



sartorius stedim
biotech

Invitation

Annual Shareholders' Meeting

April 5, 2016

1:30pm

Z.I. les Paluds
Avenue de Jouques, C.S. 91051
13781 Aubagne Cedex, France

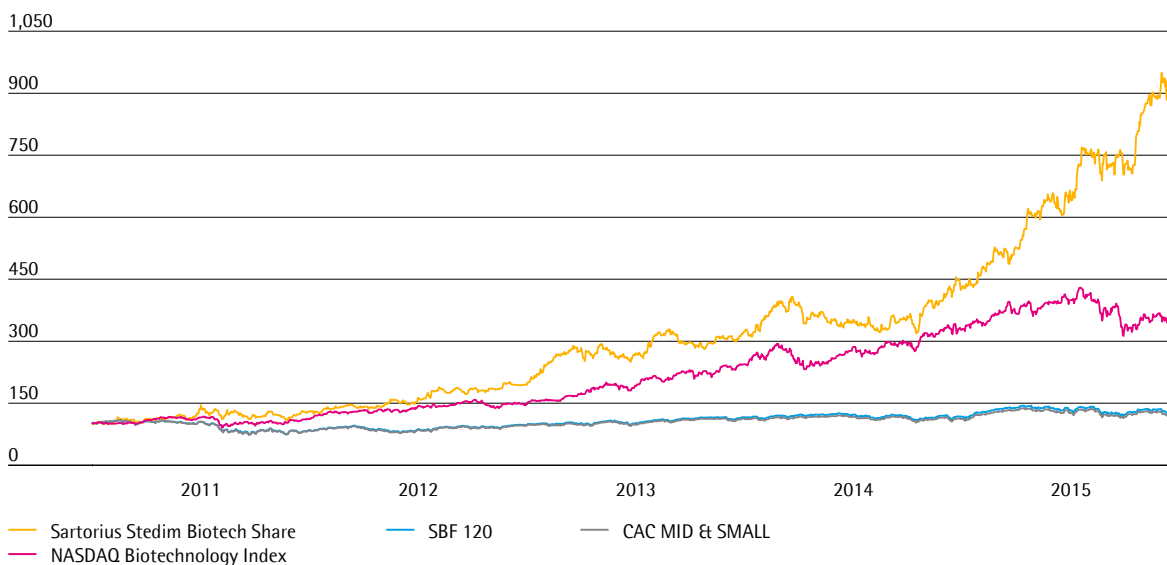
2015

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Sartorius Stedim Biotech Share

Sartorius Stedim Biotech Share in Comparison to the SBF 120, CAC MID & SMALL and NASDAQ Biotechnology Index (indexed)
January 1, 2011, to December 31, 2015



Facts about the Share¹⁾

ISIN	FR0000053266
Liquidity provider	Gilbert Dupont
Stock exchange	Euronext Paris
Market segment	Local Securities - Compartment A (Large Caps)
Indexes	SBF 120; SBF 250; CAC All SHARES; CAC MID & SMALL 190; CAC SMALL; CAC HEALTH CARE
Number of shares	15,367,238
thereof Sartorius AG	74.3%
thereof free float	25.7%
Voting rights	26,994,624
thereof Sartorius AG	84.6%
thereof free float	15.4%

¹⁾ As of December 31, 2015

Agenda of the Annual Shareholders' Meeting on April 5, 2015

The shareholders are convened to the Combined Extraordinary and Ordinary Shareholders' Meeting of the company on 5 April 2016 at 1:30 pm at the headquarters in Aubagne with the purpose of deliberating according to the below agenda :

Under the competence of the Extraordinary Shareholders' meeting

1. Reading of the Report of the Board of Directors to the Extraordinary Shareholders' Meeting,
2. Reading of the Report of the Board of Directors on the contemplated merger,
3. Reading of the Report of the Board of Directors on the delegations of authority and financial authorizations,
4. Reading of the Reports of the merger auditor on the terms and conditions of the merger and on the valuation of the contributions,
5. Approval of the company's absorption by merger of VL Finance SAS and of the increase of the share capital of the company as remuneration for the said merger,
6. Reduction of the share capital unrelated to losses by cancelling treasury shares held following the completion of the merger,
7. Acknowledgement of the completion of the merger,
8. Split by six (6) of the par value of the company's share, subject to the final completion of the merger referred to in the first resolution,
9. Share capital increase of the company by way of incorporation of reserves in order to increase the par value of each of the company's shares up to 0.20 euro.
10. Correlative amendment to article 5 of Title 1 ("Share capital") of the company's articles of association,
11. Delegation of authority granted to the Board of Directors to issue shares and/or securities giving access to the share capital of the company and/or securities giving the right to the allotment of debt instruments, with preferential subscription right of the shareholders,
12. Delegation of authority granted to the Board of Directors to issue shares and/or securities giving or capable of giving access to the share capital of the company and/or securities giving the right to the allotment of debt instruments, without preferential subscription right of the shareholders - through public offerings,
13. Delegation of authority granted to the Board of Directors to issue shares and/or securities giving or capable of giving access to the share capital of the company and/or the issuance of securities giving the right to the allotment of debt instruments, without the preferential subscription rights of the shareholders - through private placements referred to in article L. 411-2 II of the French Monetary and Financial Code,
14. Delegation of authority to the Board of Directors to increase the number of shares and/or securities giving or capable of giving access to the share capital of the company to be issued in case of share capital increase, with or without preferential subscription right of the shareholders,
15. Delegation of authority granted to the Board of Directors to decide to issue shares and/or securities giving or capable of giving access to the share capital of the company as consideration for contributions in kind in shares and/or securities giving or capable of giving access to capital, without preferential subscription right of shareholders,
16. Delegation of authority granted to the Board of Directors to increase the share capital of the company through the capitalization of reserves, earnings or premiums or any other sum upon which capitalization would be permitted,
17. Delegation of authority granted to the Board of Directors to issue shares and/or securities giving or capable of giving access to the share capital of the company, reserved for members of company savings plan, without preferential subscription right of the shareholders,

18. Authorization granted to the Board of Directors to reduce the share capital of the company by way of cancellation of shares acquired through the implementation of a share buy-back program, and
19. Powers to carry out formalities.

Under the competence of the Ordinary Shareholders' meeting

20. Board of Directors' report on resolutions submitted to the Ordinary Shareholders' Meeting.
21. Management Report of the Board of Directors.
22. Group management report of the Board of Directors.
23. Report of the president of the Board of Directors covered by the Article L. 225-37 of the French commercial code.
24. Report of the Statutory Auditors on the company financial statements for the financial year ended 31 December 2015.
25. Report of the Statutory Auditors on the consolidated financial statements of the financial year ended 31 December 2015.
26. Special reports by the Statutory Auditors on the agreements covered by articles L. 225-38 and subsequent of the French commercial code.
27. Report of the Statutory Auditors on the report of the president of the Board of Directors covered by the Article L. 225-235 of the French commercial code.
28. Report of the Statutory Auditor regarding social and environmental information.
29. Approval of the company financial statements for the year ended 31 December 2015 and discharge for the Directors.
30. Approval of the consolidated financial statements for the financial year ended 31 December 2015.
31. Allocation of net income for the financial year ended 31 December 2015 and determination of the dividend.
32. Approval of regulated agreements covered by articles L. 225-38 and subsequent of the French commercial code.
33. Setting of the annual Directors' fees to the members of the Board of Directors.
34. Advisory vote on the elements of compensation due or granted for the 2015 financial year to Mr. Joachim Kreuzburg, Chairman of the Board of Directors and Chief Executive Officer.
35. Advisory vote on the elements of compensation due or granted for the 2015 financial year to Mr. Reinhard Vogt, Executive Vice President.
36. Advisory vote on the elements of compensation due or granted for the 2015 financial year to Mr. Volker Niebel, Executive Vice President.
37. Advisory vote on the elements of compensation due or granted for the 2015 financial year to Mr. Oscar-Werner Reif, Executive Vice President.
38. Proposal of renewal of the term of duty of Mr. Joachim Kreuzburg as member of the Board of Directors.
39. Proposal of renewal of the term of duty of Mr. Volker Niebel as member of the Board of Directors.
40. Proposal of renewal of the term of duty of Mr. Reinhard Vogt as member of the Board of Directors.
41. Proposal of renewal of the term of duty of Mr. Arnold Picot as member of the Board of Directors.
42. Proposal of renewal of the term of duty of Mr. Bernard Lemaître as member of the Board of Directors.
43. Proposal of renewal of the term of duty of Mrs. Liliane de Lassus as member of the Board of Directors.
44. Proposal of renewal of the term of duty of Mr. Henri Riey as member of the Board of Directors.
45. Authorization granted to the Board of Directors in order to allow the company to trade on its own shares
46. Powers to carry out formalities.

