

Sartorius Stedim Biotech S.A.

# SHAREHOLDER'S GUIDE

Combined Annual General Shareholder's Meeting of  
Sartorius Stedim Biotech S.A.

of March 24th, 2026 at 1:00pm

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## Sartorius Stedim Biotech S.A. Shares

(Text extracted from the Universal Registration Document  
2025)

# Sartorius Stedim Biotech Shares

## Global Stock Markets

In 2025, international stock markets were dominated by topics like trade-policy tensions, geopolitical risks, and fluctuating interest rate expectations. The introduction of comprehensive U.S. tariffs in April led to a noticeable decline in global stock indices. In the following months, stock markets gradually stabilized and, despite a consolidation phase in the fourth quarter, recorded strong gains on an annual basis. This development was supported by a partial easing of tariff-related tensions, robust global economic conditions, and declining interest rates.

Against this backdrop, the MSCI Europe ended the reporting year 17.5% higher at 2,363 points. The French benchmark indices CAC 40 and the CAC Large 60, the latter of which includes the Sartorius Stedim Biotech shares, posted gains of 10.4% to 8,150 points and 10.4% to 8,777 points respectively. The S&P 500 Life Sciences Tools and Services Index, which is relevant for Sartorius Stedim Biotech, underperformed slightly, increasing by 4.7% to 955 points. The NASDAQ Biotechnology Index rose significantly by 32.4% to 5,707 points.

## Sartorius Stedim Biotech Shares

In 2025, the life sciences sector faced general macroeconomic challenges, as well as a series of industry-specific challenges, particularly in the USA. A weak financing environment for biotech companies, planned budget cuts at the NIH, the leading US federal biomedical research agency, and ongoing discussions about lower drug prices affected sector developments and resulted in muted growth expectations. This was reflected in partly significant share price declines of several leading life-science tool providers over the course of the year.

Within this challenging environment, Sartorius Stedim Biotech shares performed positively overall. The share price development benefited from continued profitable growth, the specified full-year guidance in the upper half of the original range in October, and favorable analyst assessments. As a result, the share closed the year up 11.3% at €210.0.

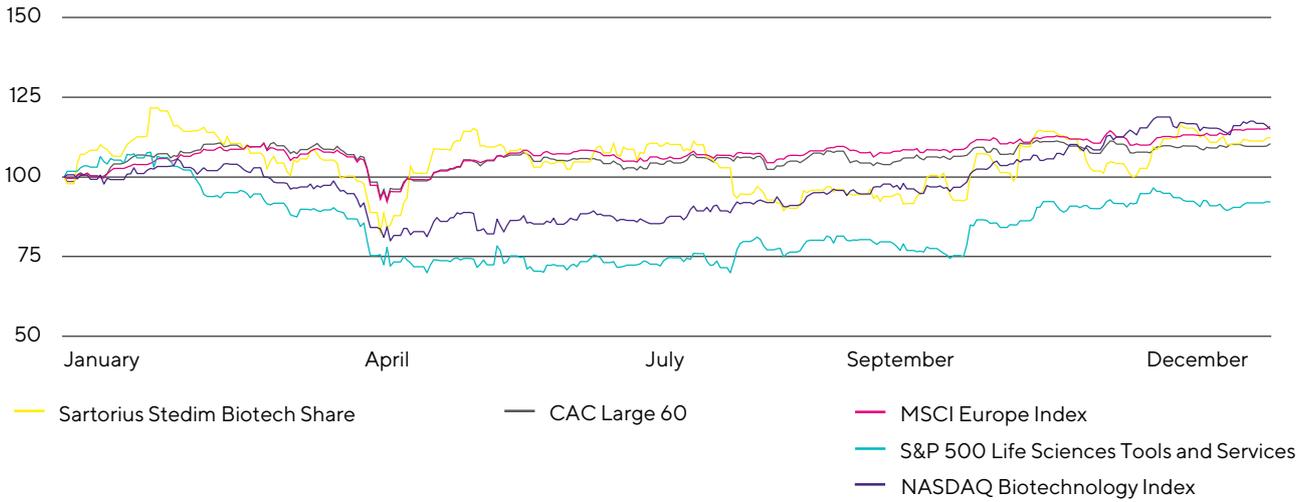
The average number of shares traded each day on the Euronext Paris was 70,045 in the reporting year, compared with 75,069 in the previous year. The annual trading volume amounted to €3.5 billion (previous year: €3.8 billion).

Sartorius Stedim Biotech's market capitalization amounted to €20.4 billion as of December 31, 2025 (previous year: €18.4 billion).

Sartorius Stedim Biotech Share in €  
January 1, 2023, to December 31, 2025



Sartorius Stedim Biotech Share in Comparison to the CAC Large 60, MSCI Europe Index, S&P 500 Life Sciences Tools and Services, and NASDAQ Biotechnology Index (Indexed)  
January 1, 2025, to December 31, 2025

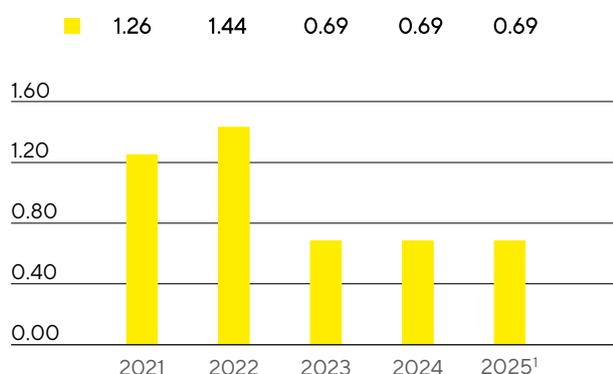


# Dividends

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

The Board of Directors will submit a proposal to the Annual Shareholders' Meeting on March 24, 2026, to pay a dividend of €0.69 per share from the underlying net profit of €427.7 million for fiscal 2025. If this proposal is approved, the total profit distributed will be €67.1 million (previous year: €67.1 million). The corresponding payout ratio will be 15.7%, compared to the prior-year ratio of 19.9%.

**Dividends**  
in €



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

# Total Shareholder Return

Total shareholder return (TSR) considers both the dividends paid out and any share price developments over a certain period and thus reflects the entire performance of an investment. In 2025, Sartorius Stedim Biotech shares delivered a TSR of 11.7%, compared to -20.9% a year earlier. Over a longer observation period of 10 years, the TSR is clearly positive and amounts to 720%.

## Facts About the Share<sup>1</sup>

ISIN	FR0013154002
Liquidity provider	Kepler Cheuvreux
Stock exchange	Euronext Paris
Market segment	Local Securities - Compartment A (Large Caps)
Indices	SBF 120; CAC Next 20; CAC Large 60; CAC All-Tradable; CAC All Shares; CAC Healthcare; STOXX Europe 600; MSCI France
Number of shares	97,330,405
- thereof Sartorius Holding	71.5%
- thereof free float	28.5%
Voting rights	165,562,491
- thereof Sartorius Holding	82.9%
- thereof free float	17.1%

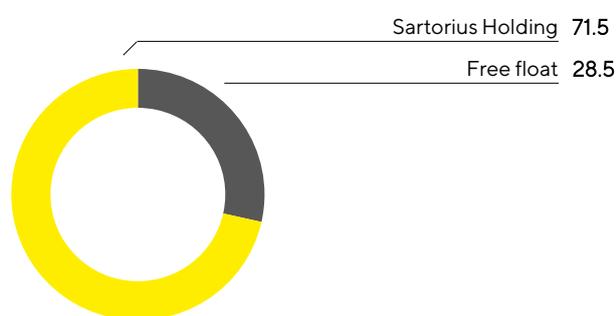
<sup>1</sup> As of December 31, 2025.

# Shareholder Structure

Sartorius Stedim Biotech S.A.'s issued capital amounts to €19.5 million and is divided into 97,330,405 shares, each with a calculated par value of €0.20. As some of the shares confer double voting rights, there are 164,793,739 voting rights in total.

As of December 31, 2025, Sartorius AG and a wholly owned subsidiary has held 71.5% of the Stedim Biotech S.A.'s share capital and 82.9% of the voting rights outstanding. The remaining 28.5% of Stedim Biotech S.A. shares are in free float, corresponding to 17.1% of the voting rights outstanding.

## Shareholding Structure in % of share capital



# Key Figures for Sartorius Stedim Biotech Shares

## Key Figures for Sartorius Stedim Biotech Share

		2025	2024	2023	2022	2021
Share price <sup>1</sup> in €	Reporting date <sup>4</sup>	210.00	188.70	239.50	302.50	482.40
	High	225.50	280.00	353.00	482.40	548.20
	Low	152.90	145.35	162.00	276.70	287.60
Dividends <sup>2</sup> in €		0.69	0.69	0.69	1.44	1.26
Total dividends paid <sup>2</sup> in millions of €		67.1	67.1	63.6	132.7	116.1
Dividend yield <sup>3</sup> in %		0.3	0.4	0.3	0.5	0.3
Market capitalization in millions of €		20,439.4	18,366.2	22,077.2	27,884.5	44,467.7
Average daily trading number of shares		70,045	75,069	58,852	48,754	52,717
Trading volume of shares in millions of €		3,451.0	3,795.5	3,730.2	4,266.1	5,524.1
CAC Large 60 (closing prices of the year)		8,777	7,953	8,139	7,011	7,806
SBF 120 (closing prices of the year)		6,238	5,592	5,732	4,973	5,546

<sup>1</sup> Daily closing price.

<sup>2</sup> For 2026, amounts suggested by the Board of Directors and subject to approval by the Annual Shareholders' Meeting.

<sup>3</sup> Dividends in relation to the corresponding closing prices of the year.

<sup>4</sup> As of December 31 of the respective year.

Sources: Euronext; NASDAQ

## Development of Sartorius Stedim Biotech S.A. for the 2025 fiscal year

(Text extracted from the Universal Registration Document  
2025)

# Group Business Development

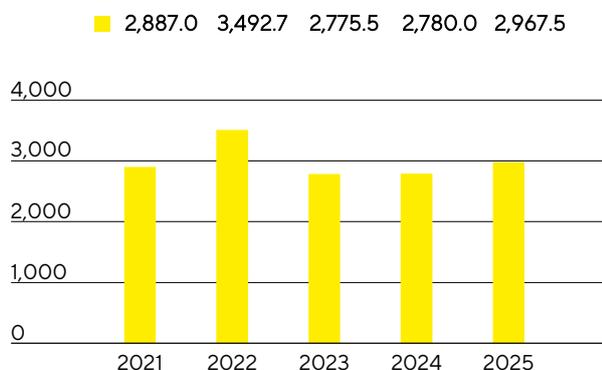
## Sales Revenue

Sartorius Stedim Biotech recorded significant, profitable growth in 2025, building on the recovery momentum that began in fiscal year 2024. Sales revenue increased by 9.6% in constant currencies<sup>1</sup> to €2,967.5 million (organic<sup>2</sup>: +9.6%). Due to currency effects – particularly the US dollar – the reported revenue increase was 6.7%. This positive development was driven by the larger and higher-margin recurring business with consumables for the manufacture of biopharmaceuticals. Compared with a moderate prior-year base that had still been partially impacted by the reduction of elevated customer inventories, this business saw strong growth. As expected, sales of bioprocess equipment and systems continued to decline due to industry-wide investment restraint but showed increasing stabilization.

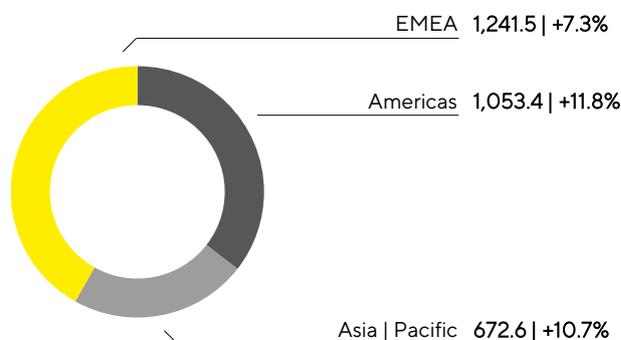
All business regions contributed to sales growth in 2025. In the EMEA region, which contributed around 42% to Group sales, revenue rose by 7.3% to €1,241.5 million. In the Americas region, momentum picked up noticeably after the decline in the previous year, leading to an 11.8% increase in sales revenue to €1,053.4 million. The region accounted for around 35% of Group revenue. In the Asia | Pacific region, revenue also grew considerably by 10.7% to €672.6 million, supported by a stabilization of business in China. The region contributed around 23% to Group revenue.

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

**Sales Revenue 2021 to 2025**  
€ in millions



**Sales Revenue and Growth<sup>1</sup> by Region<sup>3</sup>**  
€ in millions unless otherwise specified



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

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

3 According to customer location.

## Costs and Earnings

In the 2025 reporting year, cost of sales rose at a slower rate than sales revenue by 3.1% to €1,622.2million, resulting in an increase in gross profit to €1,345.3million (previous year: €1,206.7million). The gross profit margin rose to 45.3% after 43.4% in the previous year. The positive impact of volume and product mix effects, economies of scale, and optimized inventory management more than offset the dampening impact of US tariffs.

Operating costs also increased at a rate below that of sales revenue, reflecting the continued cost discipline supported by the efficiency measures implemented in 2024 and 2025. The extraordinary expenses associated with these measures were significantly lower in 2025 than in the prior year. Despite the higher level of sales revenue, selling and distribution costs were kept nearly stable, resulting in a decrease in the ratio of these costs to sales revenue to 16.1% (previous year: 17.3%). Research and development expenses fell to €133.1million in the reporting year, corresponding to an R&D ratio of 4.5% (previous year: 5.2%). General administrative expenses rose by 8.1%, mainly due to a higher number of employees and salary increases, while the ratio remained unchanged at 6.1% (previous year: 6.1%).

Expenses and income that could not be allocated to a functional area were recognized in the balance of other operating income and expenses, which amounted to -€25.2million in 2025 after -€43.6million in the previous year.

The Group's earnings before interest and taxes (EBIT) increased by 41.9% to €525.7million as a result of higher gross profit and lower operating expenses. The corresponding margin rose to 17.7% (previous year: 13.3%). In addition to depreciation and amortization, EBIT includes extraordinary items amounting to €70.0million (previous year: €106.7million). These mainly resulted from expenses related to efficiency measures, including larger group projects such as the S/4 HANA project, as well as restructuring expenses and those connected with the most recent acquisitions. The high comparative figure for 2024 was strongly influenced by extraordinary expenses in connection with an extensive efficiency program.

The financial result was -€152.5million in 2025, compared to -€151.3million in the previous year.

