

Sartorius Stedim Biotech

Board of Directors and it's Committees

Extract from the Universal Registration Document 2025

In accordance with Articles L. 225 - 37 - 4 and L. 22 - 10 - 10 of the French Commercial Code, the following section includes the Report of the Board of Directors on corporate governance, the composition of the Board of Directors and the conditions for preparation and organization of the Board's work. In accordance with Article L. 22 - 10 - 10 of the French Commercial Code, the Company acknowledges that it voluntarily adheres to the corporate governance Code for listed companies (Afep-Medef Code - December 2022). This report was prepared by the Legal Affairs Department and the Investor Relations Department, with the input of the Financial Department and Human Resources Department. The governance report was presented and approved by the Board of Directors on February 4, 2026.

3.1 The Board of Directors and its Committees

The Company is administered by a Board of Directors composed of eight members for the period starting on January 1, 2025 up to March 25, 2025, and of nine members from March 25, 2025 up to December 31, 2025. The number of independent Directors raised from three to five. With the exception of the Director representing the employees, the members of the Board of Directors are elected individually by the shareholders at Ordinary General Meetings at the recommendation of the Board, which, first, has received proposals from the Nomination and Remuneration Committee.

Composition of the Board of Directors as of December 31, 2025

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

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

The Board of Directors

Name	Mandate	Gender	Age	Nationality	Number of mandates in non-Sartorius Group listed companies	Independent ¹	No. of years on the Board	First Election	Expiration of current mandate ²	Audit and Sustainability Committee member	Remuneration and Nomination Committee member
Michael GROSSE ³	Chairman of the Board	m	58	German	0		1	2025	2027		
Joachim KREUZBURG ⁴	Chairman of the Board	m	60	German	0		18	2007	2027		
René FÁBER	Chief Executive Officer	m	50	Slovak	0		6	2019	2029		
Pascale BOISSEL	Director	f	59	French	1	•	6	2019	2029	•	
Susan DEXTER	Director	f	70	American	0	•	10	2015	2027	•	
Cécile DUSSART ⁵	Director	f	61	French	1	•	1	2025	2028	•	
Romaine FERNANDES ⁶	Director representing employees	f	56	French	0		2	2023	2026		•
Anne-Marie GRAFFIN	Director	f	64	French	3	•	10	2015	2027		•
Lothar KAPPICH	Director	m	68	German	0		8	2017	2029		•
Christopher NOWERS ⁵	Director	m	62	British	1	•	1	2025	2028		•
Henri RIEY ⁷	Director	m	64	Monegasque	0		18	2007	2025		

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

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

3 Mr. Michael Grosse joined the Board, as Board member, by way of cooptation on July 1, 2025, in replacement of Mr. Joachim Kreuzburg. Mr. Michael Grosse was elected as chairman of the Board on the same date for a duration of 2 years, and coopted as Board member, until the General Shareholders Meeting of 2027, subject to the validation of his cooptation by the Shareholders Meeting to be held in March 2026.

4 Mr. Joachim Kreuzburg has resigned on June 30, 2025 from his position of member of the Board and Chairman of the Board. He was Chairman of the Board since 2007. Apart from being Chairman of the Board, Mr. Joachim Kreuzburg was also President-Chief Executive Officer (PDG) from 2007 until March 27, 2023.

5 Member of the Board of Directors from March 25, 2025 until December 31, 2025.

6 Mrs. Romaine Fernandes' s term of office will expire at the end of the Ordinary Annual Shareholders' Meeting in 2026; she has been elected as a member of the Remuneration and Nomination Committee as of December 2025. She will attend her first Remuneration & Nomination Committee meeting as a member in 2026.

7 Member of the Board of Directors from January 1, 2025 until March 25, 2025.

Changes that have occurred within the membership of the Board and Committees during the year 2025

	Departure	Election	Re-Election
Board of Directors			
	Joachim Kreuzburg (30/06/2025)	Michael Grosse (01/07/2025)	Pascale Boissel (25/03/2025)
	Henri Riey (25/03/2025)	Cécile Dussart (25/03/2025)	René Faber (25/03/2025)
		Christopher Nowers (25/03/2025)	Lothar Kappich (25/03/2025)
Audit & Sustainability Committee			
	Lothar Kappich (25/03/2025)	Cecile Dussart (25/03/2025)	Pascale Boissel (25/03/2025)
	Anne-Marie Graffin (25/03/2025)		
Remuneration & Nomination Committee			
	Pascale Boissel (25/03/2025)	Christopher Nowers (25/03/2025)	Lothar Kappich (25/03/2025)
	Susan Dexter (25/03/2025)	Romaine Fernandes (03/12/2025)	

Attendance of Directors at Board of Directors and Committee meetings in 2025

The Board of Directors held 10 meetings in total in 2025, the Remuneration & Nomination Committee held 6 meetings and the Audit & Sustainability Committee held 5 meetings.

Name	Individual attendance at Board meetings		Individual attendance at the Audit & Sustainability Committee		Individual attendance at the Remuneration & Nomination Committee	
	Attendance rate	Number of meetings ¹	Attendance rate	Number of meetings ¹	Attendance rate	Number of meetings ¹
Michael GROSSE ²	100%	4/4				
Joachim KREUZBURG ³	100%	6/6				
René FÄBER	90%	9/10				
Pascale BOISSEL	100%	10/10	100%	5/5	100%	3/3
Susan DEXTER	100%	10/10	100%	5/5	100%	3/3
Cécile DUSSART ⁴	100%	7/7	100%	4/4		
Romaine FERNANDES	90%	9/10				
Anne-Marie GRAFFIN	100%	10/10	100%	1/1	100%	6/6
Lothar KAPPICH	100%	10/10	100%	1/1	100%	6/6
Christopher NOWERS ⁴	100%	7/7			100%	3/3
Henri RIEY ⁵	0%	0/3				

¹ "Number of meetings" showed in this table must be understood in light of the above table "Changes that have occurred within the membership of the Board and Committees during the year 2025". The number of meetings correspond to the number of meetings that Board members are due to attend since the date of their election.

² From July 1, 2025 until December 31, 2025

³ from January 1, 2025 until June 30, 2025

⁴ from March 25, 2025 until December 31, 2025

⁵ from January 1, 2025 until March 25, 2025

The following section outlines the competencies of the Board of Directors and provides their detailed Curriculum Vitae.

Competence Profile	M. Grosse	R. Fáber	P. Boissel	S. Dexter	C. Dussart
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	■				
Environmental impact; Consumption of resources				■	■
International experience or personal background	■	■	■	■	■
Leadership in international enterprises; C-level experience	■	■	■	■	■

Competence Profile	R. Fernandes	A. Graffin	L. Kappich	C. Nowers
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				
Environmental impact; Consumption of resources	■	■	■	
International experience or personal background		■		■
Leadership in international enterprises; C-level experience		■	■	■

This competence matrix serves as a key instrument to ensure transparency and guides the selection of Company Board members, encompassing recruitment, renewal decisions, and the development of training plans.

Michael Grosse

Chairman of the Board (since July 1, 2025)

Date of birth: May 15, 1967

Nationality: German

First appointment: July 1, 2025 – To be ratified by the Annual Shareholders' Meeting 2026

Appointed until: Annual General Shareholders' Meeting 2027

Number of Sartorius Stedim Biotech shares held: 100

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

Chairman of the Executive Board (Vorstand) of Sartorius AG¹.