How to participate at the Annual Shareholders Meeting

I ADMISSION CONDITIONS

1. Be a shareholder

Whether you hold registered or bearer shares, you can participate in the Shareholders' Meeting, regardless of the number of shares you own, subject to providing evidence of share ownership (see 2 below).

You are a registered shareholder if your Sartorius Stedim Biotech S.A. shares are registered on the share registers held on behalf of the Company by Société Générale.

You are a shareholder holding bearer shares if your Sartorius Stedim Biotech S.A. shares are held by the banking or financial intermediary that manages your share account. Shareholders holding bearer shares cannot be identified by Sartorius Stedim Biotech S.A. and can buy and sell shares on the stock market via their customary financial intermediary, bank or stock broker.

2. How to prove you are a shareholder

You must provide evidence of share ownership by midnight, Paris time, on the second working day prior to the Shareholders' Meeting, i.e. by midnight, Paris time, on 1 April 2016.

If you are a registered shareholder, share ownership is evidenced by the registration of your shares on the share registers held on behalf of Sartorius Stedim Biotech S.A. by Société Générale.

If you are a shareholder holding bearer shares, share ownership must be evidenced by a shareholding certificate issued by your banking or financial intermediary for the purpose of the Shareholders' Meeting.

II HOW TO PARTICIPATE

You have the following four options:

1. Attend the Shareholders' Meeting in person

Should you select this option, please tick the box "I wish to attend the Shareholders' Meeting" on page 1 of the standard form for postal and proxy voting.

If you are a registered shareholder: on the day of the Shareholders' Meeting, you must bring valid proof of identity so that your status as a shareholder can be verified before you enter the Meeting.

If you are a shareholder holding bearer shares: on the day of the Shareholders' Meeting, you must bring valid proof of identity and the shareholding certificate issued by your banking or financial intermediary.

2. Authorise the Chairman of the Shareholders' Meeting to vote on your behalf

Should you select this option, please tick both (i) the box "I appoint a proxy" (p.1) and (ii) the box "I authorise the Chairman to vote on my behalf" (Section A) on the standard form for postal and proxy voting.

The Chairman will cast a vote in favour of adopting the draft resolutions and amendments submitted or approved by the Board of Directors, and a vote against adopting any other draft resolutions.

3. Grant a proxy to any individual or legal entity of your choice

Should you select this option, please tick both (i) the box "I appoint a proxy" and (ii) "I grant proxy to" (Section A) on the standard form for postal and proxy voting, and specify the surname, first name and address of the person to whom you grant proxy to attend the Shareholders' Meeting and vote in your name and on your behalf.

4. Postal vote

Should you select this option, please tick (i) the box "I wish to vote by post" (p.1) and (ii) complete Section B of the standard form for postal and proxy voting.

III FORM SUBMISSION

Irrespective of the method of participation selected (see II above), you must complete information on your identity (p.1), and date and sign the form (p.2) and return it, so that it is received no later than 2 April 2016 (by post) or by 3pm on 4 April 2016, Paris time (by email):

If you are a registered shareholder, to Société Générale - 32, rue du Champ de Tir - CS 30812 - 44308 Nantes Cedex 3 (France) / or to the registered office of Sartorius Stedim Biotech S.A., for the attention of the Finance Department - ZI Les Paluds - Avenue de Jouques - CS 91051 - 13781 Aubagne Cedex (France).

If you are a shareholder holding bearer shares, to your banking or financial intermediary, which will forward it to Sartorius Stedim Biotech S.A. Your shareholding certificate must be appended to your form.

IV DOCUMENTS PERTAINING TO THE SHAREHOLDERS' MEETING

All documents required under French Law are available at the Company's registered office. A copy of these

documents will be provided upon request by returning the document on page XX of this notice of meeting brochure duly completed and signed. These documents are also available on the Company's website at the following address:

<http://www.sartorius.com/en/company/investor-relations/sartorius-stedim-biotech-sa/shareholders-meeting/>

Business Development of Sartorius Stedim Biotech Group for fiscal 2015

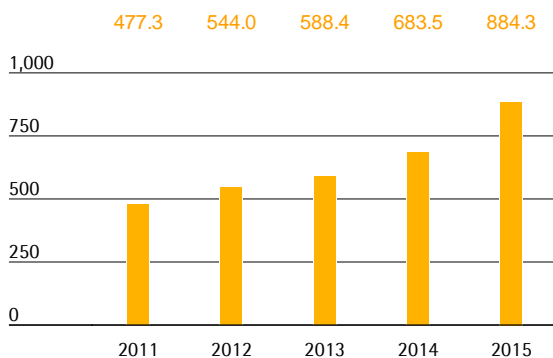
Sales Revenue

In the reporting year, the Sartorius Stedim Biotech Group achieved double-digit growth rates yet again, which were significantly higher than projected at the beginning of the year. This development was driven by both stronger than expected growth of the biopharma market and market share gains.

Thus sales revenue rose by 19.4% in constant currencies to €844.3 million, surpassing our guidance issued at the outset of year of 4% to 7% in constant currencies. Including the effects from currencies, Sartorius Stedim Biotech sales revenues surged by 29.4%.

Sales Revenue 2011 to 2015

in € million



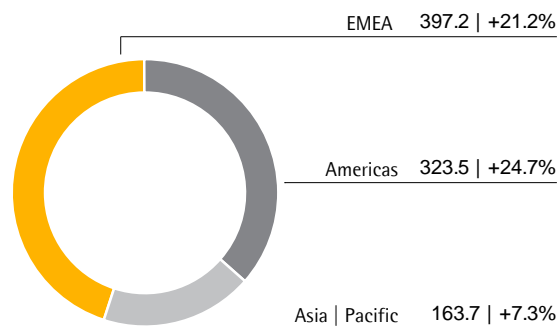
Sales Revenue and Order Intake

in € millions	2015	2014	Δ in % reported	Δ in % const. fx
Sales Revenue	884.3	683.5	29.4	19.4
Order Intake	946.4	722.1	31.1	21.1

All product segments contributed to this expansion, especially single-use technologies, such as filters and bags. BioOutsource Ltd. and Cellca GmbH acquired in the reporting year also developed very positively and contributed around 1.5 percentage points in constant currencies to sales revenue growth.

Sales Revenue and Growth¹⁾ by Region²⁾

in € millions unless otherwise specified



¹⁾ In constant currencies

²⁾ Acc. to customers' location

All following regional changes are in constant currencies, unless otherwise specified.

In 2015, all regions reported strong gains in sales revenue. The Americas and EMEA regions grew very dynamically in which we gained market share according to our estimates.

EMEA, which generated the highest share accounting for around 45% of sales revenue, reported a sharp increase in sales revenue of 21.2% to €397.2 million (reported +23.3% compared to €322.1 million). The Americas region, which represented around 37% of sales revenue, saw a strong upsurge of 24.7% to €323.5 million (reported +47.3% compared to €219.6 million). In the Asia | Pacific region, which accounted for around 18% of total sales, Sartorius Stedim Biotech recorded double-digit gains in order volume. Sales revenue for this region rose 7.3% to €163.7 million compared to a strong basis in 2014 (reported +15.5% compared to €141.8 million).