Tax expenses amounted to €107.3million (previous year: €40.7million). In relation to the reported earnings before taxes, the tax rate was 28.7% (previous year: 18.6%).

Net result increased by 49.0% to €266.0million (previous year: €178.5million), and the net result attributable to shareholders of Sartorius Stedim Biotech S.A. rose by 51.7% to €265.6million (previous year: €175.1million).

## Statement of Profit or Loss

€ in millions	2025	2024	Δ in %
Sales revenue	2,967.5	2,780.0	6.7
Cost of sales	-1,622.2	-1,573.3	-3.1
Gross profit on sales	1,345.3	1,206.7	11.5
Selling and distribution costs	-479.0	-479.8	0.2
Research and development costs	-133.1	-144.1	7.6
General administrative expenses	-182.3	-168.7	-8.1
Other operating income and expenses	-25.2	-43.6	42.1
Earnings before interest and taxes (EBIT)	525.7	370.6	41.9
Financial income	40.2	45.4	-11.3
Financial expenses	-192.7	-196.7	2.0
Financial result	-152.5	-151.3	-0.8
Profit before tax	373.2	219.2	70.2
Income taxes	-107.3	-40.7	-163.3
Net result	266.0	178.5	49.0
Attributable to:			
Equity holders of SSB S.A.	265.6	175.1	51.7
Non-controlling interest	0.3	3.4	-90.5

## Earnings

The Sartorius Stedim Biotech Group uses EBITDA - earnings before interest, taxes, depreciation, and amortization - as its key profitability indicator. To provide a complete and transparent picture of the Group's profitability, also in an international comparison, earnings are adjusted for extraordinary items (underlying EBITDA). More information on extraordinary items is provided in the notes under section '5. Operating Segments'.

### Reconciliation between EBIT and Underlying EBITDA

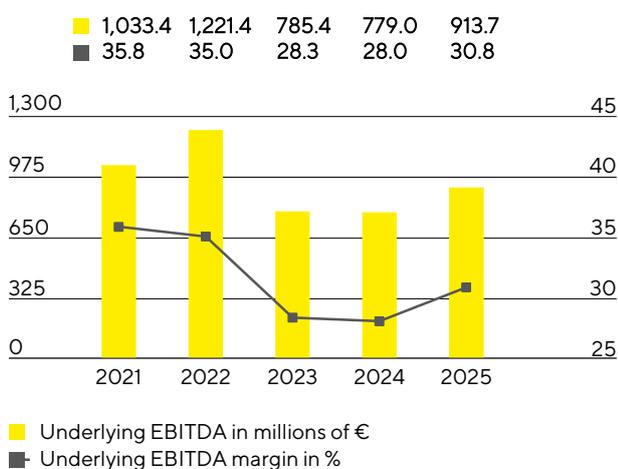
€ in millions	2025	2024
EBIT	525.7	370.6
Extraordinary items	70.0	106.7
Depreciation and amortization	318.1	301.7
Underlying EBITDA	913.7	779.0

### Extraordinary Items

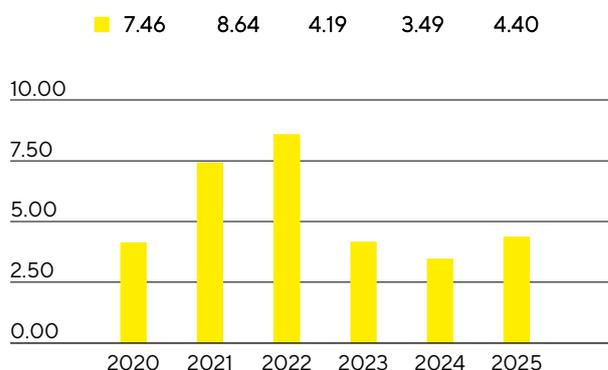
€ in millions	2025	2024
Efficiency measures	-61.5	-96.3
M&A projects   integration costs	-6.5	-7.8
Other	-1.9	-2.6
<b>Group</b>	<b>-70.0</b>	<b>-106.7</b>

Underlying EBITDA rose by 17.3% to €913.7million in the reporting year. As a result, the margin increased significantly to 30.8% (previous year: 28.0%). Volume, product-mix, and scale effects more than offset negative currency impacts as well as the dampening effect of U.S. tariffs.

### Underlying EBITDA<sup>1</sup> and Margin



### Underlying Earnings per Share<sup>2</sup> in €



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

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

The underlying net result after non-controlling interest for the Group increased from €337.5 million in 2024 to €427.7 million in fiscal 2025. This figure forms the basis for profit appropriation and is calculated by adjusting for extraordinary items, excluding amortization of €112.6 million (previous year: €116.7 million), and is based on a normalized financial result and normalized tax rate (see Glossary). Underlying earnings per share increased by 26.0% from €3.49 a year earlier to €4.40.

### Reconciliation between EBIT and underlying net result

€ in millions	2025	2024
<b>EBIT (operating result)</b>	<b>525.7</b>	<b>370.6</b>
Extraordinary items	70.0	106.7
Amortization IFRS 3	112.6	116.7
<b>Normalized financial result<sup>1</sup></b>	<b>-129.9</b>	<b>-133.2</b>
Normalized income tax (26%) <sup>2</sup>	-150.4	-119.8
<b>Underlying net result</b>	<b>428.0</b>	<b>340.9</b>
Non-controlling interest	-0.3	-3.4
<b>Underlying net result after non-controlling interest</b>	<b>427.7</b>	<b>337.5</b>
Underlying earnings per share (in €)	4.40	3.49

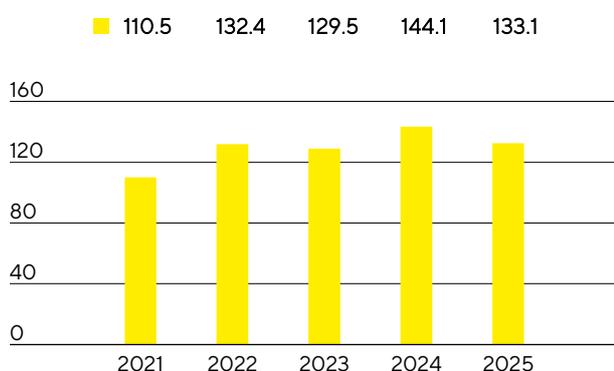
1 Financial result excluding fair value adjustments of hedging instruments and currency effects relating to financing activities and change in valuation of earn-out liability.

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

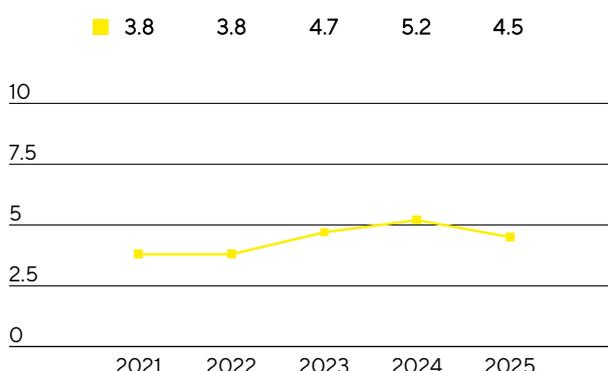
# Research and Development

Sartorius Stedim Biotech expands its existing product groups through continuous innovations and further developments, while also enhancing its product portfolio by integrating new technologies and through cooperations. In 2025, the Group spent €133.1million for research and development (R&D), corresponding to a decrease of 7.6% compared to the previous year. The ratio of R&D expenses to sales revenues was 4.5% (previous year: 5.2%). The gross R&D ratio of 7.5% was below the prior-year ratio of 8.0%; this ratio is even more meaningful for the assessment of innovation-related expenses and includes capitalized development costs of €90.7million (previous year: €79.6million) that are disclosed in the statement of financial position.

**Research and Development Costs**  
€ in millions



**Research and Development Ratio**  
in % of sales revenue



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

The number of applications for intellectual property rights filed in 2025 totaled 218 compared with 158 in the previous year. As a result of the applications submitted in the past years, the Group was issued 374 patents and trademarks (previous year: 351). As of the balance sheet date, there was a total of 5,660 patents and trademarks in the portfolio (previous year: 5,398).

	2025	2024
Number of patent and trademark applications	218	158
Registered patents and trademarks	374	351

# Capital Expenditures

In the reporting year, Sartorius Stedim Biotech continued its multiyear investment program, which, in addition to expanding research and production capacities, is aimed at further diversifying the production network and making it more flexible. Capital expenditure amounted to €393.2million (previous year: €339.8million), and the capital expenditure ratio was 13.3% (previous year: 12.2%).

One of the most important projects is the construction of a new facility in Songdo, South Korea. With this location, Sartorius Stedim Biotech aims to serve demand from the Asia | Pacific region even more efficiently and to increase regional value creation. Once completed, the plant will manufacture sterile consumables. Additionally, the new location, situated in the heart of a biopharma park, is planned to include a technology center for customer service and product demonstrations, as well as laboratory space. In terms of investment volume, the Songdo site was the largest expansion project in the reporting year and will also account for a significant portion of the planned investments in 2026.

In Germany, the company invested in Freiburg, where a competence center for components for the manufacture of cell and gene therapies is being established, and in Göttingen, where the expansion of capacities for membrane and filter production was further advanced. Both projects accounted for a significant portion of total investments in 2025, which is also likely to be the case in 2026 according to current plans.

In addition, at the Group's headquarters in Aubagne, France, the expanded production facility for sterile disposable bags as well as additional storage capacity and office space were put into operation.

## Capital expenditures

in millions of € unless otherwise specified	2025	2024
Sales revenue	2,967.5	2,780.0
Capital expenditures	393.2	339.8
Capital expenditures as % of sales revenue	13.3	12.2

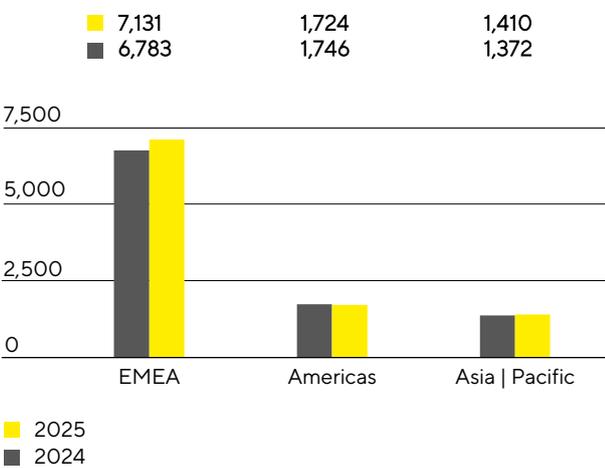
# Employees

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

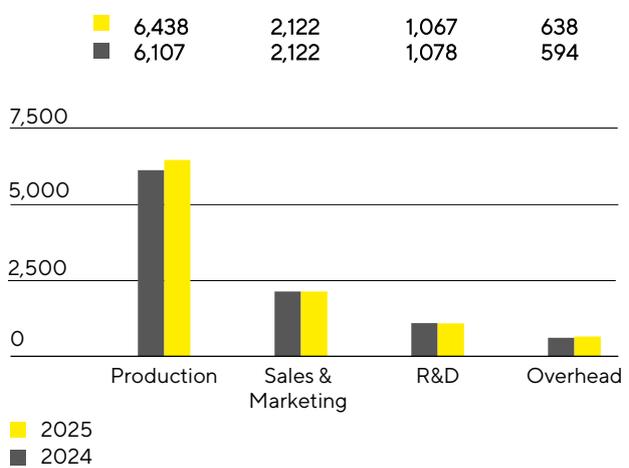
The following employee counts include all employees of the Sartorius Stedim Biotech Group, except for vocational trainees, interns, permanently absent employees, and employees in partial retirement. Employee counts are shown as headcount and not as full-time equivalents.

[ESRS 2 SBM-1.40 a) iii.] As of December 31, 2025, Sartorius Stedim Biotech employed a total of 10,265 people in 28 countries worldwide, an increase of 3.7% compared with December 31, 2024. This was mainly due to a higher number of employees in the production area.

Employees by Region



Employees by Function



[ESRS 2 SBM-1.40 a) iii.] The number of employees in the EMEA region rose by 5.1% to 7,131 in 2025 compared to December 2024. In France, Sartorius Stedim Biotech had 1,471 employees at the end of the reporting year, which corresponds to 14.3% of the total workforce.

In the Americas, Sartorius Stedim Biotech had 1,724 employees as of December 31, 2025, representing a decrease of 1.3%. The number of employees in the Asia | Pacific region rose by 2.8% to 1,410.

At the end of 2025, approximately 63% of all Sartorius Stedim Biotech employees worked in production. Headcount increased by 5.4% year over year to 6,438.

In marketing and sales, the number of employees remained unchanged at 2,122, accounting for around 21% of the total workforce.

Around 10% of all employees worked in R&D. This corresponded to a year-on-year decline of 1.0%, bringing the total number of employees to 1,067.

As of the reporting date, 638 people worked in administrative positions. This corresponds to an increase of 7.4% compared with the same date of the previous year and to 6% of all Sartorius Stedim Biotech employees.

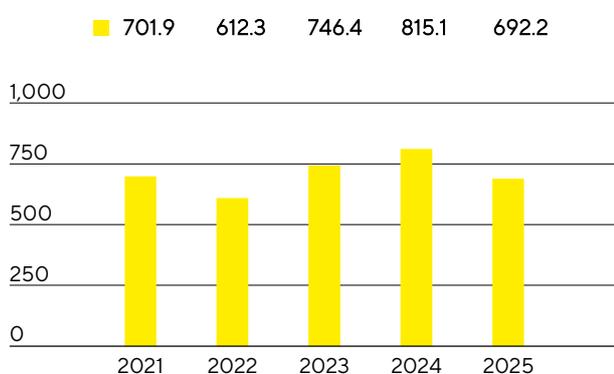
Further information on employees can be found in the Sustainability Statement.

# Net Worth and Financial Position

## Cash Flow

Cash flow from operating activities for the full year 2025 was solid at €692.2million (previous year: €815.1million), supported by higher operating earnings. When comparing with the previous year, it should be noted that the corresponding figure had benefited significantly from cash inflows related to the reduction of pandemic-related elevated inventories. In 2025, working capital<sup>1</sup> remained almost constant despite a significant expansion of business activities.

### Net Cash Flow from Operating Activities € in millions



Against the backdrop of sustained growth drivers in the end markets and its long-term growth ambitions, Sartorius Stedim Biotech continued to consistently implement its long-term investment program. For example, the capacity expansion at the company's headquarters in Aubagne, France, was completed and put into operation in 2025. Cash outflow from investment activities and acquisitions totaled €397.7million (previous year: €340.0million). However, no acquisitions of businesses were made in either 2024 or 2025.