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

None

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

Member of the Advisory Board of Mustad Hoofcare S.A., Switzerland.

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

Managing Director of Syntegon Technology GmbH, Germany;

Managing Director of Syntegon Holding GmbH, Germany;

Managing Director of Syntegon GmbH, Germany.

Educational and professional background:

Dr. Ing./PhD, Mechanical Engineering, Technical University Braunschweig, Germany

Business Administration, University of Regensburg, Germany

Dipl. Ing./ Master, Mechanical Engineering, Technical University of Munich, Germany

1991-1993	Managing Director at BSB GmbH, Germany
1993-1999	Several positions at BMW AG ¹ , Germany 1995-1997 Manager of Corporate Product Strategy 1997-1999 Manager Production Technologies
1999-2003	Several positions at Ford Motor Company ¹ , Germany 1999-2001 Product & Business Manager Ford Focus 2001-2003 Chief Carline Engineer Large & Luxury Cars

¹ Publicly listed

2003–2019	Several positions at Tetra Pak International S.A 2003–2006 Vice President Development, Italy 2006–2011 Executive Vice President Development & Engineering, Sweden 2011–2018 Executive Vice President Development & Service Operations, Switzerland 2018–2019 Executive Vice President Services, Switzerland
2020–2023	Chief Executive Officer at Syntegon Technology GmbH, Germany
2024–2025	Independent Senior Advisor, Germany
Since 2025	CEO and Chairman of the Executive Board of Sartorius AG ¹ , Germany; currently responsible for Group Strategy, Human Resources, Corporate Research, Legal, Communications and Sustainability

René Fáber

Chief Executive Officer

Date of birth: July 18, 1975

Nationality: Slovak

First appointment: March 26, 2019

Mandate renewed: March 25, 2025

Appointed until: Annual General Shareholders' Meeting 2029

Number of Sartorius Stedim Biotech shares held: 1

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

Member of the Executive Board of Sartorius AG¹;

Chairman of the Supervisory Board of Sartorius Stedim Biotech GmbH;

Chairman of the Advisory Board of Sartorius CellGenix GmbH;

Member of the Board of Directors of Sartorius Albumedix Ltd.;

Member of the Board of Directors of Sartorius Stedim BioOutsource Ltd.;

Member of the Board of Directors of Sartorius Stedim North America Inc.;

Member of the Board of Directors of Sartorius Korea Biotech LLC;

Member of the Board of Directors of Sartorius Korea Operations LLC;

Member of the Board of Directors of Sartorius Stedim (Shanghai) Trading Co., Ltd.;

Vice Chairman of the Board of Directors of Sartorius Stedim Biotech (Beijing) Co., Ltd.;

President and Chairman of the Executive Committee of Sartorius Stedim FMT S.A.S.;

Chairman of the Advisory Board of Sartorius BIA Separations d.o.o.

¹ Publicly listed

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

Vice Chairman of the Supervisory Board of Sartorius Stedim Biotech GmbH;
 Chairman of the Supervisory Board of Xell AG;
 Member of the Board of Directors of POLYPLUS-TRANSFECTION S.A.;
 Member of the Executive Committee of Sartorius Polyplus S.A.S. (formerly POLYPLUS-TRANSFECTION S.A.);
 Member of the Advisory Board of BIA SEPARATIONS d.o.o.;
 Member of the Board of Directors of Sartorius Stedim Japan K.K.

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

None

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

Member of the Advisory Board of Curexsys GmbH, Germany.

Educational and professional background:

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

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

Pascale Boissel

Independent Director and Chairwoman of the Audit & Sustainability Committee

Date of birth: October 15, 1966

Nationality: French

First appointment: March 26, 2019

Mandate renewed: March 25, 2025

Appointed until: Annual General Shareholders' Meeting 2029

Number of Sartorius Stedim Biotech shares held: 1

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

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

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

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

Educational and professional background:

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

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

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

¹ Publicly listed

Susan Dexter

Independent Director

Date of birth: October 11, 1955

Nationality: American

First appointment: April 7, 2015

Mandate renewed: March 26, 2024

Appointed until: Annual General Shareholders' Meeting 2027

Number of Sartorius Stedim Biotech shares held: 6

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

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

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

Member of the Board of Directors of Virica Biotech Inc.

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

None

Educational and professional background:

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

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

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

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

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

Cécile Dussart

Independent Director

Date of birth: December 30, 1964

Nationality: French

First appointment: March 25, 2025

Appointed until: Annual General Shareholders’ Meeting 2028

Number of Sartorius Stedim Biotech shares held: 41

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

Member of the Board of Directors and Chairwoman of the ESG Committee of EUROAPI S.A.¹, France;

Member of the Advisory Committee of NEOBRAIN S.A.S., France;

Member of the Board of Directors of LPG Holding S.A.S., France.

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

None

Educational and professional background:

Degrees and certifications: Doctor of Pharmacy (Pharm.D.) from Paris-Sud University, Master’s Degree in Pharmaceutical Marketing from ESCP Business School, International Directors Programme at INSEAD

1990 – 1996 Sanofi, France – Global Brand Manager

1997–2000 Roche, France - Senior Global Brand Manager

2001–2006 Roche, France - Human Resources Manager

2006–2008 Galderma, France - Human Resources Director

¹ Publicly listed

2009-2012	Galderma, France - Plant Director
2013-2019	Galderma, France - Global Head of Operations
2020-2023	Galderma, France - Global Head of Operations and ESG
Since 2022	EUROAPI S.A. ¹ , France - Board Member and chair of the ESG committee NEOBRAIN S.A.S., France - Member of the Advisory Committee HEC PARIS and ESCP Business School - Keynote Speaker
Since 2025	LPG Holding S.A.S., France - Independent Board Member

Romaine Fernandes

Director representing employees

Date of birth: September 18, 1969

Nationality: French

First appointment: October 27, 2023

Appointed until: Annual General Shareholders' Meeting 2026

Number of Sartorius Stedim Biotech shares held: 1

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

None

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

None

Educational and professional background:

Bachelor of Commerce from the University of Mumbai, India

Diploma in Tourism, Bombay, India

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

¹ Publicly listed

Anne-Marie Graffin

Lead Independent Director and
Chairwoman of the Remuneration & Nomination Committee

Date of birth: May 3, 1961
Nationality: French

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

Number of Sartorius Stedim Biotech shares held: 6

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

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

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

Member of the Supervisory Board of M2Care S.A.S.;
President of SMAG Consulting S.A.S.

Educational and professional background:

Graduated from ESSEC Business School, Paris

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

¹ Publicly listed

Lothar Kappich

Director

Date of birth: February 15, 1957

Nationality: German

First appointment: September 14, 2017

Mandate renewed: March 25, 2025

Appointed until: Annual General Shareholders' Meeting 2029

Number of Sartorius Stedim Biotech shares held: 1

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

Chairman of the Supervisory Board of Sartorius AG¹.

