

Sartorius Stedim Biotech

Management Report of the Parent Company Sartorius Stedim Biotech S.A.

Extract from the Universal Registration Document 2024

2.10 Management Report of the Parent Company Sartorius Stedim Biotech S.A.

Financial Statements of the Parent Company as of December 31, 2024

Sartorius Stedim Biotech S.A. is the parent company of Sartorius Stedim Biotech Group. The company is a mixed holding company. The company is managing investments of the Group and real estates for the French companies.

In 2024, sales revenue generated at Sartorius Stedim Biotech S.A. was €2.1 million compared to €2.3 million in 2023. The operating profit is -€5.7 million versus -€4.1 million 2023. The net financing income totalled €109.3 million versus €102.7 million in 2023.

The net profit for 2024 is €100.2 million compared to €100.6 million in 2023.

Appropriation of the Net Profit

The ASM will suggest to appropriate the net profit of €100,165,297 for the reporting year of 2024 as follows:

- The following amount is to be added to this balance: Year-earlier profit carried forward: €130,185,996
- This would yield a distributable profit of €230,351,293
- Total amount for legal reserve: €103,004
- Total amount of dividends to be disbursed to shareholders: €67,136,877 excluding treasury shares
- Balance resulting from disbursement: €163,111,412

The remaining amount of €163,111,412 is to be carried over to the next year.

Dividends of the Last Three Financial Years (Information Updated as of December 31, 2024)

The table below lists the amount of the dividend distributed, since 2021, as well as the applicable tax provisions.

Exercise	Dividend ¹	Amount eligible for the 40% abatement	Amount not eligible for the 40% abatement	Dividend per shares ¹
Dec. 31, 2023	67,146,006	67,146,006	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 €

¹ Prior deduction of social contribution on the dividend paid to physical person.

Proposition of Dividend for the 2024 Financial Year

The Board of Directors has decided to propose on March 25, 2025 Annual Shareholders' Meeting a net dividend of €0.69 per share for the 2024 financial year same as distributed for 2023.

The dividends are distributed to the shareholders based on the proportion of the capital they hold.

The dividend will be paid on April 4, 2025.

Dividend Distribution Policy

The company has a policy of dividend distribution linked to the Group's profit over the financial year concerned on the one hand and to the Group's predictable evolution and profitability on the other hand.

On March 27, 2024, the Shareholders' Meeting voted a net dividend of €0.69 per share. The payment of the dividend was done on April 4, 2024.

Dividends and interim dividends paid and unclaimed are prescribed in favour of the State five years after their date of payment (article 2277 of the Civil Code).

Elements Likely to Have an Impact in the Event of a Public Offer

According to article L. 225-100-3 of the French Commercial Code, an element is likely to have an impact in the event of a public offer: the first shareholder of Sartorius Stedim Biotech S.A. holds a significant percentage of its capital and voting rights.

Sartorius Stedim Biotech S.A. Share Capital

Share Capital as of December 31, 2024

As of December 31, 2024, the share capital amounts to nineteen million four hundred and sixty-six thousand eighty-one euros (€19,466,081). It is divided into ninety-seven million three hundred and thirty thousand four hundred and five (97,330,405) shares worth twenty euro cent (€0.20) each, all fully subscribed and paid up (Heading I, Article 6 of the bylaws), all of which are entitled to the dividend for the financial year 2024, with the exception of shares held by the company.

Date	Nature of the transaction	Share par value	Share capital increase	Share premium	Number of new shares	Number of shares after the transaction	Share capital after the transaction
Year 2018						92,180,190	18,436,038.0
Year 2019						92,180,190	18,436,038.0
Year 2020						92,180,190	18,436,038.0
Year 2021						92,180,190	18,436,038.0
Year 2022						92,180,190	18,436,038.0
Year 2023						92,180,190	18,436,038.0
Year 2024	Capital increase	0.20	1,030,043.0		5,150,215.0	97,330,405	19,466,081.0

Sartorius Stedim Biotech S.A. Shareholdings as of December 31, 2024

Situation of Sartorius Stedim Biotech S.A. Shareholdings

Shareholders	Shares	Voting rights
More than 50%	Sartorius AG	Sartorius AG
More than 10% but less than 50%	None	None
More than 5% but less than 10%	None	None

Over the past three years, the ownership of Sartorius Stedim Biotech S.A. share capital has been distributed as follows:

