

Sartorius Group

# Corporate Governance

Extract from the Annual Report 2025

# Corporate Governance Report

The following content of the Corporate Governance Report and Declaration of Compliance with the German Corporate Governance Code are exempt from audits by law. In the Corporate Governance Report, the company provides information on the key elements of Sartorius' corporate governance structures, the composition and working procedures of its Executive and Supervisory Boards and their committees, the objectives to be defined and the concepts pursued in the composition of the Executive and Supervisory Boards, and relevant corporate governance practices.

The Executive and Supervisory Boards report on the company's corporate governance in the following declaration pursuant to Section 289f of the German Commercial Code ("HGB").

## Declaration of Compliance with Corporate Governance Code

Declaration of the Executive Board and of the Supervisory Board of Sartorius AG concerning the recommendations of the Government Commission on the German Corporate Governance Code pursuant to Section 161 of the German Stock Corporation Act ("AktG"):

The Executive Board and the Supervisory Board declare that Sartorius AG complied in the period since last year's Declaration of Compliance was issued on December 6, 2024, and will continue to comply in the future, with the recommendations made by the Government Commission on the German Corporate Governance Code (GCGC) as of April 28, 2022, as published by the Federal Ministry of Justice in the official section of the Federal Gazette on June 27, 2022, with the following exception:

In divergence from the Recommendation pursuant to G.10, sentence 1 of the GCGC, the variable remuneration of the members of the Executive Board – up to and including June 30, 2025, with the exception of the then Chairman of the Executive Board – consists only to a non-predominant extent of share-based remuneration components. The Supervisory Board believes that the existing structure of the variable remuneration, which corresponds to the remuneration system approved by the Annual General Meeting, also achieves an incentive structure geared to the sustainable and long-term development of the company.

Göttingen, December 4, 2025

For the Supervisory Board

Dr. Lothar Kappich

For the Executive Board

Dr. Michael Grosse

## Further Remarks Concerning Corporate Governance

Sartorius AG is a joint stock corporation founded under German law and headquartered in Göttingen, Germany. With the Annual General Meeting, Supervisory Board, and Executive Board, it has three corporate managerial bodies whose tasks and powers are essentially derived from the German Stock Corporation Act ("AktG") and the company's Articles of Association.

As owners of the company, the shareholders exercise their rights at its Annual General Meeting, where they decide, in particular, on the appropriation of profits, measures concerning share capital, amendments to the Articles of Association, discharge of the Supervisory Board and the Executive Board, and the appointment of statutory auditors. They also elect shareholder representatives to the Supervisory Board. The Annual General Meeting is held at least once a year.

In accordance with legal requirements, Sartorius AG has a two-tier management system consisting of the Executive Board and the Supervisory Board. Each Board has its own duties and responsibilities, and they work together as follows:

The Supervisory Board appoints members to the Executive Board, determines their compensation, and monitors and advises the Executive Board on the management of the company. The Supervisory Board is not authorized to take any operational business management measures. The Supervisory Board's rules of procedure are published on the company's website.

The Executive Board is responsible for managing the company. In particular, it determines the corporate strategy, coordinates and agrees it with the Supervisory Board, and implements it. In line with established reporting obligations, the Executive Board provides the Supervisory Board with regular, timely, and comprehensive information, and obtains the latter's approval for certain key business transactions.

## Composition and Operating Mode of the Supervisory Board and its Committees

Sartorius' Supervisory Board has equal representation and consists of six shareholder representatives elected by the Annual General Meeting and six employee representatives elected in accordance with the German Codetermination Act ("MitbestG"). The members serve a regular term of office of five years. Members can be reelected. Details on the composition of the Supervisory Board and its committees are provided on pages 346 to 352.

The Chairman of the Supervisory Board coordinates the work of the Supervisory Board, and convenes and chairs its meetings. He is also the first point of contact for the Executive Board and represents the interests of the Supervisory Board externally.

The Supervisory Board holds at least two meetings every six months. The Board has established four committees: the Executive Task Committee, the Audit Committee, the Conciliation Committee, and the Nomination Committee. The Executive Task, Audit, and Conciliation Committee each have four members, consisting of an equal number of shareholder representatives and employee representatives. The three-member Nomination Committee consists exclusively of shareholder representatives. The Executive Task and Audit Committees hold regular meetings, while the Nomination and Conciliation Committees meet as required.

