneration awarded during the reporting period	0	0
Valuation of options granted during the reporting period	0	0
Valuation of performance shares granted during the reporting period	0	0
Valuation of other sections of long-term remuneration	0	0
Total	0	198

(1) Since March 28, 2023, Mr. Joachim Kreuzburg is only Chairman of the Board of Directors of the Company. Consequently, pursuant to the remuneration policy applicable to the Chairman for the 2024 financial year, he has received no remuneration from the Company.

**Joachim Kreuzburg
(Chief Executive Officer until March 27, 2023)**

€ in Thousands	Year 2024 ⁽¹⁾		Year 2023	
	Amounts awarded	Amounts paid	Amounts awarded	Amounts paid
Fixed remuneration	0	0	133	133
Annual variable remuneration	0	0	0	0
Multi-year variable compensation	0	0	66	0
Exceptional remuneration	0	0	0	0
Remuneration awarded for the director's mandate	0	0	0	0
Benefits in kind	0	0	0	0
Total	0	0	198	133

(1) Since March 28, 2023, Mr. Joachim Kreuzburg is only Chairman of the Board of Directors of the Company. Consequently, pursuant to the remuneration policy applicable to the Chairman for the 2024 financial year, he has received no remuneration from the Company.

Remuneration of Mr. René Fáber, Chief Executive Officer

René Fáber
(Chief Executive Officer from March 28, 2023)

€ in Thousands	Year 2024	Year 2023
Remuneration awarded	1,208	647
Valuation of multi-year variable remuneration awarded during the reporting period	0	0
Valuation of options granted during the reporting period	0	0
Valuation of performance shares granted during the reporting period	0	0
Valuation of other sections of long-term remuneration	0	0
Total	1,208	647

René Fáber
(Chief Executive Officer from March 28, 2023)

€ in Thousands	Year 2024		Year 2023	
	Amounts awarded	Amounts paid	Amounts awarded	Amounts paid
Fixed remuneration	750	750	450	450
Annual variable remuneration	258	0	0	0
Multi-year variable compensation	200	0	197	0
Exceptional remuneration	0	0	0	0
Remuneration awarded for the director's mandate	0	0	0	0
Benefits in kind	0	0	0	0
Total	1,208	750	647	450

Chief Executive Officer					
in €	Minimum	Maximum	Target remuneration	Target achievement	
Variable 1 year			450,000	257,580	57%
Order Intake/Sales	0%	120%	180,000	109,980	61%
Underlying EBITDA	0%	120%	180,000	147,600	82%
Net debt to underlying EBITDA ratio	0%	120%	45,000	0	0%
Employees' Net Promoter Score	0%	120%	45,000	0	0%
Variable multi year			200,000	200,000	100%
Net result	0%	120%	100,000	100,000	100%
CO2 intensity reduction	0%	120%	100,000	100,000	100%
Total			650,000	457,580	

The maximum annual variable compensation with an assumption of 100% target achievement amounted to 46% of total remuneration for the Chief Executive Officer for the 2024 financial year.

Consequently, we submit to your approval:

- in the 7th resolution, in accordance with the provisions of Article L. 22-10-34 of the French Commercial Code, the information mentioned in Article L. 22-10-9 of the French Commercial Code concerning the remuneration paid or awarded to corporate officers for the 2024 financial year,
- in the 8th resolution, in accordance with the provisions of Article L. 22-10-34 of the French Commercial Code, on the fixed, variable and exceptional components of the remuneration and benefits of any kind paid or awarded to Mr. Joachim Kreuzburg, Chairman of the Board of Directors, for the 2024 financial year,
- in the 9th resolution, in accordance with the provisions of Article L. 22-10-34 of the French Commercial Code, on the fixed, variable and exceptional components of the remuneration and benefits of any kind paid or awarded to Mr. René Fáber, Chief Executive Officer, for the 2024 financial year,
- in the 10th resolution, in accordance with the provisions of Article L. 22-10-8 of the French Commercial Code, on the remuneration policy of the Chairman of the Board of Directors for the 2025 financial year, as described in the corporate governance report of the Board of Directors, and
- in the 11th resolution, in accordance with the provisions of Article L. 22-10-8 of the French Commercial Code, on the remuneration policy of the Chief Executive Officer for the 2025 financial year, as described in the corporate governance report of the Board of Directors.

Renewal of the terms of Mr. Joachim Kreuzburg, Mr. René Fáber, Mrs. Pascale Boissel and Mr. Lothar Kappich as Directors (12th to 15th resolutions)

In view of the skills and contribution of Mr. Joachim Kreuzburg, Mr. René Fáber, Mrs. Pascale Boissel and Mr. Lothar Kappich as directors, we propose, in the 12th to 15th resolutions, to take note that these terms expire at the end of this Shareholders' Meeting and to renew them for two or four years so as to stagger their terms of office.

Each of these directors have varied and complementary expertise and experience from which the company benefits. They all have an in-depth knowledge of the company and of its business. Their active contribution to the work of the Board of Directors and their commitment, have led us to propose the renewal of their respective terms of office.

If the Shareholders' Meeting approves the first resolution, we propose the renewal of the terms of:

- Mr. Joachim Kreuzburg for a period of two years, i.e. until the end of the shareholders' meeting to be held in 2027 and called to approve the financial statements for the financial year ending on December 31, 2026 ; and
- Mr. René Fáber, Mrs. Pascale Boissel and Mr. Lothar Kappich for a period of four years, i.e. until the end of the shareholders' meeting to be held in 2029 and called to approve the financial statements for the financial year ending on December 31, 2028. If the Shareholders' Meeting does not approve the first resolution, we propose the renewal of each term for a period of three years, i.e. until the end of the shareholders' meeting to be held in 2028 and called to approve the financial statements for the financial year ending on December 31, 2027.

For a comprehensive overview, we invite you to read the section "Board of Directors and its Committees" of the 2024 Universal Registration Document containing all the information relating to Mr. Joachim Kreuzburg, Mr. René Fáber, Mrs. Pascale Boissel and Mr. Lothar Kappich, in particular their corporate offices held, as well as their biographies and *curriculum vitae* provided in the Shareholders' Convening Guide.

Appointment of Mr. Christopher Nowers and Mrs. Cécile Dussart as Directors (16th and 17th resolutions)

We propose, in the 16th and 17th resolutions respectively, to appoint Mr. Christopher Nowers and Mrs. Cécile Dussart as directors for a period of three years, i.e. until the end of the shareholder's meeting to be held in 2028 and called to approve the financial statements for the fiscal year ending on December 31, 2027.

Mr. Christopher Nowers is an executive with a broad experience, including senior roles in blue chip pharmaceutical companies, emerging biotech companies and the diagnostics arena. He has experience with European regional leadership, country general management and senior sales and marketing roles (US, Europe and Global). He also has a broad expertise across multiple therapeutic areas including deep experience in cell therapy, immuno-oncology, rheumatology, neurology and nephrology. He received a BSc in Biochemistry from the University of Kent, in England.

Mrs. Cécile Dussart is a C-suite business executive with global leadership experience and a strong entrepreneurial mindset. She has 30 years of experience and expertise in technical operations, supply chain, quality, procurement and contract manufacturing management, ESG, HR, and marketing. She is also an independent board member and chairs the ESG committee of EuroAPI and is a member of the Advisory Committee at Neobrain. Among other diplomas, she holds a ESCP Pharmaceutical Marketing Master and has received a French Doctorate in Pharmacy.

For a comprehensive overview, we invite you to read the biographies and *curriculum vitae* of Mr. Christopher Nowers and Mrs. Cécile Dussart provided in the Shareholders' Convening Guide.

Authorization granted to the Board of Directors to enable the Company to trade in its own shares (18th resolution)

We remind you that the shareholders' meeting of March 26, 2024 in its 16th resolution, set up a share buyback program for a period of 18 months. The purpose of this program was to promote liquidity and stimulate the market price of the Company's shares under a liquidity contract, within the limit of 0.10% of the share capital and for a maximum buyback price of €470 per share.

We invite you to renew this share buyback program and therefore we submit to your approval the authorization granted to the Board of Directors to enable the Company to acquire, hold, or transfer, its own shares, during a period of 18 months starting from the date of this Shareholders' Meeting, up to a limit of 0.10% of the share capital.

The purpose of the share buyback program would be to promote liquidity and stimulate the market price of the Company's shares under a liquidity contract that complies with the code of ethics of the French Association of Financial Market ("*Association Française des Marchés Financiers*" ("*AMAFI*")) recognized by the French Financial Markets Authority ("*Autorité des Marchés Financiers*" ("*AMF*")).

The share buyback program would have, in order of priority, the following objectives:

- to promote liquidity and stimulate the market price of the Company's shares under a liquidity contract in accordance with the AMAFI Code of Ethics recognized by the AMF,
- the cancellation of all or part of the shares thus purchased, within the maximum legal limit of 10% of the total number of shares composing the capital, for a period of twenty-four (24) months, pursuant to the twenty-eighth (28th) resolution of this Shareholders' Meeting and subject to the adoption of the twenty-eighth (28th) resolution,
- the delivery of shares (for exchange, payment or otherwise) in the context of external growth, merger, demerger or contributions,

- the delivery of shares upon the exercise of rights attached to securities giving access to the capital by redemption, conversion, exchange, exercise of a warrant or in any other manner,
- the delivery of shares to its corporate officers and employees as well as those of companies affiliated to it, under the conditions and in the terms provided for by law, particularly in the context of stock option plans, free granting plans of issued or to be issued shares or company or inter-companies saving plans,
- the conservation of the shares for purposes of patrimonial and financial management.

The terms and conditions of the share buyback program would be as follows:

- Duration of the program: a maximum of 18 months, starting from the date of this Shareholders' Meeting and expiring on the date when any shareholders' meeting of the Company adopts a new share buyback program or, alternatively, on September 25, 2026,
- Maximum percentage allowed: 0.10% of the share capital, i.e. 97,330 shares on the basis of 97,330,405 shares comprising the share capital as of 31 December 2024; it being specified that this limit applies to an amount of the Company's share capital which will be adjusted, if necessary, by the Board of Directors to take into account transactions affecting the share capital subsequent to 31 December 2024, and that the acquisitions made by the Company may not, under any circumstances, result in the Company holding, directly or indirectly through its subsidiaries, more than 10% of its share capital, when the shares are acquired in order to promote the liquidity of the Company's shares under the conditions defined by the AMF's general regulations, the number of shares taken into account for the calculation of this limit shall correspond to the number of shares purchased less the number of shares resold during the term of the authorization,
- Maximum unit purchase price (excluding fees and commissions): €445, i.e. a maximum theoretical amount allocated to the share buyback program of €43,311,850 on the basis of the maximum percentage of 0.10%, excluding trading fees, the maximum theoretical amount will be adjusted, if necessary, by the Board of Directors to take into account transactions affecting the share capital subsequent to 31 December 2024.

The dividends from those shares would be allocated to the retained earnings account.

We also propose that you grant full powers to the Board of Directors, with the option of sub-delegation under the conditions provided for by law and regulations, to implement this authorization, and in particular to determine the terms and conditions of the share buyback program in accordance with the law and this resolution, and, in particular, make any adjustments related to capital transactions, place any stock market orders, enter into any agreements, in particular for the keeping of registers of purchases and sales of shares, make any declarations to the AMF and any other body, complete any formalities and, in general, do whatever is necessary.

This authorization would render ineffective for the future the authorization granted by the shareholders' meeting of March 26, 2024 in its sixteenth (16th) resolution.

III. Extraordinary Part

Financial authorizations (19th to 28th resolutions)

We are submitting to your approval the renewal of the delegations given to the Board of Directors to operate on the Company's share capital granted by the Shareholders meeting of March 26, 2024. Each new delegation would invalid the existing delegation previously granted by the shareholders' meeting with the same purpose and for the part that was not used.

Those delegations, granted by the 19th to 28th resolutions, aim at giving to the Board of Directors flexibility in the financial management of the Company, including by increasing its share capital in a variety of forms.

The 19th to 25th resolutions would allow the Board of Directors to increase the share capital of the Company with or without preferential subscription rights of the shareholders.

The 26th and 27th resolutions would allow the Board of Directors to issue shares or to grant free shares to the benefit of the employees of the Company.

Finally, the 28th resolution would allow the Board of Directors to cancel shares following a share buyback, pursuant to the authorization set out in the 18th resolution and presented above.

Beyond the limitations set out in the delegations, the Board of Directors would have to call another extraordinary meeting of the shareholders to carry out the planned transaction.

The Board of Directors will report on the use made of each delegation to the next ordinary shareholders' meeting, in accordance with applicable laws and regulations and, if applicable, such report would be completed by a specific report of the statutory auditors.

Each delegation would be granted for a limited period from the date of this Shareholders' Meeting. Such period is defined in each resolution.

Authorizations to increase the share capital of the Company (19th to 25th resolutions)

Capital increases fall into two categories: with maintenance of the shareholders' preferential subscription right, or with cancellation of the shareholders' preferential subscription right. Depending on the market conditions, the investors that are targeted or the type of securities that are issued, it may be better or necessary to cancel the preferential subscription right to ensure the success of the offering.

Each authorization to increase the share capital of the Company by issuing shares or securities giving access to the share capital is capped at the nominal amount of €6,000,000.00. Also, any issuance of debt instruments made pursuant to such delegations may not exceed the nominal value of €2,000,000,000.00. This limit, set in the 19th resolution, will be common to all issuances carried out. In consequence, each issuance of debt instruments will be deducted from this overall limit.

Delegation of authority granted to the Board of Directors for the purpose of deciding to issue shares and/or securities giving or capable of giving access to the Company's share capital and/or securities giving entitlement to the allocation of debt securities, with maintenance of the shareholders' preferential subscription right (19th resolution)

- Purpose: capital increase with maintenance of the preferential subscription right, in one or several issuances.
- Maximum nominal amount: €6,000,000.00.
- Maximum nominal value for the issuance of debt instruments: €2,000,000,000.00 (overall limit).
- Duration: 26 months.

Delegation of authority granted to the Board of Directors to decide to issue shares and/or securities giving or capable of giving access to the Company's share capital and/or to issue securities entitling their holders to the allocation of debt securities, with cancellation of the shareholders' preferential subscription right, through public offerings (20th and 21st resolutions)

- Purpose: capital increase without preferential subscription rights in the context of an offering to the public or to qualified investors or a restricted circle of investors, in one or several issuances.
- Maximum nominal amount: € 6,000,000.00 per authorization.
- Maximum nominal value for the issuance of debt instruments: € 2,000,000,000.00 (overall limit).
- Duration: 26 months.

In respect of public offerings addressed exclusively to qualified investors and/or to a restricted circle of investors referred to in Article L. 411-2 of the French Monetary and Financial Code, the issue of new shares shall be limited to thirty per cent (30%) of the share capital per year pursuant to Article L. 225-136, 2° of the French Commercial Code. The limit was raised from 20% to 30% by French law n°2024-537 of 13 June 2024.

