

Report of the Board of Directors on the Resolutions proposed to the ordinary and extraordinary Shareholders' Meeting of March 25, 2025

**REPORT OF THE BOARD OF DIRECTORS ON THE RESOLUTIONS PROPOSED
TO THE ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING
OF MARCH 25, 2025**

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 [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 [Unchanged]</i> <i>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.</i>

	[Remainder of Article 15.3 unchanged]”.
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Article 17 of the Company’s articles of association would be amended as follows:

Current wording	Proposed wording
<p>“Article 17: Meetings and decisions of the Board of Directors [Unchanged]</p> <p>17.5 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.”</p>	<p>“Article 17: Meetings and decisions of the Board of Directors [Unchanged]</p> <p>17.5 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.”</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 invalidate 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 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; 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

