

Annual General Shareholders' Meeting on April 6, 2017



Explanations Concerning the Shareholders' Rights According to § 122, Subsection 2; § 126, Subsection 1; § 127; and § 131, Subsection 1, of AktG

Right to put additional items on the agenda pursuant to § 122, Subsection 2, of AktG

Shareholders whose shares total one twentieth of the share capital or attain a proportionate amount of €500,000.00 may request that items be added to the agenda of the shareholders' meeting and be announced (§ 122, Subsection 2, sentence 1, in conjunction with Subsection 1 of the German Stock Corporation Law [AktG]). Their request must be addressed in writing to the Executive Board of the company. Each such new item must be accompanied by a justification or a draft resolution.

Shareholders so requesting said addition shall submit proof according to § 122, Subsection 2, in conjunction with Subsection 1, of AktG that they have owned the company's shares for at least 90 days before the date of receipt of their request and that they will continue to hold said shares up until the Executive Board's decision on said request.

Said request must be received by the company no later than by the end of **March 6, 2017 (midnight, 24:00 hours CEWT)**, at the following address:

Sartorius Aktiengesellschaft
Executive Board
Weender Landstrasse 94–108
37075 Goettingen, Germany

Motions from shareholders and election proposals pursuant to § 126, Subsection 1, and § 127 of AktG

Motions from shareholders against a proposal of the Executive Board and the Supervisory Board concerning a particular item on the agenda in line with § 126, Subsection 1, of AktG as well as against proposals of shareholders for the election of members to the Supervisory Board or for the appointment of auditors pursuant to § 127 of AktG must be directed to the following address only:

Sartorius Aktiengesellschaft
Group Legal Department
Weender Landstrasse 94–108
37075 Goettingen, Germany
Fax: +49(0)551.308.3955
Email: hauptversammlung@sartorius.com

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Motions sent to addresses other than the above will not be considered. The motions to be made available concerning the agenda will be published, including the name of the respective shareholders and a justification of this motion, without undue delay after its receipt, on the company's Internet site at www.sartorius.com/hauptversammlung, provided that said motions together with a justification thereof are received by the company no later than by the end of **March 22, 2017 (midnight, 24:00 hours CEWT)**. Opinions given by the company's management board concerning these motions will likewise be made available at this Internet address. The company shall be entitled to refrain from publishing a countermotion along with its justification if one of the requirements set forth in § 126, Subsection 2, of AktG is met; requirements justifying the invocation of this right are met, for instance, if a countermotion will lead to the approval by shareholders' meeting of a resolution that is against the law or contrary to the company's Articles of Association. Justification of a countermotion does not have to be published if the entire text exceeds 5,000 characters.

The statements made above apply to a shareholder's proposals for the election of members to the Supervisory Board or for the appointment of auditors, with the requirement that an election proposal does not have to be justified. Except for cases named in § 126, Subsection 2, of AktG, the company may also refrain from publishing proposals for election of members to the Supervisory Board and for appointment of the auditors, if said proposals fail to list the name, job currently held and city of residence of the person(s) suggested, and, in the case of proposals for election of Supervisory Board members, if said proposals fail to include information on their membership in any legally constituted supervisory boards or advisory boards.

Right to receive information pursuant to § 131, Subsection 1, of AktG

At a shareholders' meeting, every shareholder may ask the Executive Board to provide information about the matters concerning the company, insofar as this information is required for appropriate assessment of an item on the agenda (§ 131, Subsection 1, of AktG). This obligation to provide information shall extend to all legal and corporate relationships of the company with an affiliate and to the economic situation of the Group and the companies included in the consolidated financial statements.

The Executive Board may refrain from answering individual questions for the reasons set forth in § 131, Subsection 3, of AktG; reasons justifying the invocation of this right are given, for instance, if prudent business judgment dictates that providing the information asked would inflict a considerable disadvantage on the company or on one of its affiliates (for example, prudent business judgment dictates that trade secrets are not to be disclosed). According to the Articles of Association of Sartorius Aktiengesellschaft, the chairman of a shareholders' meeting is authorized to reasonably limit the time allotted for shareholders to exercise their right to ask questions as well as to speak. The chairman of a shareholders' meeting may reasonably set time

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limits, particularly at the beginning or during a shareholders' meeting, for discussion of the individual items on the agenda and for the individual questions and statements.

Sartorius Aktiengesellschaft