As allowed by article L. 22-10-52 of the French Commercial Code, as amended by French law n°2024-537 of 13 June 2024, the power to set the issue price of the shares to be issued directly would be delegated to the Board of Directors, so as to benefit from the greatest flexibility to seize market opportunities. The issue price of the securities giving or that may give access to the Company's share capital would be such that the amount received immediately by the Company, plus, where applicable, the amount that may be received subsequently by the Company, for each share issued as a result of the issue of these securities, would be at least equal to the subscription price of the shares issued directly.

Delegation of authority granted to the Board of Directors to issue shares, without preferential subscription rights of the shareholders, to named beneficiaries (22nd resolution)

- Purpose: issuance of ordinary shares, without preferential subscription, rights to named beneficiaries.
- Beneficiaries:
 - Unicorn-Biotech Holding GmbH, a limited liability company (*Gesellschaft mit beschränkter Haftung*), duly incorporated and validly existing under the laws of Austria, with its corporate seat in Vienna, Austria and its business address at Czerninplatz 4, A- 1020 Vienna, Austria, registered with the commercial register of commercial court Vienna (*Handelsgericht Wien*) under registration number FN 492247 v;
 - META Ingenium, družba tvegane kapitala, d.o.o., a limited liability company, duly incorporated and validly existing under the laws of Slovenia, with its corporate seat in Ljubljana, Slovenia and its business address at Trdinova ulica 9, 1000 Ljubljana, Slovenia, registered with the Slovenian court/commercial register under no. 3719669000; and/or
 - any person affiliated with Unicorn-Biotech Holding GmbH and/or META Ingenium.
- Maximum nominal amount: €163,464.40.
- Duration: 18 months.

This delegation would enable the Board of Directors to issue shares of the Company in consideration for the third earn-out payment in the context of the acquisition by the Company of the Slovenian purification specialist BIA Separations (see the Company's press release dated November 2, 2020).

Pursuant to Article L. 225-138 II. of the French Commercial Code, the issue price of shares issued pursuant to this delegation of authority would be at least equal to the volume weighted average of the prices of the Company share over the last three trading days on the Euronext Paris regulated market preceding the issuance of the shares issued pursuant to this delegation of authority.

Delegation of authority granted to the Board of Directors to increase the number of shares and/or securities giving or that may give access to the Company's share capital to be issued in the event of a capital increase, with or without shareholders' preferential subscription rights (23rd resolution)

- Purpose: increase the number of issued shares or securities giving access to the Company's share capital in the event of a capital increase, with or without preferential subscription rights.
- Maximum nominal amount: 15% of the initial share capital increase decided pursuant to the 19th and 20th resolutions.
- Period: 30 calendar days from the closing of the initial subscription period.
- Duration of the delegation: 26 months.

Delegation of authority granted to the Board of directors to decide to issue shares and/or securities giving or capable of giving access to the share capital of the Company as consideration for contributions in kind in shares and/or securities giving or capable of giving access to capital, without preferential subscription rights of shareholders (24th resolution)

- Purpose: issuance of shares or securities giving access to the share capital of the Company as consideration for a contribution in kind, without preferential subscription rights.
- Maximum nominal amount: 20% of the Company's share capital (the limit was raised from 10% to 20% by French law n°2024-537 of 13 June 2024).
- Maximum nominal value for the issuance of debt instruments: € 2,000,000,000.00 (overall limit).
- Duration: 26 months.

Delegation of authority granted to the Board of Directors to increase the share capital of the Company through the capitalization of reserves, earnings or premiums or any other sum upon which capitalization would be permitted (25th resolution)

- Purpose: capital increase by capitalization of available sums that may be converted into capital (reserves, earnings, premiums or other).
- Maximum nominal amount: € 6,000,000.00.
- Duration: 26 months.

Authorizations to increase the share capital of the Company and to grant free shares to the employees and corporate officers of the Company (26th and 27th resolutions)

Delegation of authority granted to the Board of Directors to issue shares and/or securities giving or capable of giving access to the share capital of the Company, reserved for members of company savings plan, without preferential subscription rights of the shareholders (26th resolution)

- Purpose: capital increase without preferential subscription rights to the benefit of the Company's employees who are members of a company savings plan, in one or several issuances.
- Maximum nominal amount: € 6,000,000.00.
- Duration: 26 months.

Several requests for delegation of authority to increase the share capital in cash have just been proposed to you. Pursuant to applicable law, we are required to propose a capital increase reserved for the Company's employees. Indeed, the legislator wanted to require companies that carry out capital increases in cash to decide on the opening of their capital to their employees and to the employees of companies related to them.

In this context, we invite you to delegate your authority to the Board of Directors for the purpose of deciding, in one or several times, in the proportion and at the times that it considers appropriate, to issue shares, excluding preference shares, and/or securities of any kind whatsoever, with the exception of securities giving or that may give entitlement to preference shares, giving or that may give access to the Company's share capital, whether new or existing shares, to the benefit of members of one or more company savings plans, or any other plan to whose members Article L. 3332-18 of the French Labor Code would allow a capital increase to be reserved under equivalent conditions set up within a French or foreign company or group of companies falling within the scope of consolidation or combination of the Company's accounts pursuant to Articles L. 3344-1 and L. 3344-2 of the French Labor Code, it being specified that the shares and/or securities subscribed for may be paid up either in cash, or by set-off against certain, due and payable receivables held upon the Company, or by capitalization of reserves, profits or share premiums in the event of a free allocation of shares under the discount and/or the employer's contribution.

The amount of the capital increase(s) that may be carried out immediately or in the future pursuant to this delegation of authority may not exceed a maximum amount of €6,000,000.00.

This authorization would automatically entail, in favor of the beneficiaries, an express waiver by the shareholders of their preferential subscription rights to the shares that would be issued pursuant to this resolution.

The issue price of the shares and/or securities giving or that may give access to the Company's share capital would be determined under the conditions set forth in Articles L. 3332-18 *et seq.* of the French Labor Code

and may not be lower than thirty per cent (30%) of the volume weighted average of the prices of the Company share over the last twenty (20) trading days on the regulated market of Euronext Paris preceding the date of the decision setting the opening date of the subscription period for the capital increase reserved for members of a company savings plan. If it deems it appropriate, in particular in order to take into account new international accounting provisions or the legal, accounting, tax and social security regimes applicable in the countries of residence of certain beneficiaries, the Board of Directors may reduce or eliminate the aforementioned discount, within the legal and regulatory limits. The Board of Directors could also replace all or part of the discount by the allocation of shares and/or securities giving access to the Company's share capital pursuant to the provisions below.

The Board of Directors, under the terms of this delegation of authority, may proceed with the free allocation of shares and/or other securities giving immediate or future access to the Company's shares in substitution for all or part of the discount and/or, where applicable, the employer's contribution, it being understood that the total benefit resulting from this allocation by way of discount and/or employer's contribution may not exceed the legal and regulatory limits.

It is specified that, at the date of this report, the Company has not implemented any measures to carry out capital increases in the framework of this resolution.

Delegation of authority granted to the Board of Directors to grant free new or existing shares to the benefit of employees or corporate officers, in the limit of 10% of the capital (27th resolution)

- Purpose: allotment of free shares to the eligible employees or corporate officers of the Company, under vesting and retention conditions, without preferential subscription rights of the shareholders.
- Maximum amount: 10% of the share capital of the Company (at the attribution date).
- Duration: 38 months.

We invite you to authorize the Board of Directors, pursuant to Article L. 225-197-1 *et seq.*, L. 22-10-59 and L. 22-10-60 of the French Commercial Code, to make a free allocation of existing or new shares of the Company, on one or more occasions, to the benefit of such members of staff as it may determine from among the eligible employees and corporate officers of the Company and of companies or groupings related to it under the conditions set out in Article L. 225-197-2 of the French Commercial Code.

This authorization would enable the Board of Directors to benefit from an attractive scheme to attract and retain employees and corporate officers, to give them additional motivation and consequently to promote the success of the Company.

The grants of shares made pursuant to this authorization may not relate to a number of existing or new shares representing a percentage greater than 10% of the Company's share capital calculated on the attribution date, subject to any adjustments that may be made in accordance with applicable laws and regulations and, as the case may be, to preserve the rights of holders of securities or other rights giving access to the share capital. As French law n°2023-1007 of 29 November 2023 has raised the overall limit for allocating free shares, the limit of this authorization has been raised to reflect that change.

We also propose that you set the duration of the vesting period, at the end of which the allocation of shares to their beneficiaries would be definitive, and the duration of the period of retention of the shares at one year.

However, in the case of disability of the beneficiary meeting the conditions set by Article L. 225-197-1 of the French Commercial Code, the shares would be definitively allocated before the end of the vesting period. The shares would be freely transferable as from their delivery.

The Board of Directors would proceed with the free allocation of shares and would determine in particular:

- the identity of the beneficiaries and the number of shares allocated to each of them; and

- the conditions and criteria for the allocation of the shares to which the beneficiary employees and/or corporate officers will be compulsorily subject.

This authorization would automatically entail, in favor of the beneficiaries, an express waiver by the shareholders of their preferential subscription rights to the shares that would be issued pursuant to this resolution.

We also propose that you grant the Board of Directors full powers, with the option to sub-delegate such powers in accordance with the legal and regulatory conditions, to implement this authorization, under the above conditions and within the limits authorized by the laws and regulations in force and, in particular, to set, where applicable, the terms and conditions of the issues that would be carried out under this authorization and the dividend entitlement date of the new shares, record the completion of the capital increases, amend the Articles of Association accordingly, and more generally, complete all formalities required for the issue, listing and financial servicing of the securities issued under this resolution and do all that is useful and necessary within the framework of the laws and regulations in force.

The Board of Directors would inform the shareholders' meeting each year, in accordance with the legal and regulatory conditions, in particular Article L. 225-197-4 of the Commercial Code, of the transactions carried out under this resolution.

Delegation of authority granted to the Board of Directors to reduce the capital in accordance with Article L. 22-10-62 of the French Commercial Code (28th resolution)

- Purpose: reduction of the share capital by cancellation of shares owned pursuant the implementation of its share buyback program, in one or several times.
- Maximum amount: 10% of the share capital of the Company within 24 months.
- Duration: 24 months.

We invite you to authorize the Board of Directors, pursuant to Article L. 22-10-62 of the French Commercial Code, with the right to sub-delegate in accordance with applicable law and regulations, to reduce the share capital, in one or several times and at any time as it deems appropriate, through the cancellation of shares that the Company owns or shall buy pursuant to the implementation of the share buyback program authorized in this Shareholders' Meeting in its 18th resolution or any later resolution with the same object within the maximum limit of 10% of the capital of the Company and by periods of 24 months, and to proceed in the corresponding proportions at a capital reduction, it being specified that this limit shall be adjusted, if necessary, in order to take into account the operations that would affect it after this Shareholders' Meeting.

The purpose of this delegation is to provide the Board of Directors with an additional option in the conduct of its financial strategy and would enable it to ensure the preservation of your rights, particularly in periods of high financial volatility.

We also propose that you grant the Board of Directors all powers, with the option to subdelegate such powers in accordance with the law, to set the terms and conditions for the cancellation of shares, to allocate the difference between the book value of the cancelled shares and their nominal value to any reserve or additional paid-in capital accounts, to make the amendments to the bylaws resulting from this authorization and to carry out all necessary formalities.

We thank you for your trust and ask you to adopt the resolutions that we submit to your vote.

Aubagne,
February 11, 2025
The Board of Directors

**Project of Resolutions of the Combined
Annual General Shareholders' Meeting of 25
March 2025**

RESOLUTIONS OF THE
SHAREHOLDERS' GENERAL
MEETING OF
MARCH 25 2025

Extraordinary Part

1. Amendments to article 15.3 of the Company's articles of association;
2. Amendments to article 17.5 of the Company's articles of association;

Ordinary Part

3. Approval of the financial statements for the financial year ended on 31 December 2024 and discharge to all Directors;
4. Approval of the consolidated financial statements for the financial year ended on 31 December 2024;
5. Allocation of the financial result for the financial year ended on 31 December 2024;
6. Approval of the remuneration policy and determination of the amount of the total maximum annual remuneration to be allocated to the Board of Directors for the 2025 financial year;
7. Approval of the information mentioned in Article L. 22-10-9 of the French Commercial Code concerning the remuneration paid or awarded to the corporate officers for the 2024 financial year;
8. Approval of the fixed, variable and extraordinary components of the remuneration and the benefits of all kinds paid or awarded to the Chairman of the Board of Directors for the 2024 financial year;
9. Approval of the fixed, variable and extraordinary components of the remuneration and the benefits of all kinds paid or awarded to the Chief Executive Officer for the 2024 financial year;
10. Approval of the remuneration policy of the Chairman of the Board of Directors for the 2025 financial year;

11. Approval of the remuneration policy of the Chief Executive Officer for the 2025 financial year;
12. Renewal of the term of office of Mr. Joachim Kreuzburg as Director;
13. Renewal of the term of office of Mr. René Fáber as Director;
14. Renewal of the term of office of Mrs. Pascale Boissel as Director;
15. Renewal of the term of office of Mr. Lothar Kappich as Director;
16. Appointment of Mr. Christopher Nowers as Director;
17. Appointment of Mrs. Cécile Dussart as Director;
18. Authorization granted to the Board of Directors to enable the Company to trade in its own shares;

Extraordinary Part

19. Delegation of authority granted to the Board of Directors to issue shares and/or securities giving access to the share capital of the Company and/or securities giving the right to the allotment of debt instruments, with preferential subscription rights of the shareholders;
20. Delegation of authority granted to the Board of Directors to issue shares and/or securities giving or capable of giving access to the share capital of the Company and/or securities giving the right to the allotment of debt instruments, without preferential subscription rights of the shareholders, through public offerings other than those referred to in Article L. 411-2 of the French Monetary and Financial Code;
21. Delegation of authority granted to the Board of Directors to issue shares and/or securities giving or capable of giving access to the share capital of the Company and/or the issuance of securities giving the right to the allotment of debt instruments, without preferential subscription rights of the shareholders, through public offerings addressed exclusively to qualified investors or to a restricted circle of investors as defined in Article L. 411-2 of the French Monetary and Financial Code;
22. Delegation of authority granted to the Board of Directors to issue shares without preferential subscription rights of the shareholders, to named beneficiaries;
23. Delegation of authority to the Board of Directors to increase the number of shares and/or securities giving or capable of giving access to the share capital of the Company to be issued in case of share capital increase, with or without preferential subscription rights of the shareholders;

24. Delegation of authority granted to the Board of Directors to decide to issue shares and/or securities giving or capable of giving access to the share capital of the Company as consideration for contributions in kind in shares and/or securities giving or capable of giving access to capital, without preferential subscription rights of shareholders;
25. Delegation of authority granted to the Board of Directors to increase the share capital of the Company through the capitalization of reserves, earnings or premiums or any other sum upon which capitalization would be permitted;
26. Delegation of authority granted to the Board of Directors to issue shares and/or securities giving or capable of giving access to the share capital of the Company, reserved for members of company savings plan, without preferential subscription rights of the shareholders;
27. Delegation of authority granted to the Board of Directors to grant free new or existing shares to the benefit of employees or corporate officers, in the limit of 10% of the capital;
28. Delegation of authority granted to the Board of Directors to reduce the capital in accordance with Article L. 22-10-62 of the French Commercial Code.