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

None

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

None

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

None

Educational and professional background:

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

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

¹ Publicly listed

Christopher Nowers

Independent Director

Date of birth: June 10, 1963

Nationality: British

First appointment: March 25, 2025

Appointed until: Annual General Shareholders' Meeting 2028

Number of Sartorius Stedim Biotech shares held: 1

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

CEO and Member of the Board of Directors of ONK Therapeutics Group Ltd., Ireland;
Member of the Commercial and Medical Affairs Advisory Board of Autolus Therapeutics PLC¹, UK

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

CEO and Member of the Board of Directors of Cell Medica Ltd., UK;
Member of the Board of Directors of Avantogen Oncology, Inc., USA

Educational and professional background:

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

1986 – 1987	The Wellcome Foundation, UK – Sales Representative
1987 – 1994	Zeneca Pharma, UK – Positions in Sales, Marketing, and Product Management
1994 – 2003	Amgen Europe, Switzerland – Positions in Oncology, Hematology, and Rheumatology
2003 – 2006	Amgen, USA – Global Commercial Leader Neurology, Brand Director
2006 – 2007	Nephrology
2007 – 2009	Avantogen Oncology, USA – CEO and Board Member
	Independent Biopharma Consultant, USA
2009 – 2011	Genomic Health, USA – VP Sales & Marketing
2011 – 2016	Bristol Myers Squibb, USA – VP Early Oncology, VP Global Commercialisation Yervoy, Head of Immunology and Hematology France
2016 – 2018	Kite Pharma Europe, UK – Head of Europe
2018 – 2020	Cell Medica, UK – CEO and Board Member
Since 2020	ONK Therapeutics, Ireland – CEO and Board Member

¹ Publicly listed

Registered Addresses

With regards to their social mandates, the members of the Board of Directors are domiciled at the Company's headquarters.

Lead Independent Director (LID)

The LID is appointed by the Board of Directors from among its Independent Directors, upon the proposal of the Nomination and Remuneration Committee.

Duties:

The LID's duties include permanent specific tasks in relation to governance and/or shareholders' relationship with the Board of Directors, such as, but not limited to:

- Helping the Chairman ensure that the Company's governance bodies are running smoothly. The BoD may mandate the LID with specific governance assignments, if necessary
- Considering and managing potential conflicts-of-interest situations that may arise within the Board of Directors
- Reviewing the Related Parties Transactions between Sartorius Stedim Biotech and its majority shareholder Sartorius AG
- Adding points to the agenda of Board meetings and convening of a Board meeting in exceptional circumstances
- Obtaining an understanding of potential concerns of major shareholders who are not represented on the Board regarding governance matters and ensuring that such concerns are addressed and she/he is available for consultation
- Conducting annual assessments of the BoD' and its committee's activities
- Organizing – whenever she/he deems necessary and at least once a year – meeting without the presence of the executive corporate officers

Resources:

The LID:

- shall have access to all necessary documents and information to fulfil her/his duties;
- may request the assistance from an external advisor or services provider at the Company's expense, upon authorization of the Board of Directors;
- may meet the Company's operating managers after informing the Chairman and the Chief Executive Officer.

Report:

- The LID reports on the execution of her/his duties once a year to the BoD.

Director Representing Employees

Mrs. Romaine Fernandes was appointed Director representing employees for a 3-year term by CSE election (Comité Social et Economique) dated October 27, 2023, with effect from as of October 27, 2023. Her term of office will expire at the end of the Ordinary Annual Shareholders' Meeting held in 2026.

She holds the position of Purchasing Platform & Insurance Expert.

The Director Representing Employees does not receive Directors' fees. The components of her remuneration as an employee are not published. In its meeting on December 3, 2025 the Board of Directors decided that the Director Representing Employees will become a member of the Remuneration & Nomination Committee as of December 3, 2025.

Independent Directors' Assessment and Qualification

For companies being controlled by a majority shareholder, the portion of independent Board members should be at least 1/3 of the Board of Directors. As of December 31, 2025, the Board of Directors of Sartorius Stedim Biotech S.A. is composed of 63% of independent members under the independence criteria defined by the Afep-Medef Code. Pursuant to the principles of good corporate governance, the independent members may not be principal shareholders, employees, former Group employees, suppliers or bankers of the Group or major customers, nor may they have any other link likely to impair their judgment.

In accordance with the internal rules of the Board of Directors and in application of the Afep-Medef Code, the independence of Directors is discussed each year by the Board of Directors with respect to the criteria below. The independency criteria (Appendix N° 3 of the Afep-Medef Code) are analyzed for each Board member to verify their independency or non-independency status. Further, pursuant to the IAS 24, the declaration of absence of contract between the Board members or their related parties and the Company is discussed by and notified to the Board. Pursuant to article 10.4, 10.5, 10.6, and 10.7, it requires:

- May not be an employee or senior executive employee or Director of his or her parent company or of one of its consolidated companies, and may not have been so during the five previous years (criterion 1);
- May not be a senior executive of a company in which the company directly or indirectly holds a Director's position or in which an employee as such or a senior executive of the company (either currently or having been so for less than five years) holds a director's position (criterion 2);
- May have no business with the Company (criterion 3);
- May not have any close family ties with one of the senior executives (criterion 4);
- May not have been a statutory auditor of the company for the past five years (criterion 5);
- May not have been a Director of the company for more than twelve years (criterion 6).

Pursuant to the recommendations 10.6 and 10.7 of the Afep-Medef Code, it is also specified that an independent Director:

- May not receive variable compensation in cash (with the exception of "attendance Directors' fees") or securities or any compensation related to the performance of the company or the Group;
- May not participate in the control of the Company or Sartorius AG (controlling shareholder), nor hold more than 10% of the share capital or voting rights, and not be in a conflict-of-interest situation.

In addition to the above-mentioned criteria, the Board of Directors analyzes other factors, such as the ability to understand the issues and risks, prior to making a decision on whether a director qualifies as independent.

The Board of Directors' meeting of December, 2025 carried out its annual review of the independence of Directors after hearing the opinion of the Nomination & Remuneration Committee. After conducting an analysis of each criterion, the Board concluded to classify the following Directors as independent: Mrs. Pascale Boissel, Mrs. Susan Dexter, Mrs. Cécile Dussart, Mrs. Anne-Marie Graffin, and Mr. Christopher Nowers.

	Not an employee of SSB S.A. Group	No cross-directorships	No significant business relationships	No family links	Not a statutory auditor	First appointment	Not a Director for over 12 years	Classification adopted
Michael Grosse	✓		✓	✓	✓	2025	✓	Not Independent
Joachim Kreuzburg	✓		✓	✓	✓	2007		Not Independent
René Fáber	✓		✓	✓	✓	2019	✓	Not Independent
Pascale Boissel	✓	✓	✓	✓	✓	2019	✓	Independent
Susan Dexter	✓	✓	✓	✓	✓	2015	✓	Independent
Cécile Dussart	✓	✓	✓	✓	✓	2025	✓	Independent
Romaine Fernandes		✓	✓	✓	✓	2023	✓	Not Independent
Anne-Marie Graffin	✓	✓	✓	✓	✓	2015	✓	Independent
Lothar Kappich	✓		✓	✓	✓	2017	✓	Not Independent
Christopher Nowers	✓	✓	✓	✓	✓	2025	✓	Independent
Henri Riey	✓	✓	✓	✓	✓	2007		Not Independent

Preventing Conflict of Interest

Based on statements made by the members of the Board of Directors to the Company, there are, to the best of the Company's knowledge, no family relationships among the members of the company's Board of Directors.

