

# Explanations Concerning the Shareholders' Rights According to § 122, Subsection 2; § 126, Subsection 1; § 127; § 137; and § 131, Subsection 1; of AktG, in conjunction with Article 2, Section 1, Subsection 2, of the COVID-19 Act

## **a) 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 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. For calculation of the number of days of this deadline, § 70 and § 121, Subsection 7, of AktG shall be observed.

Said request must be received by the company no later than by the end of May 26, 2020 (midnight, 24:00 hours CEST), at the following address:

Sartorius Aktiengesellschaft  
Executive Board  
Otto-Brenner-Strasse 20  
37079 Göttingen, Germany

## **b) 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  
c/o Better Orange IR & HV AG  
Haidelweg 48  
81241 Munich, Germany

or by fax: +49(0)89 889 690 633  
or by email: [sartorius@better-orange.de](mailto:sartorius@better-orange.de)

Motions sent to addresses other than the above will not be considered. Shareholders' motions to be made available concerning the agenda will be published, including the name(s) of the respective shareholder(s) and a justification of this motion, without undue delay after its receipt, on the company's Internet site at [www.sartorius.com/shareholders-meeting](http://www.sartorius.com/shareholders-meeting), provided that said motions together with a justification thereof are received by the company no later than by the end of **June 11, 2020 (midnight, 24:00 hours CEST)**. 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 a 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.

**c) Right to receive information pursuant to § 131, Subsection 1, of AktG in conjunction with Article 2, Section 1, Subsection 2, of the COVID-19 Act**

Shareholders and their proxies can address their questions to the company administration about matters concerning the company insofar as responses to these questions are required for appropriately assessing and completing an item on the agenda. To ensure questions are answered under the more difficult conditions of the COVID-19 pandemic, the Executive Board decided, with the approval of the Supervisory Board, that for organizational reasons such questions are to be submitted in German to the company, in accordance with Article 2, Section 1, Subsection 2, of the COVID-19 Act, no later than by the end of **June 23, 2020 (midnight, 24:00 hours (CEST))** in accordance with Article 2, Section 1, Subsection (2), bullet number 2 of the COVID-19 Act via the password-protected Internet service platform at **[www.sartorius.com/shareholders-meeting](http://www.sartorius.com/shareholders-meeting)**.

Pursuant to Article 2, Section 1, Subsection 2, of the COVID-19 Act, the Executive Board is entitled to decide at its due and free discretion as to which questions it answers and how. The Executive Board reserves the right to answer questions on the company's Internet site ahead of the virtual general meeting.

Sartorius Aktiengesellschaft