## Audit Committee

Chair:

Prof. Dr. Klaus Rüdiger Trützschler

Other members:

Dr. Lothar Kappich

Dominik Langosch (since April 2, 2025)

Dietmar Müller

Manfred Zaffke (until March 31, 2025)

Duties:

The Audit Committee supports the Supervisory Board in performing its supervisory function, in particular by dealing with the accounting process and the quality of the audit of the financial statements, and regularly addressing compliance with statutory provisions and internal company policies. It also receives regular reports on sustainability issues and monitors the corresponding reporting.

It must include at least one member of the Supervisory Board with expertise in the field of accounting and at least one other member with expertise in the field of auditing.

The Chairman of the Audit Committee, Professor Klaus Trützschler, is independent and has expertise in the fields of accounting, auditing, and risk management thanks to his many years of service as Chief Financial Officer, Audit Committee member, and professor of business administration. In addition, Professor Trützschler actively follows current developments in the field of sustainability regulation and reporting, and contributes this expertise to the Audit Committee and the Supervisory Board of Sartorius AG.

As a further member of the Audit Committee, Dr. Lothar Kappich has particular knowledge and experience in the application of accounting principles and internal control procedures from his professional practice as a controller, managing director, and management consultant. Dr. Kappich also has expertise in the fields of sustainability reporting and the auditing thereof.

## Executive Task Committee

Chair:

Dr. Lothar Kappich

Other members:

Annette Becker

Dietmar Müller (since April 1, 2025)

Prof. Dr. Klaus Rüdiger Trützschler

Manfred Zaffke (until March 31, 2025)

Duties:

The Executive Task Committee carries out preparatory work for resolutions and issues to be addressed in the meetings of the Supervisory Board. It is also responsible for preparing appointments, including the terms and conditions of employment contracts and the remuneration of Executive Board members. The Executive Committee regularly discusses long-term succession planning for the Executive Board.

## Nomination Committee

Chair:

Dr. Lothar Kappich

Other members:

Dr. Daniela Favocchia

Prof. Dr. Klaus Rüdiger Trützscher

Duties:

The Nomination Committee consists of three members representing the shareholders. Its task is to suggest suitable candidates to the Supervisory Board for its election proposals to the Annual General Meeting for the shareholder representatives on the Supervisory Board. In doing so, it takes into account the legal requirements for the participation of women as well as its composition targets, including the desired skills profile.

## Conciliation Committee

Chair:

Dr. Lothar Kappich

Other members:

Annette Becker

Dietmar Müller (since April 1, 2025)

Prof. Dr. Klaus Rüdiger Trützscher

Manfred Zaffke (until March 31, 2025)

Duties:

The Conciliation Committee meets if the majority required in connection with the appointment of members to the bodies authorized to represent the company for legal purposes is not reached.

Further information on the number and content of the individual meetings of the Supervisory Board and its committees as well as individual meeting attendance in the reporting year can be found in the Supervisory Board's report on pages 14 to 19. The Supervisory Board carries out an assessment each year to determine how effectively the Board as a whole and its committees fulfill their tasks. In the reporting year, this self-assessment (efficiency audit) was completed on the basis of an extensive questionnaire. In addition to answering the questions, the respondents had options to give further comments and suggestions regarding the work of the Supervisory Board. The results of this survey were presented in anonymized form in December 2025 and discussed within the Supervisory Board. Further information on the results of the self-assessment in 2025 are contained in the Report of the Supervisory Board.

## Objectives for the Composition of the Supervisory Board with Regard to Skills and Diversity

In accordance with the German Corporate Governance Code, the composition of the Supervisory Board of Sartorius AG must ensure that its members as a whole have the knowledge, skills, and experience required for the proper performance of its duties.