Development of Costs and Earnings

Sartorius Stedim Biotech adopted a slight change to its reporting structure of its results in fiscal 2015. Depreciation related to capitalized development costs are now shown within cost of sales. To ensure comparability, business figures for 2014 have been restated (see Consolidated Financial Statement and Notes).

In the reporting year, the cost of sales was at €432.5 million. This equates an underproportionate increase of 24.9% compared to sales revenue growth of 29.4%. The cost of sales ratio was 48.9% relative to 50.7% a year ago.

Functional costs for the Sartorius Stedim Biotech Group developed in fiscal 2015 as follows: Selling and distribution costs rose slower than sales by 15.8% to €167.2 million. The ratio of selling and distribution costs to sales revenue was 18.9% compared with 21.1% in the previous year.

Expenses for research and development rose in the reporting year by 21.7% to €41.5 million. This equates to 4.7% of sales revenue, compared with 5.0% in the prior year.

Concerning general administrative expenses, we reported a 26.5% increase to €48.9 million. The increase is inter alia attributable to the expansion of certain functions such as IT in connection with our 2020-strategy. In relation to sales revenue, general administrative expenses were at 5.5% relative to 5.7% in the previous year.

In fiscal 2015, the balance of other operating income and expenses was -€9.6 million relative to €0.2 million a year earlier. This change related amongst others to higher extraordinary items as well as currency-related hedging effects.

Overall, Group operating expenses rose 24.3% year over year. Accordingly, EBIT increased over-proportionately with respect to sales revenue by 53.4% to €184.5 million. The Group's EBIT margin was 20.9% (2014: 17.6%).

At -€14.9 million the financial result remained broadly at prior year level of -€15.3 million. In the reporting period, lower year-over-year interest expenses were compensated by higher fair value effects of hedging instruments and foreign currency loans.

Income taxes totaled €50.2 million (2014: €31.4 million). The company's tax rate was 29.6% after 29.9% in the year before.

In the reporting year, net profit attributable to share-holders of Sartorius Stedim Biotech S.A. was €118.0 million relative to €72.4 million a year earlier.

Statement of Profit or Loss#

€ in millions	2015#	2014 ¹⁾	in %
Sales revenue	884.3	683.5	29.4
Cost of sales	-432.5	-346.3	-24.9
Gross profit on sales	451.8	337.2	34.0
Selling and distribution costs	-167.2	-144.4	-15.8
Research and development costs	-41.5	-34.1	-21.7
General administrative expenses	-48.9	-38.7	-26.5
Other operating income and expenses	-9.6	0.2	n.m.
Earnings before interest and taxes (EBIT)	184.5	120.3	53.4
Financial income	2.9	2.4	18.4
Financial expenses	-17.7	-17.7	0.0
Financial result	-14.9	-15.3	2.7
Profit before tax	169.7	105.1	61.5
Income taxes	-50.2	-31.4	-59.9
Net result	119.5	73.7	62.2
Attributable to:			
Equity holders of SSB S.A.	118.0	72.4	62.9
Non-controlling interest	1.5	1.2	21.4

¹⁾ restated; for more information please refer to the consolidated financial statements and notes on page 110

Earnings

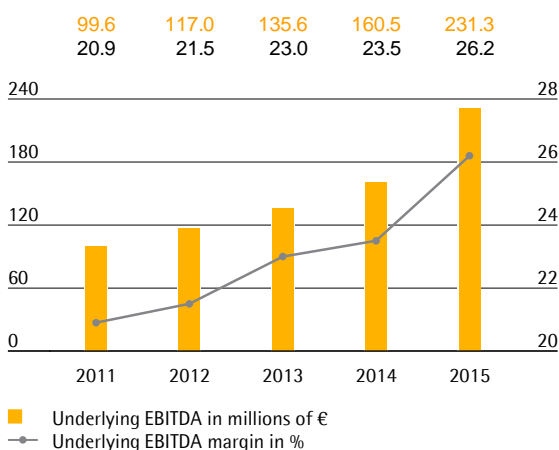
At the Sartorius Stedim Biotech Group, earnings before interest, taxes, depreciation and amortization (EBITDA) are used as the key profitability measure. To provide a complete and transparent presentation of the Group's profitability, we report earnings adjusted for extraordinary items (underlying EBITDA). For more information about definitions, please refer to the Glossary on page 224. The underlying presentation is reconciled with the EBITDA key indicator (see Glossary) as follows:

Reconciliation between EBIT and underlying EBITDA

€ in millions	2015	2014
EBIT	184.5	120.3
Extraordinary items	7.4	4.9
Amortization	39.4	35.3
Underlying EBITDA	231.3	160.5

In the reporting year, earnings of the Sartorius Stedim Biotech advanced significantly based on its strong growth in sales revenues. Due to economies of scale, underlying EBITDA increased overproportionally by 44.2% to €231.3million. The respective margin rose from 23.5% to 26.2%, exceeding our initial guidance of 24.0% to 24.5%. Currency effects added around 0.5 percentage points to this margin improvement.

Underlying EBITDA and margin¹⁾



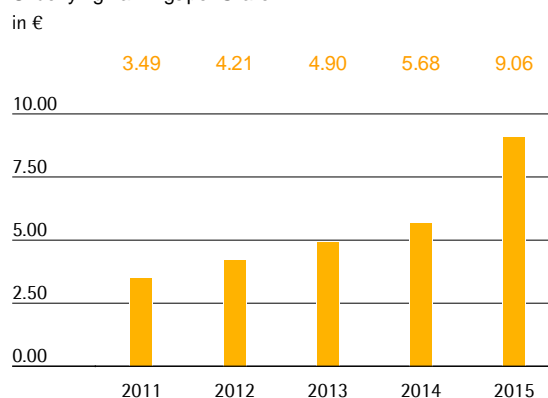
¹⁾ Adjusted for extraordinary items

Extraordinary items amounted to -€7.4million (previous year -€4.9million) and essentially related to vari-

ous corporate projects and the integration of BioOutsource and Cellca. Including all extraordinary items, depreciation and amortization, the Group's EBIT (see Glossary) rose from €120.3million to €184.5million; its respective margin increased from 17.6% to 20.9%.

Underlying net profit after non-controlling interest for the Group surged from €87.2million a year ago to €139.3million in fiscal 2015. This profit figure is calculated by adjusting for extraordinary items, eliminating non-cash amortization of €12.9million (previous year: €10.8million), and is based on the normalized financial result, as well as the corresponding tax effects for each of these items. The underlying earnings per share surged by 59.5% from €5.68 a year earlier to €9.06.

Underlying Earnings per Share¹⁾



¹⁾ Excluding extraordinary items

€ in millions	2015	2014
EBIT (operating result)	184.5	120.3
Extraordinary effects	7.4	4.9
Amortization IFRS 3	12.9	10.8
Normalized financial result ¹⁾	-6.6	0.44
Normalized income tax (2015: 29%, 2014: 29%) ²⁾	-57.5	-36.1
Underlying net result	140.8	88.5
Non-controlling interest	-1.5	-1.2
Underlying net result after non-controlling interest	139.3	87.3
Underlying earnings per share (in €)	9.06	5.68

¹⁾ Financial result excluding fair value adjustments of hedging instruments, as well as currency effects from foreign currency loans

²⁾ Underlying income tax, based on the underlying profit before taxes and non-cash amortization

Appropriation of Profits#

Sartorius Stedim Biotech strives to enable its shareholders to participate adequately in the company's success and has continuously increased its dividend in recent years. In line with this objective, we basically follow the policy of paying out a relatively stable share of the underlying net profit after non controlling interest (see definition on page 139) to our shareholders.