Cash flow from financing activities was -€542.8million (previous year: €84.9million), reflecting in particular the repayment of financial liabilities from cash holdings, interest payments made, and the dividend distribution for fiscal year 2024 in the amount of €68.0million (previous year: €68.0million). The prior-year figure also included effects from the capital increase of Sartorius Stedim Biotech S.A., as well as the related repayment of financial liabilities.

### Cash Flow Statement

€ in millions	2025	2024
Cash flow from operating activities	692.2	815.1
- thereof change in net working capital	-35.7	214.2
Cash flow from investing activities and acquisitions	-397.7	-340.0
Cash flow from financing activities	-542.8	84.9
Cash and cash equivalents	426.1	678.9
Gross debt	2,599.3	2,869.5
Net debt	2,173.1	2,190.6

<sup>1</sup> Sum of inventories and trade receivables.

# Consolidated Statement of Financial Position

The balance sheet total of the Sartorius Stedim Biotech Group amounted to €7,984.0 million as of December 31, 2025, representing a decrease of €272.4 million compared with the prior year. This was driven by a reduction in current assets to €1,441.2 million (December 31, 2024: €1,741.0 million). The decline resulted mainly from lower cash and cash equivalents following the repayment of financial liabilities.

Non-current assets stood at €6,542.8 million (December 31, 2024: €6,515.4 million). While valuation effects from exchange rate movements and ongoing depreciation and amortization had a dampening impact, this was offset by an increase in property, plant, and equipment resulting from investment activities.

## Key Working Capital Figures

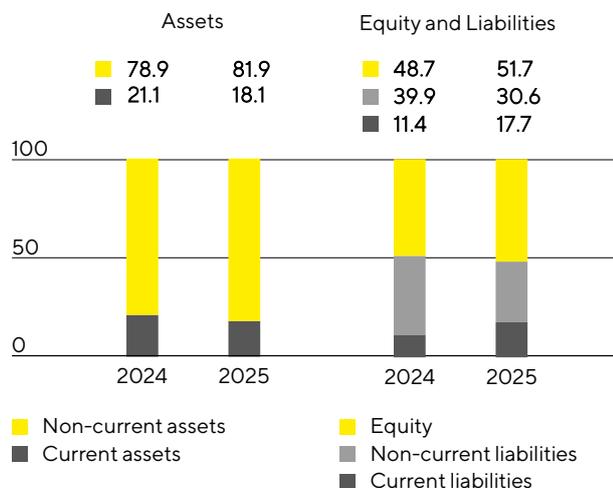
in days		2025	2024
<b>Days inventories outstanding</b>			
Inventories   sales revenue	x 360	84	89
<b>Days sales outstanding</b>			
Trade receivables   sales revenue	x 360	23	34
<b>Days payables outstanding</b>			
Trade payables and contract liabilities   sales revenue	x 360	54	68
<b>Net working capital days</b>			
Net working capital <sup>1</sup>   sales revenue	x 360	53	55

<sup>1</sup> Sum of inventories and trade receivables less the trade payables and contract liabilities.

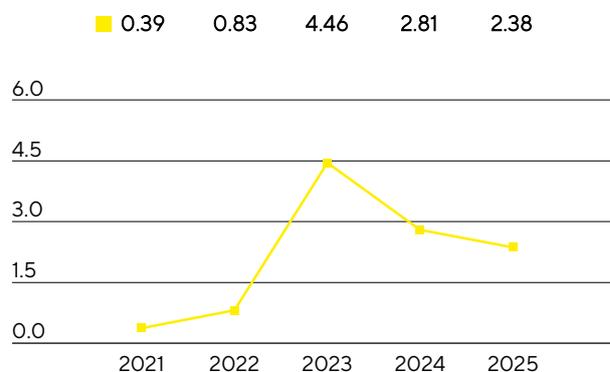
As of December 31, 2025, equity amounted to €4,126.2 million (December 31, 2024: €4,023.8 million). The corresponding equity ratio was 51.7% (December 31, 2024: 48.7%).

The Group's non-current liabilities declined from €3,293.8 million to €2,445.8 million in the reporting year, while current liabilities increased from €938.8 million to €1,412.1 million. This is mainly attributable to the fact that financial liabilities maturing in 2026 are now classified as current liabilities. In addition, financial liabilities were reduced by a total of €270 million in fiscal 2025, mainly due to the repayment of loans. Furthermore, the liability in connection with the possible acquisition of the non-controlling interests in Sartorius CellGenix GmbH, which are reported as other financial liabilities, are due in 2026 and are therefore classified as current.

## Balance Sheet Structure in %



## Ratio of Net Debt<sup>1</sup> to Underlying EBITDA<sup>2</sup>



<sup>1</sup> The net debt excludes the liability for the remaining purchase price for acquisitions; 2025: €71.3 million 2024: €79.6 million, 2023: €80.6 million, 2022: €245.1 million, 2021: €518.7 million

<sup>2</sup> EBITDA includes underlying pro forma EBITDA contributed by acquisitions for this period.

Gross debt, mainly consisting of loans from the parent company Sartorius AG and its affiliate Sartorius Finance B.V., and lease liabilities, declined to €2,599.3 million as of December 31, 2025, compared to €2,869.5 million at the end of 2024. The main driver was the repayment of loans. Net debt, defined as gross debt less cash and cash equivalents, was €2,173.1 million, compared to €2,190.6 million a year ago.

In relation to the debt financing capacity of Sartorius Stedim Biotech, the ratio of net debt to underlying EBITDA is a key metric. It is calculated as the ratio of net debt to underlying EBITDA over the past 12 months, including the pro forma contributions of acquisitions during this period. As of December 31, 2025, this leverage ratio continued to decline, reaching 2.38 (December 31, 2024: 2.81).

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

€ in millions	2025	2024
<b>Non-current</b>		
Loans and borrowings	1,867.3	2,684.4
Lease liabilities	151.2	120.6
<b>Current</b>		
Loans and borrowings	557.3	39.5
Lease liabilities	23.4	25.0
<b>Gross debt</b>	<b>2,599.3</b>	<b>2,869.5</b>
Cash and cash equivalents	426.1	678.9
<b>Net debt</b>	<b>2,173.1</b>	<b>2,190.6</b>
Underlying EBITDA (12 months)	913.7	779.0
<b>Ratio of net debt to underlying EBITDA</b>	<b>2.38</b>	<b>2.81</b>

## Financing | Treasury

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

As of December 31, 2025, the Group's financial flexibility was primarily supported by cash and cash equivalents totaling €426.1 million, along with a credit line of €260 million provided by the parent company Sartorius AG, of which €0.4 million have been utilized. The Group had access to short-term bilateral credit lines provided by banks until further notice at variable interest rates. These facilities totaled approximately €129 million and were not used to a material extent. Together, these resources ensure that Group entities have sufficient funds to cover any short-term financing requirements (see Note 41 for details).

Long-term funding instruments are mainly provided via loans by the parent company Sartorius AG and its affiliate Sartorius Finance B.V., an entity wholly owned and controlled by Sartorius AG. As at the reporting date, the outstanding loan agreements totaled €2.4 billion, all at fixed-interest rates, with a wide range of maturities extending up to 2035 (see Note 32 for details).

Key financial risks include foreign exchange risks and interest rate risks. The company uses currency hedging transactions to mitigate effects of exchange rate fluctuations from its global business activities (see Note 39 for details). At year-end, there were foreign exchange contracts with a volume of around €423.7 million, with a positive market value of €15.5 million. There were no interest rate hedges as of the reporting date (see Note 40 for details).

# Assessment of Economic Position

The qualitative business forecast published in January 2025 was based on the assumption of a gradual recovery in the life science market. Against this backdrop, Sartorius Stedim Biotech aimed to achieve profitable growth and to generate a moderate increase in sales, which was to be driven primarily by recurring business with consumables. These assumptions were largely confirmed over the course of the year and were reflected in the quantitative forecast specified in April 2025. Based on the results of the first half of the year and the expected positive market development, management confirmed the outlook in July 2025. In October 2025, the forecast was refined with the presentation of the nine-month figures and taking into account the expected effects of existing tariffs. The final quarter showed the expected business momentum and a continuation of the positive trends of the third quarter, enabling the company to close the fiscal year as forecast.

For the year as a whole, revenue growth was primarily driven by recurring consumables business. This more than offset the continued subdued development in bioprocessing equipment and systems, which remained in decline but showed signs of increasing stabilization.

Due to the dynamics described above, Group sales revenue in 2025 rose by 9.6% in constant currencies to €2,967.5 million (reported: +6.7%), and the underlying EBITDA margin reached 30.8%. The results were thus in line with the forecast issued in October and exceeded the qualitative statements in the January forecast.

As planned, the ratio of net debt to underlying EBITDA fell to 2.38 in the reporting year and was therefore in line with the guidance issued in January and October.

At 13.3%, the ratio of capital expenditures to sales revenue was higher than the January qualitative forecast anticipated but in line with the October forecast.

Projected   Actual Comparison for the Year 2025					
	Actual	Guidance	Guidance	Guidance	Actual
	2024	January 2025	April/July 2025	October 2025	2025
<b>Sartorius Stedim Biotech Group</b>					
Sales growth <sup>1</sup>	0.6%	moderate increase	+ ~7% (+/- 2pp)	+ ~9%	9.6%
Underlying EBITDA margin in %	28.0%	moderate increase	~30% to ~31%	~31%	30.8%
Net debt to underlying EBITDA	2.81	noticeable reduction	to decrease to approx. 2.5 at year-end	to decrease to approx. 2.5 at year-end	2.38
Capital expenditures as % of sales revenue	12.2%	approximately on par with previous-year level	~13%	~13%	13.3%

<sup>1</sup> In constant currencies.

## Five-Year Financial Results

# Key Figures

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

	2025	Δ in %	2024	2023	2022	2021
<b>Sales revenue and earnings</b>						
Sales revenue	2,967.5	6.7	2,780.0	2,775.5	3,492.7	2,887.0
Underlying EBITDA <sup>1,2</sup>	913.7	17.3	779.0	785.4	1,221.4	1,033.4
Underlying EBITDA <sup>1,2</sup> as % of sales revenue	30.8	2.8pp	28.0	28.3	35.0	35.8
Net profit after non-controlling interest	265.6	51.7	175.1	310.3	876.1	414.4
Underlying net profit after non-controlling interest <sup>3</sup>	427.7	26.7	337.5	385.9	796.6	687.8
Research and development costs	133.1	-7.6	144.1	129.5	132.4	110.5
<b>Financial data per share</b>						
Earnings per share (in €)	2.73	50.9	1.81	3.37	9.51	4.50
Underlying Earnings per share (in €) <sup>3</sup>	4.40	26.0	3.49	4.19	8.64	7.46
Dividend per share (in €)	0.69 <sup>4</sup>	0.00	0.69	0.69	1.44	1.26
<b>Balance sheet</b>						
Balance sheet total	7,984.0	-3.3	8,256.4	7,730.1	5,065.4	3,951.1
Equity	4,126.2	2.5	4,023.8	2,673.8	2,514.2	1,733.2
Equity ratio (in %) <sup>5</sup>	51.7	3.0pp	48.7	34.6	49.6	43.9
<b>Financials</b>						
Capital expenditures as % of sales revenue	13.3	1.1pp	12.2	17.1	12.3	11.2
Depreciation and amortization	318.1	5.4	301.7	236.8	179.9	141.5
Cash flow from operating activities <sup>6</sup>	692.2	-15.1	815.1	746.4	612.3	701.9
Net debt <sup>7</sup>	2,173.1	-0.8	2,190.6	3,565.2	1,028.6	401.9
Ratio of net debt to underlying EBITDA <sup>1,2,8</sup>	2.38		2.81	4.46	0.83	0.39
<b>Total number of employees as of December 31</b>	<b>10,265</b>	<b>3.7</b>	<b>9,901</b>	<b>10,662</b>	<b>11,934</b>	<b>10,409</b>

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

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

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

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

5 Equity in relation to the balance sheet total.

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

7 The net debt excludes the liability for the remaining purchase price for acquisitions; 2025: €71.3 million, 2024: €79.6 million, 2023: €80.6 million, 2022: €245.1 million, 2021: €518.7 million. 8 Quotient of net debt and underlying EBITDA over the past 12 months, including the pro forma amount contributed by acquisitions for this period.

SARTORIUS

Press Release of February 3, 2026

## Sartorius Stedim Biotech achieves considerable profitable growth in 2025 and maintains positive outlook

- Preliminary, unaudited sales revenue rises to 2,967 million euros, up 9.6 percent in constant currencies<sup>1</sup>
- Preliminary, unaudited underlying EBITDA<sup>1</sup> of 914 million euros; resulting margin at 30.8 percent; preliminary, unaudited net profit of 266 million euros
- Significant increase in high-margin recurring business with consumables as business with equipment stabilizes
- Outlook for 2026: Management expects to continue very profitable growth path

According to preliminary, unaudited results, Sartorius Stedim Biotech, a leading provider of innovative technologies for the manufacture of biologics, closed fiscal 2025 with a strong performance: With significantly expanded sales revenue profitability, the company fully achieved its financial targets for the year. For 2026, management expects continued profitable growth.

“2025 was a very successful year for Sartorius Stedim Biotech. We are continuing our growth path with high profitability,” said René Fáber, CEO of Sartorius Stedim Biotech. “The positive development was mainly driven by the strong performance of our high-margin recurring business with consumables for the production of biopharmaceuticals, which represents a large majority of our sales revenue. As expected, business with equipment remained muted but showed encouraging stabilization over the year. That’s why we are looking into 2026 positively and with confidence.”

### **Business development<sup>1</sup>**

According to preliminary figures, Sartorius Stedim Biotech’s sales revenue increased considerably by 9.6 percent in constant currencies to 2,967 million euros in the reporting year compared to 2024. Reported growth was 6.7 percent mainly due to the weakness of the US dollar.

All regions contributed to the sales revenue expansion: The EMEA<sup>2</sup> region grew by 7.3 percent in constant currencies, with sales revenue reaching 1,241 million euros. In the Americas region, momentum picked up after the decline in the previous year, leading to a significant increase of 11.8 percent in constant currencies and 1,053 million euros in sales revenue. In the Asia/Pacific region, the company also achieved strong sales revenue growth of 10.7 percent in constant currencies to 673 million euros.

Preliminary underlying EBITDA rose at an overproportionate rate of 17.3 percent to 914 million euros. The underlying EBITDA margin surged by 2.8 percentage points to 30.8 percent (PY: 28.0). Volume and product mix effects as well as economies of scale more than offset negative currency impacts and the dampening effect of US tariffs.