Furthermore, to the Company's knowledge, there is no conflict of interest between any duty of the members of the Board of Directors and their private interests and |or other duties. A controlling mechanism is in place via the declaration of absence of contract between Board members and their related parties and the Company and/or its affiliates, pursuant to the IAS 24 declaration and the SAP automated processes, but also via the review of the agreements made by the Company under the regulated agreement process control.

Further, a Director must inform the Board as soon as she/he is aware of any conflicts of interest, or even the possibility of a potential conflict, and must refrain from any participation in discussions on the relevant subject matter and from voting on any associated resolutions as stipulated in the internal regulation of the Board of Directors. Besides, within his or her office of Director, each Director must ensure that there is no conflict of interest against the Company. The Charter sets out the rights and obligations of the Directors. It is delivered to each new Director when they take up office. Each Director is bound by and shall put in practice the rules contained in this Charter.

The Directors' Charter is included in the schedule of the Board of Director's Internal Regulation and defines the rights and obligations of the Directors, in particular regarding the code of ethics and prevention of conflicts of interest, as described in more detail on page 352 of this Universal Registration Document in the Section "Other Legal Information".

To the Company's knowledge, no settlement or agreement has been reached with shareholders, clients, suppliers or others to appoint a member of the Board of Directors.

If a business relationship with the Company is notified by a Director, the materiality of the business relationship is examined with regard to the volume of affairs, the job and/or shareholding of the Directors as to define whether this relationship is significant or not. In 2025, the Board of Directors conducted a materiality analysis, and concluded that there is no significant business relationship.

Another measure taken to ensure that control is not carried out in an abusive way is the composition of the Board of Directors and its Committees, which is as follows:

- Five out of eight members of the Board of Directors are independent (Director Representing Employees is not taken into account when determining these figures).
- Three out of three members of the Audit & Sustainability Committee are independent, one of them being the Chairwoman of the Committee.
- Two out of three members of the Nomination and Remuneration Committee are independent, one of them being the Chairwoman of the Committee. (Director Representing Employees is not taken into account when determining these figures).

Balanced representation of women and men and diversity

According to Article 8 of the Afep-Medef Code, the Board shall describe the gender diversity policy applied to the governing bodies as well as the objectives of this policy, the implementation measures and the results achieved in the past fiscal year

In the frame of any nomination/renewal, the Board of Directors examines the desired balance in its composition and that of its Committees, seeking in particular a balanced representation of men and women, and a wide diversity of skills and nationalities, reflecting both the highly technical and global nature of the company's business.

Specifically, regarding the threshold of 40% women to be reached at the level of the Board of Directors, under the provisions of Article L 225-1-1 and L 22-10-3 of the French Commercial Code, the Board of Directors has put significant effort into searching for skilled, independent and dedicated female Directors with a proven level of expertise in biotechnology, life sciences or related industries. According to the definition of the aforementioned Article L 225-18-1 and L 22-10-03, the Board of Directors of Sartorius Stedim Biotech S.A. is composed of 50% of women as of December 31, 2025. If the Director Representing Employees was taken into account, the Board of Directors would be composed of 56% of women.

Gender Diversity in the Management Bodies below the Board of Directors

Sartorius Stedim Biotech is committed to a culture of openness and tolerance at its sites across the Group; thus, it promotes diversity at all levels of the company. The selected scope is the two management bodies below the Board (N-1 and N-2 positions). In alignment with the targets for female representation in its parent company, Sartorius AG, Sartorius Stedim Biotech's targets for female representation in the management bodies below the Board are 1/3 for both the first and the second management level below the Board. These targets were set on February 8, 2023 with a deadline of December 31, 2025.

2025 results

On the first management level below the Board of Directors, which currently comprises six positions, the percentage share of women amounted to 17% by the end of 2025 (N-1 level: one woman, five men; 2024: one woman, six men) and therefore was below the target figure of 1/3. On the second management level the percentage share of women stood at 29% at year-end (N-2 level: 14 women, 35 men; 2024: 13 women, 28 men); thus, slightly below the target figure of one third. It should be noted that, due to the very small number of leadership positions on the first and second level, minor personnel changes can already result in considerable changes in percentage numbers. Moreover, the integration of acquired companies which are often male-led technology start-ups or young companies has frequently resulted in fluctuations in the past, and this effect cannot be ruled out for the future. The Board of Directors will set new targets in its meeting in February 2026.

To further promote female participation, Sartorius Stedim Biotech implemented targeted measures across both in its recruitment activities and in talent management. To maximize transparency, all management levels across the group receive regular information on their staff structure including numbers on female participation. In addition, this ensures that its talent pipeline is balanced, for example by annual structured "talent talks" to identify promising candidates for expert or leadership positions, mentoring of female talent, and connecting female professionals through offering free membership in the Healthcare Businesswoman Association. Furthermore, measures to promote equal opportunity in the company comprise transparency on salaries. Where applicable, employee compensation is linked to rates negotiated with the respective national trade unions. Using union rates makes remuneration more transparent and facilitates equal pay across a diverse workforce.

Although quantitative targets are only given for gender diversity, Sartorius Stedim Biotech views diversity in a broader sense, including age, cultural origin, nationality, educational background, professional qualifications, and experience. Greater diversity on all levels including management helps secure the long-term success of the Group by taking diverse perspectives into account and understanding global customers and markets. A fact sheet on diversity is published annually on the company's website (<https://www.sartorius.com/en/company/sustainability/people-diversity>).

Progress and achievements of the gender diversity policy in management bodies is reviewed on a yearly basis by the Board of Directors and was discussed in its February 2025 meeting.

Assessment of the Board of Directors and Training

Policy of the Board of Directors

Each year, the Board of Sartorius Stedim Biotech S.A. evaluates its own functioning, assessing its effectiveness, and ensuring that key issues have been properly prepared and addressed. It also reviews the individual contribution of its members to the Board's activities. To run this assessment, an online questionnaire is sent in advance to Board members, which encompasses around 30 questions, covering the most important aspects of the Board's activity. This questionnaire includes several questions on the work of its Chairman, the flow of information as well as the quality of meeting management. Other questions deal with the work of the two Committees.

The results and a report on the questionnaire are discussed each year. In the reporting year, eight Board members have completed this written questionnaire and this self-evaluation was discussed during the Board of Directors' meeting in December.

In addition, the Lead Independent Director conducts, on regular basis, every 3 years a personal interview with every Board member based on a semi-open interview guideline to complement the written survey. The next individual interviews are due to occur in 2026. The results of this exercise will be shared and discussed by the Board of Directors.

Strengths

The Board pointed out the good professional qualifications and experience and also active participation of each member in the discussions. Absenteeism continued to be on a very low level in the reporting period. The frequency, preparation, and management of meetings was considered to be satisfactory, and the Board members highlighted the open and focused discussions that take place. The interface between the Board and the Committees is deemed satisfactory. In addition, the members valued the effective work of the two committees as well as the cooperation with the company's auditors.