Resolution submitted to the Extraordinary Shareholders' Meeting

First resolution

(Amendments to article 15.3 of the Company's articles of association)

The Shareholders' Meeting, in accordance with the quorum and majority requirements applicable to extraordinary shareholders' meetings, having considered the report of the Board of directors, decides to amend Article 15.3 of the Company's articles of association as follows:

Old version	New version
<p><u>Article 15: Board of Directors</u></p> <p>(...)</p> <p>15.3 Directors have a term of office of three years.</p> <p><i>[Remainder of Article 15.3 unchanged]</i></p>	<p><u>Article 15: Board of Directors</u></p> <p>(...)</p> <p>15.3 Directors have a term of office of four years. Nevertheless, the Ordinary shareholders' Meeting may appoint or renew one or several directors to serve for a term of two, three or four years, so as to favor a staggered composition of the terms of the directors.</p> <p><i>[Remainder of Article 15.3 unchanged]."</i></p>

Second resolution

(Amendments to article 17.5 of the Company's articles of association)

The Shareholders' Meeting, in accordance with the quorum and majority requirements applicable to extraordinary shareholders' meetings, having considered the report of the Board of directors, decides to amend Article 17.5 of the Company's articles of association as follows:

Old version	New version
<p><u>"Article 17: Meetings and decisions of the Board of Directors</u></p> <p>(...)</p> <p>17.5 <i>The internal regulations established by the Board of Directors may provide that directors participating in a Board meeting by videoconference, teleconference or other means of telecommunication allowing the identification of participants and ensuring their effective participation in accordance with applicable regulations, are deemed present for the purposes of calculating quorum and majority. This provision shall not apply for the decisions relating to closing of annual accounts, consolidated accounts and preparation of Company's management report and group's management report."</i></p>	<p><u>"Article 17: Meetings and decisions of the Board of Directors</u></p> <p>(...)</p> <p>17.5 <i>Directors attending a Board meeting by videoconference, teleconference or other means of telecommunication allowing the identification of participants and ensuring their effective participation in accordance with applicable regulations, are deemed present for the purposes of calculating quorum and majority. The internal regulations of the Board of Directors may provide that such possibility does not apply for the adoption of certain decisions."</i></p>

Resolutions submitted to the Ordinary Shareholders' Meeting

Third resolution

(Approval of the Company's financial statements for the financial year ended on 31 December 2024 and discharge to all Directors)

The Shareholders' Meeting, in accordance with the quorum and majority requirements applicable to ordinary shareholders' meetings, after having considered the Company's financial statements for the financial year ended on 31 December 2024, the report of the Board of Directors and the report of the Statutory Auditors concerning these financial statements, approves the Company's financial statements for the financial year ended on 31 December 2024, which disclosed a net profit of €100,165,297 as presented, and the transactions reflected in these financial statements or summarized in these reports.

As a result, the Shareholders' Meeting grants full and unreserved discharge to the Directors for the execution of their management duties for said financial year.

The Shareholders' Meeting asserts that no overall expenses referred to in Article 39, 4° of the French Tax Code were noted.

Fourth resolution

(Approval of the consolidated financial statements for the financial year ended on 31 December 2024)

The Shareholders' Meeting, in accordance with the quorum and majority requirements applicable to ordinary shareholders' meetings, after having considered the consolidated accounts for the financial year ended on 31 December 2024, the report of the Board of Directors and the report of the Statutory Auditors concerning these consolidated accounts, approves the consolidated financial statements for the financial year ended on 31 December 2024, which disclosed a net profit of €178,491,000 as presented, and the transactions reflected in these financial statements or summarized in these reports.

Fifth resolution

(Allocation of the financial result for the financial year ended on 31 December 2024)

The Shareholders' meeting, in accordance with the quorum and majority requirements applicable to ordinary shareholders' meetings, decides to allocate as follows, the net profit for the financial year ended on 31 December 2024:

- Net profit of the year 2024: €100,165,297
- Previous retained earnings: €130,185,996
- Distributable profit: €230,351,293
- Legal reserve: €103,004
- Total amount of dividends¹: €67,136,877 (excluding treasury shares)
- Balance resulting from disbursement: €163,111,412

¹ The total amount of dividends of €67,136,877 was calculated on the basis of the number of shares (less the treasury shares) entitled to dividends as of December 31, 2024 (i.e. 97,299,822 shares). The total amount of dividends will be adjusted to take into account the number of shares held by the Company (i.e., treasury shares) on the dividend payment date that are not entitled to dividends and, where applicable, any new shares entitled to dividends issued by the Company after 31 December 2024.

Each share of the company with a nominal value of €0,20 will entitle its holder to a payment of a net dividend valued at €0.69.

The dividend will be paid as from April 4, 2025.

Prior to the payment of dividends, the Board of Directors or, by delegation, the Chief Executive Officer, will acknowledge the number of shares held by the Company (i.e., treasury shares) and the number of additional shares issued after 31 December 2024. The sums required to pay dividends attached to the shares issued during this period will be taken from the "Retained earnings" account.

The Shareholders' Meeting notes that for individual shareholders domiciled for tax purposes in France and who do not hold their shares in a share savings plan ("*plan d'épargne en actions*"), dividends received are subject, pursuant to Article 200 A, 1 of the French Tax Code ("*prélèvement forfaitaire unique*"), to a single flat-rate withholding tax of 12.8%, or such income may be taxed at the progressive income tax rate at the shareholder's option. In the latter case, dividends are eligible for the 40% allowance referred to in Articles 158 3 2° and 243 bis of the French Tax Code. In both cases, when dividends are paid, they are subject to a non-discharging withholding tax at the rate of 12.8% as an advance payment of personal income tax, which is deducted from the final tax due.

However, in accordance with the third paragraph of Article 117 quater, I-1 of the French Tax Code, individuals belonging to a tax household whose reference tax income is less than €50,000 for single, divorced or widowed taxpayers or € 75,000 for taxpayers subject to joint taxation, may request exemption from this 12.8% non-discharging withholding tax under the conditions provided for in Article 242 quater of the French Tax Code.

In addition, for individual shareholders domiciled in France for tax purposes, dividends paid are in any cases subject to social security contributions at a rate of 17.2%.

Finally, pursuant to Article 223 sexies of the French Tax Code, individual shareholders belonging to a tax household whose reference tax income is higher than €250,000 for single, divorced or widowed taxpayers or € 500,000 for taxpayers who are jointly taxed may be subject to an additional taxation at a 3% or 4% rate ("*contribution exceptionnelle sur les hauts revenus*").

The rules referred to above are likely to be affected by possible legislative changes that could have retroactive effects or apply to the year or financial year in progress on the date of the contemplated distribution.

The Shareholders' Meeting notes, in accordance with the provisions of Article 243 bis of the French Tax Code, that the dividends paid in respect of the last three financial years were as follows:

Financial year	Total amount of dividends	Amount eligible for the 40% allowance	Amount not eligible for the 40% allowance	Dividend per share
Dec. 31, 2023	€67,147,197	€67,147,197	€0	€0.69
Dec. 31, 2022	€132,721,775	€132,721,775	€0	€1.44
Dec. 31, 2021	€116,142,805	€116,142,805	€0	€1.26

Sixth resolution

(Approval of the remuneration policy and determination of the amount of the total maximum annual remuneration to be allocated to the Board of Directors for the 2025 financial year)

The Shareholder's Meeting, pursuant to Articles L. 225 - 45, L. 22 - 10 - 8 and L. 22 - 10 - 14 of the French Commercial Code, in accordance with the quorum and majority requirements applicable to ordinary shareholders' meetings:

- approves the remuneration policy applicable to the directors and the terms and conditions of the distribution of the amount to be allocated by the Shareholders' Meeting; and
- sets the total maximum annual amount of directors' remuneration at €640,000 to be distributed among the directors in respect of the financial year ending 31 December 2025 in accordance with the policy approved above.

Seventh resolution

(Approval of the information mentioned in Article L. 22 - 10 - 9 of the French Commercial Code concerning the remuneration paid or awarded to the corporate officers for the 2024 financial year)

The Shareholders' Meeting, pursuant to Article L. 22 - 10 - 34 of the French Commercial Code, in accordance with the quorum and majority requirements applicable to ordinary shareholders' meetings, and after having considered the corporate governance report of the Board of Directors, approves the information mentioned in Article L. 22 - 10 - 9 of the French Commercial Code concerning the remuneration paid or awarded to the corporate officers for the 2024 financial year as described in the corporate governance report of the Board of Directors.

Eighth resolution

(Approval of the fixed, variable and extraordinary components of the remuneration and the benefits of all kinds paid or awarded to the Chairman of the Board of Directors for the 2024 financial year)

The Shareholders' Meeting, pursuant to Article L. 22 - 10 - 34 of the French Commercial Code, in accordance with the quorum and majority requirements applicable to ordinary shareholders' meetings, and after having considered the corporate governance report of the Board of Directors, approves the

fixed, variable and extraordinary components of the remuneration and the benefits of all kinds paid or awarded to Mr. Joachim Kreuzburg, Chairman of the Board of Directors, for the 2024 financial year.

Ninth resolution

(Approval of the fixed, variable and extraordinary components of the remuneration and the benefits of all kinds paid or awarded to the Chief Executive Officer for the 2024 financial year)

The Shareholders' Meeting, pursuant to Article L. 22 - 10 - 34 of the French Commercial Code, in accordance with the quorum and majority requirements applicable to ordinary shareholders' meetings, and after having considered the corporate governance report of the Board of Directors, approves the fixed, variable and extraordinary components of the remuneration and the benefits of all kinds paid or awarded to Mr. René Fáber, Chief Executive Officer, for the 2024 financial year.

Tenth resolution

(Approval of the remuneration policy of the Chairman of the Board of Directors for the 2025 financial year)

The Shareholders' Meeting, in accordance with the quorum and majority requirements applicable to ordinary shareholders' meetings, after having considered the corporate governance report of the Board of Directors, pursuant to Article L. 22 - 10 - 8 of the French Commercial Code, approves the remuneration policy of the Chairman of the Board of Directors for the 2025 financial year, as described in the corporate governance report of the Board of Directors.

Eleventh resolution

(Approval of the remuneration policy of the Chief Executive Officer for the 2025 financial year)

The Shareholders' Meeting, in accordance with the quorum and majority requirements applicable to ordinary shareholders' meetings, after having considered the corporate governance report of the Board of Directors, pursuant to Article L. 22 - 10 - 8 of the French Commercial Code, approves the remuneration policy of the Chief Executive Officer for the 2025 financial year, as described in the corporate governance report of the Board of Directors.

Twelfth resolution

(Renewal of the term of office of Mr. Joachim Kreuzburg as Director)

The Shareholders' Meeting, voting in accordance with the quorum and majority requirements applicable to ordinary shareholders' meetings, having considered the report of the Board of Directors:

- takes note that the term of office of Mr. Joachim Kreuzburg as Director expires at the end of this Shareholders' Meeting, and
- decides, subject to the condition precedent of the adoption of the first (1st) resolution submitted to this Shareholders' Meeting, to renew his term of office for a period of two years, i.e. until the end of the shareholders' meeting of 2027 convened to approve the financial statements for the financial year ended on 31 December 2026, or
- decides, in the absence of adoption of the first (1st) resolution submitted to this Shareholders' Meeting, to renew his term of office for a period of three years, i.e. until the end of the shareholders' meeting of 2028 convened to approve the financial statements for the financial year ended on 31 December 2027.

Thirteenth resolution

(Renewal of the term of office of Mr. René Fáber as Director)

The Shareholders' Meeting, voting in accordance with the quorum and majority requirements applicable to ordinary shareholders' meetings, having considered the report of the Board of Directors:

- takes note that the term of office of Mr. René Fáber as Director expires at the end of this Shareholders' Meeting, and
- decides, subject to the condition precedent of the adoption of the first (1st) resolution submitted to this Shareholders' Meeting, to renew his term of office for a period of four years, i.e. until the end of the shareholders' meeting of 2029 convened to approve the financial statements for the financial year ended on 31 December 2028, or
- decides, in the absence of adoption of the first (1st) resolution submitted to this Shareholders' Meeting, to renew his term of office for a period of three years, i.e. until the end of the shareholders' meeting of 2028 convened to approve the financial statements for the financial year ended on 31 December 2027.

Fourteenth resolution

(Renewal of the term of office of Mrs. Pascale Boissel as Director)

The Shareholders' Meeting, voting in accordance with the quorum and majority requirements applicable to ordinary shareholders' meetings, having considered the report of the Board of Directors:

- takes note that the term of office of Mrs. Pascale Boissel as Director expires at the end of this Shareholders' Meeting, and

- decides, subject to the condition precedent of the adoption of the first (1st) resolution submitted to this Shareholders' Meeting, to renew her term of office for a period of four years, i.e. until the end of the shareholders' meeting of 2029 convened to approve the financial statements for the financial year ended on 31 December 2028, or
- decides, in the absence of adoption of the first (1st) resolution submitted to this Shareholders' Meeting, to renew her term of office for a period of three years, i.e. until the end of the shareholders' meeting of 2028 convened to approve the financial statements for the financial year ended on 31 December 2027.

Fifteenth resolution

(Renewal of the term of office of Mr. Lothar Kappich as Director)

The Shareholders' Meeting, voting in accordance with the quorum and majority requirements applicable to ordinary shareholders' meetings, having considered the report of the Board of Directors:

- takes note that the term of office of Mr. Lothar Kappich as Director expires at the end of this Shareholders' Meeting, and
- decides, subject to the condition precedent of the adoption of the first (1st) resolution submitted to this Shareholders' Meeting, to renew his term of office for a period of four years, i.e. until the end of the shareholders' meeting of 2029 convened to approve the financial statements for the financial year ended on 31 December 2028, or
- decides, in the absence of adoption of the first (1st) resolution submitted to this Shareholders' Meeting, to renew his term of office for a period of three years, i.e. until the end of the shareholders' meeting of 2028 convened to approve the financial statements for the financial year ended on 31 December 2027.

Sixteenth resolution

(Appointment of Mr. Christopher Nowers as Director)

The Shareholders' Meeting, voting in accordance with the quorum and majority requirements applicable to ordinary shareholders' meetings, having considered the report of the Board of Directors, decides to appoint Mr. Christopher Nowers as director of the Company for a period of three years, i.e. until the end of the shareholders' meeting of 2028 convened to approve the financial statements of the financial year ended on 31 December 2027.

Seventeenth resolution

(Appointment of Mrs. Cécile Dussart as Director)

The Shareholders' Meeting, voting in accordance with the quorum and majority requirements applicable to ordinary shareholders' meetings, having considered the report of the Board of Directors, decides to appoint Mrs. Cécile Dussart as director of the Company for a period of three years, i.e. until the end of the shareholders' meeting of 2028 convened to approve the financial statements of the financial year ended on 31 December 2027.