The Supervisory Board has therefore adopted the following composition objectives:

- **Diversity:** The members of the Supervisory Board should have complementary professional profiles and international experience. With regard to achieving an appropriate gender balance, the legal quotas of at least 30% women and at least 30% men apply to the Sartorius Supervisory Board. The shareholder representatives and the employee representatives on the Supervisory Board have decided to fulfill these quotas separately. Further details can be found in the Supervisory Board's competence profile.
- **Age limit:** A fundamental age limit of 70 applies to members of the Supervisory Board at the time they are elected. The age limit may be waived in individual cases, provided there are no reservations about the suitability of the persons proposed and their election is expedient to the interests of the company in spite of the age limit being exceeded.
- **Maximum number of mandates / time resources:** A Supervisory Board member who is not a member of the executive board of a listed company should not hold more than five supervisory board mandates at external listed companies or perform comparable functions; in this regard, the chairmanship of a supervisory board counts twice. A Supervisory Board member who is a member of the executive board of a listed company should not hold more than two supervisory board mandates at external listed companies or perform comparable functions, and must not chair the supervisory board at an external listed company. Regardless of other mandates held, care must be taken that every member has enough time to fulfill his or her mandate in the Supervisory Board of Sartorius AG.
- **Independence:** In accordance with the GCGC, the Supervisory Board should include what it considers to be an appropriate number of independent members on the shareholder side, with the ownership structure being one aspect to be taken into account. In the opinion of the six shareholder representatives on the Supervisory Board, Prof. Dr. David Ebsworth, Dr. Daniela Favoccia, Ilke Hildegard Panzer, and Frank Riemensperger are independent according to GCGC C.6.

The shareholders also consider Professor Klaus Rüdiger Trützscher to be independent according to GCGC C.6, although he has been a member of the Supervisory Board for more than 12 years. The reason for this is that Professor Trützscher has no personal or business relationship with Sartorius AG or the Executive Board that could give rise to conflicts of interest. The Supervisory Board also believes that the length of his membership is outweighed by his many years of experience and expertise in the areas of accounting, auditing, risk management, and sustainability reporting. Professor Trützscher's conduct in office demonstrates that he performs his duties as a member of the Supervisory Board and as Chairman of the Audit Committee in an exemplary manner, at all times fulfilling his role as a critical observer with unbiased judgment and as an experienced advisor to the Executive Board. As Chairman of the Audit Committee, he is also in regular contact with the independent auditors, engages in open discussions with the Executive Board, and critically scrutinizes its submissions. In addition, during his term of office he has worked with an Executive Board made up of different members, meaning that there is no indication that he would no longer be impartial towards incumbent members of the Executive Board on account of having worked with them for a long time. Professor Trützscher himself also states that he is independent.

The shareholder representatives also consider the Chairman of the Supervisory Board, Dr. Lothar Kappich, to be independent of the company and the Executive Board, even though he has also been a member of the Supervisory Board for more than 12 years. There is no discernible conflict of interest in the case of Dr. Kappich either, and his conduct in office

demonstrates that he has the critical distance required to properly advise and monitor the company and its Executive Board in every respect. In addition, the composition of the Executive Board has changed several times during Dr. Kappich's term of office, so there are no indications that Dr. Kappich could be influenced or biased on account of his many years of collaboration with incumbent members of the Executive Board. Dr. Kappich himself also states that he is independent. In his capacity as executor for the community of heirs of Horst Sartorius, Dr. Lothar Kappich should in turn be regarded as dependent upon the controlling shareholder.

- Former members of the Executive Board: The Supervisory Board should not include more than two former members of the Executive Board.
- Function at competitor companies: Members of the Supervisory Board should not hold any executive or advisory functions at major competitors of the company and should not have a personal relationship with a major competitor.
- The Supervisory Board has also defined a competence profile. The Supervisory Board should have experience in the life science sector, as well as knowledge of key competitors and a basic understanding of marketing and sales strategies.
- Members of the Supervisory Board should have knowledge of technologies and products relevant to the Group, as well as experience in the fields of innovation processes and research & product development, especially in the biopharmaceutical sector.
- The Supervisory Board should have expertise in the international markets relevant to the Sartorius Group.
- The Supervisory Board should include members with in-depth knowledge of corporate financial processes and competences in financial controlling and risk management; at least one member of the Supervisory Board must have expertise in the field of accounting and at least one other member of the Supervisory Board must have expertise in the field of auditing (Section 100, Subsection 5 AktG). Accounting and auditing also include sustainability reporting and the auditing thereof.
- Members of the Supervisory Board should have in-depth knowledge of law and compliance, in particular expertise in the areas of capital markets and corporate law. They should also have knowledge and experience in the field of corporate governance.
- The Board should have in-depth knowledge of and experience in human resources issues, in particular in the fields of international human resources planning as well as executive recruitment and succession planning.
- The Supervisory Board should have in-depth knowledge of the Sartorius organizational structure and processes in order to be able to take employees' perspectives into account.
- Members of the Supervisory Board should have experience in the areas of digitalization and data-based business models.
- There should also be sufficient expertise in sustainability and sustainability reporting on the Board.
- The Supervisory Board should also include members with international experience or backgrounds.