Areas for Improvement

While the new Board members highlight their initial positive feedback, they also mentioned that they need more time to provide a relevant full assessment. The Board members as a whole acknowledge and welcome the intent of the new Chairman to foster an ongoing dialogue above and beyond regular meetings. It has been recommended that the questionnaire be refined to provide additional space for open comments.

Onboarding for New Members of the Board of Directors / Training

Understanding the Company's business, which includes its products, strategies, risks, financials, operations, management team, workforce, culture, and its competitive landscape and stakeholder expectations, is of high importance for new Directors. However, the onboarding needs for new Directors will vary from Director to director depending on their background and experience and on the role the Director is expected to play on the Board and Board Committees. Beyond providing essential written information and initial orientation sessions, a typical onboarding to the Sartorius Stedim Biotech Board includes site visits and several one-on-one meetings with senior leaders of the organization to develop a proper understanding of the business and its key governance processes. As far as the Chairman is concerned, a strong and very significant onboarding process was carried out throughout the Group.

The onboarding is followed by regular training and update sessions that are offered to the Board members ;

In 2025, in addition to trainings that Board members undertake by themselves, the Company provided trainings focused on sustainability and on the Advanced Therapy Solutions business and products.

Board of Directors' Internal Regulations and Balance of Powers and Repartition of Roles

The functions of Chairman of the Board of Directors and Chief Executive Officer are separated and the Board of Directors is governed by an Internal Regulation, which aims, in particular, to ensure the balance of powers. The dissociation of the Chairman and of the CEO position has been implemented in 2023, following the recommendation of the AMF so as to improve the balance of powers, and as permitted by the Afep-Medef Code. According to Article 19.3 of the Articles of Association, the CEO is vested with the broadest powers to act in all circumstances in the name of the Company. The CEO shall exercise these powers within the limit of the corporate objects, and subject to the powers expressly granted by law to Shareholders' Meetings and to the Board of Directors.

The CEO represents the Company in its dealings with third parties. According to the Internal Regulations of the Board of Directors, the CEO, cannot make certain decisions without the prior authorization of the Board of Directors (see extract of the Internal Regulation page 362).

The Board of Directors elects a Chairman from among its members. Pursuant to article 16.3 of the Articles of Association, the Chairman represents the Board of Directors. He organises and directs its work, and reports on it to the General Meeting. He ensures the proper operation of the Company's decision-making bodies and ensures, in particular, that the Directors are themselves in a position to fulfil their duties. A Lead Independent Director was appointed in 2023 to ensure that control is exercised in a fair manner.

The Board of Directors has adopted a set of Internal Regulations that defines and includes rules of operation for this body relating to its powers, members' attendance, and transactions requiring approval and prior validation with a certain number of triggering thresholds. The Board of Directors approves strategic investment projects and any transaction, in particular acquisitions or disposals that are likely to materially affect the Company's results, the structure of its balance sheet or risk profile. More precisely, the Board of Directors approves in advance certain decisions of the management such as budget, investments, financing, business activities, human resources, contracts, litigation, transactions or measures that go beyond the normal course of business, as described in more details on page 352 of this report in the Section Other Information of a Legal Nature.

The Board of Directors meets at least once a year without the presence of Executive Board Members to discuss various subjects. Such a meeting took place on December 2, 2025. Further, a Board meeting without the presence of the Chief Executive Officer was held on December 3, 2025 discussing his remuneration.

Staggering and Renewal of the Mandate Terms

In order to meet with the AMF recommendations, and considering the capital structure of the group, on March 27, 2023, the Board decided to separate the functions of CEO of the Company and Chairman of the Board (see also Board of Directors' Internal Regulations and Balance of Powers and Repartition of Roles). The Board has now elected Michael Grosse as Chairman of the Board and Mr. René Faber has been re-elected as Chief Executive Officer.

The Board of Directors, upon the recommendation of the Remuneration & Nomination Committee has proposed the renewal of several mandates in 2025. This decision was based on the competencies of the Board members, demonstrated through their extensive experience in Director roles, their professional qualifications, and their effective contribution to the Board, as described in the competencies matrix above.

The renewals carried out on March 25, 2025 enable improved staggering of terms of office, following the Shareholders' Meeting's approval to amend the Articles of Association to allow mandates of two, three, or four years. Under this framework, Renewals of Board members have been agreed for a 4-year term, newly elected Board Members for three years, and the Chairman for two years, subject to the ratification of his co-optation by the Shareholders' Meeting to be held in 2026.

Selection of New Board Members and Succession plan

Pursuant to the AFEP-MEDEF code, the selection of Board members is based on the following criteria:

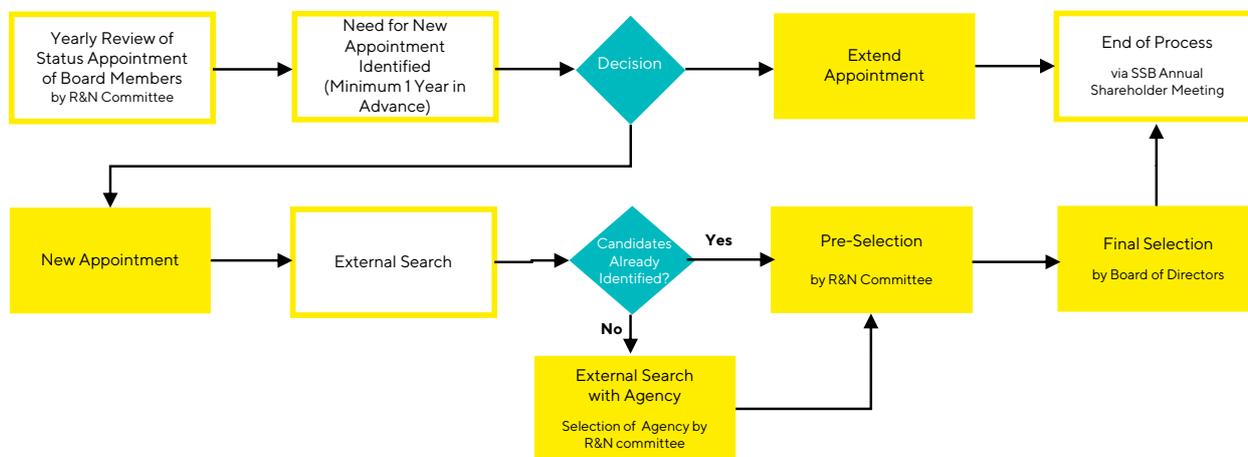
- Desired balance with regard to the composition of the Company's ownership ;
- Desired number of independent Board members ;
- Proportion of men and women required by current regulations ;
- Opportunity to renew terms ;
- Competence, experience, and specific expertise of each candidate.

Each year, the expiry dates of mandates are reviewed for every Board member. The Remuneration & Nomination Committee, chaired by the Lead Independent Director, oversees the succession planning process and submits its recommendation to the Board. The Chairman of the Board of Directors, who also serves as Chairman of the Executive Board of Sartorius AG, as well as the Chief Executive Officer of Sartorius Stedim Biotech (according to Article 18.3 of the Code), are involved in this process. The Board of Directors submits the corresponding resolution to the Shareholders' Meeting.

When the Board of Directors identifies a need to address mandates for independent members, an external search is initiated, preceded by a thorough "need analysis", to ensure the collective competencies of the Board are maintained.

