

EXPLANATIONS

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

Right to put 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 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 that they have owned the company's shares at least for three months prior to the date of the shareholders' meeting (i.e., at least since January 09, 2015).

Said request must be received by the company no later than on **March 9, 2015 (24:00 hours Central European Winter Time [CEWT])**, at the following address:

Sartorius Aktiengesellschaft
Group Legal Department
Weender Landstrasse 94–108
37075 Goettingen, Germany

Fax: +49(0)551.308.3955
E-mail: hauptversammlung@sartorius.com

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 the German Stock Corporation Law (AktG) and proposals of shareholders for the appointment of an auditor 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
E-mail: hauptversammlung@sartorius.com

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 on March 25, 2015 (24:00 hours CEWT). Opinions given by the company's Administration 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 including spaces exceeds 5,000 characters.

The statements made above apply to a shareholder's proposals for the appointment of an auditor, with the requirement that an election proposal does not have to be justified.

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

At the 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 company's Articles of Association, 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 speak. The chairman of the shareholders' meeting may reasonably set time limits, particularly at the beginning or during the shareholders' meeting, for discussion of the individual items on the agenda and for the individual questions and statements.