The Board of Directors will submit a proposal to the Annual General Shareholders' Meeting on April 5, 2016,

for payment of a dividend of €2.00 per share for fiscal 2015, up from €1.30 in the previous year. The total profit distributed would accordingly increase by 53.9% from €20.0 million a year earlier to €30.7 million. The corresponding dividend payout ratio would be 22.1% compared to 22.9% in the previous year. In relation to the closing price of the share of €353.40 on December 31, 2015, this would result in a dividend yield of 0.6% (previous year 0.8%).

Five-year financial results of Sartorius Stedim Biotech S.A.

€ in K	2011	2012	2013	2014	5348
Share capital at end of period					
Share capital (capital stock)	10,386	10,395	10,396	15,359	15,367
Number of shares outstanding	17,025,948	17,041,306	17,042,306	15,359,238	15,367,238
Transactions and financial performance					
Sales revenue (excl. VAT)	71,855	81,942	1,501	1,465	1,593
Profit before tax, employee profit sharing plan, amortization, depreciation and provision expenses (and reversals)	23,617	26,218	21,180	25,967	29,343
Income tax	1,069	678	292	468	-653
Contribution to employee profit-sharing plan	0	0	0	0	0
Net profit	23,860	26,198	20,875	24,845	29,312
Dividends paid or proposal of dividend	13,783	15,327	16,878	18,412	19,967
Earnings per share					
EPS after tax and employee profit-sharing, but before amortization, depreciation and provision expenses	1.45	1.58	1.26	1.66	1.95
EPS after tax and employee profit-sharing, amortization, depreciation and provision expenses	1.40	1.54	1.22	1.62	1.91
Dividend per share	0.90	1.00	1.10	1.20	1.30
Personnel					
Workforce size	336	388	0	0	0
Personnel costs	11,843	14,171	0	0	0
Social security costs	6,574	7,969	0	0	0

Composition of the Board of Directors

The Board of Directors is composed of ten members, four of whom are independent. The directors are appointed for a three-year period.

The organization of the works of the Board and its composition must be suited to the shareholding structure, to the size and the nature of the activity of Sartorius Stedim Biotech S.A. and the particular circumstances it can face.

Composition of the Board of Directors as of 31 December 2015

For historical reasons due to the shareholding structure of the Company, the composition of the Board of Directors and its Committees reflected the search by our reference shareholder of a long lasting balance between the Directors representing these shareholders, the Independent Directors and the executives.

Our reference shareholder takes its own responsibility towards the other shareholders, direct and distinct from the Board of Directors' one. He takes particular care to avoid possible conflicts of interests in the transparency of the information provided to the market and to fairly take all interests into account.

The Board of Directors should consider what would be the desirable balance in its membership and that of the Committees it has established, in particular in the representation of women and men, nationalities and diversity of skills by taking measures appropriate to guarantee to the shareholders and to the market that its missions are carried out with the necessary independence and objectivity. It makes public in the Reference Document the objectives, methods and results of its politics on these subjects.

Joachim Kreuzburg

Chairman and Chief Executive Officer

Date of birth: 22 April 1965

Nationality: German

First appointment: 29 June 2007

Mandate renewed: 16 April 2013

Appointed until: date of the Annual General Shareholders' Meeting in 2016 to approve the financial statements for the fiscal year ending 31 December 2015

Number of Sartorius Stedim Biotech Shares held: 1

Other current directorships and positions within the Group:

Chairman of the Executive Board (Vorstand) of Sartorius AG;
Vice Chairman of the Supervisory Board of Sartorius Stedim Biotech GmbH;
Managing Director of Sartorius Lab Holding GmbH;
Member of the Board of Directors of Sartorius Stedim North America Inc.;
Member of the Board of Directors of Sartorius Stedim Filters Inc.;
Member of the Board of Directors of Sartorius Stedim Japan K.K.;
Member of the Board of Directors of Sartorius Stedim Lab Ltd.;
Member of the Board of Directors of Sartorius Stedim BioOutsource Ltd.;
President of VL Finance S.A.S.;
Member of the Board of Directors of Denver Instrument (Beijing) Co. Ltd.;
Member of the Board of Directors of Sartorius North America Inc.;
President and Member of the Executive Committee of Sartorius Stedim FMT S.A.S.

Past directorships (held during the past five years) within the Group:

Vice Chairman of the Supervisory Board of Sartorius Weighing Technology GmbH;
Member of the Board of Directors of Sartorius Stedim SUS Inc.;
Member of the Board of Directors of Sartorius Hong Kong Ltd.;
Member of the Board of Directors of Sartorius Scientific Instruments (Beijing) Co. Ltd.;
Member of the Board of Directors of Sartorius Japan K.K.;
Member of the Board of Directors of Sartorius Biohit Liquid Handling Oy.

Other current directorships and positions outside the Group:

Member of the Advisory Board (Regionalbeirat) of Commerzbank AG, Germany;
Chairman of the Advisory Board (Beirat) of Otto Bock Holding GmbH & Co. KG, Germany;
Member of the Economic Advisory Board (Wirtschafts-

beirat) of Norddeutsche Landesbank, Germany; Member of the Supervisory Board (Aufsichtsrat) of Carl Zeiss AG, Germany.

Past directorships (held during the past five years) outside the Group:

Member of the Advisory Board (Beirat) of Hameln Group GmbH, Germany.

Educational and professional background:

Diplom-Maschinenbau-Ingenieur, Dr. rer. pol. (University degree in mechanical engineering, doctorate in economics)

1992–1995 Research associate at the Institute for Solar Energy Research in Hamelin, Germany

1995–1999 Research associate at the Faculty of Economics and Management at the University of Hanover, Germany

Since 1 May 1999 Sartorius AG, Goettingen, Germany
Most recent position before promotion to the Executive Board:
Vice President, Finances and Investor Relations

Since 11 Nov. 2002 Member of the Executive Board of Sartorius AG, Goettingen, Germany
1 May 2003, to 10 Nov. 2005 Spokesman (Sprecher) of the Executive Board of Sartorius AG, Goettingen, Germany

Since 11 Nov. 2005 CEO and Executive Board Chairman of Sartorius AG, Goettingen, Germany; currently responsible for Operations, Corporate Strategy, Legal Affairs, Compliance and Corporate Communications

Volker Niebel

Executive member
Executive Vice President of Operations and IT
Date of birth: 14 August 1956
Nationality: German

First appointment: 29 June 2007
Mandate renewed : 16 April 2013
Appointed until: date of the Annual General Shareholders' Meeting in 2016 to approve the financial statements for the fiscal year ending 31 December 2015

Number of Sartorius Stedim Biotech shares held: 1

Other current directorships and positions within the Group:

Member of the Board of Directors of Sartorius Stedim North America Inc.;
Member of the Board of Directors of Sartorius North America Inc.;
Member of the Board of Sartorius Stedim Filters Inc.;
Member of the Board of Directors of Sartorius Stedim India Pvt. Ltd.;
Member of the Board of Directors of Sartorius Stedim Biotech (Beijing) Co. Ltd.;
Member of the Board of Directors of Sartorius Stedim Lab Ltd.;
Member of the Board of Directors of Sartorius Stedim Aseptics S.A.;
Managing Director of Sartorius Stedim Bioprocess SARL;
Member of the Executive Committee of Sartorius Stedim FMT S.A.S.

Past directorships (held during the past five years) within the Group:

Managing Director (Geschäftsführer) of Sartorius Stedim Biotech GmbH;
Member of the Board of Directors of Sartorius Weighing India Pvt. Ltd.;
Member of the Board of Directors of Biohit Biotech (Suzhou) Co. Ltd.;
Managing Director of Sartorius Stedim FMT S.A.S.;
Member of the Board of Directors of Sartorius Stedim SUS Inc.;
Managing Director of Sartorius Stedim Biotech SARL;
Managing Director of Sartorius Stedim Integrated Services SARL;
Managing Director of Sartorius Stedim SUS SARL.