In 2025, the Competence Matrix and the engagement of a specialized consultancy company played a pivotal role in the recruitment, renewal, and non-renewal of Board members.

Two new independent Board members were appointed to complete the Board's competence profile. The selection is outlined below:



As Sartorius Stedim Biotech S.A. is controlled by Sartorius AG, the selection process and succession plans for the Chairman of the Board and for the Chief Executive Officer differ slightly from the processes described above for independent and external members.

Due to the capital structure of Sartorius Stedim Biotech S.A., and to their respective competencies, the Chairman of the Executive Board of Sartorius AG and the Executive Board member heading the BPS Division of Sartorius AG Group are proposed by the Board of Directors – after recommendation by the Remuneration & Nomination Committee – to the Shareholders' Meeting to serve on the Board of Sartorius Stedim Biotech. The process involves Sartorius AG governance bodies and is developed in the same kind of time frame.

In the same way, the Chairman of the Supervisory Board of Sartorius AG, is also proposed as a member of the Board of Directors of Sartorius Stedim Biotech S.A., as he is currently the ultimate beneficial owner of the majority of the shares of Sartorius Group.

The Chairman of the Executive Board of Sartorius AG is proposed to hold the role of Chairman of the Board of Directors.

Pursuant to the Remuneration & Nomination Committee's internal rules, the Committee is consulted on proposals made by the Chairman of the Board of Directors for appointment of the Chief Executive Officer and the Head of the BPS Division is deemed to be considered to hold the role of Chief Executive Officer of Sartorius Stedim Biotech SA.

In March 2025, Mr. Joachim Kreuzburg (Chairman of the Executive Board of Sartorius AG), Mr. Lothar Kappich (Chairman of the Supervisory Board of Sartorius AG) and Mr. René Faber (Head of the BPS Division of Sartorius AG Group) were re-elected by the Shareholders meeting as Board members. Mr Kreuzburg was subsequently renewed as Chairman by the Board of Directors. Beyond his nomination as Board member, Mr. Faber was also renewed as Chief Executive Officer.

Following Mr. Joachim Kreuzburg's resignation, effective as of the end of June 30, 2025, Mr. Michael Grosse joined the Board, in accordance with the aforementioned procedures, although the process followed was the "co-optation process" (Article 15.6 of the By-Laws). It has to be ratified by the Shareholders' Meeting in 2026 for Mr. Michael Grosse to step-in under the same term of mandate as Mr. Joachim Kreuzburg, following Mr. Joachim Kreuzburg's resignation, effective as of the end of June 30, 2025. The Board of Directors has elected Mr. Michael Grosse as Chairman.

The Remuneration & Nomination Committee has scheduled a further review in 2026 of the succession plan for the Chief Executive Officer in the case of unforeseen vacancy.

Plurality of Mandates

In accordance with the Afep-Medef governance code for listed companies, an Executive Director cannot exercise more than two other mandates as Director in listed companies outside its group, including foreign companies. In addition, the Director should also seek the opinion of the Board before accepting a new directorship in a listed company.

Moreover, a Director cannot exercise more than four other mandates in listed companies outside its Group, including foreign companies. This recommendation is applied during the appointment or the renewal of the Director's mandate.

Procedures established and followed by the Committees are set up within their respective internal regulations.

Committee members are appointed by the Board of Directors. Special attention is paid by the Board of Directors to the renewal of the mandate of the Chairman of the Audit & Sustainability Committee, upon recommendation of the Remuneration & Nomination Committee.

Other Information

The Board of Directors met ten times during fiscal year 2025. The respective individual attendance of each Board of Directors member is presented on the first page of this governance section. Preparation and holding of the meetings of the Board of Directors and its Committees require significant availability and investment by the Directors. The individual attendance at Board and each Committee meeting is specified above.

The allocation of Directors' fees, based on the rate of attendance by each of the Directors at Board meetings and presence at the meetings of its various Committees, is described on page 260 of the present Universal Registration Document.

In accordance with the bylaws of the Company, each Director personally owns at least one share of the Company.

To the Company's knowledge, all Directors fulfil the following thresholds with regard to the number of mandates in listed companies:

- For the Executive Directors: maximum of two mandates in listed companies not belonging to the Group,
- For non-Executive Directors: maximum of four mandates in listed companies not belonging to the Group.

To the Company's knowledge, within the last five years, no member of the Board of Directors:

- has been convicted of fraud or has been subject to any official public investigation or sanction by statutory regulatory authorities;
- has been associated in her/his capacity of manager in any bankruptcy, receivership or liquidation;

- has been disqualified by a court from acting in the capacity of a member of an administrative, management or supervisory body of an issuer or from acting in the capacity of a management executive or conducting the business of any issuer.

Conditions for Preparation and Organization of the Work of the Board of Directors

Internal Rules and Regulations

The procedures governing the organization and functioning of the Board of Directors are defined by the Internal Regulations of the Board, described on page 354/356 of this Report.

The Internal Regulations currently applicable have been revised on March 25, 2025 with the purpose of ensuring alignment with the latest decisions, legal, regulatory, and statutory obligations applicable to the company.

The Board of Directors deals with all matters concerning the proper operation of the Company and takes decisions on subjects affecting the company.

Its Missions

The main missions of the Board of Directors are as follows:

- The Board of Directors shall define the Company's strategic goals and assess them from an overall perspective at least once a year, as proposed by the CEO, and ensure that these goals are implemented. It shall also appoint the Corporate Officers responsible for managing the Company in pursuit of this strategy and review all delegations of authority ;
- The Board of Directors shall review the management of the Group and monitor the quality of information provided to shareholders and to the market through the financial statements or when material events occur, especially about the Company's shareholdings ;
- The Board of Directors is responsible for approving all strategic investment projects and any transaction, in particular acquisitions or disposals, likely to materially affect the Company's results, the structure of its balance sheet or risk profile ;
- The Board of Directors will beforehand decide on each significant transaction outside the scope of the announced strategy ;
- The Board of Directors shall deliberate prior to making any changes to the management structure of the company, and shall be informed of the principal organizational changes ;
- The Board of Directors shall examine the corporate and consolidated accounts and approve the management report and the sections of the annual report dealing with corporate governance and those setting out the company's policies with respect to remuneration and stock options, as the case may be ;

- Although it is not a modification of the corporate purpose of the Company, the Board of Directors must seize the Shareholders' Meeting if the transaction concerns a preponderant share of the assets or the activities of the Group ;
- The Board of Directors shall convene annual Shareholders' Meetings and propose changes to the Articles of Association.

The duties mentioned above summarize the Internal Regulation of the Board of Directors.

Activity Report of the Board of Directors for the Year 2025

The Board reviewed and approved the Company and consolidated accounts for 2024.