Shareholders	December 31, 2022			December 31, 2023			December 31, 2024		
	Number of shares	% of share capital	% of voting rights	Number of shares	% of share capital	% of voting rights	Number of shares	% of share capital	% of voting rights
Sartorius AG	67,844,071	73.6%	84.6%	67,844,071	73.6%	84.6%	69,560,810	71.5%	83.0%
Single voting rights							1,716,739	1.8%	1.0%
Double voting rights	67,844,071	73.6%	84.6%	67,844,071	73.6%	84.6%	67,844,071	69.7%	82.0%
Total Sartorius Group	67,844,071	73.6%	84.6%	67,844,071	73.6%	84.6%	69,560,810	71.5%	83.0%
Treasury shares	12,921			15,191			30,583		
Personnel and other shareholders									
General public	24,323,198	26.4%	15.4%	24,320,928	26.4%	15.4%	27,739,012	28.5%	17.0%
Single voting rights	23,914,989	25.9%	14.9%	23,912,719	25.9%	14.9%	27,350,997	28.1%	16.5%
Double voting rights	408,209	0.4%	0.5%	408,209	0.4%	0.5%	388,015	0.4%	0.5%
Total shares	92,180,190	100.0%	100.0%	92,180,190	100.0%	100.0%	97,330,405	100.0%	100.0%

Legal Disclosure of Thresholds Crossed

No legal disclosure of thresholds crossed has been registered during the fiscal year under study.

	Shares	% Issued Capital	Voting rights	% Voting rights
Sartorius AG	69,560,810	71.5	137,404,881	83.0
Total Sartorius AG	69,560,810	71.5	137,404,881	83.0

Control of the Company as of December 31, 2024

Sartorius AG holds, directly or indirectly, 71.5% of the share capital and 83.0% of the outstanding voting rights. Treasury shares are without voting rights.

Staff Shareholdings

None

Treasury Shares Held by Sartorius Stedim Biotech S.A.

30,583

Unpaid Capital

None

Authorized but Unissued Capital

None

Securities Not Representative of the Share Capital

None

Authority Granted by the Annual Shareholders' Meeting to the Board of Directors Still Valid.

Delegation granted for increase in capital by the Shareholder's Meeting to the Board of Directors

Object - Duration	Limit	Use in 2024	Limit	Use in 2024
Authorization for the Company to trade in its own shares (OGM 26/03/2024 – Resolution n°16) Granted for a period of 18 months as from 26/03/2024	0,10% of the share capital of the Company (i.e 97,330 shares at the date of the OGM)			Under liquidity contract, 586 437 shares were bought and 571 045 shares were sold, for a net number of 15.392 traded shares
Ability 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 the debt instruments, with preferential subscription rights of the shareholders. (EGM 26/03/2024 – Resolution n°18) Granted for a period of 26 months as from 26/03/2024	The limit is €6,000,000 (maximum nominal amount of the increase of the share capital) and € 2, 000,000,000 (maximum overall limit of the maximum nominal amount of the debt instruments) ; it being specified that the limits of the nominal amount of debt instrument issued, with or without preferential subscription rights of the shareholders, set from the nineteenth (19 th) to the twenty-two (22 nd) resolutions submitted to this Shareholders' Meeting shall be deducted from this overall limit.			None
Ability to issue shares and/or securities giving access to the share capital of the company and/or securities giving the right of the allotment of debt instruments, without preferential subscription rights of the shareholders – through public offerings, other than those referred to in the Article L. 411-2 of the French Monetary and Financial Code. (EGM 26/03/2024 – Resolution n°19) Granted for a period of 26 months as from 26/03/2024	Autonomous limit of €6,000,000 (increase of the share capital) and overall limit of € 2, 000,000,000 (debt instruments).			None
Ability 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, without preferential subscription rights of the shareholders – through public offers addressed exclusively to qualified investors or to a restricted circle of investors as defined in the article L. 411-2 of the French Monetary and Financial Code. (EGM 29/03/2022 – Resolution n°19) Cancelled by Resolution 20 by EGM 26/03/2024 Granted for a period of 26 months as from 29/03/2022	Autonomous limit of €6,000,000 (increase of the share capital) and overall limit of €500,000,000 (debt instruments), it being specified that pursuant to Article L. 225-136, 2° of the French Commercial Code, the issue of new shares shall be limited to 20% of the share capital per year.			Used on 03/02/2024 5,150,215 shares issued