Preliminary underlying net profit developed even stronger, up 26.7 percent to 428 million euros after 338 million euros in the prior year. Underlying earnings per share rose to 4.40 euros (PY: 3.49 euros) and earnings per share to 2.73 euros (PY: 1.81 euros).

The number of employees of Sartorius Stedim Biotech increased by 364 people to 10,265 as of December 31, 2025, mainly due to the hiring of additional personnel in production.

With a focus on the needs of its customers, the company continued to develop its product portfolio systematically over the past fiscal year. These technologies aim to increase productivity and sustainability in the manufacture of biopharmaceuticals, enable new therapies, and make them accessible to patients worldwide. New products launched on the market included systems for process intensification that support the transition from batch production to continuous manufacturing processes, innovative filtration solutions, and software and app offerings. In collaboration with the US start-up Nanotein Technologies, the company also expanded its reagent portfolio for cell activation and expansion in the manufacture of cell therapies. The eco-design of products saw particular progress, as reflected in the introduction of a PFAS-free filter and the use of certified, renewable raw materials in selected disposable bags, bioreactors, and filters.

### **Key financial indicators**

Sartorius Stedim Biotech's key financial indicators show a favorable development. Equity was 4,126 million euros as of December 31, 2025; the equity ratio<sup>1</sup> increased strongly by 3 percentage points to 51.7 percent (December 31, 2024: 4,024 million euros and 48.7 percent, respectively).

In 2025, the company continued its long-term investment program and further expanded its global research and production infrastructure, geared towards organic growth and resilience. At its headquarters in Aubagne, France, the company completed the expansion of its production site for bioprocess technologies. The expansion of the membrane and filter production in Göttingen, Germany, and the construction of the new site in Songdo, South Korea, from which the entire South Asian market will be served in the future, also progressed according to plan. Total investments in the company's global research and production infrastructure amounted to 393 million euros compared to 340 million euros in 2024; the ratio of capital expenditures to sales revenue was 13.3 percent as forecast (PY: 12.2 percent).

Gross debt decreased to 2,599 million euros, net debt to 2,173 million euros (December 31, 2024: 2,869 million euros and 2,191 million euros, respectively). The ratio of net debt to underlying EBITDA<sup>1</sup> was further reduced as planned and reached 2.38 (December 31, 2024: 2.81).

### **Guidance for fiscal 2026**

The positive business performance in 2025 confirms the management's assessment that the dampening short-term industry factors are losing momentum, while the structural growth drivers of the life science market are regaining importance.

"Heading into 2026, our industry is back on track – even if it has not yet returned to its long-term growth rates. Some uncertainties persist: from the pace of customer investment recovery to macroeconomic and geopolitical factors. Since the year is still young, we have set a broad guidance range to account for the continued high macroeconomic and industry-specific volatility. The lower end of the range reflects a cautious scenario in which market conditions weaken. However, we currently expect market dynamics to continue normalizing and positive trends to continue," said René Fáber. "With our strong market position and resilient business model, we are well set up to address these challenges. Going forward, we will further sharpen our focus on customers, innovation and operational excellence to help our customers bring new therapies to patients worldwide and continue to grow profitably in 2026 and beyond."

For fiscal year 2026, Sartorius Stedim Biotech expects sales revenue to increase by between around 6 and 10 percent in constant currencies, including a contribution of around 1 percentage point from US tariff surcharges. Growth will be mainly driven by the consumables business, while the equipment business is expected to remain at least stable. The underlying EBITDA margin should increase to slightly above 31 percent, driven by volume and scale effects (PY: 30.8 percent).

The ratio of capital expenditures to sales revenue is expected to remain at a similar level to 2025 (PY: 13.3 percent). This reflects the continued targeted investments in research and production capacities, technologies, and innovation supporting the Group's mid-term growth ambitions. Excluding potential capital measures and/or acquisitions, management expects the ratio of net debt to underlying EBITDA to be slightly above 2 (PY: 2.38).

Due to the continued high dynamics and volatility across the life science industry, the forecast remains subject to greater uncertainty, which is reflected in the current forecast range. Potential additional US tariffs are likewise not included.

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

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

<sup>2</sup> EMEA = Europe, Middle East, Africa

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

Forecasts have been prepared based on historical information and are consistent with accounting policies. All forecast figures are based on constant currencies, as in past years. Management points out that the dynamics and volatilities in the industry have increased significantly in recent years. In addition, uncertainties due to the changed geopolitical situation, such as the emerging decoupling tendencies of various countries as well as the trade policy framework conditions, are playing a greater role. This results in higher uncertainty when forecasting business figures.

### Conference call for investors

René Fáber, CEO of the Sartorius Stedim Biotech Group, will discuss the company's preliminary results for fiscal year 2025 in a conference call for investors on February 3, 2026 at 1.00 p.m. CET.

Register here: [https://sar.to/IR\\_Call\\_Prelims\\_2025](https://sar.to/IR_Call_Prelims_2025)

## Financial calendar

February 16, 2026	Publication of the 2025 Annual Report
March 24, 2026	Annual General Meeting
April 23, 2026	Publication of quarterly figures for January to March 2026
July 23, 2026	Publication of half-year figures for January to June 2026
October 22, 2026	Publication of nine-month figures for January to September 2026

## Preliminary, unaudited key figures for the full year of 2025

in millions of € unless otherwise specified	2025	2024	Δ in %	Δ in % cc <sup>1</sup>
<b>Sales Revenue</b>				
Sales revenue	2,967.5	2,780.0	6.7	9.6
▪ EMEA <sup>2</sup>	1,241.5	1,159.0	7.1	7.3
▪ Americas <sup>2</sup>	1,053.4	982.0	7.3	11.8
▪ Asia   Pacific <sup>2</sup>	672.6	639.0	5.2	10.7
<b>Results</b>				
Underlying EBITDA <sup>3</sup>	913.7	779.0	17.3	
Underlying EBITDA margin <sup>3</sup> in %	30.8	28.0	2.8 pp	
Underlying net profit <sup>4</sup>	427.7	337.5	26.7	
Underlying earnings per share <sup>4</sup> in €	4.40	3.49	26.0	
Net profit <sup>5</sup>	265.6	175.1	51.7	
Earnings per share <sup>5</sup> in €	2.73	1.81	50.9	
<b>Cash flow</b>				
Cash flow from operating activities	692.2	815.1	-15.1	
Free cash flow <sup>6</sup>	294.5	475.2	-38.0	

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

2 According to customer location

3 Underlying EBITDA = earnings before interest, taxes, depreciation, and amortization, and adjusted for extraordinary items

4 Relevant / underlying net profit = net profit after non-controlling interest; adjusted for extraordinary items and amortization, and based on a normalized financial result and normalized tax rate

5 After non-controlling interest

6 Cash flow from operating activities minus cash flow from investing activities

## Reconciliation of alternative performance measures

### Reconciliation between EBIT and Underlying EBITDA

€ in millions	2025	2024
EBIT	525.7	370.6
Extraordinary items	70.0	106.7
Depreciation and amortization	318.1	301.7
<b>Underlying EBITDA</b>	<b>913.7</b>	<b>779.0</b>

### Reconciliation between EBIT and underlying net result

€ in millions	2025	2024
<b>EBIT (operating result)</b>	<b>525.7</b>	<b>370.6</b>
Extraordinary items	70.0	106.7
Amortization   IFRS 3	112.6	116.7
<b>Normalized financial result<sup>1</sup></b>	<b>-129.9</b>	<b>-133.2</b>
Normalized income tax (26%) <sup>2</sup>	-150.4	-119.8
<b>Underlying net result</b>	<b>428.0</b>	<b>340.9</b>
Non-controlling interest	-0.3	-3.4
<b>Underlying net result after non-controlling interest</b>	<b>427.7</b>	<b>337.5</b>
Underlying earnings per share (in €)	4.40	3.49

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

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

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

in millions of € unless otherwise specified	2025	2024
Gross debt	2,599.3	2,869.5
- Cash and Cash equivalents	426.1	678.9
Net debt	2,173.1	2,190.6
Underlying EBITDA (12 months)	913.7	779.0
<b>Ratio of net debt to underlying EBITDA</b>	<b>2.38</b>	<b>2.81</b>

### Calculation of the capital expenditures ratio

in millions of € unless otherwise specified	2025	2024
Sales revenue	2,967.5	2,780.0
Capital expenditures	393.2	339.8
Capital expenditures as % of sales revenue	13.3	12.2

## **A profile of Sartorius Stedim Biotech**

Sartorius Stedim Biotech is a leading international partner of the biopharmaceutical industry. As a provider of innovative solutions, the company based in Aubagne, France, helps its customers to manufacture biotech medications, such as cell and gene therapies, safely, rapidly, and sustainably. The shares of Sartorius Stedim Biotech S.A. are quoted on the Euronext Paris. The company has a strong global reach with manufacturing and R&D sites as well as sales entities in Europe, North America, and Asia. Sartorius Stedim Biotech regularly expands its portfolio through acquisitions of complementary technologies. In 2025, the company generated sales revenue of around 3 billion euros, according to preliminary figures. Currently, more than 10,200 employees are working for customers around the globe.

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

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## Members of the Board of Directors

(Text extracted from the Universal Registration Document  
2025)

# Board of Directors

The Board of Sartorius Stedim Biotech is the central management and supervisory entity of the company, and it is composed of nine members.



Dr. Michael Grosse  
Chairman



Dr. René Fáber  
CEO



Pascale Boissel



Susan Dexter



Cécile Dussart



Romaine Fernandes



Anne-Marie Graffin



Dr. Lothar Kappich



Christopher Nowers

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 <sup>1</sup>	No. of years on the Board	First Election	Expiration of current mandate <sup>2</sup>	Audit and Sustainability Committee member	Remuneration and Nomination Committee member
Michael GROSSE <sup>3</sup>	Chairman of the Board	m	58	German	0		1	2025	2027		
Joachim KREUZBURG <sup>4</sup>	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 <sup>5</sup>	Director	f	61	French	1	•	1	2025	2028	•	
Romaine FERNANDES <sup>6</sup>	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 <sup>5</sup>	Director	m	62	British	1	•	1	2025	2028		•
Henri RIEY <sup>7</sup>	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
<b>Board of Directors</b>			
	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)
<b>Audit &amp; Sustainability Committee</b>			
	Lothar Kappich (25/03/2025)	Cecile Dussart (25/03/2025)	Pascale Boissel (25/03/2025)
	Anne-Marie Graffin (25/03/2025)		
<b>Remuneration &amp; Nomination Committee</b>			
	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 <sup>1</sup>	Attendance rate	Number of meetings <sup>1</sup>	Attendance rate	Number of meetings <sup>1</sup>
Michael GROSSE <sup>2</sup>	100%	4/4				
Joachim KREUZBURG <sup>3</sup>	100%	6/6				
René FÁBER	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 <sup>4</sup>	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 <sup>4</sup>	100%	7/7			100%	3/3
Henri RIEY <sup>5</sup>	0%	0/3				

<sup>1</sup>“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.

<sup>2</sup> From July 1, 2025 until December 31, 2025

<sup>3</sup> from January 1, 2025 until June 30, 2025

<sup>4</sup> from March 25, 2025 until December 31, 2025

<sup>5</sup> 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 AG<sup>1</sup>.

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<sup>1</sup>, Germany  
1995-1997 | Manager of Corporate Product Strategy  
1997-1999 | Manager Production Technologies

1999-2003      Several positions at Ford Motor Company<sup>1</sup>, Germany  
1999-2001 | Product & Business Manager Ford Focus  
2001-2003 | Chief Carline Engineer Large & Luxury Cars

<sup>1</sup> 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 <sup>1</sup> , 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 AG<sup>1</sup>;  
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.

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;

<sup>1</sup> Publicly listed

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.<sup>1</sup>

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.<sup>1</sup>

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

<sup>1</sup> 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.<sup>1</sup>, 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

<sup>1</sup> 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.<sup>1</sup>, 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

<sup>1</sup> 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 SE<sup>1</sup>;  
Member of the Supervisory Board of Nanobiotix S.A.<sup>1</sup>;  
Member of the Board of Directors of Vetoquinol S.A.<sup>1</sup>

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

<sup>1</sup> 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 AG<sup>1</sup>.

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

<sup>1</sup> 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 PLC<sup>1</sup>, 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

<sup>1</sup> Publicly listed

## New Board Member proposed to the Shareholders' Meeting for Ratification

### Michael Grosse:

Dipl.-Ing. Michael Grosse holds a doctorate in mechanical engineering and has held various management and board positions in the packaging industry for the pharmaceutical and food sector over the past 20 years. From 2020 to 2023, he was Chairman of the Management Board and Chief Executive Officer of Syntegon Technology GmbH, an international market leader in process and packaging solutions based in Germany, which was spun off from the Bosch Group in 2019. Prior to that, Grosse worked for the Swiss company Tetra Pak for many years, where he became a member of the Executive Board in 2006, and where he was responsible for the expansion of the global service business and held various management positions in product development. Before joining Tetra Pak, Grosse worked in the automotive industry at BMW and Ford.

## Total Number of Shares and Voting Rights

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

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

Designation of issuer

SARTORIUS STEDIM BIOTECH SA  
CS 91051  
Z. I. Les Paluds  
Avenue de Jouques  
13400 Aubagne

Date of information	Total number of shares making up the issued capital	Total number of theoretical voting rights including treasury shares	Total number of net voting rights
December 31, 2025	97,330,405	164,793,739	164,759,753

Agenda of the Annual General Shareholders  
Meeting of 24 March 2026

And

Draft of the Resolutions of the Annual General  
Shareholders Meeting of 24 March 2026

## AGENDA AND DRAFT RESOLUTIONS OF THE SHAREHOLDERS' MEETING OF MARCH 24, 2026

### Agenda

#### Ordinary Part

1. Approval of the financial statements for the financial year ended on 31 December 2025 and discharge to all Directors;
2. Approval of the consolidated financial statements for the financial year ended on 31 December 2025;
3. Allocation of the financial result for the financial year ended on 31 December 2025;
4. Approval of the remuneration policy and determination of the amount of the total maximum annual remuneration to be allocated to the Board of Directors for the 2026 financial year;
5. Approval of the information mentioned in Article L. 22-10-9 of the French Commercial Code concerning the remuneration paid or awarded to the corporate officers for the 2025 financial year;
6. Approval of the fixed, variable and extraordinary components of the remuneration and the benefits of all kinds paid or awarded to Mr. Joachim Kreuzburg, Chairman of the Board of Directors for the 2025 financial year from January 1, 2025 to June 30, 2025;
7. Approval of the fixed, variable and extraordinary components of the remuneration and the benefits of all kinds paid or awarded to Mr. Michael Grosse, Chairman of the Board of Directors for the 2025 financial year from July 1, 2025 to December 31, 2025;
8. Approval of the fixed, variable and extraordinary components of the remuneration and the benefits of all kinds paid or awarded to the Chief Executive Officer for the 2025 financial year;
9. Approval of the remuneration policy of the Chairman of the Board of Directors for the 2026 financial year;
10. Approval of the remuneration policy of the Chief Executive Officer for the 2026 financial year;
11. Ratification of the co-optation of Mr. Michael Grosse as Director;
12. Authorization granted to the Board of Directors to enable the Company to trade in its own shares;

#### Extraordinary Part

13. Amendments to article 17 of the Company's articles of association;
14. Delegation of authority granted to the Board of Directors to issue shares without preferential subscription rights of the shareholders, to named beneficiaries;
15. Delegation of authority granted to the Board of Directors to reduce the capital in accordance with Article L. 22-10-62 of the French Commercial Code.