According to the Board’s self-assessment, the Supervisory Board of Sartorius has a diverse and competent composition. The above-mentioned composition objectives are also met.

Competence matrix 2025:

	L. Kappich	D. Ebsworth	D. Favoccia	I. Panzer	F. Riemensperger	K. Trützscher
<b>Shareholder representatives</b>						
Member since	April 2007	January 2020	April 2017	April 2017	March 2022	Nov. 2011
Independence (acc. DCGK C.6)	no <sup>1</sup>	yes	yes	yes	yes	yes
Overboarding (acc. DCGK C.4)	no	no	no	no	no	no
Gender	male	male	female	female	male	male
Year of birth	1957	1954	1964	1966	1962	1948
Nationality	German	British	German	German   USA	German	German
Educational background	Economics	Pharma	Law	Engineering	Computer Science	Mathematics
Corporate Governance; Compliance	■	■	■	■	■	■
Strategy development; Portfolio management; M&A	■	■	■	■	■	■
Industry know-how and customer-specific perspectives		■		■		
Technology and product development		■		■	■	
Capital Markets		■	■	■	■	■
Finance, Accounting and Financial Statement Audit; ESG regulation	■	■	■			■
Human Resources Management; Employee safety and engagement	■	■		■	■	■
Digital transformation; IT				■	■	
Leadership in international enterprises; C-level experience	■	■		■		
Environmental impact; Consumption of resources	■			■		■
International experience or personal background		■	■	■	■	
<b>Employee representatives</b>						
Corporate Governance; Compliance			■			■
Strategy development; Portfolio management; M&A		■	■			■
Industry know-how and customer-specific perspectives				■	■	
Technology and product development						
Capital Markets						
Finance, Accounting and Financial Statement Audit; ESG regulation			■	■		
Human Resources Management; Employee safety and engagement	■	■	■	■	■	■
Digital transformation; IT	■	■			■	
Leadership in international enterprises; C-level experience		■				
Environmental impact; Consumption of resources	■					
International experience or personal background		■				
	A. Becker	B. Henseler	D. Langosch	D. Müller	H. Ritzau	S. Wirth

<sup>1</sup> not independent of a controlling shareholder; for further details, see Independence on page 101

With regard to the inclusion of both genders, the Supervisory Board meets the quota of 30% set for the underrepresented gender. The Supervisory Board includes a total of seven men (around 58%), of whom four are shareholder representatives and three are employee representatives. In addition, five women (around 42%) are members of this Board, of whom two are shareholder representatives and three are employee representatives. As a result, the gender quota requirements are met on both sides of Supervisory Board representation as well as on the Board as a whole.

To facilitate a comparison with the composition objectives and the skills matrix, brief résumés of the Supervisory Board members are available on the Sartorius website.

