

Special Report of the Statutory Auditors on Related Party Agreements

This is a translation into English of the statutory auditors' Special report on related party agreements and commitments of the Company issued in French and it is provided solely for the convenience of English speaking users.

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 2019

To the Shareholders of SARTORIUS STEDIM BIOTECH S.A.,

We are required to inform you, on the basis of the information provided to us, of the terms and conditions of those agreements indicated to us, or that we may have identified in the performance of our engagement. We are not required to comment as to whether they are beneficial or appropriate or to ascertain the existence of any such agreements. It is your responsibility, in accordance with article R. 225-31 of the French Commercial Code ('Code de Commerce'), to evaluate the benefits resulting from these agreements prior to their approval.

In addition, we are required, where applicable, to inform you in accordance with article R. 225-31 of the French Commercial Code concerning the implementation, during the year, of the agreements already approved by the General meeting of shareholders.

We performed those procedures which we considered necessary to comply with professional guidance issued by the French national auditing body ('Compagnie nationale des commissaires aux comptes') relating to this type of engagement. These procedures consisted in verifying that the information provided to us is consistent with the documentation from which it has been extracted.

AGREEMENTS SUBMITTED FOR APPROVAL BY THE GENERAL MEETING OF SHAREHOLDERS

Agreements authorized and concluded during the previous accounting period

We hereby inform you that we have not been advised of any agreements authorized and concluded during the previous accounting period to be submitted to the General meeting of shareholders for their approval in accordance with article L. 225-38 of the French Commercial Code.

Agreements not subject to prior authorization

In accordance with articles L. 225-42 and L.823-12 of the French Commercial Code, we hereby inform you that the following agreement was not subject to prior authorization by your Board of Directors.

It is our responsibility to inform you of the circumstances in which the authorization procedure has not been followed.

– General Assistance and Administrative Services Agreement

– With the company, Sartorius AG (SAG) 74.3% shareholder of the company Sartorius Stedim Biotech S.A. (SSB S.A.)

– Person concerned: Mr René Faber (Member of the Board of Directors of SSB S.A. and member of the Executive Committee of SAG).

– Nature and purpose: general assistance and administrative services agreement signed on 15 February 2018 for an indefinite duration. This agreement covers the recharging by SAG to SSB S.A. of a part of the remuneration of Mr René Faber in respect of the services he performs and provides within the company.

– Details: the recharge of the said services of the person concerned is calculated using an allocation based on work performed and time spent by the executive for the benefit of SSB S.A.

The amounts invoiced (excluding tax) by SAG to SSB S.A. for the years ended 31 December 2019 is detailed below:

Year end 2019: €. 410 004

This agreement was not subject to prior authorization by your Board of Directors due to an omission.

It should be noted that during its meeting of February 6, 2020, your Board of Directors decided to authorize a posteriori this agreement.

Agreements from prior years not approved by the General meeting of the shareholders

We hereby inform you that the following agreements, authorized and concluded during the year ended 31 December 2018, which were mentioned in our special report on related party agreements and commitments for the year ended 31 December 2018 and which were not approved by the General meeting of shareholders approving the financial statements for the year ended 31 December 2018.

- General Assistance and Administrative Services Agreement
 - With the company, Sartorius AG (SAG) 74.3% shareholder of the company Sartorius Stedim Biotech S.A. (SSB S.A.)
 - Person concerned: Mr Joachim Kreuzburg (Chairman and Chief Executive Officer of SSB SA and Chief Executive Officer of the Executive Committee of SAG).
 - Nature and purpose: general assistance and administrative services agreement signed on 15 February 2018 with retrospective effect commencing 1 January 2015 for an indefinite duration. This agreement covers the recharging by SAG to SSB S.A. of a part of the remuneration of Mr Joachim Kreuzburg in respect of the services he performs and provides within the company.
 - Details: the recharge of the said services of the person concerned is calculated using an allocation based on work performed and time spent by the executive for the benefit of SSB S.A.

The amounts invoiced (excluding tax) by SAG to SSB S.A. for the years ended 31 December 2017 and 2018 are detailed below:

Year end 2019: €. 582 804

Year end 2018: €. 674 216

- Regulated commitments concerning Mr Joachim Kreuzburg
 - With the company Sartorius AG (SAG 74. 3% shareholder of Sartorius Stedim Biotech S.A. (SSB S.A.).
 - Person concerned: Mr Joachim Kreuzburg (Chairman and Chief Executive Officer of SSB S.A. and Chief Executive Officer of the Executive Committee of SAG)
 - Nature and purpose: commitments relating to early departure indemnities, a non-competition clause and supplementary retirement commitments were taken out by SAG for the benefit of Mr Joachim Kreuzburg.
 - Details: the details of these commitments are as follows:

Early departure indemnity cap:

In the event of an early departure, at the initiative of the company, of Mr Joachim Kreuzburg from his executive function on the Executive Committee of SAG, the amount of the departure indemnity that falls due will be limited to a maximum amount corresponding to two years of remuneration.

Non-competition clause

For two years following the complete termination of his functions within the group SAG, Mr Joachim Kreuzburg will be obliged to comply with a non-competition clause compensated by an indemnity equal to one half of his last annual remuneration, if not waived or terminated.

Supplementary retirement commitments

Mr Joachim Kreuzburg benefits from a supplementary retirement scheme in compliance with German law requirements.

In accordance with the Sartorius group overall remuneration policy, these commitments will be recharged to Sartorius Stedim Biotech S.A. upon their occurrence for 20% of their amount.

AGREEMENTS ALREADY APPROVED BY THE GENERAL MEETING OF SHAREHOLDERS

**Agreements and commitments approved in
previous financial years, which continued during
the past year**

We hereby inform you that we have not been advised of any agreements already approved by the General meeting of shareholders and continued during the previous financial year.

Marseille, 7 February 2020

The Statutory Auditors

French original signed by

KPMG Audit
A division of KPMG S.A.

John Evans

Deloitte Et Associés

Philippe Battisti