# Resolutions submitted to the Ordinary Shareholders' Meeting

## First resolution

*(Approval of the Company's financial statements for the financial year ended on 31 December 2025 and discharge to all Directors)*

The Shareholders' Meeting, in accordance with the quorum and majority requirements applicable to ordinary shareholders' meetings, after having considered the Company's financial statements for the financial year ended on 31 December 2025, the report of the Board of Directors and the report of the Statutory Auditors concerning these financial statements, approves the Company's financial statements for the financial year ended on 31 December 2025, which disclosed a net profit of €57,326,608 as presented, and the transactions reflected in these financial statements or summarized in these reports.

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

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

## Second resolution

*(Approval of the consolidated financial statements for the financial year ended on 31 December 2025)*

The Shareholders' Meeting, in accordance with the quorum and majority requirements applicable to ordinary shareholders' meetings, after having considered the consolidated accounts for the financial year ended on 31 December 2025, the report of the Board of Directors and the report of the Statutory Auditors concerning these consolidated accounts, approves the consolidated financial statements for the financial year ended on 31 December 2025, which disclosed a net profit of €265,953,000 as presented, and the transactions reflected in these financial statements or summarized in these reports.

## Third resolution

*(Allocation of the financial result for the financial year ended on 31 December 2025)*

The Shareholders' meeting, in accordance with the quorum and majority requirements applicable to ordinary shareholders' meetings, decides to allocate as follows, the net profit for the financial year ended on 31 December 2025:

Net profit of the year 2025: €57,326,608

Previous retained earnings: €163,118,941

Distributable profit: €220,445,549

Total amount of dividends<sup>1</sup>: €67,134,529 (excluding treasury shares)

Balance resulting from disbursement: €153,311,020

<sup>1</sup>The total amount of dividends of €67,134,529 was calculated on the basis of the number of shares (less the treasury shares) entitled to dividends as of December 31, 2025 (i.e. 97,296,419 shares). The total amount of dividends will be adjusted to take into account the number of shares held by the Company (i.e., treasury shares) on the dividend payment date that are not entitled to dividends and, where applicable, any new shares entitled to dividends issued by the Company after 31 December 2025.

Each share of the company with a nominal value of €0.20 will entitle its holder to a payment of a net dividend valued at €0.69.

The dividend will be paid as from April 2, 2026.

Prior to the payment of dividends, the Board of Directors or, by delegation, the Chief Executive Officer, will acknowledge the number of shares held by the Company (i.e., treasury shares) and the number of additional shares issued after 31 December 2025. The sums required to pay dividends attached to the shares issued during this period will be taken from the "Retained earnings" account.

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

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

In addition, for individual shareholders domiciled in France for tax purposes, dividends paid are in any cases subject to social security contributions at a rate of 18.6% (as of January 1, 2026, being the effective date of entry into force of Law No. 2025-1403 of December 30, 2025 on social security budget for 2026 – previously 17.2%).

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

Finally, Article 224 of the French Tax Code, introduced by Law No. 2025-127 of February 14, 2025 on finance for 2025, establishes a differential contribution on high incomes (CDHR), whose purpose is to ensure a minimum tax rate of 20% for a taxpayer with respect to income tax.

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

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

Financial year	Total amount of dividends	Amount eligible for the 40% allowance	Amount not eligible for the 40% allowance	Dividend per share
Dec. 31, 2024	€67,136,877	€67,136,877	€0	€0.69
Dec. 31, 2023	€67,147,197	€67,147,197	€0	€0.69
Dec. 31, 2022	€132,721,775	€132,721,775	€0	€1.44

## Fourth resolution

*(Approval of the remuneration policy and determination of the amount of the total maximum annual remuneration to be allocated to the Board of Directors for the 2026 financial year)*

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

- approves the remuneration policy applicable to the directors and the terms and conditions of the distribution of the amount to be allocated by the Shareholders' Meeting; and
- sets the total maximum annual amount of directors' remuneration at € 620,000 to be distributed among the directors in respect of the financial year ending 31 December 2026 in accordance with the policy approved above.

## Fifth resolution

*(Approval of the information mentioned in Article L. 22-10-9 of the French Commercial Code concerning the remuneration paid or awarded to the corporate officers for the 2025 financial year)*

The Shareholders' Meeting, pursuant to Article L. 22-10-34 of the French Commercial Code, in accordance with the quorum and majority requirements applicable to ordinary shareholders' meetings, and after having considered the corporate governance report of the Board of Directors, approves the information mentioned in Article L. 22-10-9 of the French Commercial Code concerning the remuneration paid or awarded to the corporate officers for the 2025 financial year as described in the corporate governance report of the Board of Directors.

## Sixth resolution

*(Approval of the fixed, variable and extraordinary components of the remuneration and the benefits of all kinds paid or awarded to Mr. Joachim Kreuzburg, Chairman of the Board of Directors for the 2025 financial year from January 1, 2025 to June 30, 2025)*

The Shareholders' Meeting, pursuant to Article L. 22-10-34 of the French Commercial Code, in accordance with the quorum and majority requirements applicable to ordinary shareholders' meetings, and after having considered the corporate governance report of the Board of Directors, approves the fixed, variable and extraordinary components of the remuneration and the benefits of all kinds paid or awarded to Mr. Joachim Kreuzburg, Chairman of the Board of Directors, for the 2025 financial year from January 1, 2025 to June 30, 2025.

## Seventh resolution

*(Approval of the fixed, variable and extraordinary components of the remuneration and the benefits of all kinds paid or awarded to Mr. Michael Grosse, Chairman of the Board of Directors for the 2025 financial year from July 1, 2025 to December 31, 2025)*

The Shareholders' Meeting, pursuant to Article L. 22-10-34 of the French Commercial Code, in accordance with the quorum and majority requirements applicable to ordinary shareholders' meetings, and after having considered the corporate governance report of the Board of Directors, approves the fixed, variable and extraordinary components of the remuneration and the benefits of all kinds paid or awarded to Mr. Michael Grosse, Chairman of the Board of Directors, for the 2025 financial year from July 1, 2025 to December 31, 2025.

## Eighth resolution

*(Approval of the fixed, variable and extraordinary components of the remuneration and the benefits of all kinds paid or awarded to the Chief Executive Officer for the 2025 financial year)*

The Shareholders' Meeting, pursuant to Article L. 22-10-34 of the French Commercial Code, in accordance with the quorum and majority requirements applicable to ordinary shareholders' meetings, and after having considered the corporate governance report of the Board of Directors, approves the fixed, variable and extraordinary components of the remuneration and the benefits of all kinds paid or awarded to Mr. René Fáber, Chief Executive Officer, for the 2025 financial year.

## Ninth resolution

*(Approval of the remuneration policy of the Chairman of the Board of Directors for the 2026 financial year)*

The Shareholders' Meeting, in accordance with the quorum and majority requirements applicable to ordinary shareholders' meetings, after having considered the corporate governance report of the Board of Directors, pursuant to Article L. 22-10-8 of the French Commercial Code, approves the remuneration policy of the Chairman of the Board of Directors for the 2026 financial year, as described in the corporate governance report of the Board of Directors.

## Tenth resolution

*(Approval of the remuneration policy of the Chief Executive Officer for the 2026 financial year)*

The Shareholders' Meeting, in accordance with the quorum and majority requirements applicable to ordinary shareholders' meetings, after having considered the corporate governance report of the Board of Directors, pursuant to Article L. 22-10-8 of the French Commercial Code, approves the remuneration policy of the Chief Executive Officer for the 2026 financial year, as described in the corporate governance report of the Board of Directors.

## Eleventh resolution

*(Ratification of the co-optation of Mr. Michael Grosse as Director)*

The Shareholders' Meeting, voting in accordance with the quorum and majority requirements applicable to ordinary shareholders' meetings, having considered the report of the Board of Directors, ratifies the co-optation of Mr. Michael Grosse as Director of the Company carried out by the Board of Directors on June 17, 2025 to replace Mr. Joachim Kreuzburg, who has resigned with effect from July 1, 2025, for the remainder of Mr. Joachim Kreuzburg's term of office, i.e. until the end of the shareholders' meeting of 2027 convened to approve the financial statements for the financial year ended on 31 December 2026.

## Twelfth resolution

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

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

1. authorizes the Board of Directors, having the right to sub-delegate in compliance with applicable laws and regulations, to make the Company acquire, hold, or transfer, on one or more occasions, shares of the Company in connection with the implementation of a share buyback program subject to the provisions of Articles L. 22-10-62 et seq. of the French Commercial Code;
2. decides that the acquisition, sale or transfer of such shares may be achieved by any means on the market or over-the-counter, including through the acquisition of blocks of shares; these means include the use of any derivative financial instrument traded on a regulated market or over-the-counter or the delivery of shares as a result of the issuance of securities giving access to the Company's capital through conversion, exchange, redemption, exercise of a warrant or in any other manner either directly or through an investment service provider; the maximum share of the capital acquired or transferred in blocks may reach the entire program; these transactions may be carried out at any time, including during periods of public offer on the capital of the Company, in compliance with the regulations in force;
3. decides that the share buyback program will have, in order of priority, the following objectives:
  - to promote liquidity and stimulate the market price of the Company's shares under a liquidity contract in accordance with the AMAFI Code of Ethics recognized by the AMF;
  - the cancellation of all or part of the shares thus purchased, within the maximum legal limit of 10% of the total number of shares composing the capital, for a period of twenty-four (24) months, pursuant to the fifteenth (15<sup>th</sup>) resolution of this Shareholders' Meeting and subject to the adoption of the fifteenth (15<sup>th</sup>) resolution;
  - the delivery of shares (for exchange, payment or otherwise) in the context of external growth, merger, demerger or contributions;
  - the delivery of shares upon the exercise of rights attached to securities giving access to the capital by redemption, conversion, exchange, exercise of a warrant or in any other manner;
  - the delivery of shares to its corporate officers and employees as well as those of companies affiliated to it, under the conditions and in the terms provided for by law, particularly in the context of stock option plans, free granting plans of issued or to be issued shares or company or inter-companies saving plans;
  - the conservation of the shares for purposes of patrimonial and financial management.
4. decides that the terms and conditions of the share buyback program are the followings:
  - duration of the program: a maximum of 18 months, starting from the date of this Shareholders' Meeting and expiring on the date when any shareholders' meeting of the Company adopts a new share buyback program or, alternatively, on September 24, 2027;
  - maximum percentage: 0.10% of the share capital, i.e. 97,330 shares on the basis of 97,330,405 shares making up the share capital on 31 December 2025; it being specified that this limit applies to an amount of the share capital of the Company, which may be adjusted by the Board of Directors to take account of transactions affecting the share capital after 31 December 2025, the acquisitions made by the Company cannot in any case cause it to hold, directly or indirectly through its subsidiaries, more than 10% of its share capital; when the shares are acquired within the frame of a liquidity contract concluded with an investment firm in order to encourage the liquidity of the Company's shares under the conditions defined by the AMF's general regulations, the number of shares taken into account for the calculation of this limit will correspond to the number shares purchased net of the number of shares resold during the term of the authorization;
  - maximum share purchase price (excluding fees and commissions): €485, i.e. a maximum theoretical amount allocated to the share buyback program of €47,205,050 on the basis of the maximum percentage of 0.10%, excluding trading costs, the maximum theoretical amount will be adjusted by the Board of Directors to take into account transactions affecting the share capital after 31 December 2025.

5. decides that the dividends attached to the treasury shares of the Company shall be allocated to the retained earnings account;
6. grants all necessary powers to the Board of Directors, with right to sub-delegate in compliance with applicable laws and regulations, to implement this authorization and in particular to establish the terms and conditions of the share buy-back program in compliance with applicable laws and with the present resolution, and notably to proceed, as the case may be, with any adjustment required by transactions on the share capital; to place any purchase order on the stock market; to enter any agreement, notably for the keeping of registers of sale and purchase of shares, to make any and all declarations to the AMF and any other organization, to carry out all formalities, and more generally, to take all appropriate measures.
7. this delegation invalids, in the future, the delegation granted by the shareholders' meeting of March 25, 2025 in its eighteenth (18<sup>th</sup>) resolution.

## Resolutions submitted to the Extraordinary Shareholders' Meeting

### Thirteenth resolution

*(Amendments to article 17 of the Company's articles of association)*

The Shareholders' Meeting, in accordance with the quorum and majority requirements applicable to extraordinary shareholders' meetings, having considered the report of the Board of directors, decides to amend Article 17 of the Company's articles of association as follows:

Old version	New version
<p><i>"Article 17: Meetings and decisions of the Board of Directors</i></p> <p>(...)</p> <p><i>17.3 - The board of directors shall deliberate validly only if at least half of the directors are present or represented.</i></p> <p><i>The decisions of the board are taken by a majority of the members present or represented.</i></p> <p><i>The chairman of the board has the casting vote.</i></p> <p>(...)</p> <p><i>17.6 - The board of directors' deliberations are recorded in minutes held in accordance with the applicable</i></p>	<p><i>"Article 17: Meetings and decisions of the Board of Directors</i></p> <p>(...)</p> <p><i>17.3 - The board of directors shall deliberate validly only if at least half of the directors are present or represented.</i></p> <p><i>The decisions of the board are taken by a majority of the members present, <u>deemed to be present</u> or represented.</i></p> <p><i>The chairman of the board has the casting vote.</i></p> <p>(...)</p> <p><i>17.6- On the initiative of the chairman of the board, the board of directors may take decisions by written consultation</i></p>

laws. The minutes are signed by the acting chairman and by one or two directors.