## Provision of Information to the Supervisory Board

The Executive Board provides the Supervisory Board with all the information needed for the Supervisory Board to effectively monitor the Executive Board's management of the company. To ensure that it is adequately informed, the Supervisory Board receives monthly reports that show the course of business at the level of the Group, divisions and regions along with developments in the key performance indicators for Sartorius. In addition, the Supervisory Board regularly receives a capital market report, which sets out the performance of Sartorius shares including prices and company valuations relative to peers as well as an overview of analysts' assessments and recommendations. Once a year as a rule, the Executive Board reports orally and in writing on the budget for the next fiscal year, including operational planning, financial planning, investment planning, and HR planning, as well as on the medium-term planning for the company's development. Also at least once a year, the Executive Board explains the status and development of any legal risks, and comments on the risk situation and risk management, as well as on significant compliance findings and compliance management. The responsible Supervisory Board committees also discuss the above-mentioned risk management and compliance issues on a quarterly basis, and are provided with corresponding written and oral information in this regard. Furthermore, the Executive Board reports to the Supervisory Board on all transactions requiring the latter's approval under the rules of procedure. These include in particular acquisition and divestment projects, capital measures, major investments, and restructuring projects. The reports and proposed resolutions are prepared such that the Supervisory Board has the opportunity, before the relevant transactions are carried out, to thoroughly consider the proposed measure and its implications, give its view, and take an informed decision. The Supervisory Board is also promptly informed as necessary of other important events and developments that could have a noticeable effect on Sartorius' position. If it is not possible to report directly in a Supervisory Board meeting, corresponding special reports are provided to the Chairman of the Supervisory Board. The Chairman of the Supervisory Board then decides on the further involvement of the Supervisory Board. The committee chairpersons also independently set further reporting requirements for the Executive Board within their areas of responsibility. The Executive Board decides on the form and presentation of the reports to the Supervisory Board.

Details on the content of these reports in the relevant fiscal year and their discussion in the Supervisory Board can be found in the Report by the Chairman of the Supervisory Board on page 14.

## Composition and Working Procedures of the Executive Board

The Executive Board of Sartorius AG manages the company on its own responsibility, with the goal of increasing the company's value over the long term. It develops the company's strategy, coordinates and agrees this with the Supervisory Board, and ensures that it is implemented. Beyond that, the rules of procedure for the Executive Board define the legal transactions requiring approval by the Supervisory Board in order for such transactions to be affected. The Executive Board is responsible for compliance with legal provisions and the company's internal policies, as well as for appropriate risk management.

Decisions are made by the Executive Board at regular Executive Board meetings that are convened and chaired by the Chairman. Other specialists and managers are consulted in an advisory capacity at these meetings as required.

As a collegial body, the Executive Board is collectively responsible for matters of particular importance. In all other respects, each member manages the area of responsibility assigned to them independently in accordance with the schedule of responsibilities, with the Chairman being informed of all significant events.

## Composition of the Executive Board, Diversity and Competency Requirements

In the opinion of the Supervisory Board, the basic eligibility criteria for appointments to positions on the Executive Board are professional suitability for managing the respective area of responsibility, proven performance in previous professional careers, and impressive managerial skills. The Supervisory Board also takes diversity into account when making its decisions. For example, the Supervisory Board aims to appoint people with complementary profiles, professional and life experiences, and different ages to the Executive Board. The Executive Board should also have broad international experience.

The Supervisory Board deals regularly with succession planning for the Executive Board both in the Executive Committee and in plenary sessions. Long-term succession planning is geared toward the corporate strategy and is based on the systematic development of managers. To identify special talent within the company, promising junior staff are invited to make presentations to the Supervisory Board on selected topics.

An Executive Board member must not be older than 65 years of age at the time of his or her appointment. This age limit can be waived in individual cases, provided there are no reservations about the suitability of the person proposed and his or her appointment is expedient to the interests of the company in spite of the age limit being exceeded.

The Supervisory Board will decide on the specific appointment to an Executive Board position in the interests of the company and with due consideration of all the circumstances of the individual case.

The Executive Board of Sartorius AG is composed of three men and one woman. This fulfills the statutory quota for the formation of a four-member Executive Board in accordance with Section 76 Subsection 3a AktG and eliminates the obligation to set a target value for the Executive Board.

Name	Function / Ressort	Year of birth	First appointed	End of current ordering period
Dr. Michael Grosse	Chairman of the Board	1967	2025	June 30, 2028
Dr. René Fáber	Bioprocess Solutions Division	1975	2019	December 31, 2026
Dr. Florian Funck	Chief Financial Officer	1971	2024	March 31, 2027
Dr. Alexandra Gatzemeyer	Lab Products & Services Division	1979	2023	April 30, 2031

Further information, including information on memberships of supervisory boards and other comparable domestic and foreign supervisory bodies of business enterprises, is published from page 346 onwards of this Annual Report.