Ability 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, without preferential subscription rights of the shareholders - through public offers addressed exclusively to qualified investors or to a restricted circle of investors as defined in the article L. 411-2 of the French Monetary and Financial Code. (EGM 26/03/2024 - Resolution n°20)	Autonomous limit of €6,000,000 (increase of the share capital) and overall limit of € 2, 000,000,000 (debt instruments), it being specified that pursuant to Article L. 225 -136, 2° of the French Commercial Code, the issue of new shares shall be limited to 20% of the share capital per year.	None
Ability to increase the number of shares and/or securities giving access to the share capital of the Company to be issued in the event of a share capital increase with or without preferential subscription rights of the shareholders (EGM 26/03/2024 - Resolution n°21)	The limit amount 15% of initial issue of shares, pursuant to the resolutions n° 18 and n°19 of the EGM of 26/03/2024 described above.	
Granted for a period of 26 months as from 26/03/2024		
Ability 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. (EGM 26/03/2024 - Resolution n°22)	10% of the share capital of the Company at the date of the share capital increase (increase of the share capital) and overall limit of € 2, 000,000,000 (debt instruments).	None
Granted for a period of 26 months as from 26/03/2024		

Ability to increase the share capital through the capitalization of reserves, earnings or premiums or any other sum upon which capitalization would be permitted. (EGM 26/03/2024 – Resolution n° 23)	Autonomous limit of €6,000,000 (corresponding to the maximum nominal amount of the increase of the share capital).	None
Granted for a period of 26 months as from 26/03/2024		
Ability 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 (EGM 26/03/2024 – Resolution n° 24)	Autonomous limit of €6,000,000 corresponding to the maximum nominal amount of the increase of the share capital.	None
Granted for a period of 26 months as from 26/03/2024		
Ability to grant free new or existing shares to the benefit of employees or corporate officers (EGM 26/03/2024 – Resolution n°25)	2% of the Company's share capital calculated on the granting date	None
Granted for a period of 38 months as from 26/03/2024.		
Ability to issue shares, without preferential subscription rights of the shareholders, to named beneficiaries EGM 27/03/2023 – Resolution n°13)	Nominal amount of the share capital increase or share capital increases limited to € 133,980.	None
Granted for a period of 18 months as from 27/03/2023		
Ability to reduce the capital in accordance with Article L. 22-10-62 of the French Commercial Code; (EGM 26/03/2024 – Resolution n°26)	10% of the capital of the Company by period of 24 months.	None
Granted for a period of period of (24) months as from 26/03/2024		

Other Securities Giving Access to the Share Capital

None

Stock Options

None

Share Capital Dilution

None

Share Subscription Options Granted to Each Senior Executive of the Company and Options Exercised by Them in Fiscal 2024

None

Share Subscription Options Granted to the Ten Top Non-senior Executive Beneficiaries and Options Exercised by Them in the 2024 Fiscal Year

None

Options Exercised During the Fiscal Year

All options have been exercised in 2015. The stock option plans are now expired.

in €	2023	2022	2021	2020	2019
Dividend per share for the fiscal year	0.69	1.44	1.26	0.68	0.34
Number of shares	97,330,405	92,180,190	92,180,190	92,180,190	92,180,190
Dividend corrected per share ¹	0.73	1.44	1.26	0.68	0.34

¹ Compared to the number of shares as of December 31, 2019

Share Subscription Plan

No stock option, no tables. The authority delegated to the Board of Directors for setting up a new plan has recently expired. The Board of Directors no longer has any such delegated authority to set up any new plan.

Share Subscription Warrants

Sartorius Stedim Biotech S.A. has not issued any share subscription warrants.

Pledging of Shares

No Sartorius Stedim Biotech S.A. shares were pledged.

Pledging of Assets

None

Senior Executives

Information on Sartorius Stedim Biotech S.A. senior executives and a list of the positions they hold or have held over the past five years are included in the Corporate Governance report.

Directors' Fees

Directors' fees are calculated on an annual basis. The method of calculating these fees remains the same. It is as follows:

- The Directors receive Directors' fees which amount and allocation are fixed by the Shareholders Meeting upon proposal of the Board of Directors and on recommendation of the Remuneration and Nomination Committee. This information is made public in the Universal Registration Document and is available on the Company's website.
- Each Director receives a fixed remuneration of €20,000 per year, to be paid after the annual financial statements have been approved by the Annual Shareholders' Meeting and which falls due for payment after the Annual Shareholders' Meeting. The Chairman of the Board receives twice this amount. The Lead Independent Director, if any, receives a fixed lump-sum amount of € 8 000 per full year. Furthermore, members of the Board receive an attendance fee of €5,000 per meeting for the first six (6) meetings per year and reimbursement of its expenses in addition to the fixed remuneration. For additional meetings, the members of the Board receive an attendance fee of €3,000 per meeting.
- For their membership on the Audit Committee, each director receives a lump-sum amount of €6,000 per full year of membership in addition to the attendance fee of €3,000. If they chair the committee of the Audit Committee, instead of this, they receive a lump-sum amount of €12,000 per full year that they hold the chairperson in addition to the attendance fee.
- For their membership on the Remunerations & Nominations Committee, each Director receives a lump-sum amount of €4,000 per full year of membership in addition to the attendance fee of €1,500. Insofar as they hold the chair of the Remunerations & Nominations Committee, instead of this, they receive a lump-sum amount of €8,000 per full year that they hold the chairperson in addition to the attendance fee.