Copies or excerpts of the minutes of the board of directors' deliberations shall be validly certified by the chairman or by the CEO."

of its members, with the exception of decisions relating to the approval of the annual and half-yearly financial statements and the drafting of the annual report and the report on sustainability disclosures.

Any director may, within the period provided for in the notice of meeting, object to the use of a written consultation. In the event of any objection, the chairman of the board shall inform the directors without delay and convene a board of directors.

From the date of receipt of the written consultation, the directors may give their opinion by any written means, including electronically, within the time limit set out in the notice of meeting. If the directors fail to respond to the written consultation to the chairman of the board within the time limits and in accordance with the terms of the consultation, they will be deemed to be absent and not to have participated in the decisions.

Decisions may be adopted only if at least half of the directors have participated in the written consultation, and only by a majority of the members participating in this consultation.

The internal regulations of the board of directors shall specify the other procedures for the written consultation not defined by the legal and regulatory provisions in force or by these articles of association.

17.7 - The directors may also vote by correspondence using a form under the conditions provided for by the legal and regulatory provisions in force and by the internal regulations of the board of directors.

17.8 - The board of directors' deliberations are recorded in minutes held in accordance with the applicable laws. The minutes are signed by the acting chairman and by one or two directors.

	<i>Copies or excerpts of the minutes of the board of directors' deliberations shall be validly certified by the chairman or by the CEO."</i>
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## Fourteenth resolution

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

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

1. delegates its authority to the Board of Directors, with the right to sub-delegate in accordance with applicable law and regulations, to proceed, in one or several times, in the proportion and at the times it considers appropriate, with the issuance of shares, other than preference shares, without preferential subscription rights of the shareholders, to the following named beneficiaries:
  - (a) Unicorn-Biotech Holding GmbH, a limited liability company (*Gesellschaft mit beschränkter Haftung*), duly incorporated and validly existing under the laws of Austria, with its corporate seat in Vienna, Austria and its business address at Czerninplatz 4, A-1020 Vienna, Austria, registered with the commercial register of commercial court Vienna (*Handelsgericht Wien*) under registration number FN 492247 v ("Unicorn-Biotech");
  - (b) META Ingenium, družba tveganega kapitala, d.O.O., a limited liability company, duly incorporated and validly existing under the laws of Slovenia, with its corporate seat in Ljubljana, Slovenia and its business address at Trdinova ulica 9, 1000 Ljubljana, Slovenia, registered with the Slovenian court/commercial register under no. 3719669000 ("META Ingenium"); and/or
  - (c) any person affiliated with Unicorn-Biotech and/or META Ingenium (a person or entity that directly or indirectly controls, is controlled by, or is under common control with, another person or entity, within the meaning of Article L. 233-3 of the French Commercial Code);
2. decides that the nominal amount of the share capital increase or share capital increases that may be carried out immediately or in the future pursuant to this delegation of authority shall not exceed a maximum amount of two hundred ninety-seven thousand four hundred forty-four euros and forty cents (€297,444.40);
3. decides to waive the preferential subscription rights of the shareholders of the Company on shares that may be issued pursuant to this delegation of authority;
4. decides that the subscription of the shares above may be made either in cash or by way of set-off against certain, due and payable receivables (*compensation de créances certaines, liquides et exigibles*) held upon the Company;
5. decides that, pursuant to Article L. 225-138 II of the French Commercial Code, the issue price of shares issued pursuant to this delegation of authority shall be at least equal to the volume weighted average of the prices of the Company share over the last three trading days on the

Euronext Paris regulated market preceding the issuance of the shares issued pursuant to this delegation of authority;

6. grants the Board of Directors any necessary powers, with the right to sub-delegate in accordance with applicable law and regulations, to implement this delegation of authority and, in particular to:
  - decide the share capital increase;
  - decide the amount of the share capital increase, the issue price of the shares to be issued and, if applicable, the amount of the issue premium;
  - determine the dates, terms and conditions of the capital increase or increases, the characteristics of the shares to be issued;
  - determine the means of payment of the shares to be issued;
  - determine the conditions under which, in accordance with applicable law, the allotment rights of holders of securities giving or capable of giving access to shares may be temporarily suspended;
  - at its own discretion, charge the costs of capital increases against the premium arising thereon and deduct from this premium the sums necessary to increase the legal reserve;
  - determine and make all adjustments to take account of the impact of transactions involving the share capital of the Company, in particular a change in the nominal value of the share, increase in share capital by incorporation of reserves, free allocation of shares, stock split or reverse stock split, distribution of dividends, reserves or premiums or of any other assets, redemption of capital or any other transaction affecting shareholders' equity or the share capital, and set all other terms enabling, where necessary, the rights of holders of securities giving access to the share capital of the Company to be preserved;
  - duly record completion of each capital increase carried out pursuant to this delegation of authority and make the necessary amendments to the articles of association of the Company; and
  - generally, enter into all agreements, in particular to ensure completion of the proposed issues, take all measures and accomplish all formalities required for the issuance, listing and financial administration of shares and/or securities issued under this delegation of authority and the exercise of the rights attached thereto.
7. this delegation invalids, in the future, the delegation granted by the shareholders' meeting of March 25, 2025 in its twenty-second (22<sup>nd</sup>) resolution.

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

## Fifteenth resolution

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

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

Auditors' special report, in accordance with the provisions of Article L. 22-10-62 of the French Commercial Code:

- delegates its authority to the Board of Directors, with the right to sub-delegate in accordance with applicable law and regulations, to reduce the social capital, in one or several times and at any time as it deems appropriate, through the cancellation of shares that the Company owns or shall buy pursuant to the implementation of the share buyback program authorized in this Shareholders' Meeting in its twelfth (12<sup>th</sup>) resolution or any later resolution with the same object within the maximum limit of 10% of the capital of the Company and by periods of twenty-four (24) months, and to proceed in the corresponding proportions at a capital reduction, it being specified that this limit shall be adjusted, if necessary, in order to take into account the transactions that would affect it after this Shareholders' Meeting;
- gives all powers to the Board of Directors, with the right to sub-delegate in accordance with applicable law and regulations, to adopt the terms and conditions of the share buyback, charge the difference between the accounting value of the cancelled shares and their nominal value against reserves or share premium, or to amend the articles of association subsequently to this authorization and to accomplish any necessary procedure;
- notes that this delegation invalids, in the future, the delegation granted by the shareholders' meeting of March 25, 2025 in its twenty-eighth (28<sup>th</sup>) resolution.

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

## Report of the Board of Directors on the Project of Resolutions

**REPORT OF THE BOARD OF DIRECTORS ON THE RESOLUTIONS PROPOSED  
TO THE ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING  
OF MARCH 24, 2026**

Dear Shareholders,

We have convened you to an ordinary and extraordinary shareholders' meeting of Sartorius Stedim Biotech S.A. (hereinafter the "**Company**"), on March 24, 2026 at 1 pm, at its registered office, in order to deliberate on the following agenda:

**Ordinary Part:**

1. Approval of the financial statements for the financial year ended on 31 December 2025 and discharge to all Directors;
2. Approval of the consolidated financial statements for the financial year ended on 31 December 2025;
3. Allocation of the financial result for the financial year ended on 31 December 2025;
4. Approval of the remuneration policy and determination of the amount of the total maximum annual remuneration to be allocated to the Board of Directors for the 2026 financial year;
5. Approval of the information mentioned in Article L. 22-10-9 of the French Commercial Code concerning the remuneration paid or awarded to the corporate officers for the 2025 financial year;
6. Approval of the fixed, variable and extraordinary components of the remuneration and the benefits of all kinds paid or awarded to Mr. Joachim Kreuzburg, Chairman of the Board of Directors for the 2025 financial year from January 1, 2025 to June 30, 2025;
7. Approval of the fixed, variable and extraordinary components of the remuneration and the benefits of all kinds paid or awarded to Mr. Michael Grosse, Chairman of the Board of Directors for the 2025 financial year from July 1, 2025 to December 31, 2025;
8. Approval of the fixed, variable and extraordinary components of the remuneration and the benefits of all kinds paid or awarded to the Chief Executive Officer for the 2025 financial year;
9. Approval of the remuneration policy of the Chairman of the Board of Directors for the 2026 financial year;
10. Approval of the remuneration policy of the Chief Executive Officer for the 2026 financial year;
11. Ratification of the co-optation of Mr. Michael Grosse as Director;
12. Authorization granted to the Board of Directors to enable the Company to trade in its own shares;

**Extraordinary Part:**

13. Amendments to article 17 of the Company's articles of association;

14. Delegation of authority granted to the Board of Directors to issue shares without preferential subscription rights of the shareholders, to named beneficiaries;
15. Delegation of authority granted to the Board of Directors to reduce the capital in accordance with Article L. 22-10-62 of the French Commercial Code.

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

A description of the Company's operations is provided in the management report and the 2025 Universal Registration Document prepared by the Company. In order to complete your information, we invite you to read these documents as well as the statutory auditors' reports at the Shareholders' Meeting.

All documents related to the Shareholders' Meeting, in particular the draft resolutions proposed to the Shareholders' Meeting, the management report, the report of the Board of Directors on corporate governance, the 2025 Universal Registration Document and the statutory auditors' reports are made available to you in the manner and within the time limits provided for by law. These documents are available on the Company's website (<https://www.sartorius.com>).

## **Details of draft resolutions submitted by the Board of Directors**

### **I. Ordinary Part**

#### **Approval of the Company's financial statements and the consolidated financial statements for the financial year ended on 31 December 2025 and discharge to all Directors (1<sup>st</sup> and 2<sup>nd</sup> resolutions)**

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

- approval of the financial statements of the Company for the financial year ended on December 31, 2025, which show a profit of €57,326,608 and to grant discharge to the Directors,
- taking note of the absence of expenses referred to in Article 39.4° of the General Tax Code.

In the second resolution, we propose that you approve the consolidated financial statements for the financial year 2025, which show a profit of €265,953,000.

The annual and consolidated financial statements for the financial year ended on December 31, 2025 are reproduced in the management report and the 2025 Universal Registration Document relating to this financial year. These documents are available on the Company's website.

#### **Allocation of the financial result for the financial year ended on 31 December 2025 (3<sup>rd</sup> resolution)**

The annual accounts for the financial year ending 31 December 2025 show a net profit of €57,326,608 to which are added the previous retained earnings of €163,118,941, resulting in a distributable profit of €220,445,549.

We propose that you allocate this distributable profit, by distributing €67,134,529 as dividends and allocating the balance, i.e. €153,311,020 to the "Retained earnings" account.

The total amount of the proposed dividend has been calculated on the basis of the number of shares entitled to dividends (less the treasury shares) as of December 31, 2025, i.e. 97,296,419 shares. The total amount of dividends will be adjusted to take into account the number of shares held by the Company (i.e.,

treasury shares) on the dividend payment date that are not entitled to dividends and, where applicable, any new shares entitled to dividends issued by the Company after 31 December 2025.

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

The dividend would be paid as from April 2, 2026.

Prior to the payment of dividends, the Board of Directors or, by delegation, the Chief Executive Officer, will acknowledge the number of shares held by the Company (i.e., treasury shares) and the number of additional shares issued after 31 December 2025. The sums required to pay dividends attached to the shares issued during this period will be taken from the "Retained earnings" account.

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

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

Financial year	Total amount of dividends	Amount eligible for the 40% allowance	Amount not eligible for the 40% allowance	Dividend per share
Dec. 31, 2024	€67,136,877	€67,136,877	€0	€0.69
Dec. 31, 2023	€67,147,197	€67,147,197	€0	€0.69
Dec. 31, 2022	€132,721,775	€132,721,775	€0	€1.44

#### **Remuneration of the Directors and executive officers of the Company (4<sup>th</sup> to 10<sup>th</sup> resolutions)**

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

#### **Approval of the remuneration policy and determination of the maximum amount of the total annual remuneration to be allocated to the Board of Directors for the 2026 financial year (4<sup>th</sup> resolution)**

We submit to your approval the remuneration policy applicable to the directors and the terms and conditions of the distribution of the amount allocated by the Shareholders' Meeting. This information is presented in the Board of Directors' report on corporate governance contained in the 2025 Universal Registration Document (please refer to section "Remuneration Policy of the Directors").

We invite you to set the total maximum annual amount of directors' remuneration at € 620,000, to be allocated among the directors in respect of the 2026 financial year in accordance with the terms and conditions of the remuneration policy of the directors.

Approval of (i) the information mentioned in Article L. 22-10-9 of the French Commercial Code concerning the remuneration paid or awarded to the corporate officers for the 2025 financial year (5<sup>th</sup> resolution), (ii) the fixed, variable and extraordinary components of the remuneration and the benefits of all kinds paid or awarded to Mr. Joachim Kreuzburg, Chairman of the Board of Directors for the 2025 financial year from January 1, 2025 to June 30, 2025 (6<sup>th</sup> resolution) and to and to Mr. Michael

Grosse, Chairman of the Board of Directors for the 2025 financial year from July 1, 2025 to December 31, 2025 (7<sup>th</sup> resolution) and to the Chief Executive Officer for the 2025 financial year (8<sup>th</sup> resolution), and (iii) the remuneration policy of the Chairman of the Board of Directors and of the Chief Executive Officer for the 2026 financial year (9<sup>th</sup> resolution)

In accordance with the applicable law, the Board of Directors has prepared its report on corporate governance which is integrated in the 2025 Universal Registration Document. The report on corporate governance contains in particular all the information required by Article L. 22-10-9 of the French Commercial Code, details of the elements comprising the compensation of the Chairman and of the Chief Executive Officer for the 2025 financial year, as well as the remuneration policy of the Chairman and of the Chief Executive Officer for the 2026 financial year.

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

We also invite you to refer to the sections "Remuneration Policy of the Chairman" and "Remuneration Policy of the Chief Executive Officer" of the Board of Directors' report on corporate governance contained in the 2025 Universal Registration Document.