Eighteenth resolution

(Authorization granted to the Board of Directors to enable the Company to trade in its own shares)

The Shareholders' Meeting, in accordance with the quorum and majority requirements applicable to ordinary shareholders' meetings, having considered the report of the Board of Directors, in compliance with the provisions of Articles L. 22 - 10 - 62 et seq. of the French Commercial Code, the directly applicable provisions of the European Commission regulation no. 2273/2003 of December 22, 2003, the General regulation of the Autorité des marchés financiers (AMF - Financial Markets Authority), and the market practices accepted by the AMF:

1. authorizes the Board of Directors, having the right to sub-delegate in compliance with applicable laws and regulations, to make the Company acquire, hold, or transfer, on one or more occasions, shares of the Company in connection with the implementation of a share buyback program subject to the provisions of Articles L. 22 - 10 - 62 et seq. of the French Commercial Code;
2. decides that the acquisition, sale or transfer of such shares may be achieved by any means on the market or over-the-counter, including through the acquisition of blocks of shares; these means include the use of any derivative financial instrument traded on a regulated market or over-the-counter or the delivery of shares as a result of the issuance of securities giving access to the Company's capital through conversion, exchange, redemption, exercise of a warrant or in any other manner either directly or through an investment service provider; the maximum share of the capital acquired or transferred in blocks may reach the entire program; these transactions may be carried out at any time, including during periods of public offer on the capital of the Company, in compliance with the regulations in force;
3. decides that the share buyback program will have, in order of priority, the following objectives:
 - to promote liquidity and stimulate the market price of the Company's shares under a liquidity contract in accordance with the AMAFI Code of Ethics recognized by the AMF;
 - the cancellation of all or part of the shares thus purchased, within the maximum legal limit of 10% of the total number of shares composing the capital, for a period of twenty-four (24) months, pursuant to the twenty-eighth (28th) resolution of this Shareholders' Meeting and subject to the adoption of the twenty-eighth (28th) resolution;
 - the delivery of shares (for exchange, payment or otherwise) in the context of external growth, merger, demerger or contributions;
 - the delivery of shares upon the exercise of rights attached to securities giving access to the capital by redemption, conversion, exchange, exercise of a warrant or in any other manner;
 - the delivery of shares to its corporate officers and employees as well as those of companies affiliated to it, under the conditions and in the terms provided for by law, particularly in the

- context of stock option plans, free granting plans of issued or to be issued shares or company or inter-companies saving plans;
- the conservation of the shares for purposes of patrimonial and financial management.
4. decides that the terms and conditions of the share buyback program are the followings:
- duration of the program: a maximum of 18 months, starting from the date of this Shareholders' Meeting and expiring on the date when any shareholders' meeting of the Company adopts a new share buyback program or, alternatively, on September 25, 2026;
 - maximum percentage: 0.10% of the share capital, i.e. 97.330 shares on the basis of 97.330.405 shares making up the share capital on 31 December 2024; it being specified that this limit applies to an amount of the share capital of the Company, which may be adjusted by the Board of Directors to take account of transactions affecting the share capital after 31 December 2024, the acquisitions made by the Company cannot in any case cause it to hold, directly or indirectly through its subsidiaries, more than 10% of its share capital; when the shares are acquired within the frame of a liquidity contract concluded with an investment firm in order to encourage the liquidity of the Company's shares under the conditions defined by the AMF's general regulations, the number of shares taken into account for the calculation of this limit will correspond to the number shares purchased net of the number of shares resold during the term of the authorization;
 - maximum share purchase price (excluding fees and commissions): €445, i.e. a maximum theoretical amount allocated to the share buyback program of €43,311,850 on the basis of the maximum percentage of 0.10%, excluding trading costs, the maximum theoretical amount will be adjusted by the Board of Directors to take into account transactions affecting the share capital after 31 December 2024.
5. decides that the dividends attached to the treasury shares of the Company shall be allocated to the retained earnings account;
6. grants all necessary powers to the Board of Directors, with right to sub-delegate in compliance with applicable laws and regulations, to implement this authorization and in particular to establish the terms and conditions of the share buy-back program in compliance with applicable laws and with the present resolution, and notably to proceed, as the case may be, with any adjustment required by transactions on the share capital; to place any purchase order on the stock market; to enter any agreement, notably for the keeping of registers of sale and purchase of shares, to make any and all declarations to the AMF and any other organization, to carry out all formalities, and more generally, to take all appropriate measures.
7. this delegation invalids, in the future, the delegation granted by the shareholders' meeting of March 26, 2024 in its sixteenth (16th) resolution.

Resolutions submitted to the Extraordinary Shareholders' Meeting

Nineteenth resolution

(Delegation of authority granted to the Board of Directors to issue shares and/or securities giving access to the share capital of the Company and/or securities giving the right to the allotment of debt instruments, with preferential subscription rights of the shareholders)

The Shareholders' Meeting, in accordance with the quorum and majority requirements applicable to the extraordinary shareholders' meetings, having considered the Board of Directors' report and the Statutory Auditors' special report and after having acknowledged that the share capital has been fully paid-up, and in accordance with the provisions of Articles L. 225-129 to L. 225-129-6, L. 225-132 to L. 225-134, L. 22-10-49 and L. 228-91 to L. 228-93 of the French Commercial Code:

1. delegates its authority to the Board of Directors, with the right to sub-delegate in accordance with applicable law and regulations, to proceed, in one or several times, in France or abroad, in the proportion and at the times it considers appropriate, with preferential subscription rights of the shareholders maintained, through public offerings by the Company, with the issuance of (i) shares of the Company, other than preference shares (ii) and/or securities of any kind whatsoever, other than securities giving the right to the issuance of preference shares, giving access to the share capital of the Company, in new or existing shares, (iii) and/or securities giving the right to the allotment of debt instruments, for valuable consideration or free of consideration, governed by Articles L. 228-91 et seq. of the French Commercial Code;
2. delegates its authority to the Board of Directors, with the right to sub-delegate in accordance with applicable law and regulations, to proceed with, in one or several times, in France or abroad, in the proportion and at the times it considers appropriate, in euro or in any other currency or monetary unit established by reference to a basket of currencies, with preferential subscription rights of the shareholders maintained, (i) the issuance of securities giving access to the share capital of companies in which the Company holds directly or indirectly more than half of the share capital and/or (ii) the issuance of securities giving access to the share capital of any company which directly or indirectly holds more than half of the Company's share capital, subject to the authorization by the competent body of the companies referred to in (i) and (ii) above;
3. sets the following limits to the amounts of the issuances that may be carried out pursuant to the present delegation of authority:
 - a/ the nominal amount of the share capital increase or share capital increases that may be carried out immediately or in the future pursuant to this delegation of authority, shall not exceed a maximum amount of six million euros (€6,000,000.00), or the equivalent value of this amount as at the date of the issuance decision, not including the nominal value of the shares to be issued, if applicable, pursuant to the adjustments made in order to protect the rights of the holders of securities giving access to the Company's share capital, in accordance with applicable law and regulations as well as contractual provisions;
 - b/ the nominal value of the debt instruments that may be issued pursuant to this delegation of authority shall not exceed a maximum amount of two billion euros (€2,000,000,000.00), or the equivalent value of this amount as at the date of the issuance decision, it being specified that (i) this amount does not include any above-par reimbursement premium, if any were provided for and (ii) the limits of issuance of debt instruments set in the twentieth (20th), twenty-first (21st) and twenty-fourth (24th) resolutions submitted to this Shareholders' Meeting shall be deducted from this overall limit;
4. decides that the subscription of the shares and securities of the Company above may be made either in cash or by way of set-off;
5. decides that the Company's shareholders will have a preferential right to subscribe for the issuance or issuances of shares and/or securities that the Board of Directors may decide pursuant to this delegation of authority on an irreducible basis in proportion of the number of shares then owned by them;

6. acknowledges that the Board of Directors may grant shareholders additional preferential rights by introducing a reducible subscription right exercisable in proportion to shareholders' existing preferential rights and within the limits of their requests;
7. acknowledges that this delegation of authority automatically entails, to the benefit of the holders of securities which may be issued pursuant to this delegation of authority, an express waiver by the shareholders of the Company of their preferential subscription rights in respect of the shares to which securities may give access immediately or in the future;
8. acknowledges that, pursuant to Article L. 225-134 of the French Commercial Code, if irreducible, and, if applicable, reducible subscriptions do not absorb the entirety of the issuance of the shares or the securities giving access to the share capital of the Company, the Board of Directors may use, on the conditions provided by law and in the order as it shall determine, any or all of the options listed below:
 - to limit the capital increase to the amount of the subscriptions, provided that said amount equals at least three quarters of the amount of the issuance decided upon;
 - to freely allocate some or all the unsubscribed shares or securities giving access to the share capital of the Company;
 - to offer all or part of the unsubscribed shares or securities giving access to the share capital of the Company to the public on French market or abroad;
9. decides that any issuance of warrants giving entitlement to subscribe for the Company's shares may also be made by way of free allocations to the owners of existing shares, it being specified that the Board of Directors may decide that fractional allotment rights will be neither negotiable nor transferable and that the corresponding securities will be sold;
10. acknowledges that the Board of Directors shall report on the use made by it of such delegation of authority to the next ordinary shareholders' meeting in accordance with applicable laws and regulations;
11. grants the Board of Directors any necessary powers, with the right to sub-delegate in accordance with applicable law and regulations, to implement this delegation of authority and, in particular:
 - decide the share capital increase and determine the nature of the shares and/or the securities to be issued;
 - decide the amount of the share capital increase, the issue price of the shares and/or securities to be issued and, if applicable, the amount of the issue premium;
 - determine the dates, the terms and conditions of the share capital increase, the characteristics of the shares and/or securities to be issued, in addition, in the case of bonds or other debt instruments, determine whether or not they are subordinated and, if so, their level of subordination, in accordance with the provisions of Article L. 228-97 of the French Commercial Code, set their interest rate (interest rate which may be fixed or variable, or zero-coupon or indexed), specify any circumstances of compulsory or optional suspension or cancellation of interest payments, stipulate their term (fixed or perpetual) and the possibility of a reduction or increase in their nominal value, and set the other terms of issuance, including the granting of guarantees or security interests, and of amortization, including the possibility of redemption by delivery of Company assets; if necessary, such securities may be accompanied by warrants entitling their holders to the allotment, acquisition or subscription of bonds or other debt instruments as defined by the market authorities (for example, due to their redemption or remuneration terms or other rights such as indexation or option rights); and amend, during the term of the relevant shares and/or the securities, the above terms, in compliance with the applicable formalities;

- determine the means of payment of the shares and/or of the securities giving access or that may give access to the share capital of the Company to be issued immediately or in the future;
- set, where necessary, the terms for the exercise of rights, such as rights to conversion, exchange or redemption as the case may be, including by delivery of Company assets such as shares and/or securities already issued by the Company, attached to the shares and/or securities giving access or that may give access to the share capital of the Company to be issued immediately or in the future and, in particular, the period, which may be retrospective, from which dividends will be payable on the new shares, as well as all other terms and conditions of the completion of the share capital increase(s);
- set the terms under which the Company will have, if necessary, at any time or during fixed periods, the right to purchase or exchange on the stock exchange or off-market securities giving access to the share capital of the Company issued or to be issued immediately or in the future with the purpose of cancelling such securities or not, taking into account the applicable legal provisions;
- determine the conditions under which, in accordance with applicable law, the allotment rights of holders of securities giving access to shares may be temporarily suspended;
- at its own discretion, charge the costs of capital increases against the premium arising thereon and deduct from this premium the sums necessary to increase the legal reserve;
- determine and make all adjustments to take account of the impact of transactions involving the share capital of the Company, in particular a change in the nominal value of the share, increase in share capital by incorporation of reserves, free allocation of shares, stock split or reverse stock split, distribution of dividends, reserves or premiums or of any other assets, redemption of capital or any other transaction affecting shareholders' equity or the share capital, and set all other terms enabling, where necessary, the rights of holders of securities giving access to the share capital of the Company to be preserved;
- duly record completion of each capital increase carried out pursuant to this delegation of authority and make the necessary amendments to the articles of association of the Company; and
- generally, enter into all agreements, in particular to ensure completion of the proposed issues, take all measures and accomplish all formalities required for the issuance, listing and financial administration of shares and/or securities issued under this delegation of authority and the exercise of the rights attached thereto.

12. notes that this delegation invalids, in the future, the delegation granted by the shareholders' meeting of March 26, 2024 in its eighteenth (18th) resolution.

This delegation of authority is granted for a period of twenty-six (26) months as from the date of this Shareholders' Meeting.

Twentieth resolution

(Delegation of authority granted to the Board of Directors to issue shares and/or securities giving or capable of giving access to the share capital of the Company and/or securities giving the right to the allotment of debt instruments, without preferential subscription rights of the shareholders, through public offerings other than those referred to in Article L. 411-2 of the French Monetary and Financial Code)

The Shareholders' Meeting, in accordance with the quorum and majority requirements applicable to the extraordinary shareholders' meetings, having considered the Board of Directors' report and the Statutory Auditors' special report and after having acknowledged that the share capital has been fully

paid-up, and in accordance with the provisions of Articles L. 225-129 to L. 225-129-6, L. 225-135, L. 225-136, L. 22-10-49, L. 22-10-51, L. 22-10-52 and L. 228-91 to L. 228-93 of the French Commercial Code:

1. delegates its authority to the Board of Directors, with the right to sub-delegate in accordance with applicable law and regulations, to proceed, in one or several times, in France or abroad, in the proportion and at the times it considers appropriate, with the issuance through one or several public offering(s), other than public offerings addressed exclusively to qualified investors and/or to a restricted circle of investors as defined in Article L. 411-2 of the French Monetary and Financial Code and submitted to this Shareholders' Meeting in its twenty-first (21st) resolution, of (i) shares, other than preference shares, and/or (ii) securities of any kind whatsoever, other than securities giving the right to the issuance of preference shares, giving access to the share capital of the Company, in new or existing shares, and/or (iii) securities giving the right to the allotment of debt instruments, for valuable consideration or free of consideration, governed by Articles L. 228-91 et seq. of the French Commercial Code;
2. delegates its authority to the Board of Directors, with the right to sub-delegate in accordance with applicable law and regulations, to proceed in one or several times, in France or abroad, in the proportion and at the times it considers appropriate, through public offerings, with the issuance through one or several public offering(s) by the Company, other than public offerings addressed exclusively to qualified investors and/or to a restricted circle of investors as defined in Article L. 411-2 of the French Monetary and Financial Code and submitted to this Shareholders' Meeting in its twenty-first (21st) resolution, of shares and/or of securities giving or capable of giving access to the share capital of the Company following the issuance by the companies that the Company holds directly or indirectly more than half of the share capital or by any company which directly or indirectly holds more than half of the Company's share capital, of securities giving or capable of giving access to the share capital of the Company; this delegation of authority automatically entails an express waiver by the shareholders of their preferential subscription rights in respect of the shares and/or the securities giving or capable of giving access to the share capital of the Company to which these securities may give access;
3. delegates its authority to the Board of Directors, with the right to sub-delegate in accordance with applicable law and regulations, to proceed, through one or several public offering(s) by the Company, other than public offerings addressed exclusively to qualified investors and/or to a restricted circle of investors as defined in Article L. 411-2 of the French Monetary and Financial Code and submitted to this Shareholders' Meeting in its twenty-first (21st) resolution, in one or several times, in France or abroad, in the proportion and at the times it considers appropriate, in euro or in any other currency or monetary unit established by reference to a basket of currencies, with the issuance of (i) securities giving access to the share capital of companies in which the Company holds directly or indirectly more than half of the share capital and/or (ii) securities giving access to the share capital of any company which directly or indirectly holds more than half of the Company's share capital, subject to the authorization by the competent body of the companies referred to in (i) and (ii) above;
4. sets the following limits to the amounts of the issuances that may be carried out pursuant to this delegation of authority:
 - a/ the nominal value of the share capital increase or share capital increases that may be carried out immediately or in the future pursuant to this delegation of authority shall not exceed a maximum amount of six million euros (€ 6,000,000.00), or the equivalent value of this amount as at the date of the issuance decision, not including the nominal value of the shares to be issued, if applicable, pursuant to the adjustments made in order to protect the rights of the

holders of securities giving access to the Company's share capital, in accordance with applicable law and regulations as well as contractual provisions;