Educational and professional background:

Diplom-Betriebswirt (university degree in business administration and economics)

1983–1985 Schmidt & Clemens, Lindlar, Germany
Sales Manager at Petro Chemical Industry (USA)

1985–1998 Gambro AB, Lund, Sweden
1998–2001 Skanska AB, Malmö, Sweden
Member of the Executive Management Team of Poggenpohl GmbH in Herford, Germany

2001–2007 Sartorius AG, Goettingen, Germany
Most recent position:
Senior Vice President, Operations, Biotechnology Division

2007-2014 Managing Director of Sartorius Stedim Biotech GmbH in Goettingen, Germany

Since 2010 Member of the Group Executive Committee of Sartorius Group

Oscar-Werner Reif

Executive member
Executive Vice President of Research and Development
Date of birth: 11 November 1964
Nationality: German

First appointment: 21 April 2009
Mandate renewed: 7 April 2015
Appointed until: date of the Annual General Shareholders' Meeting in 2018 to approve the financial statements for the fiscal year ending 31 December 2017

Number of Sartorius Stedim Biotech shares held: 1

Other current directorships and positions within the Group:

Member of the Board of Directors of Sartorius Stedim Switzerland AG.

Past directorships (held during the past five years) within the Group:

Managing Director (Geschäftsführer) of Sartorius Stedim Biotech GmbH.

Educational and professional background:

Diplom-Chemiker, Dr. rer. nat. (university degree M.S. degree in chemistry and molecular biology, doctorate in chemical engineering)

1991-1995 Research associate at the Institute of Chemical Engineering at the University of Hanover, Germany

1995-2009 Sartorius AG, Goettingen, Germany
Most recent position: Vice President of R&D and Technology

2007 - 2009 Sartorius Stedim Biotech GmbH
Most recent position: Vice President of R&D and Technology

2009-2014 Managing Director of Sartorius Stedim Biotech GmbH in Goettingen, Germany

Since 2010 Member of the Group Executive Committee of Sartorius Group

Reinhard Vogt

Executive member
Executive Vice President of Marketing, Sales and Service
Date of birth: 4 August 1955
Nationality: German

First appointment: 29 June 2007
Mandate renewed: 16 April 2013
Appointed until: date of the Annual General Shareholders' Meeting in 2016 to approve the financial statements for the fiscal year ending 31 December 2015

Number of Sartorius Stedim Biotech shares held: 1

Other current directorships and positions within the Group:

Member of the Executive Board of Sartorius AG;
Member of the Board of Directors of Sartorius Stedim North America Inc.;
Member of the Board of Directors of Sartorius North America Inc.;
Member of the Management Board of AllPure Technologies, LLC
Member of the Board of Directors of Sartorius Stedim Malaysia Sdn. Bhd.;
Member of the Board of Directors of Sartorius Stedim Australia Pty. Ltd.;
Member of the Board of Directors of Sartorius (Shanghai) Trading Co. Ltd.;
Member of the Board of Directors of Sartorius Stedim (Shanghai) Trading Co. Ltd.;
Member of the Board of Directors of TAP Biosystems Group Ltd.;
Member of the Board of Directors of The Automation Partnership (Cambridge) Ltd.;
Member of the Board of Directors of Sartorius Stedim BioOutsource Ltd.;
Member of the Board of Directors of Sartorius Stedim Switzerland AG;
Member of the Board of Directors of Sartorius Stedim Japan K.K.;
Member of the Board of Directors of Sartorius Korea Ltd.

Past directorships (held during the past five years) within the Group:

Member of the Board of Directors of

Sartorius Stedim SUS Inc.;
 Member of the Board of Directors of Sartorius Stedim India Pvt. Ltd.;
 Member of the Board of Directors of Sartorius Australia Pty. Ltd.;
 Member of the Board of Directors of Denver Instrument (Beijing) Co. Ltd.;
 Member of the Board of Directors of Sartorius Scientific Instruments (Beijing) Co. Ltd.;
 Member of the Board of Directors of Sartorius Stedim Biotech (Beijing) Co. Ltd.;
 Member of the Board of Directors of Sartorius Hong Kong Ltd.;
 Member of the Board of Directors of Sartorius Japan K.K.;
 Managing Director (Geschäftsführer) of Sartorius Weighing Technology GmbH;
 Managing Director (Geschäftsführer) of Sartorius Stedim Biotech GmbH;
 Managing Director (Geschäftsführer) of Sartorius Lab Holding GmbH.

Educational and professional background:

Industriekaufmann (vocational diploma in industrial business administration)

1979–1983	Sarstedt AG, Nuembrecht, Germany General Manager of Sarstedt AB, Sweden
1983–2007	Sartorius AG, Goettingen, Germany Most recent position: Senior Vice President, Sales & Marketing, Biotechnology Division
Since 2009	Member of the Executive Board of Sartorius AG in Goettingen, Germany; currently responsible for Marketing, Sales and Services
2007–2014	Managing Director of Sartorius Stedim Biotech GmbH in Goettingen, Germany

Liliane de Lassus

Non-executive member
 Independent Director
 Date of birth: 29 December 1943
 Nationality: French

First appointment: 29 June 2007
 Mandate renewed: 16 April 2013
 Appointed until: date of the Annual General Shareholders' Meeting in 2016 to approve the financial statements for the fiscal year ending 31 December 2015

Number of Sartorius Stedim Biotech shares held: 1

Other current directorships and positions outside the Group:

Managing Director of L2 L Conseil SARL (management consulting services; human resources management)

Educational and professional background:

Ph.D. in organic chemistry (1972)
 MBA (1966)
 Masters' degree in Sanskrit (1969)

1969–1977	Scientific employee in charge of research at the French CNRS (National Center for Scientific Research), later at the University of California, Berkeley (California, USA)
1977–1981	PSA – Automobiles Citroën Head of department; in charge of overall manufacturing planning and programming
1981–1985	Renault Automation (Robotics) Vice President of Strategic Planning
1985–1989	CEO and Chairman of the Board of a high-tech startup company specializing in artificial intelligence (Cognitech)
1989–2005	Consultant in human resources management for company executives, especially in a multi-cultural environment
2005–2007	CEO of Stedim Biosystems
2007–2008	Executive Vice President of Sartorius Stedim Biotech
Since May 2008	Managing Director of L2 L Conseil SARL (management consulting services; management of human resources)

Bernard Lemaître

Non-executive member
 Date of birth: 16 December 1938
 Nationality: French

First appointment: 29 June 2007
 Mandate renewed: 16 April 2013
 Appointed until: date of the Annual General Shareholders' Meeting in 2016 to approve the financial statements for fiscal year ending 31 December 2015

Number of Sartorius Stedim Biotech shares held: 1

Other current directorships and positions outside the Group:

President of Financière de La Seigneurie S.A.S., La Ciotat;
Member of the Board of Directors of Senova Systems Inc., USA;
Member of the Board of Directors of Sycovest Asset Management, Paris;
Member of the Supervisory Board of Azulis Capital S.A., Paris;
Member of the Supervisory Board of Solon Ventures Ltd., London;
Member of the Supervisory Board of Qualium Investments S.A.S., Paris.

Past directorships (held during the past five years) outside the Group:

Member of the Supervisory Board of Intrasure S.A.

Educational and professional background:

1979–2007 Founder, CEO and Chairman of Stedim S.A.

Arnold Picot

Non-executive member
Date of birth: 28 December 1944
Nationality: German

First appointment: 29 June 2007
Mandate renewed: 16 April 2013
Appointed until: date of the Annual General Shareholders' Meeting in 2016 to approve the financial statements for the fiscal year ending 31 December 2015

Number of Sartorius Stedim Biotech shares held: 1

Other current directorships and positions within the Group:

Chairman of the Supervisory Board of Sartorius AG;
Chairman of the Supervisory Board of Sartorius Stedim Biotech GmbH.

Past directorships (held during the past five years) within the Group:

Chairman of the Supervisory Board of Sartorius Weighing Technology GmbH.