The Chairman, having a mandate at Sartorius group level, receives no remuneration from the Company, according to the remuneration policy of the directors for the 2025 financial year. The elements relating to the remunerations of the Chairman and of the Chief Executive Officer are summarized below:

*Remuneration of Mr. Joachim Kreuzburg, Chairman from January 1, 2025 to June 30, 2025*

**Joachim Kreuzburg  
(Chairman of the Board until July 1, 2025)**

€ in Thousands	Year 2025	Year 2024
Remuneration awarded	0	0
Valuation of multi-year variable remuneration awarded during the reporting period	0	0
Valuation of options granted during the reporting period	0	0
Valuation of performance shares granted during the reporting period	0	0
Valuation of other sections of long-term remuneration	0	0
<b>Total</b>	<b>0</b>	<b>0</b>

*Remuneration of Mr. Michael Grosse, Chairman from July 1, 2025 to December 31, 2025*

**Michael Grosse  
(Chairman of the Board since July 1, 2025)**

€ in Thousands	Year 2025	Year 2024
Remuneration awarded	0	0
Valuation of multi-year variable remuneration awarded during the reporting period	0	0
Valuation of options granted during the reporting period	0	0
Valuation of performance shares granted during the reporting period	0	0
Valuation of other sections of long-term remuneration	0	0
<b>Total</b>	<b>0</b>	<b>0</b>

*Remuneration of Mr. René Fáber, Chief Executive Officer*

**René Fáber  
(Chief Executive Officer)**

€ in Thousands	Year 2025	Year 2024
Remuneration awarded	1,720	1,208
Valuation of multi-year variable remuneration awarded during the reporting period	0	0
Valuation of options granted during the reporting period	0	0
Valuation of performance shares granted during the reporting period	0	0
Valuation of other sections of long-term remuneration	0	0
<b>Total</b>	<b>1,720</b>	<b>1,208</b>

**René Fáber  
(Chief Executive Officer)**

€ in Thousands	Amounts awarded	Year 2025		Year 2024	
		Amounts paid	Amounts awarded	Amounts paid	
Fixed remuneration	850	850	750	750	
Annual variable remuneration	620	258	258	0	
Multi-year variable compensation	250	0	200	0	
Exceptional remuneration	0	0	0	0	
Remuneration awarded for the director's mandate	0	0	0	0	
Benefits in kind	0	0	0	0	
<b>Total</b>	<b>1,720</b>	<b>1,108</b>	<b>1,208</b>	<b>750</b>	

in €	Minimum	Maximum	Target remuneration		Target achievement
<b>Variable 1 year</b>			<b>550,000</b>	<b>619,740</b>	<b>113%</b>
Order Intake   Sales	0%	150%	220,000	285,340	130%
Underlying EBITDA	0%	150%	220,000	238,700	109%
Net debt to underlying EBITDA ratio	0%	150%	55,000	45,650	83%
Employees' Satisfaction	0%	150%	55,000	50,050	91%
<b>Variable multi year</b>			<b>250,000</b>	<b>250,000</b>	<b>100%</b>
Net result	0%	150%	125,000	125,000	100%
CO <sub>2</sub> intensity reduction	0%	150%	125,000	125,000	100%
<b>Total</b>			<b>800,000</b>	<b>869,740</b>	

Consequently, we submit to your approval:

- in the 5<sup>th</sup> resolution, in accordance with the provisions of Article L. 22-10-34 of the French Commercial Code, the information mentioned in Article L. 22-10-9 of the French Commercial Code concerning the remuneration paid or awarded to corporate officers for the 2025 financial year,
- in the 6<sup>th</sup> resolution, in accordance with the provisions of Article L. 22-10-34 of the French Commercial Code, on the fixed, variable and exceptional components of the remuneration and benefits of any kind paid or awarded to Mr. Joachim Kreuzburg, Chairman of the Board of Directors, for the 2025 financial year from January 1, 2025 to June 30, 2025,
- in the 7<sup>th</sup> resolution, in accordance with the provisions of Article L. 22-10-34 of the French Commercial Code, on the fixed, variable and exceptional components of the remuneration and benefits of any kind paid or awarded to Mr. Michael Grosse, Chairman of the Board of Directors, for the 2025 financial year from July 1, 2025 to December 31, 2025,
- in the 8<sup>th</sup> resolution, in accordance with the provisions of Article L. 22-10-34 of the French Commercial Code, on the fixed, variable and exceptional components of the remuneration and benefits of any kind paid or awarded to Mr. René Fáber, Chief Executive Officer, for the 2025 financial year,
- in the 9<sup>th</sup> resolution, in accordance with the provisions of Article L. 22-10-8 of the French Commercial Code, on the remuneration policy of Mr. Michael Grosse, Chairman of the Board of Directors for the 2026 financial year, as described in the corporate governance report of the Board of Directors, and
- in the 10<sup>th</sup> resolution, in accordance with the provisions of Article L. 22-10-8 of the French Commercial Code, on the remuneration policy of Mr. René Fáber, Chief Executive Officer for the 2026 financial year, as described in the corporate governance report of the Board of Directors.

#### Ratification of the co-optation of Mr. Michael Grosse as Director (11<sup>th</sup> resolution)

In connection with the resignation of Mr. Joachim Kreuzburg from his mandate as Director of the Company with effect from July 1, 2025, we propose to ratify the co-optation of Mr. Michael Grosse as Director, decided at the Board of Directors' meeting on June 17, 2025, with effect from July 1, 2025, to replace Mr. Joachim Kreuzburg for the duration of his term of office, i.e. until the end of the shareholders' meeting to be held on 2027 and called to approve the financial statements for the financial year ending December 31, 2026.

As a reminder, Mr. Michael Grosse has also been appointed Chairman of the Board of Directors of the Company with effect from July 1, 2025, replacing Mr. Joachim Kreuzburg, who has resigned with effect from July 1, 2025.

For a comprehensive overview, we invite you to read the section “Board of Directors and its Committees” of the 2025 Universal Registration Document containing all the information relating to Mr. Michael Grosse, in particular his corporate offices held, as well as his biography and *curriculum vitae* provided in the Shareholders’ Convening Guide.

### **Authorization granted to the Board of Directors to enable the Company to trade in its own shares (12<sup>th</sup> resolution)**

We remind you that the shareholders’ meeting of March 25, 2025 in its 18<sup>th</sup> resolution, set up a share buyback program for a period of 18 months. The purpose of this program was to promote liquidity and stimulate the market price of the Company's shares under a liquidity contract, within the limit of 0.10% of the share capital and for a maximum buyback price of €445 per share.

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

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

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

- to promote liquidity and stimulate the market price of the Company's shares under a liquidity contract in accordance with the AMAFI Code of Ethics recognized by the AMF,
- the cancellation of all or part of the shares thus purchased, within the maximum legal limit of 10% of the total number of shares composing the capital, for a period of twenty-four (24) months, pursuant to the fifteenth (15<sup>th</sup>) resolution of this Shareholders’ Meeting and subject to the adoption of the fifteenth (15<sup>th</sup>) resolution,
- the delivery of shares (for exchange, payment or otherwise) in the context of external growth, merger, demerger or contributions,
- the delivery of shares upon the exercise of rights attached to securities giving access to the capital by redemption, conversion, exchange, exercise of a warrant or in any other manner,
- the delivery of shares to its corporate officers and employees as well as those of companies affiliated to it, under the conditions and in the terms provided for by law, particularly in the context of stock option plans, free granting plans of issued or to be issued shares or company or inter-companies saving plans,
- the conservation of the shares for purposes of patrimonial and financial management.

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

- Duration of the program: a maximum of 18 months, starting from the date of this Shareholders’ Meeting and expiring on the date when any shareholders’ meeting of the Company adopts a new share buyback program or, alternatively, on September 24, 2027,
- Maximum percentage allowed: 0.10% of the share capital, i.e. 97,330 shares on the basis of 97,330,405 shares comprising the share capital as of 31 December 2025; it being specified that

this limit applies to an amount of the Company's share capital which will be adjusted, if necessary, by the Board of Directors to take into account transactions affecting the share capital subsequent to 31 December 2025, and that the acquisitions made by the Company may not, under any circumstances, result in the Company holding, directly or indirectly through its subsidiaries, more than 10% of its share capital, when the shares are acquired in order to promote the liquidity of the Company's shares under the conditions defined by the AMF's general regulations, the number of shares taken into account for the calculation of this limit shall correspond to the number of shares purchased less the number of shares resold during the term of the authorization,

- Maximum unit purchase price (excluding fees and commissions): €485, i.e. a maximum theoretical amount allocated to the share buyback program of €47,205,050 on the basis of the maximum percentage of 0.10%, excluding trading fees, the maximum theoretical amount will be adjusted, if necessary, by the Board of Directors to take into account transactions affecting the share capital subsequent to 31 December 2025.
- The dividends from those shares would be allocated to the retained earnings account.

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

This authorization would render ineffective for the future the authorization granted by the shareholders' meeting of March 25, 2025 in its eighteenth (18<sup>th</sup>) resolution.

## **II. Extraordinary Part**

### **Amendment of Article 17 of the Company's articles of association (13<sup>th</sup> resolution)**

Law 2024-537 of June 13, 2024, designed to increase business financing and the attractiveness of France, known as the "Attractiveness Law", introduced measures favoring consultations and remote meetings of companies' decision-making bodies. In this context, we are submitting to your approval the amendment of Article 17 of the Company's articles of association in order to provide for the possibility that decisions of the Board of Directors may be taken by means of written consultation of its members with the exception of decisions relating to the approval of the annual and half-yearly financial statements and the drafting of the annual report and the report on sustainability disclosures, and to vote by correspondence before Board meetings.

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

Current wording	Proposed wording
<p><b><i>“Article 17: Meetings and decisions of the Board of Directors</i></b></p> <p>(...)</p> <p><b>17.3</b> – <i>The board of directors shall deliberate validly only if at least half of the directors are present or represented.</i></p> <p><i>The decisions of the board are taken by a majority of the members present or represented.</i></p> <p><i>The chairman of the board has the casting vote.</i></p> <p>(...)</p> <p><b>17.6</b> – <i>The board of directors’ deliberations are recorded in minutes held in accordance with the applicable laws. The minutes are signed by the acting chairman and by one or two directors.</i></p> <p><i>Copies or excerpts of the minutes of the board of directors’ deliberations shall be validly certified by the chairman or by the CEO.”</i></p>	<p><b><i>“Article 17: Meetings and decisions of the Board of Directors</i></b></p> <p>(...)</p> <p><b>17.3</b> – <i>The board of directors shall deliberate validly only if at least half of the directors are present or represented.</i></p> <p><i>The decisions of the board are taken by a majority of the members present, <u>deemed to be present</u> or represented.</i></p> <p><i>The chairman of the board has the casting vote.</i></p> <p>(...)</p> <p><b>17.6</b> – <i>On the initiative of the chairman of the board, the board of directors may take decisions by written consultation of its members, with the exception of decisions relating to the approval of the annual and half-yearly financial statements and the drafting of the annual report and the report on sustainability disclosures.</i></p> <p><i>Any director may, within the period provided for in the notice of meeting, object to the use of a written consultation. In the event of any objection, the chairman of the board shall inform the directors without delay and convene a board of directors.</i></p> <p><i>From the date of receipt of the written consultation, the directors may give their opinion by any written means, including electronically, within the time limit set out in the notice of meeting. If the directors fail to respond to the written consultation to the chairman of the board within the time limits and in accordance with the terms of the consultation, they will be deemed to be absent and not to have participated in the decisions.</i></p>

	<p><i>Decisions may be adopted only if at least half of the directors have participated in the written consultation, and only by a majority of the members participating in this consultation.</i></p> <p><i>The internal regulations of the board of directors shall specify the other procedures for the written consultation not defined by the legal and regulatory provisions in force or by these articles of association.</i></p> <p><b>17.7</b> - <i>The directors may also vote by correspondence using a form under the conditions provided for by the legal and regulatory provisions in force and by the internal regulations of the board of directors.</i></p> <p><b>17.8</b> - <i>The board of directors' deliberations are recorded in minutes held in accordance with the applicable laws. The minutes are signed by the acting chairman and by one or two directors.</i></p> <p><i>Copies or excerpts of the minutes of the board of directors' deliberations shall be validly certified by the chairman or by the CEO."</i></p>
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The internal rules of the Board of Directors would also be amended accordingly.

**Delegation of authority granted to the Board of Directors to issue shares, without preferential subscription rights of the shareholders, to named beneficiaries (14<sup>th</sup> resolution)**

- Purpose: issuance of ordinary shares, without preferential subscription, rights to named beneficiaries.
- Beneficiaries:
  - Unicorn-Biotech Holding GmbH, a limited liability company (*Gesellschaft mit beschränkter Haftung*), duly incorporated and validly existing under the laws of Austria, with its corporate seat in Vienna, Austria and its business address at Czerninplatz 4, A-1020 Vienna, Austria, registered with the commercial register of commercial court Vienna (*Handelsgericht Wien*) under registration number FN 492247 v;
  - META Ingenium, družba tveganega kapitala, d.o.o., a limited liability company, duly incorporated and validly existing under the laws of Slovenia, with its corporate seat in Ljubljana, Slovenia and its business address at Trdinova ulica 9, 1000 Ljubljana, Slovenia, registered with the Slovenian court/commercial register under no. 3719669000; and/or
  - any person affiliated with Unicorn-Biotech Holding GmbH and/or META Ingenium.
- Maximum nominal amount: €297,444.40.
- Duration: 18 months.

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

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

**Delegation of authority granted to the Board of Directors to reduce the capital in accordance with Article L. 22-10-62 of the French Commercial Code (15<sup>th</sup> resolution)**

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

We invite you to authorize the Board of Directors, pursuant to Article L. 22-10-62 of the French Commercial Code, with the right to sub-delegate in accordance with applicable law and regulations, to reduce the share capital, in one or several times and at any time as it deems appropriate, through the cancellation of shares that the Company owns or shall buy pursuant to the implementation of the share buyback program authorized in this Shareholders' Meeting in its 12<sup>th</sup> resolution or any later resolution with the same object within the maximum limit of 10% of the capital of the Company and by periods of 24 months, and to proceed in the corresponding proportions at a capital reduction, it being specified that this limit shall be adjusted, if necessary, in order to take into account the operations that would affect it after this Shareholders' Meeting.

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

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

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

Aubagne,  
February 4, 2026  
The Board of Directors

## How to Participate to the Shareholders' Meeting

## A) Procedures to be followed for participation in the Shareholders' Meeting

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

Shareholders wishing to take part in the General Meeting, to be represented at the meeting or to vote remotely must provide proof of ownership of their shares by midnight (Paris time) on the fifth business day preceding the General Meeting (i.e. midnight (Paris time) on March 17, 2026, by registration of their shares either in the accounts of registered shares maintained by the Company (or its agent), or in the bearer share accounts held by the authorized intermediary pursuant to Article R. 22-10-28 of the French Commercial Code.

## B) Ways to participate at the Shareholders Meeting

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

#### - For Holders of registered shares:

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

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

- By online means :

- For direct registered shareholders: they will be able to access the voting site via their Shareholders' Area at <https://www.investors.uptevia.com/>

Registered direct shareholders should log in to their Shareholder Area using their usual access codes. Once they have logged in to their Shareholder Area, they should follow the on-screen instructions to access the VOTACCESS site and request their admission card.