- b/ the nominal value of the debt instruments that may be issued immediately or pursuant to this delegation of authority shall not exceed a maximum amount of two billion euros (€ 2,000,000,000.00), or the equivalent value of this amount as at the date of the issuance decision, it being specified that (i) this amount does not include any above-par reimbursement premium, if any were provided for and (ii) the nominal value of the debt instruments shall be deducted from the overall limit set in paragraph 3.b/ of the nineteenth (19th) resolution submitted to this Shareholders' Meeting;
- 5. decides that the subscription of the shares and securities of the Company above may be made either in cash or by way of set-off;
- 6. decides to waive the shareholders' preferential subscription rights on the shares and/or securities which may be issued pursuant to this delegation of authority, it being specified that the Board of Directors may grant shareholders a priority subscription period, in respect of all or part of the issuance of shares and/or securities giving access to the share capital of the Company for such period and on such terms as it shall determine in accordance with the provisions of Article L. 22-10-51 of the French Commercial Code, this priority subscription period shall not give rise to the creation of negotiable rights, shall be exercised in proportion to the number of shares owned by each shareholder and may be exercised, as the Board of Directors considers appropriate, on a reducible and irreducible basis, it being specified that shares and/or securities not subscribed for in said manner will be the subject to a public offering in France or abroad;
- 7. acknowledges that this delegation of authority automatically entails, to the benefit of the holders of securities giving or capable of giving access to the share capital of the Company, which may be issued pursuant to this delegation of authority, an express waiver by the shareholders of their preferential subscription rights in respect of the shares to which securities may give access immediately or in the future;
- 8. delegates to the Board of Directors the power to set the issue price of the shares that may be issued under this delegation;
- 9. acknowledges that the Board of Directors shall report on the use made by it of such delegation of authority to the next ordinary shareholders' meeting in accordance with applicable laws and regulations;
- 10. The Shareholders' Meeting grants the Board of Directors, with the right to sub-delegate in accordance with applicable law and regulations, with all powers to implement this delegation of authority and, in particular:
 - decide to increase the share capital and determine the nature of the shares and/or the securities to be issued;
 - decide the amount of the capital increase, the issue price of the shares and/or securities to be issued and, if applicable, the amount of the issue premium;
 - determine the dates, terms and conditions of the capital increase or increases, the characteristics of the shares and/or securities to be issued; in addition, in the case of bonds or other debt instruments, determine whether or not they are subordinated and, if so, their level of subordination, in accordance with the provisions of Article L. 228-97

of the French Commercial Code, set their interest rate (interest rate which may be fixed or variable, or zero-coupon or indexed), specify any circumstances of compulsory or optional suspension or cancellation of interest payments, stipulate their term (fixed or perpetual) and the possibility of a reduction or increase in their nominal value, and set the other terms of issuance, including the granting of guarantees or security interests, and of amortization, including the possibility of redemption by delivery of Company assets; if necessary, such securities may be accompanied by warrants entitling their holders to the allotment, acquisition or subscription of bonds or other debt instruments as defined by the market authorities (for example, due to their redemption or remuneration terms or other rights such as indexation or option rights); and amend, during the term of the shares and/or the securities in question, the above terms, in compliance with the applicable formalities;

- determine the means of payment of the shares and/or of the securities giving or capable of giving access to the share capital of the Company to be issued immediately or in the future;
- set, where necessary, the terms for the exercise of rights, such as rights to conversion, exchange or redemption as the case may be, including by delivery of Company assets such as shares or securities already issued by the Company, attached to the shares and/or securities giving access to the share capital of the Company to be issued immediately or in the future and, in particular, the period, which may be retrospective, from which dividends will be payable on the new shares, as well as all other terms and conditions of the completion of the share capital increase(s);
- set the terms under which the Company will have, if necessary, at any time or during fixed periods, the right to purchase or exchange on the stock exchange or off-market securities giving access to the share capital of the Company issued or to be issued immediately or in the future with the purpose of cancelling such securities or not, taking into account the applicable legal provisions;
- determine the conditions under which, in accordance with applicable law, the allotment rights of holders of securities giving access to shares may be temporarily suspended;
- at its own discretion, charge the costs of capital increases against the premium arising thereon and deduct from this premium the sums necessary to increase the legal reserve;
- determine and make all adjustments to take account of the impact of transactions involving the share capital of the Company, in particular a change in the nominal value of the share, increase in share capital by incorporation of reserves, free allocation of shares, stock split or reverse stock split, distribution of dividends, reserves or premiums or of any other assets, redemption of capital or any other transaction affecting shareholders' equity or the share capital, and set all other terms enabling, where necessary, the rights of holders of securities giving access to the share capital of the Company;
- duly record completion of each capital increase carried out pursuant to this delegation of authority and make the necessary amendments to the articles of association of the Company; and
- generally, enter into all agreements, in particular to ensure completion of the proposed issues, take all measures and accomplish all formalities required for the issuance, listing and financial administration of shares and/or securities issued under this delegation of authority and the exercise of the rights attached thereto.

11. notes that this delegation invalids, in the future, the delegation granted by the shareholders' meeting of March 26, 2024 in its nineteenth (19th) resolution.

This delegation of authority is granted for a period of twenty-six (26) months as from the date of this Shareholders' Meeting.

Twenty-first resolution

(Delegation of authority granted to the Board of Directors to issue shares and/or securities giving or capable of giving access to the share capital of the Company and/or the issuance of securities giving the right to the allotment of debt instruments, without preferential subscription rights of the shareholders, through public offerings addressed exclusively to qualified investors or to a restricted circle of investors as defined in Article L. 411-2 of the French Monetary and Financial Code)

The Shareholders' Meeting, in accordance with the quorum and majority requirements applicable to the extraordinary shareholders' meetings, having considered the Board of Directors' report and the Statutory Auditors' special report and noted that the share capital has been fully paid-up, and in accordance, on the one hand, with the provisions of Articles L. 225-129 to L. 225-192-3, L. 225-192-5, L.225-129-6, L. 225-135, L. 225-136, L. 22-10-49, L. 22-10-51, L. 22- 10-52 and L. 228-91 to L. 228-93 of the French Commercial Code, and, in the other hand, with those of Article L. 411-2 of the French Monetary and Financial Code :

1. delegates its authority to the Board of Directors, with the right to sub-delegate in accordance with applicable law and regulations, to proceed, under public offerings addressed exclusively to qualified investors and/or to a restricted circle of investors referred to in Article L. 411-2 of the French Monetary and Financial Code, in one or several times, in France or abroad, in the proportion and at the times it considers appropriate, under the conditions and maximum limits determined by laws and regulations, with (i) the issuance of shares, other than preference shares, and/or of securities of any kind whatsoever, other than securities giving the right to the issuance of preference shares, giving or capable of giving access to the share capital of the Company, in new or existing shares, and/or (ii) the issuance of securities which are equity securities giving access to other equity securities or giving the right to the allotment of debt instruments, for valuable consideration or free of consideration, governed by Articles L. 228-91 et seq. of the French Commercial Code;
2. delegates its authority to the Board of Directors, with the right to sub-delegate in accordance with applicable law and regulations, to proceed, through one or several public offering(s) addressed exclusively to qualified investors and/or to a restricted circle of investors referred to in Article L. 411-2 of the French Monetary and Financial Code, in one or several times, in France or abroad, in the proportion and at the times it considers appropriate, under the conditions and maximum limits determined by laws and regulations, with the issuance of shares and/or securities giving or capable of giving access to the share capital of the Company to issue after the issuance, by the companies in which the Company holds directly or indirectly more than half of the share capital or by any company that holds directly or indirectly more than half of the share capital, of securities giving or capable of giving access to the share capital of the Company; this decision shall automatically entails, to the benefits of the holders of the securities that may be issued by the above companies, an express waiver by shareholders of their preferential subscription rights in respect of the shares or securities giving or capable of giving access to the capital of the Company to which these securities entitle;

3. delegates its authority to the Board of Directors, with the right to sub-delegate in accordance with applicable law and regulations, to proceed, through one or several public offering(s) addressed exclusively to qualified investors and/or to a restricted circle of investors referred to in Article L. 411-2 of the French Monetary and Financial Code, in one or several times, in France or abroad, in the proportion and at the times it considers appropriate, under the conditions and maximum limits determined by laws and regulations, with the issuance of (i) securities giving or capable of giving access to the share capital of companies in which the Company holds directly or indirectly more than half of the share capital and/or (ii) securities giving or capable of giving access to the share capital of any company which directly or indirectly holds more than half of the Company's share capital, subject to the authorization by the competent body of the companies referred to in (i) and (ii) above;
4. sets the following limits to the amounts of the issuances that may be carried out pursuant to this delegation of authority:
 - a/ the nominal value of the share capital increase or share capital increases that may be carried out immediately or in the future pursuant to this delegation of authority shall not exceed a maximum amount of six million euros (€ 6,000,000.00) or the equivalent value of this amount as at the date of the issuance decision, not including the nominal value of the shares to be issued, if applicable, pursuant to the adjustments made, in order to protect the rights of the holders of securities giving access to the Company's share capital, in accordance with applicable law and regulations as well as contractual provisions;
 - b/ the nominal value of the debt instruments that may be issued pursuant to this delegation of authority shall not exceed a maximum amount of two billion euros (€ 2,000,000,000.00) or the equivalent value of this amount as at the date of the issuance decision, it being specified, that (i) this amount does not include any above-par reimbursement premium, if any were provided for and (ii) the nominal amount of debt instruments shall be deducted from the overall limit set in the paragraph 3.b/ of the nineteenth (19th) resolution submitted to this Shareholders' Meeting;
5. acknowledges that, pursuant to Article L. 225-136, 2° of the French Commercial Code, the issue of new shares shall be limited to thirty percent (30%) of the share capital per year;
6. decides that the subscription of the shares and securities of the Company above may be made either in cash or by way of set-off;
7. decides to waive the preferential subscription rights of the shareholders of the Company on shares and/or securities that may be issued pursuant to this delegation of authority;
8. acknowledges that this delegation of authority automatically entails, to the benefit of the holders of securities giving or capable of giving access to the capital of the Company which may be issued pursuant to this delegation of authority, an express waiver by the shareholders of the Company of their preferential subscription rights in respect of the shares to which securities may give access immediately or in the future;
9. delegates to the Board of Directors the power to set the issue price of the shares that may be issued under this delegation;
10. acknowledges that the Board of Directors shall report on the use made by it of such delegation of authority to the next ordinary shareholders' meeting in accordance with applicable laws and regulations;

11. grants the Board of Directors any necessary powers, with the right to sub-delegate in accordance with applicable law and regulations, to implement this delegation of authority and, in particular:

- decide the share capital increase and determine the nature of the shares and/or the securities to be issued;
- decide the amount of the share capital increase, the issue price of the shares and/or securities to be issued and, if applicable, the amount of the issue premium;
- determine the dates, terms and conditions of the capital increase or increases, the characteristics of the shares and/or securities to be issued; in addition, in the case of bonds or other debt instruments, determine whether or not they are subordinated and, if so, their level of subordination, in accordance with the provisions of Article L. 228-97 of the French Commercial Code, set their interest rate (interest rate which may be fixed or variable, or zero-coupon or indexed), specify any circumstances of compulsory or optional suspension or cancellation of interest payments, stipulate their term (fixed or perpetual) and the possibility of a reduction or increase in their nominal value, and set the other terms of issuance, including the granting of guarantees or security interests, and of amortization, including the possibility of redemption by delivery of Company assets; if necessary, such securities may be accompanied by warrants entitling their holders to the allotment, acquisition or subscription of bonds or other debt instruments as defined by the market authorities (for example, due to their redemption or remuneration terms or other rights such as indexation or option rights), and amend, during the term of the shares and/or the securities in question, the above terms, in compliance with the applicable formalities;
- determine the means of payment of the shares and/or of the securities giving or capable of giving access to the share capital of the Company to be issued immediately or in the future;
- set, where necessary, the terms for the exercise of rights, such as rights to conversion, exchange or redemption as the case may be, including by delivery of Company assets such as shares or securities already issued by the Company, attached to the shares and/or securities giving access to the share capital of the Company to be issued immediately or in the future and, in particular, the period, which may be retrospective, from which dividends will be payable on the new shares, as well as all other terms and conditions of the completion of the share capital increase(s);
- set the terms under which the Company will have, if necessary, at any time or during fixed periods, the right to purchase or exchange on the stock exchange or off-market securities giving access to the share capital of the Company issued or to be issued immediately or in the future with the purpose of cancelling such securities or not, taking into account the applicable legal provisions;
- determine the conditions under which, in accordance with applicable law, the allotment rights of holders of securities giving or capable of giving access to shares may be temporarily suspended;
- at its own discretion, charge the costs of capital increases against the premium arising thereon and deduct from this premium the sums necessary to increase the legal reserve;
- determine and make all adjustments to take account of the impact of transactions involving the share capital of the Company, in particular a change in the nominal value of the share, increase in share capital by incorporation of reserves, free allocation of shares, stock split or reverse stock split, distribution of dividends, reserves or premiums or of any other assets, redemption of capital or any other transaction affecting shareholders' equity or the share capital, and set all other terms enabling, where necessary, the rights of holders of securities giving access to the share capital of the Company to be preserved;

- duly record completion of each capital increase carried out pursuant to this delegation of authority and make the necessary amendments to the articles of association of the Company; and
- generally, enter into all agreements, in particular to ensure completion of the proposed issues, take all measures and accomplish all formalities required for the issuance, listing and financial administration of shares and/or securities issued under this delegation of authority and the exercise of the rights attached thereto.

12. notes that this delegation invalids, in the future, the delegation granted by the shareholders' meeting of March 26, 2024 in its twentieth (20th) resolution.

This delegation of authority is granted for a period of twenty-six (26) months as from the date of this Shareholders' Meeting.