Other current directorships and positions outside the Group:

Member of the Supervisory Board of Takkt AG;
Member of the Supervisory Board of Wissenschaftliches Institut für Infrastruktur und Kommunikationsdienste GmbH und WIK-Consult GmbH.

Educational and professional background:

Bankkaufmann, Diplom-Kaufmann (banker, university degree in business administration), Dr. rer. pol., post-doctoral lecture qualification | Venia Legendi (Betriebswirtschaftslehre) = authorization to teach business and managerial economics at a university

1970–1975	Research assistant and assistant professor, University of Munich
1976–1984	University professor, Faculty of Business Administration, University of Hanover, Germany Director of the Institute for Management and Organization
1980–1981	Visiting scholar, Stanford University, California, USA
1984–1987	University professor, Faculty of Business Administration, Technical University of Munich; Director of the Institute for General and Industrial Business Administration
1988–2012	University professor, Executive Director of the Institute of Information, Organization and Management, Faculty of Economics, Ludwig Maximilians University in Munich
2004–2005	Konrad Adenauer visiting professor, Georgetown University, Washington, D.C., USA
Since 2013	Research Position at the Center of Information, Organization and Management, Faculty of Business Adm., Ludwig Maximilians University in Munich

Henri Riey

Non-executive member
Independent Director
Date of birth: 5 November 1961
Nationality: Monegasque

First appointment: 29 June 2007
Mandate renewed: 16 April 2013

Appointed until: date of the Annual General Shareholders' Meeting in 2016 to approve the financial statements for the fiscal year ending 31 December 2015.

Number of Sartorius Stedim Biotech shares held: 50

Other current directorships and positions outside the Group:

President of Aidea;
President of Groupe HR S.A.S.;
Director of The Princess Grace Foundation (Monaco)

Educational and professional background:

Diplôme Institut Supérieur de Gestion (France)
(degree earned at the French Higher Institute of Business Management "Institut supérieur de gestion")

1985–1988	Fund Manager at Paribas bank
1988–1996	Fund Manager, responsible for the European Equity Fund Management Team at Barclays Bank, France
1996–1999	Head of Research of Barclays Asset Management Europe
1999–2004	Executive Vice President of Barclays Asset Management; in charge of all fund management businesses
2004–2013	CFO of Hendyplan S.A.

Anne-Marie Graffin

Non-executive member
Independent Director
Date of birth: 3 May 1961
Nationality: French

First appointment: 7 April 2015
Appointed until: date of the Annual General Shareholders' Meeting in 2018 to approve the financial statements for the fiscal year ending 31 December 2017

Number of Sartorius Stedim Biotech shares held: 1

Other current directorships and positions outside the Group:

Member of the Supervisory Board of Valneva SE;
Member of the Supervisory Board of Nanobiotix S.A.;
Managing Director of SMAG Consulting SARL.

Past directorships (held during the past five years) outside the Group:

Member of the Board of Directors of Themis Bioscience GmbH;
Member of the Board of Directors of Portugal Sanofi Pasteur MSD;
Member of the Board of Directors of Spain Sanofi Pasteur MSD;
Member of the Board of Directors of UK Sanofi Pasteur MSD;
Member of the Board of Directors of Ireland Sanofi Pasteur MSD.

Educational and professional background:

Graduated from ESSEC (Ecole Supérieure des Sciences Economiques et Commerciales)

1984– 1987	International Distillers and Vinters, France Products Manager
1988– 1990	URGO Laboratories - adhesive Marketing Manager
1991– 1995	RoC S.A (Johnson & Johnson) - Head of International Marketing Group
1998– 2000	Sanofi Pasteur MSD - France Products Manager Adults Vaccines
2001– 2005	Sanofi Pasteur - Head of range then Europe Adults Vaccines Marketing Director
2006– 2008	Sanofi Pasteur MSD - Executive Manager Business Management
2009– 2010	Sanofi Pasteur MSD - Vice President Business Management
Since 2011	Managing Director SMAG Sàrl - Advice Biotech and Medtech Strategy Management

Susan Dexter

Non-executive member
Independent Director
Date of Birth: 11 October 1955
Nationality: American

First appointment: 7 April 2015
Appointed until: date of the Annual General Shareholders' Meeting in 2018 to approve the financial statements for the fiscal year ending 31 December 2017

Number of Sartorius Stedim Biotech shares held: 1

Other current directorships and positions outside the Group:

BioSense Technologies, Woburn, Massachusetts, USA-
Clinical diagnostic technology based on cellular impedance

Past directorships (held during the past five years)
outside the Group:
Kalon Biotherapeutics, College Station, Texas, USA
(retired) - CMO

Educational and professional background:

Degrees and Certifications:BS in Immunology and
Marketing (double major, honors), American University,
Washington, D.C., USA
Harvard University Negotiation Course for Lawyers,
Harvard University, Cambridge, Massachusetts, USA
Finance for non-financial Managers, Harvard University
through Dow Chemical Company internal training
program

1975- 1980	University of Massachusetts Medical School, Research, mammalian cell cul- ture, animal toxicology studies, basic research
1980- 1986	Collaborative Research, Biotechnology Sales in emerging markets for biopro- cessing supplements and raw materials for biomanufacturing
1986- 1998	Celltech Biologics, Lonza Biologics, Business Development-bioprocessing and manufacturing of biotechnology based biotherapeutics
1998- 2004	Collaborative BioAlliance, Dow Chemical Company (Dow Biotechnology Contract Manufacturing Services) - Vice President, Business Development for microbial fer- mentation services, technologies and implementation of single use bio- processing technologies
2004- 2008	Xcellerex, Inc. (now GE Healthcare),- Chief Business Officer; CMO services us- ing fully integrated single-use biopro- cessing technology, sales of single use bioprocessing technologies
Since 2008	Latham Biopharm Group, Principal Con- sultant- VP Business Development for multiple CMO's offering contract manu- facturing services to the biotechnology life sciences industry, strategic consult- ing, single-use disposable technology implementation, project management and high-level business development and marketing, Advisor and speak for BioProcess International

REQUEST FOR DOCUMENTS AND INFORMATION

COMBINED ORDINARY AND EXTRAORDINARY ANNUAL SHAREHOLDERS' MEETING 5 APRIL 2016

To send back to:

SARTORIUS STEDIM BIOTECH S.A.
To the attention of Mr Olivier Guitard
ZI Les Paluds - Avenue de Jouques
CS 91051
13781 Aubagne Cedex

I, the undersigned

Name:

Forename:

Registered name:

Represented by:

Acting as:

Home address / Registered office:

.....

Owner of registered shares,
And/or bearer shares, registered in the accounts of (bank, financial
institution),

Asks to receive documents and information, concerning the Combined Ordinary and Extraordinary Annual Shareholders' Meeting of 5 April 2016, referred to in the provisions of Article R.225-88 of the French commercial code :

- To my address indicated above,
- To the following postal address:

Done at on
(Signature)

The documents and information referred to in the Articles R.225-81 and R.225-83 of the French commercial code are available on the website of the company.
According to the Article R.225-88 subparagraph 3 of the French commercial code, shareholders owners of registered shares can, by a single request, receive from the company documents and information at each of the next annual shareholders' meetings. To this facility, check this box. :

COMBINED SHAREHOLDERS' MEETING OF 5 APRIL 2016

SARTORIUS STEDIM BIOTECH S.A.
Public limited company with share capital of €15,367,238
Registered office: Z.I. Les Paluds –
Avenue de Jouques – 13400 AUBAGNE
Trade and Companies Register -Marseille 314 093 352

CLOSING DATE FOR RECEIPT OF THIS FORM:
- by the depository referred to in the notice of the Meeting:
02.04.2016 or 04.04.2016 - 3 pm (email)
- by the Company: 02.04.2016 or 04.04.2016 - 3 pm (email)
(after this date your vote will not count)

STANDARD FORM FOR POSTAL AND PROXY VOTING

SHAREHOLDER IDENTIFICATION	
Section MUST be completed by the Shareholder	For Company and / or authorised financial intermediary use only
Surname:	Single voting rights:
First name:	Registered:
Corporate name:	Double voting rights:
Represented by:	Number of shares:
In his/her capacity as:	Bearer shares:
Home address / Registered office:	Number of voting rights:
.....	
.....	