Also, with regard to the future appointment of women to the Executive Board of Sartorius AG, the Supervisory Board supports the activities of the Executive Board to further increase the percentage of female executives at the management levels below the Executive Board in the company. The Executive Committee and the Supervisory Board as a whole regularly receive reports on how the proportion of women in senior-level management positions is developing.

## First and Second Management Levels Below the Executive Board

In March 2022, the Executive Board stipulated that the proportion of women in the first and second management levels should be one third in both cases by December 31, 2025. As at the reporting date of December 31, 2025, the proportion of women in the first management level after the Executive Board was 25% and therefore slightly below the target figure, while the proportion of women in the second level was 33% and therefore exactly on target. The first management level comprised 4 women and 12 men (previous year: 4 women | 12 men), while the second level comprised 35 women and 65 men (previous year: 32 women | 65 men).

In December 2025, the target figures for the deadline December 31, 2028 were set unchanged for both management levels, i.e. that the proportion of women should be one third in both cases.

It should be noted that, owing to the relatively small number of managers at the first level, even individual changes in personnel can lead to sizable swings in this percentage. In the past, the inclusion of acquired companies also frequently resulted in fluctuations. This cannot be ruled out for the future.

## Remuneration Report | Remuneration Policy

The remuneration report for fiscal 2025 and the auditor's report in accordance with Section 162 AktG, the compensation policy currently in place as approved by the Annual General Meeting on March 27, 2025, pursuant to Section 87a, Subsections 1 and 2, sentence 1, AktG, and the remuneration resolution adopted by the same Annual General Meeting on March 27, 2025 pursuant to Section 113, Subsection 3, AktG are publicly available at [www.sartorius.de/corporate-governance](http://www.sartorius.de/corporate-governance).

## Further Corporate Governance Practices

Responsible, sustainable, and value-oriented corporate governance is a high priority at Sartorius, and is derived from the company's mission and values. In addition to the various national legal frameworks, Sartorius has also established a number of internally applicable corporate governance practices and behavioral guidelines. To ensure that activities are carried out in accordance with both the law and the company's own policies, Group management uses selected management and control systems that complement and reinforce each other. The requirements and systems are continuously reviewed and, if necessary, adapted to changing conditions.

	Risk Management System	Compliance Management System	Internal Control System	Internal Audit
Focus	Strategic and operational risks	Statutory and regulatory requirements	Controls in operational and financial processes	Monitoring and audit function

Sartorius' **Risk Management System** identifies, evaluates, and monitors operational and strategic risks. A detailed description of the system, assigned responsibilities, and the risk report for fiscal year 2025 can be found from page 74 of this Annual Report.

The **Internal Control System (ICS)** aims to ensure that these processes are proper, efficient, and effective, and to identify weaknesses through control measures integrated into the business processes. In this context, the

focus is on controls in operational and financial processes that are often also integrated into the Group's IT systems. The individual Group functions are responsible for the design and implementation of controls in their respective areas, and support the Executive Board accordingly in designing and maintaining appropriate and effective processes. The scope of their respective control activities depends on the specific risks associated with the individual functions. Each function's management team must therefore implement an appropriate ICS in its own area of responsibility. A description of the key ICS elements with regard to the accounting process can be found in a separate section starting on page 92.

The Executive Board and Supervisory Board are not aware of any circumstances that would argue against the appropriateness and effectiveness of the risk management system and the internal control system of the Sartorius Group.

The **Compliance Management System** focuses on compliance with legal, regulatory, and company-specific requirements. To ensure compliance at Sartorius, the company has implemented a Group-wide standard that is described in a Compliance Management Handbook. This handbook summarizes the responsibilities and authorities of the individual functions.

Sartorius has introduced various policies in this context: The Sartorius Code of Conduct summarizes the fundamental principles for compliance with laws, regulations, and standards that are of central importance to the Group. Employees are given guidance on expected behavior with regard to a wide range of topics, including human rights, international social and environmental standards, antitrust and competition law, dealings with business partners and government institutions, and the avoidance of conflicts of interest. In addition, Sartorius has implemented an Anti-Corruption Code that raises employees' awareness of dangers posed by bribery and corruption. Both Codes apply across the Group to all employees. They also highlight the fact that any violation of the Codes could result in disciplinary action or consequences under labor or criminal law. The Codes are available on the company intranet. Sartorius has also established an extensive list of online training courses. A role-specific, mandatory training program is put together from this list for each employee and must be completed annually. In addition, Sartorius also expects its business partners to comply with internationally recognized social and environmental standards, observe laws, adhere to the principles of fair competition, and respect human rights. These requirements are set out in the Code of Conduct for Business Partners.