Twenty-second resolution

(Delegation of authority granted to the Board of Directors to issue shares, without preferential subscription rights of the shareholders, to named beneficiaries)

The Shareholders' Meeting, in accordance with the quorum and majority requirements applicable to the extraordinary shareholders' meetings, having considered the Board of Directors' report and the Statutory Auditors' special report and noted that the share capital has been fully paid-up, and in accordance with the provisions of Articles L. 225 - 129, L. 225 - 129 - 2 and L. 225 - 138 of the French Commercial Code:

1. delegates its authority to the Board of Directors, with the right to sub-delegate in accordance with applicable law and regulations, to proceed, in one or several times, in the proportion and at the times it considers appropriate, with the issuance of shares, other than preference shares, without preferential subscription rights of the shareholders, to the following named beneficiaries:
 - (a) Unicorn-Biotech Holding GmbH, a limited liability company (*Gesellschaft mit beschränkter Haftung*), duly incorporated and validly existing under the laws of Austria, with its corporate seat in Vienna, Austria and its business address at Czerninplatz 4, A- 1020 Vienna, Austria, registered with the commercial register of commercial court Vienna (*Handelsgericht Wien*) under registration number FN 492247 v ("Unicorn-Biotech");
 - (b) META Ingenium, družba tveganega kapitala, d.o.o., a limited liability company, duly incorporated and validly existing under the laws of Slovenia, with its corporate seat in Ljubljana, Slovenia and its business address at Trdinova ulica 9, 1000 Ljubljana, Slovenia, registered with the Slovenian court/commercial register under no. 3719669000 ("META Ingenium"); and/or
 - (c) any person affiliated with Unicorn-Biotech and/or META Ingenium (a person or entity that directly or indirectly controls, is controlled by, or is under common control with, another person or entity, within the meaning of Article L. 233 - 3 of the French Commercial Code);
2. decides that the nominal amount of the share capital increase or share capital increases that may be carried out immediately or in the future pursuant to this delegation of authority shall not exceed a maximum amount one hundred sixty-three thousand and four hundred sixty-four euros and forty cents (€163,464.40);

3. decides to waive the preferential subscription rights of the shareholders of the Company on shares that may be issued pursuant to this delegation of authority;
4. decides that the subscription of the shares above may be made either in cash or by way of set-off against certain, due and payable receivables (*compensation de créances certaines, liquides et exigibles*) held upon the Company;
5. decides that, pursuant to Article L. 225 - 138 II of the French Commercial Code, the issue price of shares issued pursuant to this delegation of authority shall be at least equal to the volume weighted average of the prices of the Company share over the last three trading days on the Euronext Paris regulated market preceding the issuance of the shares issued pursuant to this delegation of authority;
6. grants the Board of Directors any necessary powers, with the right to sub-delegate in accordance with applicable law and regulations, to implement this delegation of authority and, in particular to:
 - decide the share capital increase;
 - decide the amount of the share capital increase, the issue price of the shares to be issued and, if applicable, the amount of the issue premium;
 - determine the dates, terms and conditions of the capital increase or increases, the characteristics of the shares to be issued;
 - determine the means of payment of the shares to be issued;
 - determine the conditions under which, in accordance with applicable law, the allotment rights of holders of securities giving or capable of giving access to shares may be temporarily suspended;
 - at its own discretion, charge the costs of capital increases against the premium arising thereon and deduct from this premium the sums necessary to increase the legal reserve;
 - determine and make all adjustments to take account of the impact of transactions involving the share capital of the Company, in particular a change in the nominal value of the share, increase in share capital by incorporation of reserves, free allocation of shares, stock split or reverse stock split, distribution of dividends, reserves or premiums or of any other assets, redemption of capital or any other transaction affecting shareholders' equity or the share capital, and set all other terms enabling, where necessary, the rights of holders of securities giving access to the share capital of the Company to be preserved;
 - duly record completion of each capital increase carried out pursuant to this delegation of authority and make the necessary amendments to the articles of association of the Company; and
 - generally, enter into all agreements, in particular to ensure completion of the proposed issues, take all measures and accomplish all formalities required for the issuance, listing and financial administration of shares and/or securities issued under this delegation of authority and the exercise of the rights attached thereto.

This delegation of authority is granted for a period of eighteen (18) months as from the date of this Shareholders' Meeting.

Twenty-third resolution

(Delegation of authority to the Board of Directors to increase the number of shares and/or securities giving or capable of giving access to the share capital of the Company to be issued in case of share capital increase, with or without preferential subscription rights of the shareholders)

The Shareholders' Meeting, in accordance with the quorum and majority requirements applicable to the extraordinary shareholders' meetings, having considered the Board of Directors' report and the Statutory Auditors' special report, in accordance with the provisions of Articles L. 225-135-1 and R. 225-118 of the French Commercial Code:

1. delegates its authority to the Board of Directors, with the right to sub-delegate in accordance with applicable law and regulations, to decide, for each of the issuances made pursuant to the nineteenth (19th) and twentieth (20th) resolutions, to increase the number of shares and/or securities giving or capable of giving access to the capital of the Company to be issued in case of share capital increase of the Company with or without preferential rights of shareholders at the same price as the price for the initial issuance and within the time and limits provided by law and regulations and market practices in the day of the issuance decision, and to this day for a period of thirty (30) calendar days from the closing of the subscription and within the limit of fifteen percent 15% of the initial issue, particularly in order to grant an over-allotment option, provided that the release of shares and/or other securities issued under this delegation of authority may be made either in cash or by way of set-off against certain, due and payable receivables (*compensation de créances certaines, liquides et exigibles*) held upon the Company;
2. notes that this delegation invalids, in the future, the delegation granted by the shareholders' meeting of March 26, 2024 in its twenty-first (21st) resolution.

This delegation of authority is granted for a period of twenty-six (26) months as from the date of this Shareholders' Meeting.

Twenty-fourth resolution

(Delegation of authority granted to the Board of Directors to decide to issue shares and/or securities giving or capable of giving access to the share capital of the Company as consideration for contributions in kind in shares and/or securities giving or capable of giving access to capital, without preferential subscription rights of shareholders)

The Shareholders' Meeting, in accordance with the quorum and majority requirements applicable to extraordinary shareholders' meetings, having considered the Board of Directors' report and the Statutory Auditors' special report, in accordance with the provisions of Articles L. 225-129 et seq., L. 225-147, L. 22-10-53 and L. 228-91 to L. 228-93 of the French Commercial Code:

1. delegates its authority to the Board of Directors, with the right to sub-delegate in accordance with applicable law and regulations, to decide, in one or several times, in the proportion and at the times it considers appropriate, on the report of the contribution appraiser referred to in

Article L. 225-147 of the French Commercial Code, the issuance of shares, excluding preference shares and / or securities of any kind whatsoever, excluding securities giving or capable of giving entitlement to preference shares, giving or capable of giving access to the share capital of the Company, whether new or existing shares, in consideration for contributions in kind granted to the Company and consisting of shares and/or securities giving or capable of giving access to the capital when the provisions of Article L. 22-10-54 of the French Commercial Code are not applicable;

2. decides that the nominal amount of any share capital increases that may be realized immediately or in the future under this delegation of authority may not exceed twenty percent (20%) of the share capital of the Company at the moment of the capital increase;
3. decides that the securities giving or capable of giving access to the capital of the Company issued may consist of debt securities or be associated with the issuance of such securities or enable their issuance as intermediate securities, it is being specified, firstly, that the nominal amount of debt securities that may be issued pursuant this delegation of authority may not exceed the sum of two billion euros (€ 2,000,000,000.00) or the equivalent value of the amount on the date of the issuance decision, and, secondly, the nominal amount of debt securities shall be deducted from the overall limit set in paragraph 3.b/ of the nineteenth (19th) resolution of this Shareholders' Meeting;
4. decides to waive the preferential subscription rights of the shareholders of the Company on shares and/or securities giving or capable of giving access to the share capital of the Company that may be issued pursuant to this delegation to the holders of shares and/or securities, subject of the above contributions in kind;
5. notes that this delegation of authority automatically entails, to the benefit of the holders of securities giving or capable of giving access to the share capital of the Company and which may be issued pursuant to this delegation of authority, an express waiver by the shareholders of the Company of their preferential subscription rights in respect of the shares to which securities may give access immediately or in the future;
6. grants the Board of Directors, with the right to sub-delegate in accordance with applicable law and regulations, with all powers to implement this delegation of authority and, in particular:
 - decide to increase the share capital of the Company in consideration of the above contributions in kind and determine the nature of the shares and/or securities to be issued;
 - set the list of shares and/or securities contributed, approve the valuation of contributions in kind, establish the terms for the issuance of shares and/or securities remunerating these contributions, and if necessary, the amount of the cash payment to be made, approve the granting of particular advantages, and reduce, if the contributors consent, the valuation of contributions in kind or the compensation of particular advantages;
 - determine the issuance procedures and characteristics of the securities remunerating contributions in kind and make all adjustments to take into account the impact of transactions on the share capital of the Company, in particular a change in the nominal value of the share, increase in share capital by incorporation of reserves, free allocation of shares, stock split or reverse stock split, distribution of dividends, reserves or premiums or of any other assets, redemption of capital or any other transaction affecting shareholders' equity or the share capital, and set all other terms enabling, where necessary, the rights of holders of securities giving access to the share capital of the Company to be preserved;
 - at its own discretion, charge the costs of capital increases against the premium arising thereon and deduct from this premium the sums necessary to increase the legal reserve;

- duly record completion of each capital increase carried out pursuant to this delegation of authority and make the necessary amendments to the articles of association of the Company; and
 - generally, enter into all agreements, in particular to ensure completion of the proposed issues, take all measures and accomplish all formalities required for the issuance, listing and financial administration of shares and/or securities issued under this delegation of authority and the exercise of the rights attached thereto.
7. notes that this delegation invalids, in the future, the delegation granted by the shareholders' meeting of March 26, 2024, in twenty-second (22nd) resolution.

This delegation of authority is granted for a period of twenty-six (26) months as from the date of this Shareholders' Meeting.

Twenty-fifth resolution

(Delegation of authority granted to the Board of Directors to increase the share capital of the Company through the capitalization of reserves, earnings or premiums or any other sum upon which capitalization would be permitted)

The Shareholders' Meeting, in accordance with the quorum and majority requirements applicable to ordinary shareholders' meetings, having considered the Board of Directors' report and in accordance with the provisions of Articles L. 225-129 to L. 225-129-6, L. 225-130, L. 22-10-49 and L. 22-10-50 of the French Commercial Code:

1. delegates its authority to the Board of Directors, with the right to sub-delegate in accordance with applicable law and regulations, to proceed with, in one or several times, in the proportion and at the times it considers appropriate, the increase of the share capital of the Company by the incorporation of share premiums, reserves, earnings or other amounts that may be converted into capital successively or simultaneously in accordance with applicable law and the articles of association, by freely allocating new shares and/or by increasing the nominal value of existing shares, or through a combination of the two procedures according to the terms that it will set;
2. resolves that the nominal amount of the share capital increase or share capital increases that may be carried out immediately or in the future pursuant to this delegation of authority shall not exceed a maximum amount of six million euros (€ 6,000,000.00);
3. grants the Board of Directors any necessary power, with the right to sub-delegate in accordance with applicable law and regulations, to implement this delegation of authority and, in particular:
 - determine the amount and nature of sums to be incorporated into the capital, set the number of new shares to be issued and/or the amount by which the nominal value of the existing shares is to be increased and decide the date, which may be retrospective, from which the new shares will be entitled for dividend or the increase in the nominal value of the existing shares will take effect;
 - decide, in the event of shares to be issued:

- that fractional rights will not be negotiable and that the corresponding shares will be sold, the proceeds of such sale being allocated to the holders of the rights on terms specified in the law and regulations;
 - make all adjustments to take account of the impact of transactions involving the share capital of the Company, in particular a change in the nominal value of the share, increase in share capital by incorporation of reserves, free allocation of shares, stock split or reverse stock split, distribution of dividends, reserves or premiums or of any other assets, redemption of capital or any other transaction affecting shareholders' equity or the share capital, and set all other terms enabling, where necessary, the rights of holders of securities giving access to the share capital of the Company to be preserved;
 - at its own discretion, charge, if any, the costs of capital increases against available reserves arising thereon and deduct from this amount the sums necessary to increase the legal reserve;
 - duly record completion of each capital increase carried out pursuant to this delegation of authority and make the necessary amendments to the articles of association of the Company; and
 - generally, enter into all agreements, in particular to ensure completion of the proposed issues, take all measures and accomplish all formalities required for the issuance, listing and financial administration of shares and/or securities issued under this delegation of authority and the exercise of the rights attached thereto.
4. notes that this delegation invalids, in the future, the delegation granted by the shareholders' meeting of March 26, 2024 in its twenty-third (23rd) resolution.

This delegation of authority is granted for a period of twenty-six (26) months as from the date of this Shareholders' Meeting.