- For holders of administered registered shares and/or employee shares: they will be able to access the voting site via the VoteAG website <https://www.voteag.com/>: ils pourront accéder au site de vote via le site VoteAG at <https://www.voteag.com/>

Registered administrated shareholders and/or employee shareholders must log on to VoteAG using the temporary codes sent on the Single Voting Form or on the electronic invitation. Once on the site's home page, they should follow the on-screen instructions to access the VOTACCESS site and request an admission card.

#### - For holders of bearer shares:

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

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

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

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

- By returning the voting/proxy form attached to the Notice of Meeting to Uptevia - Assemblées Générales - 90-110 Esplanade du Général de Gaulle - 92931 Paris La Défense Cedex.

Proxy appointments or revocations sent by paper mail must be received no later than 3 calendar days before the Shareholders' Meeting, i.e., March 21, 2026.

- Shareholders may also vote or appoint or revoke a proxy online before the Shareholders' Meeting, through the VOTACCESS service as follows:
  - for direct registered shareholders: they will be able to access the voting site via their Shareholders' Area at <https://www.investors.uptevia.com/>

Registered shareholders should log in to their Shareholder Area using their usual access codes. Once they have logged in to their Shareholder Area, they should follow the on-screen instructions to access the VOTACCESS site and vote or appoint or revoke a proxy.

- for holders of administrated registered shares: they will be able to access the voting site via the VoteAG website <https://www.voteag.com/>

Holders of administrative registered shares will need to log on to VoteAG using the temporary codes sent on the Single Voting Form or on the electronic invitation. Once on the site's home page, they should follow the on-screen instructions to access the VOTACCESS site and vote or appoint or revoke a proxy.

- **For holders of bearer shares:**

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

In order to be taking into account, postal voting forms must be received by Uptevia, mandated by Sartorius Stedim Biotech SA for this purpose, no later than 3 calendar days prior to the Shareholders Meeting, on March 21, 2026.

- If the intermediary holding your securities account is connected to VOTACCESS, you should connect to such intermediary's website using your usual logon identifiers then click on the icon appearing on the line for your Sartorius Stedim Biotech SA shares and follow the

instructions appearing on the screen to access the VOTACCESS service and vote, or appoint or revoke a proxy.

- If the intermediary holding your securities account is not connected to VOTACCESS, the notification of the appointment or revocation of a proxy can still be made electronically, in accordance with Article R. 225-79 of the French Commercial Code, as follows:

→ Shareholders must send an e-mail to: [ct-mandataires-assemblees@uptevia.com](mailto:ct-mandataires-assemblees@uptevia.com)

- The e-mail must contain the following information: the name of the company concerned, the date of the Shareholders' Meeting, last name, first name, address and bank account details of the person granting the proxy and the first name, last name, and if possible, the address of the proxy.
- Shareholders must ask his financial intermediary managing his securities account to send a written confirmation of such request to Uptevia - Service Assemblées Générales - 90-110 Esplanade du Général de Gaulle - 92931 Paris La Défense Cedex
- Only notifications of appointment or revocation of proxies may be sent to the above-mentioned email address and any requests or notifications made to this address for another purpose will not be taken into consideration or processed.
- In order for appointments or revocations of proxies to be validly considered, confirmation must be received by Uptevia the day before the shareholders meeting, by 3 p.m. (Paris time) on March 23, 2026 at the latest. No proxies request will be accepted on the day of the General Meeting.

The VOTACCESS service will be open beginning on March 4, 2026.

The opportunity to vote online before the Shareholders' Meeting will end on March 23, 2026, at 3pm (Paris time).

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

#### **C) Information and documents made available to shareholders**

All information and documents relating to the Shareholders' Meeting and mentioned in Article R. 22-10-23 of the French Commercial Code is made available the Shareholders' Meeting on the Company's website <https://www.sartorius.com/ssb-shareholders-meeting>, at least 21 days prior to the date of the Shareholders' Meeting, on the March 3, 2026.

#### **D) Audiovisual webcast**

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

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

## Standard Voting Form

(For information only)

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

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

# SARTORIUS

## SARTORIUS STEDIM BIOTECH SA

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

### ASSEMBLEE GENERALE MIXTE

Convocation pour le Mardi 24 mars 2026 à 13h00  
 au Siège social : Zone Industrielle Les Paluds,  
 510 Avenue de Jouques, 13400 Aubagne

### COMBINED GENERAL MEETING

To be held on Tuesday, March 24<sup>th</sup>, 2026 at 1:00 pm (Paris Time)  
 at the registered office, Zone Industrielle Les Paluds,  
 510 Avenue de Jouques, 13400 Aubagne

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

Identifiant - Account	Vote simple Single vote
Nombre "actions" / Number "shares"	Vote double Double vote
Nom / Name	Registered
Prénom / First name	Porteur / Holder
Adresse / Address	Double vote
Nombre de ... / Number of voting rights	

### JE VOTE PAR CORRESPONDANCE // VOTE BY POST

Cf. au verso (2) - See reverse (2)  
 Je vote OUI à tous les projets de résolutions présentés ou agréés par le Conseil d'Administration ou le Directeur ou la Gérance, à l'EXCEPTION de ceux que je signale en notifiant comme ceci l'une des cases "Non" ou "Abstention" // I vote YES all the draft resolutions approved by the Board of Directors, EXCEPT those indicated by a shaded box, like this for which I vote No or I abstain.

1	2	3	4	5	6	7	8	9	10	Sur les projets de résolutions non agréés, je vote en notifiant la case correspondant à mon choix. On the draft resolutions not approved I cast my vote shading the box of my choice.
Non / No	<input type="checkbox"/>	Oui / Yes								
Abs.	<input type="checkbox"/>	Non / No								
11	12	13	14	15	16	17	18	19	20	Oui / Yes
Non / No	<input type="checkbox"/>	Non / No								
Abs.	<input type="checkbox"/>	Oui / Yes								
21	22	23	24	25	26	27	28	29	30	Oui / Yes
Non / No	<input type="checkbox"/>	Non / No								
Abs.	<input type="checkbox"/>	Oui / Yes								
31	32	33	34	35	36	37	38	39	40	Oui / Yes
Non / No	<input type="checkbox"/>	Non / No								
Abs.	<input type="checkbox"/>	Oui / Yes								
41	42	43	44	45	46	47	48	49	50	Oui / Yes
Non / No	<input type="checkbox"/>	Non / No								
Abs.	<input type="checkbox"/>	Oui / Yes								
										Abs.

Si des amendements ou des résolutions nouvelles étaient présentés en assemblée, je vote NON sauf si je signale en outre un autre choix en notifiant la case correspondante :  
 In case amendments or new resolutions are proposed during the meeting, I vote NON unless I indicate another choice by shading the corresponding box.

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

- Je m'abstiens // I abstain from voting

- Je donne procuration [cf. au verso renvoi (4)] à M. / Mlle ou M. / Mme, Raison Sociale pour voter en mon nom  
 I appoint [see reverse (4)] Mr. / Mlle or Miss / Corporate Name to vote on my behalf

Pour être pris en considération, tout formulaire doit parvenir au plus tard :  
 To be considered, this completed form must be returned no later than:

sur 1<sup>ère</sup> convocation / on 1<sup>st</sup> notification sur 2<sup>ème</sup> convocation / on 2<sup>nd</sup> notification

Af to : UPTVA le 21 mars 2026 à 23h59  
 Service Assemblée on March 21<sup>st</sup> 2026 at 11:59 pm

99110 Espagnole au général de Gaulle  
 92351 Paris La Defense Colles

\* Si le formulaire est renvoyé daté et signé mais qu'aucun choix n'est coché (cette transmission / vote par correspondance / pour ou au président / pour et mandaté), cela vaut automatiquement pouvoir au Président de l'Assemblée Générale / If the form is returned dated and signed but no choice is checked (admission card / proxy vote / power of attorney to a representative), the automatically applies as a proxy to the Chairman of the General Meeting

JE DONNE POUVOIR AU PRÉSIDENT DE L'ASSEMBLÉE GÉNÉRALE  
 I HEREBY GIVE A PROXY TO THE CHAIRMAN OF THE GENERAL MEETING  
 M. / Mlle ou M. / Mme, Raison Sociale / Mr. / Mrs or Miss, Corporate Name  
 Adresse / Address  
 See reverse (3)

JE DONNE POUVOIR À : Cf. au verso (4)  
 I HEREBY APPOINT: See reverse (4)  
 M. / Mlle ou M. / Mme, Raison Sociale / Mr. / Mrs or Miss, Corporate Name  
 Adresse / Address  
 See reverse (3)

ATTENTION : Pour les titres au porteur, les présentes instructions doivent être transmises à votre banque.  
 CAUTION: As for bearer shares, the present instructions will be valid only if they are directly returned to your bank.  
 Nom, prénom, adresse de l'actionnaire (les modifications de ces informations doivent être adressées à l'établissement concerné et ne peuvent être effectuées à l'aide de ce formulaire). Cf au verso (1)  
 Surname, first name, address of the shareholder (Changes regarding this information have to be notified to relevant institution, no changes can be made using this proxy form). See reverse (1)

Date & Signature



**CONDITIONS D'UTILISATION DU FORMULAIRE**

<p><b>(1) GENERALITES - Il s'agit d'un formulaire unique prévu par l'article R. 225-76 du Code de Commerce.</b></p> <p><b>QUÊLE QUE SOIT L'ORDONNANCE :</b></p> <p>Le formulaire est à remplir en respectant les conditions de présentation et de contenu indiquées dans le présent formulaire. Les informations fournies doivent être exactes et complètes. Toute omission ou erreur sera considérée comme une faute et pourra entraîner la nullité de l'acte concerné.</p> <p>Le formulaire est à remplir en respectant les conditions de présentation et de contenu indiquées dans le présent formulaire. Les informations fournies doivent être exactes et complètes. Toute omission ou erreur sera considérée comme une faute et pourra entraîner la nullité de l'acte concerné.</p>	<p><b>(2) VOTE PAR CORRESPONDANCE</b></p> <p>Le formulaire est à remplir en respectant les conditions de présentation et de contenu indiquées dans le présent formulaire. Les informations fournies doivent être exactes et complètes. Toute omission ou erreur sera considérée comme une faute et pourra entraîner la nullité de l'acte concerné.</p> <p>Le formulaire est à remplir en respectant les conditions de présentation et de contenu indiquées dans le présent formulaire. Les informations fournies doivent être exactes et complètes. Toute omission ou erreur sera considérée comme une faute et pourra entraîner la nullité de l'acte concerné.</p>	<p><b>(3) GENERAL INCORPORATION. This is the only form permitted to article 3.225-76 du Code de Commerce.</b></p> <p>The general incorporation form is the only form permitted to article 3.225-76 du Code de Commerce. It is the only form permitted to article 3.225-76 du Code de Commerce. It is the only form permitted to article 3.225-76 du Code de Commerce.</p> <p>The general incorporation form is the only form permitted to article 3.225-76 du Code de Commerce. It is the only form permitted to article 3.225-76 du Code de Commerce. It is the only form permitted to article 3.225-76 du Code de Commerce.</p>	<p><b>(4) FRENCH VERSION OF THE DOCUMENT PRESENTING THE EIGHT PROVISIONS TO BE COMPLETED ONLY.</b></p> <p>The French version of the document presenting the eight provisions to be completed only is the only form permitted to article 3.225-76 du Code de Commerce. It is the only form permitted to article 3.225-76 du Code de Commerce. It is the only form permitted to article 3.225-76 du Code de Commerce.</p>
<p><b>(5) POUVOIR AU PRÉSIDENT DE DÉSIGNER GÉNÉRAL</b></p> <p>Le formulaire est à remplir en respectant les conditions de présentation et de contenu indiquées dans le présent formulaire. Les informations fournies doivent être exactes et complètes. Toute omission ou erreur sera considérée comme une faute et pourra entraîner la nullité de l'acte concerné.</p> <p>Le formulaire est à remplir en respectant les conditions de présentation et de contenu indiquées dans le présent formulaire. Les informations fournies doivent être exactes et complètes. Toute omission ou erreur sera considérée comme une faute et pourra entraîner la nullité de l'acte concerné.</p>	<p><b>(6) POUVOIR À L'ÈRE PERSONNE ÉCONOMIQUE (PERSONNE PHYSIQUE OU MORALE)</b></p> <p>Le formulaire est à remplir en respectant les conditions de présentation et de contenu indiquées dans le présent formulaire. Les informations fournies doivent être exactes et complètes. Toute omission ou erreur sera considérée comme une faute et pourra entraîner la nullité de l'acte concerné.</p> <p>Le formulaire est à remplir en respectant les conditions de présentation et de contenu indiquées dans le présent formulaire. Les informations fournies doivent être exactes et complètes. Toute omission ou erreur sera considérée comme une faute et pourra entraîner la nullité de l'acte concerné.</p>	<p><b>(7) PROXY TO THE CHAIRMAN OF THE GENERAL MEETING</b></p> <p>The proxy to the chairman of the general meeting is the only form permitted to article 3.225-76 du Code de Commerce. It is the only form permitted to article 3.225-76 du Code de Commerce. It is the only form permitted to article 3.225-76 du Code de Commerce.</p> <p>The proxy to the chairman of the general meeting is the only form permitted to article 3.225-76 du Code de Commerce. It is the only form permitted to article 3.225-76 du Code de Commerce. It is the only form permitted to article 3.225-76 du Code de Commerce.</p>	<p><b>(8) PROXY TO A MEMORIALIZED PERSON (INDIVIDUAL OR LEGAL ENTITY)</b></p> <p>The proxy to a memorIALIZED person is the only form permitted to article 3.225-76 du Code de Commerce. It is the only form permitted to article 3.225-76 du Code de Commerce. It is the only form permitted to article 3.225-76 du Code de Commerce.</p> <p>The proxy to a memorIALIZED person is the only form permitted to article 3.225-76 du Code de Commerce. It is the only form permitted to article 3.225-76 du Code de Commerce. It is the only form permitted to article 3.225-76 du Code de Commerce.</p>
<p><b>FORM TERMS AND CONDITIONS</b></p> <p>The information provided in this form is for informational purposes only. It is not intended to constitute an offer or a solicitation of securities. The information provided in this form is for informational purposes only. It is not intended to constitute an offer or a solicitation of securities.</p> <p>The information provided in this form is for informational purposes only. It is not intended to constitute an offer or a solicitation of securities. The information provided in this form is for informational purposes only. It is not intended to constitute an offer or a solicitation of securities.</p>			

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