

# Statutory Auditors' Report on the Consolidated Financial Statements

This is a translation into English of the statutory auditors' report on the financial statements of the Company issued in French and it is provided solely for the convenience of English speaking users.

This statutory auditors' report includes information required by European regulation and French law, such as information about the appointment of the statutory auditors or verification of the management report and other documents provided to shareholders.

This report should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France.

For the year ended 31 December 2017

Dear Shareholders,

## Opinion

In compliance with the assignment entrusted to us by your shareholders' meetings, we have audited the accompanying consolidated financial statements of Sartorius Stedim Biotech S.A. for the year ended 31 December 2017.

In our opinion, the consolidated financial statements give a true and fair view of the assets and liabilities and of the financial position of the Group as at 31 December 2017 and of the results of its operations for the year then ended in accordance with International Financial Reporting Standards as adopted by the European Union.

The audit opinion expressed above is consistent with our report to the Audit Committee.

## Basis for Opinion

### Audit Framework

We conducted our audit in accordance with professional standards applicable in France. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Our responsibilities under those standards are further described in the Statutory Auditors' Responsibilities

for the Audit of the Consolidated Financial Statements section of our report.

## Independence

We conducted our audit engagement in compliance with independence rules applicable to us, for the period from 1 January 2017 to the date of our report and specifically we did not provide any prohibited non-audit services referred to in Article 5(1) of Regulation (EU) No 537/2014 or in the French Code of ethics (code de déontologie) for statutory auditors.

Furthermore, the non-audit services that we provided to your Company and its controlled undertakings during the financial year that are not disclosed in the management report or in the notes to the consolidated financial statements are listed as follows:

| Fees - year end 2017   | KPMG SA           |      | Deloitte&Associés |     |
|--|-------------------|------|-------------------|-----|
|  | Statutory auditor |      | Statutory auditor |     |
|  | Amount            | %    | Amount            | %   |
| <b>Audit of statutory and consolidated financial statements and review Report on the Half-yearly financial information</b> |                   |      |                   |     |
| • Entity   | 60                |      | 54                |     |
| • Controlled entities  | 109               |      | 91                |     |
| <i>Sub-total A</i>   | <b>169</b>        | 100% | <b>145</b>        | 89% |
| <b>Non-audit services required by law and regulation</b>   |                   |      |                   |     |
| • Entity   |                   |      |                   |     |
| • Controlled entities (dividend payment)   |                   |      | 2                 |     |
| <i>Sub-total B</i>   | <b>0</b>          |      | <b>2</b>          |     |
| <b>Non-audit services requested by the entity</b>  |                   |      |                   |     |
| • Entity   |                   |      |                   | 16  |
| • Controlled entities (RSE)  |                   |      |                   |     |
| <i>Sub-total C</i>   | <b>0</b>          |      | <b>16</b>         |     |
| <b>Services autres que la certification des comptes</b>  |                   |      |                   |     |
| <i>Sous-total D = B + C</i>  | <b>0</b>          | 0%   | <b>18</b>         | 11% |
| <b>TOTAL E = A + D</b>   | <b>169</b>        |      | <b>163</b>        |     |

## Justification of Assessments – Key Audit Matters

In accordance with the requirements of Articles L.823 - 9 and R.823 - 7 of the French Commercial Code (code de commerce) relating to the justification of our assessments, we inform you of the key audit matters relating to risks of material misstatement that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period, as well as how we addressed those risks.

These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on specific items of the consolidated financial statements.

## Goodwill valuation – Impairment test

### Identified risk

As of 31 December 31 2017, goodwill amounts to 386 M€, or 27% of total consolidated assets.

As described in Note 5 to the consolidated financial statements, Sartorius Stedim Biotech is an "integrated solution provider" for its customers, and as a result there is only one operating segment from a product and customer perspective: "Biopharma". In addition, as indicated in Note 16 to the consolidated financial statements, because of the interdependence of the market in which your group operates, the lowest level at which goodwill can be allocated is the Biopharma segment. The goodwill has therefore been fully allocated to the Cash Generating Units (C.G.U.) corresponding to the Biopharma segment.

Goodwill is subject to an annual impairment test and whenever there are indicators of impairment in accordance with the methods and assumptions described in Notes 3 and 16 to the consolidated financial statements. In particular, in view of what has been described above, the impairment test is carried out at the level of the Biopharma segment.

We considered that the determination of the value of goodwill is a key point of our audit given its significance in the consolidated financial statements of your group, and because the determination of the recoverable amount taken into account in the impairment test on the basis of the value in use of the C.G.U. requires the use of estimates and assumptions (including future cash flows, perpetual revenue growth rates and the discount rate) that require significant management judgment.