Twenty-sixth resolution

(Delegation of authority granted to the Board of Directors to issue shares and/or securities giving or capable of giving access to the share capital of the Company, reserved for members of company savings plan, without preferential subscription rights of the shareholders)

The Shareholders' Meeting, in accordance with the quorum and majority requirements applicable to extraordinary shareholders' meetings, having considered the Board of Directors' report and the Statutory Auditors' special report, and in accordance with the provisions of Articles L. 225-129 et seq., L. 225-138, L. 225-138-1, L. 22-10-49 and L. 228-91 of the French Commercial Code and with Articles L. 3332-1 et seq. of the French Labor Code:

1. delegates its authority to the Board of Directors, with the right to sub-delegate in accordance with applicable law and regulations, to proceed with, in one or several times, in the proportion and at the times it considers appropriate, the issuance of shares, other than preference shares, and/or of securities of any kind whatsoever, other than securities giving the right to the issuance of preference shares, giving or capable of giving access to the share capital of the Company, in new or existing shares, reserved for members of company savings plans or any other plan for whose members a capital increase may be reserved on equivalent terms under Article L. 3332-18 of the French Labor Code, implemented within a French or foreign entity or group of entities falling within the scope of the Company's consolidated or combined financial statements pursuant to Articles L. 3344-1 and L. 3344-2 of the French Labor Code, it being specified that the payment of the shares and/or securities may be subscribed in cash or by way of set-off against certain, due and payable receivables (*compensation de créances certaines, liquides et exigibles*) held upon the Company, either by the incorporation of the reserves, the benefits or the premiums to the share capital in the event of free share allocation as the result of the

discount and/or the abundance;

2. decides that the nominal amount of the share capital increase or share capital increases that may be carried out immediately or in the future pursuant to this delegation of authority shall not exceed a maximum amount of six million euros (€ 6,000,000.00);
3. decides to waive the preferential subscription rights of shareholders of the Company with respect to the shares and/or the securities giving access to the share capital of the Company which may be issued pursuant to this delegation of authority, in favor of the beneficiaries defined in paragraph 1 above, and notes that this delegation of authority automatically entails, to the benefit of the holders of securities which may be issued pursuant to this delegation of authority, an express waiver by the shareholders of the Company of their preferential subscription rights in respect of the shares to which securities may give access immediately or in the future;
4. decides that the issue price of the shares and/or securities giving or capable of giving access to the share capital of the Company will be set in accordance with Articles L. 3332-18 et seq. of the French Labor Code, provided that, the discount set shall not be lower than thirty per cent (30%) of the volume weighted average of the prices of the Company share over the last twenty (20) trading days on the regulated market of Euronext Paris preceding the date of the decision setting the opening date of the subscription period reserved for the members of company savings plans; however the Shareholders' Meeting expressly authorizes the Board of Directors to reduce or cancel the aforementioned discount, as it considers appropriate, in particular in order to take into consideration the international accounting standards, or, inter alia, locally applicable legal, accounting, tax or social provisions in the countries of certain beneficiaries, the Board of Directors may also substitute all or part of the discount by granting shares and/or securities giving access to the share capital of the Company pursuant to the provisions below;
5. authorizes the Board of Directors, according to this delegation of authority, to freely allot shares and/or securities giving access immediately or in the future to share capital of the Company to the members of company savings plans to replace in part or all of the discount and/or, if applicable the abundance, it being specified that the total advantage resulting from this allocation in relation with the discount and/or the abundance may not exceed the legal and regulatory limits;
6. grants the Board of Directors any necessary power, with the right to sub-delegate in accordance with applicable law and regulations, to implement this delegation of authority and, in particular:
 - establish in accordance with the law a list of companies or groups of companies for which the beneficiaries indicated in paragraph 1 above may subscribe for the shares and/or securities giving or capable of giving access to the capital of the Company thereby issued and who may be freely allotted shares and/or securities giving or capable of giving access to the capital of the Company;
 - decide that subscriptions for the shares and/or securities may be made directly by beneficiaries belonging to an entity or group savings plan, or via dedicated mutual funds or other vehicles or entities permitted under the applicable law and regulations;
 - determine the conditions, in particular as regards length of service, that must be met by the beneficiaries of the new shares or securities that may be issued by the capital increases made according to this resolution;
 - set the opening and closing dates for subscriptions of the shares and/or securities;
 - set the amounts of the issuances to be made under the present delegation of authority and in particular determine the issue price, terms and conditions of subscription, payment, delivery and date of entitlement to dividends of the shares and/or the securities, which may

- be retrospective, rules for reduction in the event of oversubscription and any other terms and conditions of the issues, subject to applicable legal and regulatory limits;
 - provide for the possibility to proceed, according to the conditions it shall determine, as the case may be, with any adjustments required in accordance with the legal and regulatory provisions;
 - in the case of an issue of new shares, charge any amounts required to pay up said shares against reserves, profits, or share premium;
 - at its own discretion, charge the costs of capital increases against the premium arising thereon and deduct from this premium the sums necessary to increase the legal reserve;
 - duly record completion of each capital increase carried out pursuant to this delegation of authority and make the necessary amendments to the articles of association of the Company; and
 - generally, enter into all agreements, in particular to ensure completion of the proposed issues, take all measures and accomplish all formalities required for the issuance, listing and financial administration of shares and/or securities issued under this delegation of authority and the exercise of the rights attached thereto.
7. notes that this delegation invalids, in the future, the delegation granted by the shareholders' meeting of March 26, 2024 in its twenty-fourth (24th) resolution.

This delegation of authority is granted for a period of twenty-six (26) months as from the date of this Shareholders' Meeting.

Twenty-seventh resolution

(Delegation of authority granted to the Board of Directors to grant free new or existing shares to the benefit of employees or corporate officers, in the limit of 10% of the capital)

The Shareholders' Meeting, in accordance with the quorum and majority requirements applicable to extraordinary shareholders' meetings, having considered the Board of Directors' report and the Statutory Auditors' special report, in accordance with Articles L. 225-197-1 et seq., L. 22-10-59 and L. 22-10-60 of the French Commercial Code:

1. delegates its authority to proceed, to the benefit of the employees that it shall determine and/or the corporate officers of the Company or of any affiliated company under the provision of Article L. 225-197-2 of the French Commercial Code it shall decide, with a granting of free new or existing shares;

decides that the granting of shares pursuant to this authorization shall not exceed a number of existing or new shares representing a percentage greater than 10% of the Company's share capital calculated on the attribution date, subject to any adjustments that may be made in accordance with the applicable laws and regulations and, where applicable, to preserve the rights of holders of securities or other rights giving access to the capital;

2. decides that the granting of free shares to their beneficiaries shall be definitive after a period of vesting of one (1) year and that the period of retention of the shares by the beneficiaries is set to one (1) year;

however, in case of disability of the beneficiary meeting the conditions provided in Article L. 225-197-1 of the French Commercial Code, the definitive vesting of the shares shall occur

before the end of the period of vesting. The shares shall be freely transferable from their delivery;

3. decides that the Board of Directors shall proceed with the granting of free shares and shall determine, in particular:
 - the identity of the beneficiaries and the number of shares allotted to each of them; and
 - the conditions and criteria of the granting of the shares that shall mandatorily apply to the employees and/or the corporate officers beneficiaries;
4. acknowledges that this delegation of authority automatically entails, to the benefit of the beneficiaries, an express waiver by the shareholders of the Company of their preferential subscription rights in respect of the shares that would be issued under this resolution;
5. grants any necessary power to the Board of Directors, with the right to sub-delegate in accordance with applicable law and regulations, to implement this authorization, in the conditions set out above and within the limits provided by the law in force and, in particular, to determine, if necessary, the terms and conditions of the issuances that would be carried out under this authorization and the moment of the enjoyment of the new shares, to acknowledge the achievement of the capital increases, to amend the Bylaws subsequently, and, generally, to accomplish any necessary procedure for the issuance, the quotation and the financial service of the shares issued under the present resolution, and to accomplish any useful procedure under the law and regulations in force;
6. notes that this delegation invalids, in the future, the delegation granted by the shareholders' meeting of March 26, 2024 in its twenty-fifth (25th) resolution.

The Board of Directors shall give notice to the shareholders' meeting each year, in the legal and regulatory conditions, in particular pursuant to Article L. 225-197-4 of the French Commercial Code, of the transactions carried out under this resolution.

This delegation of authority is granted for a period of thirty-eight (38) months as from the date of this Shareholders' Meeting.

Twenty-eighth resolution

(Delegation of authority granted to the Board of Directors to reduce the capital in accordance with Article L. 22 - 10 - 62 of the French Commercial Code)

The Shareholders' Meeting, in accordance with the quorum and majority requirements applicable to extraordinary shareholders' meetings, having considered the Board of Directors' report and the Statutory Auditors' special report, in accordance with the provisions of Article L. 22 - 10 - 62 of the French Commercial Code:

- delegates its authority to the Board of Directors, with the right to sub-delegate in accordance with applicable law and regulations, to reduce the social capital, in one or several times and at any time as it deems appropriate, through the cancellation of shares that the Company owns or shall buy

pursuant to the implementation of the share buyback program authorized in this Shareholders' Meeting in its eighteenth (18th) resolution or any later resolution with the same object within the maximum limit of 10% of the capital of the Company and by periods of twenty-four (24) months, and to proceed in the corresponding proportions at a capital reduction, it being specified that this limit shall be adjusted, if necessary, in order to take into account the transactions that would affect it after this Shareholders' Meeting;

- gives all powers to the Board of Directors, with the right to sub-delegate in accordance with applicable law and regulations, to adopt the terms and conditions of the share buyback, charge the difference between the accounting value of the cancelled shares and their nominal value against reserves or share premium, or to amend the articles of association subsequently to this authorization and to accomplish any necessary procedure;
- notes that this delegation invalids, in the future, the delegation granted by the shareholders' meeting of March 26, 2024 in its twenty-sixth (26th) resolution.

This delegation of authority is granted for a period of twenty-four (24) months as from the date of this Shareholders' Meeting.

How to Participate to the Shareholders' Meeting

A) Procedures to be followed for participation in the shareholders' meeting

The General Meeting is composed of all shareholders, regardless of the number of shares they own.

Shareholders wishing to take part in the General Meeting, to be represented at the meeting or to vote remotely must provide proof of ownership of their shares by midnight (Paris time) on the second business day preceding the General Meeting (i.e. midnight (Paris time) on March 21, 2025, by registration of their shares either in the accounts of registered shares maintained by the Company (or its agent), or in the bearer share accounts held by the authorized intermediary pursuant to Article R. 22-10-28 of the French Commercial Code.

B) Ways to participate at the shareholders meeting

1. Shareholders wishing to personally attend the Shareholders' Meeting:

- For Holders of registered shares:

- On the day of the General Meeting, go directly to the desk specially set aside for this purpose with an identity card.
- Request for an admission card
- **By mail**

Request of an admission card to Uptevia, Service Assemblées générales – 90-110 Esplanade du Général de Gaulle – 92931 Paris La Défense Cedex- France

• By online means :

- For direct registered shareholders: they will be able to access the voting site via their Shareholders' Area at <https://www.investors.uptevia.com/>
Registered direct shareholders should log in to their Shareholder Area using their usual access codes. Once they have logged in to their Shareholder Area, they should follow the on-screen instructions to access the VOTACCESS site and request their admission card.
- For holders of administered registered shares and/or employee shares: they will be able to access the voting site via the VoteAG website <https://www.voteag.com/>: ils pourront accéder au site de vote via le site VoteAG at <https://www.voteag.com/> :
Registered administrated shareholders and/or employee shareholders must log on to VoteAG using the temporary codes sent on the Single Voting Form or on the electronic invitation. Once on the site's home page, they should follow the on-screen instructions to access the VOTACCESS site and request an admission card.

- For holders of bearer shares

- Request an admission card from the authorized intermediary who manages shareholder's securities account.
- If the intermediary maintaining shareholders securities account is connected to VOTACCESS, shareholders may request an admission card electronically, in accordance with the following procedure:

To log on to such intermediary's website using your usual logon identifiers, click on the icon appearing on the line for your Sartorius Stedim Biotech SA shares and follow the instructions appearing on the screen to access VOTACCESS and request an admission card.

2. Shareholders unable to attend the Shareholders' Meeting may cast his vote by mail or by giving a proxy to the Chairman of the Shareholders' Meeting or to any other person can proceed as follows:

- **For holders of administrated or registered shares**

- By returning the voting/proxy form attached to the Notice of Meeting to Uptevia, Assemblées Générales - 90-110 Esplanade du Général de Gaulle - 92931 Paris La Défense Cedex.
Proxy appointments or revocations sent by paper mail must be received no later than 3 calendar days before the Shareholders' Meeting, i.e., March 22, 2025.
- Shareholders may also vote or appoint or revoke a proxy online before the Shareholders' Meeting, through the VOTACCESS service as follows:
 - for direct registered shareholders: they will be able to access the voting site via their Shareholders' Area at <https://www.investors.uptevia.com/> :
Registered shareholders should log in to their Shareholder Area using their usual access codes. Once they have logged in to their Shareholder Area, they should follow the on-screen instructions to access the VOTACCESS site and vote or appoint or revoke a proxy.
 - for holders of administrated registered shares: they will be able to access the voting site via the VoteAG website <https://www.voteag.com/>:
Holders of administrative registered shares will need to log on to VoteAG using the temporary codes sent on the Single Voting Form or on the electronic invitation. Once on the site's home page, they should follow the on-screen instructions to access the VOTACCESS site and vote or appoint or revoke a proxy.

- **For holders of bearer shares:**

- Request the voting/proxy form available to your authorized intermediary who manages your shares as from the date of the convening notice of the shareholders meeting. All completed forms, together with the certificate of participation obtained from the authorized intermediary who manages your shares, should be sent to Uptevia, Service Assemblées générales -Assemblées Générales - 90-110 Esplanade du Général de Gaulle - 92931 Paris La Défense Cedex.

In order to be taking into account, postal voting forms must be received by Uptevia, mandated by Sartorius Stedim Biotech SA for this purpose, no later than 3 days prior to the shareholders meeting, on March 22, 2025.

- If the intermediary holding your securities account is connected to VOTACCESS, you should connect to such intermediary's website using your usual login identifiers then click on the icon appearing on the line for your Sartorius Stedim Biotech SA shares and follow the instructions appearing on the screen to access the VOTACCESS service and vote, or appoint or revoke a proxy.
- If the intermediary holding your securities account is not connected to VOTACCESS, the notification of the appointment or revocation of a proxy can still be made electronically, in accordance with Article R. 225-79 of the French Commercial Code, as follows:

→ Shareholders must send an e-mail to: ct-mandataires-assemblees@uptevia.com

- The e-mail must contain the following information: the name of the company concerned, the date of the Shareholders' Meeting, last name, first name, address and bank account details of the person granting the proxy and the first name, last name, and if possible, the address of the proxy.
- Shareholders must ask his financial intermediary managing his securities account to send a written confirmation of such request to Uptevia, Service Assemblées Générales - 90-110 Esplanade du Général de Gaulle - 92931 Paris La Défense Cedex
- Only notifications of appointment or revocation of proxies may be sent to the above-mentioned email address and any requests or notifications made to this address for another purpose will not be taken into consideration or processed.
- In order for appointments or revocations of proxies to be validly considered, the confirmation must be received by Uptevia the day before the shareholders meeting, by 3 p.m. (Paris time) on March 24, 2025 at the latest. No proxies request will be accepted on the day of the General Meeting.

The VOTACCESS service will be open beginning on March 5, 2025.

The opportunity to vote online before the Shareholders' Meeting will end on March 24, 2025, at 3pm (Paris time).

However, to prevent overloading of the VOTACCESS service, it is recommended that shareholders not wait until the day before the Shareholders' Meeting to vote.

C) Information and documents made available to shareholders

All information and documents relating to the Shareholders' Meeting and mentioned in Article R. 22-10-23 of the French Commercial Code is made available the Shareholders' Meeting on the Company's website : <https://www.sartorius.com/ssb-shareholders-meeting>, at least 21 days prior to the date of the Shareholders' Meeting, on the March 4, 2025.

D) Audiovisual webcast

In accordance with Article R22-10-29-1 of the French Commercial Code, a live audio-visual webcast of the entire Meeting will be available at the following link: <https://www.sartorius.com/ssb-shareholders-meeting>.

A recording of the Meeting will be available for consultation on the Company's website no later than seven (7) working days after the date of the Meeting and for at least two years from the date it goes online.

Request for Documents and Information

To be returned to:

SARTORIUS STEDIM BIOTECH S.A.
URGENT
Legal department
Z.I. Les Paluds -
Avenue de Jouques
13400 Aubagne

I, the undersigned

Name:

Forename:

Registered name:

Represented by:

Acting as:

Home address /Registered office:

.....

.....

.....

Owner of..... registered shares,
and/or.....bearer shares, registered in the accounts of (bank,
financial institution),

Asks to receive documents and information, concerning the Annual Combined General Shareholders'
Meeting of 25 March 2025, referred to in the provisions of Article R.225-88 of the French commercial
code:

☐ to my address indicated above

☐ to the following postal address:

.....

.....

Done at, on

(signature)

The documents and information referred to in the Articles R.225-81 and R.225-83 of the French commercial code are available on the website of the company.