Sartorius has also set up a whistleblower system to properly receive and systematically process both internal and external complaints and compliance notifications. For this purpose, the company provides various reporting channels that are available around the clock in various languages and can also be used anonymously. The Corporate Compliance team can be contacted in person, on the phone hotline, by e-mail, or through the whistleblower portal. Employees can also submit notifications via their manager. The reporting channels can be found both on the intranet and on Sartorius' website. Information received is treated confidentially and reviewed by the Corporate Compliance team in accordance with a defined standard. If violations occur, appropriate countermeasures are initiated.

**Internal Audit** reviews the effectiveness and efficiency of the management and control systems described above, and supports the company's management team in improving them. It also monitors individual functions and processes along with the controls used with regard to correctness, practicality, and efficiency. In the process, a corresponding annual audit plan is developed on a risk-oriented basis. The results of the audits and any necessary improvement measures are discussed promptly with the functions audited, with the implementation of the agreed measures followed up by Internal Audit.

Overall responsibility for the risk and compliance management system, the internal control system, and Internal Audit lies with the Executive Board. The respective functional heads keep the Executive and Supervisory Boards regularly informed of relevant issues and further developments.

## Transparency

Sartorius AG places great importance on providing consistent, comprehensive, and timely information. For this reason, participants in the capital market and interested members of the general public are provided with prompt, regular, and simultaneous information on the economic situation of the Group. The annual report, half-yearly financial report, and quarterly statements are published within the specified deadlines. Current developments and material events are announced in press releases and, where appropriate, ad hoc disclosures. This information is usually made available in German and English simultaneously, and published via suitable media and on the internet. Capital market participants remain in close contact with the company's Investor Relations team. Investors and analysts are provided with information on current and future business developments in conference calls on the occasion of the respective quarterly reports. Sartorius is regularly represented at roadshows and investor conferences, and holds its own capital market events.

The main recurring events and publications, such as the Annual General Meeting, the annual report, and the interim reports, are listed on a financial calendar that is permanently available on the Group website.

## Share Trading Activities of Supervisory and Executive Board Members

A statement of transactions conducted in 2025 by Executive and Supervisory Board members on their own account in accordance with Article 19 of Regulation (EU) 596/2014 (Market Abuse Regulation) is published on the Sartorius website.

As executor of the last will of Horst Sartorius, the Supervisory Board Chairman, Dr. Lothar Kappich, holds around 50.1% of the ordinary shares issued by the company. Beyond this, there are no notifiable holdings of shares or financial instruments by members of the Executive Board or Supervisory Board that directly or indirectly exceed 1% of the shares issued by the company.

## Accounting and Independent Statutory Audit

The consolidated financial statements and the Group Management Report, as well as the consolidated interim financial statements and reports, are prepared in accordance with the International Financial Reporting Standards (IFRS) as they are to be applied within the EU, and in accordance with the commercial law regulations to be applied under Section 315e, Subsection 1 HGB. The annual financial statements of Sartorius AG are prepared in accordance with German commercial law (HGB). The consolidated financial statements and the annual financial statements are prepared by the Executive Board, audited by the independent auditors elected by the Annual General Meeting, and approved or adopted by the Supervisory Board. In addition, the Executive Board provides a sustainability statement in compliance with Directive (EU) 2022/2464 of the European Parliament and of the Council of December 14, 2022 (Corporate Sustainability Reporting Directive, CSRD) and Article 8 of Regulation (EU) 2020/852, as well as Sections 315b to 315c of the German Commercial Code (HGB). This statement is subject to a limited assurance audit by the independent auditor. The Supervisory Board monitors and advises the Management Board in the context of preparing the sustainability report.

It has been agreed with the independent auditors that they will notify the Supervisory Board directly of any possible grounds for disqualification or partiality and of any material findings or incidents identified during the audit. This also includes management's reporting obligations on corporate governance pursuant to Section 161 AktG.

The Supervisory Board | The Executive Board