The remuneration for the activities on any committee is due together with the remuneration under

- the terms of previous subsection hereof.
- Any value-added tax is reimbursed by the corporation, insofar as the members of the Board are entitled to invoice the corporation separately for the value-added tax and they exercise this right.
- All these resolutions will not be applied to the Directors that got an executive top management activity at the Group level, nor for the director(s) representing the employees. In this context, the

executive corporate officers, as well as the Director(s) representing the employees, will not receive any remuneration for their membership.

A total of €458,000 has been provisioned in directors' fees for 2024 (payment in 2025).

Compensation of the Executive Management Team¹

		Base fixed salaries € in K	Annual incentive € in K	Long Term Incentive € in K
Total 2024	1,208	750	258	200
Joachim Kreuzburg 2024	0	0	0	0
René Fáber 2024	1,208	750	258	200
Total 2023	987	673	0	315
Joachim Kreuzburg 2023	198	133	0	66
René Fáber 2023	789	540	0	249

¹ For more details please refer to the chapter Corporate Governance on pages 179 - 236.

Independent Auditors

The independent auditors for Sartorius Stedim Biotech S.A. are:

- KPMG S.A., represented by François Assada.
- PricewaterhouseCoopers Audit, represented by Cédric Minarro and Céline Darnet.

Payment Terms of Trade Payables & Receivables

Payment Terms for Trade Payables & Receivables

Article D. 441 -1 st : Invoices received but not paid at the date of the end of the Year whose term has expired						Article D. 441 -2 nd : Invoices sent but not paid at the date of the end of the Year whose term has expired					
0 day	1 à 30 days	31 at 60 days	61 at 90 days	91 days and after	Total	0 day	1 à 30 days	31 at 60 days	61 at 90 days	91 days and after	Total

(A) Repartition of late payment

Number of invoices concerned	1	3	1	0	10	15	0	6	2	0	4	12
Total Amount of concerned invoices (including all taxes)	19,800	69,880	0	0	18,840	108,520	0	-954,008	-17010	0	-32,939	-1,003,957
Percentage of Total amount of purchases including taxes for the year	0%	1%	0%	0%	0%	1%						
Percentage of sales including taxes for the year							0%	3%	0%	0%	0%	3%

(B) Invoices excluded from (A) relating to disputed and contentious Receivables non recorded

Number of invoices excluded	0					0	0					0
Total amount of excluded invoices including taxes	0					0	0					0

(C) Reference payment terms used (Contractual or statutory period - article L. 441 -6 or article L. 441 -3 of Commerce Code)

Payment terms used for the payment term calculation	Contractual time limit:	30 days	Contractual time limit:	30 days
	Legal time limit:		Legal time limit:	

**Five-Year Financial Results of the Parent Company
Sartorius Stedim Biotech S.A.**

in millions of € and € earning per share	2020	2021	2022	2023	2024
Share capital at end of period					
Share capital (capital stock)	18.4	18.4	18.4	18.4	19.5
Number of shares outstanding	92,180,190	92,180,190	92,180,190	92,180,190	97,330,405
Transactions and financial performance					
Sales revenue (excl. VAT)	1.9	2.1	2.6	2.3	2.2
Profit before tax, employee profit sharing plan, amortization, depreciation and provision expenses (and reversals)	81.4	115.0	154.9	100.5	105.5
Income tax	-0.7	-1.4	-0.8	-2.5	3.0
Contribution to employee profit-sharing plan	0.0	0.0	0.0	0.0	0.0
Net profit	81.2	115.5	154.7	100.6	100.2
Dividends paid or proposal of dividend	31.3	62.7	116.1	132.7	67.2
Earnings per share					
EPS after tax and employee profit-sharing, but before amortization, depreciation and provision expenses	0.89	1.26	1.69	1.12	1.05
EPS after tax and employee profit-sharing, amortization, depreciation and provision expenses	0.88	1.25	1.68	1.09	1.03
Dividend per share	0.34	0.68	1.26	1.44	0.69
Personnel					
Workforce size	0	0	0	0	0
Personnel costs	0	0	0	0	0
Social security costs	0	0	0	0	0