According to the Article R.225-88 subparagraph 3 of the French commercial code, shareholders owners of registered shares can, by a single request, receive from the company documents and information at each of the next annual shareholders' meetings.

To this facility, check this box : ☐

Standard Vote Form

(For information)

SPECIMEN

Important : Avant d'exercer votre choix, veuillez prendre connaissance des instructions situées au verso - Important : Before selecting please refer to instructions on reverse side
Quelle que soit l'option choisie, noter comme ceci ■ la ou les cases correspondantes, dater et signer au bas du formulaire - Which ever option is used, shade box(es) like this ■, date and sign at the bottom of the form

☐ JE DÉSIRE ASSISTER À CETTE ASSEMBLÉE et demande une carte d'admission : dater et signer au bas du formulaire / I WISH TO ATTEND THE SHAREHOLDER'S MEETING and request an admission card: date and sign at the bottom of the form

SARTORIUS

SARTORIUS STEPM BIOTECH

Société Anonyme à conseil d'administration
au capital de 19 466 081 €
314 093 352 R.C.S. MARSEILLE
Siège social :
Zone Industrielle les Paluds -
Avenue de Jouques - 13400 AUBAGNE

ASSEMBLEE GENERALE MIXTE

Convocation pour le Mardi 25 mars 2025 à 13h00
au Siège social : Zone Industrielle Les Paluds,
Avenue de Jouques, 13400 Aubagne

COMBINED GENERAL MEETING

To be held on Tuesday, March 25th, 2025 at 1:00 pm (Paris Time),
at the registered office, Zone Industrielle Les Paluds,
Avenue de Jouques, 13400 Aubagne

CADRE RÉSERVÉ À LA SOCIÉTÉ - FOR COMPANY'S USE ONLY

Identifiant - Account

Nominal

Assigné

Porteur

Boitier

Vote simple

Vote double

Nombre d'actions

Number of shares

Nombre de voix - Number of voting rights

☐ JE VOTE PAR CORRESPONDANCE / I VOTE BY POST

CT, au verso (2) - See reverse (2)

Je vote **OUI** à tous les projets de résolutions présentés ou après par le conseil d'administration ou le Directoire ou la Gérance, à l'EXCEPTION de ceux que je signale en notifiant comme ceci ■ l'une des cases "Non" ou "Abstention". / I vote **YES** all the draft resolutions approved by the Board of Directors, EXCEPT those indicated by a shaded box, like this ■, for which I vote No or I abstain.

Sur les projets de résolutions présentés, je vote en notifiant la case correspondant à mon choix. On the draft resolutions not presented, I indicate my vote by shading the box of my choice.

☐ JE DONNE POUVOIR AU PRÉSIDENT DE L'ASSEMBLÉE GÉNÉRALE

CT, au verso (3)

I HEREBY GIVE MY PROXY TO THE CHAIRMAN OF THE GENERAL MEETING

See reverse (3)

☐ JE DONNE POUVOIR À : CT, au verso (4)

I HEREBY APPOINT: See reverse (4)

M. Mine ou Mlle, Raison Sociale / Mr, Mrs or Miss, Corporate Name

Adresse / Address

ATTENTION : Pour les titres au porteur, les présentes instructions doivent être transmises à votre banque.

CAUTION: As for bearer shares, the present instructions will be valid only if they are directly returned to your bank.

Nom, prénom, adresse de l'actionnaire (les modifications de ces informations doivent être adressées à l'établissement concerné et être accompagnées d'une attestation d'identité en cas d'annulation). CT au verso (1)
Surname, first name, address of the shareholder (any changes to this information must be notified to relevant institution, no changes can be made using this proxy form). See reverse (1)

1	2	3	4	5	6	7	8	9	10	A	B
Non / No	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Oui / Yes	<input type="checkbox"/>
Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Non / No	<input type="checkbox"/>
11	12	13	14	15	16	17	18	19	20	Abs.	<input type="checkbox"/>
Non / No	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Oui / Yes	<input type="checkbox"/>
Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Non / No	<input type="checkbox"/>
21	22	23	24	25	26	27	28	29	30	Abs.	<input type="checkbox"/>
Non / No	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Oui / Yes	<input type="checkbox"/>
Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Non / No	<input type="checkbox"/>
31	32	33	34	35	36	37	38	39	40	Abs.	<input type="checkbox"/>
Non / No	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Oui / Yes	<input type="checkbox"/>
Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Non / No	<input type="checkbox"/>
41	42	43	44	45	46	47	48	49	50	Abs.	<input type="checkbox"/>
Non / No	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Oui / Yes	<input type="checkbox"/>
Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Non / No	<input type="checkbox"/>

Sur les projets de résolutions présentés, je vote NON sauf si je signale un autre choix en notifiant la case correspondante :

In case amendments or new resolutions are proposed during the meeting, I vote NO unless I indicate another choice by shading the corresponding box.

- Je donne pouvoir au Président de l'Assemblée Générale. / I appoint the Chairman of the general meeting

- Je m'abstiens. / I abstain from voting

- Je donne procuration (cf. au verso verso (4)) à M. Mine ou Mlle, Raison Sociale pour voter en mon nom

- J'appoint (see reverse (4)) Mr, Mrs or Miss, Corporate Name to vote on my behalf

Pour être pris en considération, tout formulaire doit parvenir au plus tard :

To be considered, this completed form must be returned no later than:

sur 1^{ère} convocation / on first notification

à la : UPTIVA

Service Assemblée

30131 Avenue de la Méditerranée

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Date & Signature

Si le formulaire est renvoyé daté et signé sans qu'un choix n'ait été coché (carte d'admission / vote par correspondance / pouvoir au président / pouvoir à mandataire), tout vote automatiquement pour le Président de l'Assemblée Générale.
If this form is returned dated and signed but no choice is checked (admission card / postal vote / power of attorney to a representative), the automatically appears as a proxy to the Chairman of the General Meeting.



(1) GÉNÉRALITÉS : Il s'agit d'un formulaire unique prévu par l'article R. 225-76 du Code de Commerce QUELLE QUE SOIT L'OPTION CHOISIE :

(les modifications de ces informations doivent être adressées à l'établissement concerné et ne peuvent être effectuées par formulaire)

Pour les prochains travaux, le signalement doit être envoyé au nom, prénom et qualité. Si la signature n'est pas l'indication (exemple : Administrateur Vign, Tassin, etc.) doit mentionner son nom, prénom et la qualité. Le signalement doit être envoyé à signalement@sema.gouv.fr en indiquant le type de formulaire de vote et le formulaire adressé pour une assemblée ou pour les assemblées successives convoquées avec le même ordre.

25-75-81 (art. 10, 10 bis, 10 c du Code de Commerce).

Le mode des résolutions (joint au procès de convocation) peut au présent formulaire (article 8, 25-81 art. 10 bis) Mesures (joint au procès de convocation) et le 1^{er} ordre pour l'article 8, 25-81 signifié à l'ordre du jour.

Un guide méthodologique de l'administration des assemblées générales, incluant une liste de lecture de ce formulaire, est disponible sur le site de l'AFSCA : www.afsca.be

La version française de ce document fait foi.

Article L. 225-107 du Code de Commerce (extrait) :

[illegible]

généraliste, abstention ou pouvoir à personne dénommée en noirissant la case correspondant à votre choix.

(1) GENERAL INFORMATION: This is the sole form pursuant to article R. 225-76 du Code de Commerce.

The signatory should write *his/her* exact name and address in capital letters in the space provided e.g. a legal signatory should write 'The Legal Entity' and 'The Legal Entity's behalf'.

The form sent for one meeting will be valid for all meetings subsequently convened with the same agenda (art. 8, du Code de commerce).

The text of the resolution is in the notification of the meeting which is sent with this proxy (article 8, 225-81 du Code de Commerce). Please do not use both a "voix" and "pouvoir" (article 8, 225-81 du Code de Commerce).

A double listing to the general meeting processing, including an interpretation and of this proxy form, is available at www.affi.se.

(2) POSTAL VOTING FORM

Article 235-24 du Code de Commerce (extra):

«*Any shareholder may vote by post, using the wording of which shall be fixed by a decree or Council decision. Any provisions to the contrary contained in the memorandum and articles of association shall be null and void.*

When calculating the quorum, only forms received by the company before the meeting shall be taken into consideration. The forms must be received by the company on the day of the meeting.

*On conditions to be laid down by a decree approved by the Council of State, the forms **giving no indication of the vote shall not be considered as valid.***

The majority required for the adoption of the general meeting's decisions shall be determined on the basis of the number of votes cast.

In respect of which the shareholder has not taken part in the vote or has abstained or has returned a valid ballot which the shareholder has not taken part in, the vote shall be attributed to the companies which have the status of European company, articles 57 and 58 of the Council Regulation (EC) n°2157/2001, on the European company.

If you wish to use the postal voting form, you have to slide the box on the front of the document. "1" if you want, "0" if not. In the absence of choice, vote expressed by default for the approved draft resolutions - either vote "Yes" in absence of choice, vote expressed by default for the approved draft resolutions - either vote "No".

- or vote "abstention" by shading boxes of your choice.
- 2. In case of amendments or new resolutions during the general meeting, you are requested to choose "no" (vote expressed by default in absence of choice), proxy to the chairman of the general meeting, or proxy to a mentioned person/individual or legal entity by shading the appropriate box.

Pour toute procuration d'un actionnaire sans indicat

l'adoption de projets de résolutions présentées ou agréés par le conseil d'administration ou le directeur, selon ce qui est délégué à l'adoption de tous les autres projets de résolution. Pour émettre tout autre vote, l'actionnaire doit mandater qu'il accepte de voter dans le sens indiqué par le mandant⁸.

Article L. 225-106 du Code de Commerce (extraits)

[illegible][illegible]

Article L. 22-10-40 du Code de Commerce

[illegible]

Article L. 225-106 du Code de Commerce (extract) :

Article L. 225-106 du Code de Commerce (extract)

In case of any power of representation given by shareholder without naming a proxy, the chairman of the meeting shall issue a vote in favor of adopting a draft resolutions submitted or approved by the Board of Directors Management Board, as the case may be, and a vote against adopting any other draft resolutions. To issue a proxy, the shareholder must appoint a proxy who agrees to vote in the manner indicated by his principal."

Article L. 225-106 du Code de Commerce (extract) :

[illegible]

"He or she can also be represented by an individual or legal entity of his or her choice"

²² When the shares are admitted to trading on a regulated market.

²³ Where the shares are admitted to trading on a multilateral trading facility which is subject to the provisions of Article 17(2) of the EU Market Abuse Regulation.

²⁴ The paragraph of the article 423-3 of the code monétaire et financier is provided by the general law on the financial markets (French financial markets Regulatory Authority). Included on its list. Article 423-3 of the code monétaire et financier is provided by the general law on the financial markets (French financial markets Regulatory Authority). Included on its list.

²⁵ Subject to the conditions provided by its general regulation, and stated in the company memorandum of association.

²⁶ Unless there is conflict with the provisions of the preceding subparagraphs shall be deemed non-existent.

¹⁰When, in the events envisaged by the first paragraph of the article L. 23-10-93, the shareholder is a person other than his or her spouse or his or her partner who he or she has entered into a civil union with, informed by the proxy of any event enabling him or her to measure the risk that the latter pursue an interest in his or her stock.

LIBRARY

your voting instructions. You have certain minimum rights regarding your data (access, correction...). The

Cette information porte notamment sur le fait que le mandataire ou, le cas échéant, la personne pour le compte de

¹ Contrôle, au sens de l'article L. 233-3, la société dont l'assemblée est appelée à se réunir ;
² Est membre de l'organe de gestion, d'administration ou de surveillance de cette société ou d'une personne qui la contrôle, au sens de l'article L. 233-3 ;
³ Est employé par cette société ou par une personne qui la contrôle au sens de l'article L. 233-3 ;
⁴ Est contrôlé ou exerce l'une des fonctions mentionnées au 2° ou au 3° dans une personne ou une entité contrôlée par celle-ci ;
⁵ Personne qui contrôle la société, au sens de l'article L. 233-3.

Cette information est également délivrée lorsqu'il existe un lien familial entre le mandataire ou, le cas échéant, la personne physique placée dans l'une des situations énumérées aux 1^{er} à 4^{es} du présent article, et le mandant. Lorsque, au cours de mandat, survient l'un des faits mentionnés aux alinéas précédents, le mandataire en informe sans délai le mandant. A défaut par ce dernier de confirmation expresse du mandat, celui-ci est caduc. Le mandat est caduc, en outre, si le mandat est conclu par le mandataire à la suite d'un mandat.

⁴⁷Toute personne qui souhaite à une ex-

plusieurs associations, sous quelque forme et par quelque moyen que ce soit, de recevoir pour leur compte ou au profit d'un des membres de l'assemblée d'une société mentionnée au premier alinéa de l'article L. 22-10-39, tend publique sa politique de vote.

Elle peut également rendre publiques ses intentions de vote sur les projets de résolution présentés à l'assemblée. Et, alors, pour toute proposition requise sans instructions de vote, un vote conforme aux intentions de vote ainsi rendues est condition d'application du présent article sont prévues par décret en Conseil d'Etat.

Le tribunal de commerce dans le ressort

tribunal peut prononcer les mêmes sanctions à l'égard du mandataire sur demande de la société en cas de non-respect des dispositions de l'article L. 22-10-47.

ne peuvent être exercés auprès de votre teneur de compte aux coordonnées indiquées par ce dernier.

This information relates in particular to the event that the proxy or, as the case may be, the person on behalf of whom it acts :

¹⁴ Controls, within the meaning of article L. 233-3, the company whose general meeting has to meet; ²⁴ is member of the management board, administration or supervisory board of the company or a persons controls it within the meaning of the article L. 233-3.

This information is also delivered when a family file ends between the prov or, as the case may be, the company or when it ends, and a natural person placed in one of the situations enumerated from 1 to 10, when the prov or, as the case may be, the company is not the one who has initiated the procedure. When during the prov, one of the events mentioned in the preceding subparagraphs ends, the prov will end with the constituent. Filing by the state to confirm against the prov, this one is null and void. The termination of the prov is notified without delay by the prov to the company.

The conditions of application of this article are determined by a council of state decree.

"Any person who proceeds to an active n

shareholders, under any form and by any means, to receive proxy to represent them at the general meeting, or to vote at such meeting, shall be null and void. The provisions of article 22-10-99, paragraph 1, can also release its voting intentions on the draft resolutions submitted to the general meeting; it is then, for any proxy received without voting instructions, a vote in conformity with the released voting intent, the conditions of application of this article are determined by a Council d'Etat decree.

"The commercial court of which the comp

for a duration which cannot exceed three years, deprive the provy of the right to take part in this capacity in the general meeting of the relevant company in the event of non-compliance with mandatory information disclosure requirements from the third to seventh paragraphs of article L. 22-10-40 or with the provisions of article L. 22-10-41. The court can decide the publication of this decision at the expenses of the provy.

The court can impose the same sanctions towards the provy on request of the company in the event of non-compliance with the provisions of the article L. 22-10-17.

exercised using the contact details provided by your custodian.