The Board of Directors considered and debated on the following at its meetings:

- Strategic direction and major Group projects
- Annual, half-year, and quarterly financial statements
- Budgets presented by executive management
- Information on the financial structure and cash flow items
- Significant off-balance sheet commitments
- Risk indicators for the Group – Internal Audit and Compliance
- Stock market performance
- Self-assessment of the Board members (interactive dialogue, areas for improvements)
- Remuneration of Board Members, including the Chairman (ex-ante and ex-post)
- Remuneration of the Chief Executive Officer (ex-ante and ex-post)
- Acquisitions' integration road maps, market trends, innovation pipelines, and the focus on geographical markets
- Sustainability, Corporate, Social, and Environmental Responsibility (goals, strategy, results, organization, annual reporting);
- Preparing the General Shareholders' Meeting resolutions and its modalities
- Governance topics (for example, Independency of Directors, shareholding by Directors, insider policy, top company management turnover and policy)
- Leading and instructing Board Members' selection and/or renewals (in liaison with Sartorius AG processes)

- Renewal of the Chief Executive Officer (in liaison with the Sartorius AG processes)
- Preparing and enacting of the succession of the Chairman of the Board of Directors via the usual shareholders meeting process and via the co-optation process (in liaison with Sartorius AG processes) for the new Chairman
- Working on processes and tools for the Board of Directors and its Committees in the light of the arrival of three new Board members, including the new Chairman
- Composition of the Committees, in light of the arrival of new Board members but also, in particular, by inviting the Director Representing Employee to become a Member of the Remuneration & Nomination Committee

Information to be provided to Directors

Before each Board meeting, the Directors are provided with the agenda items that require prior consideration, in due time.

Preliminary figures of the annual and interim statements are generally sent to all Directors at least one week before the meeting of the Audit & Sustainability Committee, which is always held on the day of or on the day before the Board meeting.

In addition to Board meetings, the Chairman regularly informs the Directors of any event or development that may have a material impact on Group operations or on any information previously communicated to the Board.

The members of the Board of Directors receive a copy of each press release published by the Company. The Directors may, at any time, request further information from the Chairman of the Board, who shall assess the relevance of the request.

The Audit & Sustainability Committee and the Remuneration & Nomination Committee are responsible for studying and making preparations for the Board's main deliberations in order to improve the Board's efficiency.

Under no circumstances do these Committees relieve the Board of Directors which has the only legal power of decision, nor are they allowed to cause division within its college, which is and remains responsible for the fulfilment of its missions. The Committees do not replace but are an emanation of the Board of Directors, facilitating its work.

The Committees of the Board may consult, in the performance of their functions, any of the main Company's executive officers after having informed the Chairman of the Board of Directors and subject to reporting back to the Board.

The Committees of the Board may request external technical studies relating to matters within their competence, at the expense of the company, after having informed the Chairman of the Board of Directors or the Board of Directors itself and subject to reporting back to the Board.

In the event, the Committees solicits the services of external counsels (e.g. the Remuneration & Nomination Committee for the purpose of gathering information related to remuneration systems and levels applicable within the main markets), the Committees shall ensure the objectiveness of the sought advice.

Each Board of Directors's meeting is preceded with at least one meeting of one of the two Committees, depending on the addressed topics. The Committees remain accountable to the Board of Directors and address to them their position, advice, and recommendations.

Procedures established and followed by the Committees are set up within their respective internal regulations.

Committee members are appointed by the Board of Directors. A special attention is paid by the Board of Directors to the renewal of the mandate of the Chairman of the Audit & Sustainability Committee.

Further, in compliance with Article 12.3 of the AFEP-MEDEF Code, the Board of Directors holds one meeting without the presence of the Executive Directors to discuss various topics, including remuneration of the Executive Director.

The Audit & Sustainability Committee

The combined Audit & Sustainability Committee assists the Board of Directors in areas relating to accounting policy, reporting, internal and external control, financial communication and management of the risks to which the company is exposed.

Since July 18, 2024, the Audit & Sustainability Committee is in charge of all matters pertaining to sustainability, thereby becoming a combined committee (Financial Audit and ESG) in charge of preparing decisions for the Board of Directors to decide upon.

Audit & Sustainability Committee Duties

Accounting policy and internal control:

- To proceed as soon as possible, and in any event prior to examination of the annual financial statements of the company and, where appropriate, the consolidated financial statements by the Board of Directors, with the review of all the financial, interim and annual statements of the Company and, where appropriate, consolidated financial statements, including their notes and, where relevant, the management report presented by the Board of Directors to the General Meeting of Shareholders called to approve the financial statements for the year ended and to present its observations to the Board of Directors. During the examination of the financial statements, the Committee pays particular attention to significant transactions that could have given rise to a conflict of interests;
- To ensure the pertinence of the selected methods and accounting procedures chosen by the company and to check their proper application;
- To check the accounting treatment of any significant transaction made by the company;
- To ensure that the internal procedures for data collection and control are sufficient to ensure the quality and reliability of the annual financial statements of the Company and, where appropriate, the Company's consolidated financial statements;
- To examine the scope of the consolidated companies and, where appropriate, the reasons for which any companies are not included.

External control

- To submit to the Board of Directors recommendations concerning the Statutory Auditors in view of their appointment or renewal by the Shareholders' Meeting; to analyze and issue an opinion on the definition, extent, and timetable of their assignment and their fees. For this purpose, the Committee steers the selection procedure for the Statutory Auditors and submits to the Board of Directors a recommendation on the Statutory Auditors proposed for appointment by the Shareholders' Meeting. The Committee proposes to the Board the selection procedure and, in particular, whether a call for tender should be issued. It supervises the call for tender and approves the specifications and the selection of the companies consulted, taking care to select the "best bid" and not the "lowest bid";
- To ensure the independence of the Statutory Auditors.

Risk analysis and prevention

- To analyze all disputes, including fiscal, that may have a significant impact on the Company's financial statements and, where appropriate, the Company's consolidated financial statements, or its financial position;
- To examine the company's exposure to significant financial and non-financial risks (as described in Page 53). The Committee examines the risks and significant off-balance sheet commitments and assesses the importance of malfunctions or weaknesses that it is made aware of and informs the Board, as appropriate; The Company has different internal procedures in place to identify and monitor any off-balance-sheet commitments, for example, by using extended data requests to all consolidated entities at the year-end as well as having discussions during the year as part of the risk management, to identify any material risks at an early stage.
- To review the conclusions of internal audit reports;
- To verify the satisfactory application of internal controls and information reporting procedures;
- To conduct interviews with senior management, particularly with regard to internal control reports and risks management.

Sustainability

- To review and make recommendations on the Company's strategy, ambitions, policies and commitments in terms of social and environmental responsibility, particularly in the following areas: environment and climate, sustainable development, ethics and compliance, human rights, health and safety;
- To monitor the Company's actions in the field of environmental and social responsibility, and their implementation;
- To review the annual reports and statements dedicated mainly to environmental, social, and governance matters;

- To examine environmental, social and governance risks, where appropriate, as part of the Company's annual risk assessment;
- To monitor the Company's results of the non-financial ratings, where applicable;
- To issue recommendations on non-financial criteria to be applied to the variable remuneration of executive directors;
- To examine specific skills, particularly in the areas of sustainability, which could enrich the Board of Directors' work or may be used for selecting new candidates.

Regarding financial communication, the Audit & Sustainability Committee's duties include reviewing the company's financial communication relating to the annual and interim financial statements of the company including the Annual Sustainability Declaration, as a part of the Management report.

Given the extent of its remit, the Audit & Sustainability Committee consults with the Statutory Auditors, but also with the Finance, Accounts and Treasury, and Sustainability Directors. These meetings may be held, at the Committee's request, without the Company's executive bodies being present.