### Responses obtained during our audit

We obtained the impairment test from the C.G.U. group corresponding to the Biopharma segment as well as the forecasts underlying the calculation (4-year plan).

We assessed the compliance of the company's methodology in accordance with applicable accounting standards.

We also conducted an analysis of how the company has implemented this methodology, including the following procedures:

- Assess the reasonableness of the key assumptions used to determine the cash flow of the Biopharma segment as well as that used for the perpetual growth rate;

- Assess, with the support of our valuation specialists, the discount rate used by management. We compared this rate with our own estimates and analysed its various constituent elements;

- Check the arithmetical accuracy of the impairment test performed by your group.

We have also obtained and assessed the sensitivity analyses carried out by management, as shown in Note 16 of the notes to the consolidated financial statements. As a result, we were able to verify that only an extremely large change in the main assumptions could lead to the recognition of an impairment of goodwill.

Lastly, we assessed the appropriateness of the information provided in Notes 3 and 16 to the consolidated financial statements.

## Verification of the Information Pertaining to the Group Presented in the Management Report

As required by law we have also verified in accordance with professional standards applicable in France the information pertaining to the Group presented in the management report of the Board of Directors.

We have no matters to report as to its fair presentation and its consistency with the consolidated financial statements.

## Report on Other Legal and Regulatory Requirements

### Appointment of the Statutory Auditors

We were appointed as statutory auditors of Sartorius Stedim Biotech S.A. by the annual general meeting held on 7 April 7 2015 for KPMG S.A. and on 19 May 2006 for Deloitte & Associés.

As at 31 December 2017, KPMG S.A. was in its 3<sup>rd</sup> year of the audit mandate without interruption and Deloitte & Associés was in its 12<sup>th</sup> year.

### **Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements**

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with International Financial Reporting Standards as adopted by the European Union and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless it is expected to liquidate the Company or to cease operations.

The Audit Committee is responsible for monitoring the financial reporting process and the effectiveness of internal control and risks management systems and where applicable, its internal audit, regarding the accounting and financial reporting procedures.

The consolidated financial statements were approved by the Board of Directors.

### **Statutory Auditors' Responsibilities for the Audit of the Consolidated Financial Statements**

#### **Objectives and audit approach**

Our role is to issue a report on the consolidated financial statements. Our objective is to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with professional standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As specified in Article L.823-10-1 of the French Commercial Code (code de commerce), our statutory audit does not include assurance on the viability of the Company or the quality of management of the affairs of the Company.

As part of an audit conducted in accordance with professional standards applicable in France, the statutory auditor exercises professional judgment throughout the audit and furthermore:

- Identifies and assesses the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, designs and performs audit procedures responsive to those risks, and obtains audit evidence considered to be sufficient and appropriate to provide a basis for his opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtains an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the internal control.
- Evaluates the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management in the consolidated financial statements.
- Assesses the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. This assessment is based on the audit evidence obtained up to the date of his audit report. However, future events or conditions may cause the Company to cease to continue as a going concern. If the statutory auditor concludes that a material uncertainty exists, there is a requirement to draw attention in the audit report to the related disclosures in the consolidated financial statements or, if such disclosures are not provided or inadequate, to modify the opinion expressed therein.
- Evaluates the overall presentation of the consolidated financial statements and assesses whether these statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtains sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. The statutory auditor is responsible for the direction,

supervision and performance of the audit of the consolidated financial statements and for the opinion expressed on these consolidated financial statements.

#### **Report to the Audit Committee**

We submit a report to the Audit Committee which includes in particular a description of the scope of the audit and the audit program implemented, as well as the results of our audit. We also report, if any, significant deficiencies in internal control regarding the accounting and financial reporting procedures that we have identified.

Our report to the Audit Committee includes the risks of material misstatement that, in our professional judgment, were of most significance in the audit of the consolidated financial statements of the current period and which are therefore the key audit matters, that we are required to describe in this audit report.

We also provide the Audit Committee with the declaration provided for in Article 6 of Regulation (EU) N° 537/2014, confirming our independence within the meaning of the rules applicable in France such as they are set in particular by Articles L.822 - 10 to L.822 - 14 of the French Commercial Code (code de commerce) and in the French Code of Ethics (code de déontologie) for statutory auditors. Where appropriate, we discuss with the Audit Committee [ou autre terminologie retenue par la société pour désigner le comité spécialisé visé à l'article L.823 - 19 du code de commerce] the risks that may reasonably be thought to bear on our independence, and the related safeguards.

Marseille, 16 February 2018

The Statutory Auditors

French original signed by

John Evans  
Partner

Christophe Perrau  
Partner