METHOD OF PARTICIPATING IN THE SHAREHOLDERS' MEETING	
NOTE:	Before making your selection, please read the instructions found on pages 3 to 5 of this document.
<input type="checkbox"/>	I WISH TO ATTEND THE SHAREHOLDERS' MEETING (date and sign at the end of page 3)
<input type="checkbox"/>	I APPOINT A PROXY (please select either of the two options in Section A and date and sign at the end of page 3)
<input type="checkbox"/>	I WISH TO VOTE BY POST (please complete the resolutions table - Section B - by ticking the box corresponding to your vote and date and sign at the end of page 3).

A - YOU HAVE ELECTED TO APPOINT A PROXY	
<input type="checkbox"/> I AUTHORISE THE CHAIRMAN TO VOTE ON MY BEHALF (see. p. 4 § 2.1 below)	<input type="checkbox"/> I AUTHORISE (see. p. 4 § 2.2 below) (please specify the surname, first name, address and title of the representative)

B - YOU HAVE ELECTED TO VOTE BY POST

Please complete the resolutions table below by ticking the box corresponding to your vote (*see. p. 5 § 3 below*).

NOTE: Any abstention and any other absence of voting indication will be treated as a vote against.

Where the boxes corresponding to voting by post or proxy are both ticked, the Company will consider your response to constitute a proxy, subject to the votes expressed in the postal voting form.

EXTRAORDINARY RESOLUTIONS	FOR	AGAINST	ABSTENTION
1st resolution <i>(Approval of the Company's absorption by merger of VL Finance SAS and of the increase of the share capital of the Company as remuneration for the said merger)</i>			
2nd resolution <i>(Reduction of the share capital unrelated to losses by cancelling treasury shares held following the completion of the merger)</i>			
3rd resolution <i>(Acknowledgement of the completion of the merger)</i>			
4th resolution <i>(Split by 6 of the par value of the Company's share, subject to the final completion of the merger referred to in the first resolution)</i>			
5th resolution <i>(Increase of the share capital of the Company by way of incorporation reserves in order to increase the individual par value of the shares of the Company up to € 0.20)</i>			
6th resolution <i>(Amendment of article 5 of Title 1 ("Share capital") of the Company's articles of association accordingly)</i>			
7th resolution <i>(Delegation of authority granted to the Board of directors to issue shares and/or securities giving access to the share capital of the Company and/or securities giving the right to the allotment of debt instruments, with preferential subscription rights of the shareholders)</i>			
8th resolution <i>(Delegation of authority granted to the Board of directors to issue shares and/or securities giving or capable of giving access to the share capital of the Company and/or securities giving the right to the allotment of debt instruments, without preferential subscription rights of the shareholders - through public offerings)</i>			
9th resolution <i>(Delegation of authority granted to the Board of directors to issue shares and/or securities giving or capable of giving access to the share capital of the Company and/or the issuance of securities giving the right to the allotment of debt instruments, without the preferential subscription rights of the shareholders – through private placements referred to in article L. 411-2 II of the French Monetary and Financial Code)</i>			
10th resolution <i>(Delegation of authority to the Board of directors to increase the number of shares and/or securities giving or capable of giving access to the share capital of the Company to be issued in case of share capital increase, with or without preferential subscription rights of the shareholders)</i>			
11th resolution <i>(Delegation of authority granted to the Board of directors to decide to issue shares and/or securities giving or capable of giving access to the share capital of the Company as consideration for contributions in kind in shares and/or securities giving or capable of giving access to capital, without preferential subscription rights of shareholders)</i>			
12th resolution <i>(Delegation of authority granted to the Board of directors to increase the share capital of the Company through the capitalization of reserves, earnings or premiums or any other sum upon which capitalization would be permitted)</i>			
13th resolution <i>(Delegation of authority granted to the Board of directors to issue shares and/or securities giving or capable of giving access to the share capital of the Company, reserved for members of company savings plan, without preferential subscription rights of the shareholders)</i>			
14th resolution <i>(Authorization granted to the Board of directors to reduce the share capital of the Company by way of cancellation of shares acquired through the implementation of a share buy-back program)</i>			
ORDINARY RESOLUTIONS	FOR	AGAINST	ABSTENTION
15th resolution <i>(Approval of Financial statements for the year ended 31 December 2015 and discharge to all directors)</i>			
16th resolution <i>(Approval of the consolidated financial statements for the year ended 31 December 2015)</i>			
17th resolution <i>(Assignment of the financial result for the year ended 31 December 2015 and setting of the dividend)</i>			
18th resolution <i>(Approval of related party agreements as referred in articles L.225-38 and subsequent of the commercial code)</i>			

19th resolution <i>(Fixing of the overall annual amount of the attendance fees for Board of Directors members)</i>			
20th resolution <i>(Notice on the elements of compensation due or granted for the 2015 financial year, to Mr. Joachim Kreuzburg, Chairman and Chief executive Officer)</i>			
21st resolution <i>(Notice on the elements of compensation due or granted for the 2015 financial year, to Mr. Reinhard Vogt, Executive Vice President)</i>			
22nd resolution <i>(Notice on the elements of compensation due or granted for the 2015 financial year, to Mr. Volker Niebel, Executive Vice President)</i>			
23rd resolution <i>(Notice on the elements of compensation due or granted for the 2015 financial year, to Mr. Oscar-Werner Reif, Executive Vice President)</i>			
24th resolution <i>(Proposal of Renewal of the term of duty of Mr. Joachim Kreuzburg as member of the board)</i>			
25th resolution <i>(Proposal of Renewal of the term of duty of Mr. Volker Niebel as member of the board)</i>			
26th resolution <i>(Proposal of Renewal of the term of duty of Mr. Reinhard Vogt as member of the board)</i>			
27th resolution <i>(Proposal of Renewal of the term of duty of Mr. Arnold Picot as member of the board)</i>			
28th resolution <i>(Proposal of Renewal of the term of duty of Mr. Bernard Lemaitre as member of the board)</i>			
29th resolution <i>(Proposal of Renewal of the term of duty of Mrs. Liliane de Lassus as member of the board)</i>			
30th resolution <i>(Proposal of Renewal of the term of duty of Mr. Henri Riey as member of the board)</i>			
31st resolution <i>(Authorization granted to the Board of directors to enable the Company to trade in its own shares)</i>			
32nd resolution <i>(Authority for formalities)</i>			

If amendments or new resolutions are presented at the Meeting:

I authorise the Chairman to vote on my behalf

I abstain, which will be equivalent to a vote against

I grant proxy to *(Surname, first name, title, home address / registered office)* *(see p. 4 § 2.1 below)*:
.....
.....

Date & Signature of the Shareholder (or of his/her legal representative)
(in the event of a proxy vote, the signature should be preceded by the words "I hereby grant my power of attorney")

IMPORTANT - NOTICE TO SHAREHOLDERS

1. General information

This document is the standard postal and proxy voting form provided for by Article R 225-76 of the French Commercial Code. Irrespective of the option selected, the signatory is asked to carefully write in the space provided for this purpose (p. 1) his/her surname (in capitals), given first name, and address; if this information is already included in the form, the signatory must verify it and correct it where necessary.

For legal entities, the signatory shall specify his/her surname, first name and title.

If the signatory is not the shareholder (e.g. a legal agent, guardian, etc.), he/she shall specify his/her surname, first name and the capacity in which they are signing the voting form.

In application of the provisions of Articles R 225-78 of the French Commercial Code, this standard document can be used for each resolution, to cast either a postal vote or a proxy vote.