Composition of the Audit & Sustainability Committee

Since March 2025, the Audit & Sustainability Committee has three members:

- Mrs. Pascale Boissel, Chairwoman of the Committee
- Mrs. Susan Dexter
- Mrs. Cecile Dussart

The Chairwoman of the Audit & Sustainability Committee is independent.

Three out of three members are independent. Therefore, the independence criteria are met by the Audit & Sustainability Committee pursuant to the recommendations of the Afep-Medef Code as described above.

In accordance with the recommendations of the Afep-Medef Code, no Executive Director can be a member of the Audit & Sustainability Committee, it being specified that the Company's CEO may be invited upon convening of the Chairwoman of the Audit & Sustainability Committee. When the Company's CEO is invited, he does not have the statutory right to participate, nor the right to vote. The Board of Directors of the Company believes that his presence at meetings, as the case may be, does not undermine the independence of the Audit & Sustainability Committee and it is important during debates that the Company's CEO can further explain business activities, if necessary. The Audit & Sustainability Committee can also consult and invite various guests, such as experts and executives from Finance, Accounting, Legal, Compliance, Internal Audit, Sustainability and Treasury departments of the Company and the Chairman of the Board of Directors. The Audit & Sustainability Committee regularly makes use of this opportunity so that these experts can give additional detailed insights that are useful for the discussions.

The Head of Controlling and the Chief Financial Officer of the Sartorius Group are also present at these meetings.

Audit & Sustainability Committee's Internal Regulations

The Audit & Sustainability Committee has adopted a set of Internal Regulations and a Charter designed to provide a framework for its duties and operation and, in particular, to ensure the implementation and application of independence criteria for its members. It also includes the conditions for remuneration of the latter.

The Audit & Sustainability Committee met five times during the year 2025.

Activity Report of the Audit & Sustainability Committee for the Fiscal Year 2025

The Committee reviewed and approved the Company and consolidated financial statements for 2024. During its meetings, the Audit & Sustainability Committee addressed and discussed the following points in particular:

- Annual and half-yearly financial statements and quarterly data
- Study and review of the 2025 budget
- Study and review of 2026 budget
- Review of the various Company management reports and Group management report, as well as the Universal Registration Document, including study of the Annual Sustainability Declaration.
- Information relating to the financial structure and cash position
- Indicators of financial and non-financial risks (including environmental and social risks, but also new technology risk, such as Cybersecurity risk or AI-related risks) within the Group, in particular by auditioning management (see risk typologies described on page 53ff)
- Internal audit and compliance report (including auditioning management)
- Stock market evolution
- Borrowings contracted
- Auditors approval fees
- Study of the strategy, policies, actions and disclosure to be conducted in terms of sustainable development in the light of the latest regulatory evolution (Directive CSRD)
- Report to the Board of Directors by its Chairwoman

Remuneration & Nomination Committee

Remuneration & Nomination Committee Duties

The Remuneration & Nomination Committee's purpose, according to its Internal Regulation, and with regard to its remuneration role, is to assist the company's Board of Directors in setting the remuneration policy for corporate officers and, in particular, relating to incentive mechanisms (allocation of stock options and bonus shares) that the Company may implement.

The Remuneration & Nomination Committee's duties with regards to its nomination role include assisting the Board of Directors with the appointment or renewal of Board members. It shall:

- Issue reflections and recommendations to the Board of Directors with regard to the methods of performance of General Management and the status of the executive officers
- Issue an opinion on proposals made by the Chairman of the Board of Directors for appointment of the Chief Executive Officer (where applicable)
- Prepare succession plans for the Executive Officers in the event of an unforeseen vacancy
- Propose to the Board of Directors new Directors
- Examine the classification as independent Director which is reviewed by the Board of Directors every year.
- Verify the due and proper application of the Code of Corporate Governance to which the Company refers to (Afp-Medef Code)

During the year, the Remuneration & Nomination Committee may consult all the company's executive members, after it has informed the Chairman of the Board of Directors, and must report on this to the Board.

Composition of the Committee and Functioning

Since March 2025, the Remuneration & Nomination Committee has comprised three members. In December 2025, the Director Representing Employees was elected by the Board of Directors as an additional member bringing the Committee's composition to four members following this nomination

- Mrs. Anne-Marie Graffin (Chairwoman)
- Mr. Lothar Kappich
- Mr. Christopher Nowers
- Mrs. Romaine Fernandes (since December 2025)

Two of the three members of the Remuneration & Nomination Committee are independent (these figures do not take into consideration the Director Representing Employee).

Additionally, the Head of Controlling is also present in the meetings. Until December 2025, the Director Representing the Employees also attended the meetings of the Committee as a permanent invitee. In the event that Executive members are invited to meetings of this combined Committee, they do not take part in discussions on remuneration.

The Remunerations & Nominations Committee met six times in the year 2025.

Report on the Activities of the Remuneration & Nomination Committee for the Fiscal Year 2025

- Renewal/Non-renewal/Selection of Board members, including the election of the CEO and of the new Chairman (Mr. Michael Grosse, Mr. René Faber, Mrs. Pascale Boissel, Mr. Lothar Kappich, Mrs. Cecile Dussart, Mr. Christopher Nowers, Mr. Joachim Kreuzburg, Mr. Henri Riey)
- Finalization of research on new Board members with a first-class consultancy agency, and including a deep study of the gender and competencies criteria
- Review of mandates duration for a better staggering of mandates
- Preparing the succession plans for the Sartorius Stedim Biotech S.A. Chairman's replacement in close relation with the Chairman of SSB S.A. (Mr. Joachim Kreuzburg) and the Chairman of the Supervisory Board of Sartorius AG
- Preparing the renewal of the Chief Executive Officer in close relation with the Chairman of Sartorius Stedim Biotech SA Board of Directors (Mr. Joachim Kreuzburg) and the Chairman of the Supervisory Board of Sartorius AG
- Allocation of the Directors' fees for the 2024 financial year (*ex-post*)
- Determination of the remuneration due or awarded to the executive corporate officers (including Executive Officer - CEO) for the 2024 financial year (*ex-post*)

- Determination of the remuneration policy of corporate officers (including Chief Executive Officer and the Chairman) for the fiscal year 2025 (*ex-ante*)
- Determination of the target settings for the fiscal year 2026 for the Chief Executive Officer (*ex-ante*)
- Analysis of the Independency status of Independent Board Members
- Instruction on governance topics and recommendation to the Board of Directors
- Review of the company's top manager remuneration policy and turn-over
- Report to the Board of Directors by its Chairwoman

Report on the Activities of the Lead Director for the Fiscal Year 2025

- Mrs Anne-Marie Graffin, Chairwoman of the Remuneration & Nomination Committee is also the Lead Independent Director. She specifically dealt with governance topics concerning the composition of the Remuneration & Nomination Committee or the shareholding of Board members, as well as with the succession planning process and the review of related party transactions. She also prepared the Board meeting without the Chief Executive Officer, and conducted the self-evaluation of the Board. She presented her activity report to the Board of Directors in December 2025.

Report on Corporate Governance

Regulated Agreement

Based on controls performed by the Finance and Legal department along with an automatic warning mechanism, no regulated agreement referred to in Articles L. 225-38 and seq. of the French Commercial Code was entered into by the Company during the year 2025.