The form sent for one Meeting is valid for any successive Meeting convened with the same agenda (Article R 225-77, paragraph 3, of the French Commercial Code).

The draft resolutions are included in the notice of meeting documentation attached to this form (Article R 225-81 of the French Commercial Code). All the preparatory documents (including the 2015 Reference Document) will be available on our website (<http://www.sartorius.com/en/company/investor-relations/sartorius-stedim-biotech-sa/shareholders-meeting/2016>) twenty one days before the date of the Meeting, i.e. 15 March 2016, or will be made available to shareholders at the Company's registered office as of the date of notification of this Shareholders' Meeting and for a minimum of fifteen days before the date of the Meeting, or provided upon request to the Company, as of the date of notification of the Meeting concerned and until the fifth day, inclusive, prior to the Meeting.

The French version of this document is legally binding.

2. Proxy vote

2.1 Authorisation granted to the Chairman of the Shareholders' Meeting

Article L. 225-106 (excerpt):

"If a shareholder does not name a representative when granting a proxy, the Chairman of the Shareholders' Meeting casts a vote in favour of adopting the draft resolutions submitted or approved by the Board of Directors or the Executive Board, as the case may be, and a vote against adopting any other draft resolutions. To cast any other vote, the shareholder must select a representative who agrees to vote as instructed by his principal."

2.2 Authorisation granted to a named person

Pursuant to the provisions of Articles L.225-106 to L.225-106-3 of the French Commercial Code, it is provided that:

Article L. 225-106 (excerpt):

"I. A shareholder may be represented by another shareholder, by his or her spouse, or by the partner with whom he or she has signed a civil solidarity pact .

He or she can also be represented by any individual or legal entity of his or her choice:

- 1° When the shares in the Company are admitted to trading on a regulated market;
- 2° When the shares in the Company are admitted to trading on a multilateral trading facility which is subject to the legal and regulatory provisions intended to protect investors against insider trading, price manipulation and dissemination of misinformation under the conditions provided for by the general regulations of the Autorité des Marchés Financiers (French Financial Markets Authority), appearing on an AMF-approved list under the conditions determined by its general regulations, and provided for in the Company's Articles of Association.

II. The proxy, and where applicable its cancellation, are written and forwarded to the Company. The conditions for the application of this paragraph are specified by a Conseil d'Etat Decree.

III. Before every Shareholders' Meeting, the Chairman of the Board of Directors or the Executive Board, as the case may be, may organise a consultation with the shareholders as mentioned in Article L. 225-102 to enable them to appoint one or more representatives to represent them at the Shareholders' Meeting in accordance with the provisions of this Article.

This consultation is compulsory where, following the amendment of the Articles of Association pursuant to Article L. 225-23 or Article L. 225-71, the Ordinary Shareholders' Meeting is required to appoint to the Board of Directors or to the Supervisory Board, as appropriate, one or more shareholder employees or members of the Supervisory Boards of the company investment funds that hold Company shares.

Such a consultation is also compulsory where the Extraordinary Shareholders' Meeting is required to take a vote on an amendment to the Articles of Association pursuant to Article L.225-23 or Article L.225-71.

Clauses contrary to the provisions of the preceding paragraphs are deemed null and void."

Article L. 225-106-1:

"Where, in the cases provided for in the third and fourth paragraphs of section I of Article L. 225-106, a shareholder is represented by a person other than his/her spouse or the partner with whom he/she has concluded a civil solidarity pact, he/she will be informed by his/her representative of any fact enabling him/her to assess the risk that the representative is pursuing an interest other than his/her own.

This information particularly concerns the fact that the representative or, if applicable, the person on whose behalf he is acting:

- 1° Controls, within the meaning of Article L. 233-3, the company for which the Shareholders' Meeting has been convened;
- 2° Is a member of the management, administrative or supervisory body of this company or controls the latter within the meaning of Article L. 233-3;
- 3° Is employed by this company or by a person who controls the latter within the meaning of Article L. 233-3;
- 4° Is controlled or exercises one of the duties mentioned in 2° or 3° on behalf of a person or an entity controlled by a person who controls the company, within the meaning of Article L. 233-3.

This information is also provided when there is a family connection between the representative or, where applicable, the person on whose behalf he/she is acting, and a natural person placed in one of the situations listed in 1° to 4°.

The representative shall immediately notify his/her principal if one of the facts mentioned in the preceding paragraphs occurs during the proxy. Failure by the representative to expressly confirm this proxy renders it null and void.

The representative must notify the company without delay that the mandate is null and void.

The conditions for the application of this article are specified by a Conseil d'Etat Decree. "

Article L. 225-106-2:

"Any person who actively solicits proxies, by proposing directly or indirectly to one or more shareholders, in any form and by any means whatsoever, to receive a proxy to represent them at the Shareholders' Meeting of a company mentioned in the third and fourth paragraphs of Article L. 225-106, must disclose his/her voting policy.

That person can also disclose his/her voting intentions regarding the draft resolutions presented to the Shareholders' Meeting. For any proxy received without voting instructions, the individual shall vote in accordance with the voting intentions thereby made public.

The conditions for the application of this article are specified by a Conseil d'Etat Decree.

Article L. 225-106-3:

"The Commercial Court having jurisdiction in the area in which the company has its registered office may, at the request of the principal and for a period not exceeding three years, strip the representative of the right to participate in this capacity in any Shareholders' Meeting of the company concerned in the event of his/her non-compliance with the disclosure requirement provided for in the third to seventh paragraphs of Article L. 225-106-1 or the provisions of Article L. 225-106-2. The court may decide to publish this decision at the representative's expense.

The court may impose the same penalties on the representative at the request of the company in the event of non-compliance with the provisions of Article L. 225-106-2."

3. Postal vote

Article L.225-107 I of the French Commercial Code:

"All shareholders may vote by post, using a form the wording of which are is established by Decree. Any provisions to the contrary included in the Articles of Association will be deemed null and void. To calculate the quorum, only forms received by the company before the Shareholders' Meeting shall be taken into account, under the conditions established by Decree. Forms not specifying a vote or expressing an abstention shall be considered as votes against."

Article R.225-77 I of the French Commercial Code:

"The date after which voting forms received by the company will no longer be taken into account may not precede the date of the Shareholders' Meeting by more than three days, unless a shorter period is provided for in the Articles of Association. However, electronic remote voting forms may be received by the Company until 3pm, Paris time, on the day before the Shareholders' Meeting.

The postal voting forms received by the Company shall include:

1° The surname, given first name and address of the shareholder;

2° The indication of the form, whether registered or bearer, under which the shares are held, and of the number of shares, as well as a mention certifying the registration of the shares either in the registered share accounts held by the Company or in the bearer share accounts held by an intermediary mentioned in Article L. 211-3 of the French Monetary and Financial Code. The shareholding certificate referred to in Article R. 225-85 is appended to the form;

3° The signature, electronic if necessary, of the shareholder or his/her legal representative. Where the Company decides, pursuant to the Articles of Association, to allow shareholders to participate in Shareholders' Meetings electronically, such electronic signature may be the result of a reliable process of shareholder identification, ensuring its link with the remote voting form to which it is attached.

The postal voting form addressed to the Company for a specific Shareholders' Meeting is valid for any successive Meeting convened with the same agenda."

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Financial Calendar 2016 | 2017

April 5, 2016

Annual General Shareholders' Meeting, Aubagne | France

April 21, 2016

Publication of first-quarter figures for 2016

July 25, 2016

Publication of half-year figures for 2016

October 24, 2016

Publication of nine-month figures for 2016

January 2017

Publication of preliminary figures for 2016

April 4, 2017

Annual General Shareholders' Meeting, Aubagne | France

April 2017

Publication of preliminary full-year results for fiscal#2016



sartorius stedim
biotech

Headquarter:
Zone Industrielle Les Paluds
Avenue de Jouques – C.S. 91051
13781 Aubagne Cedex, France

Tel.: +33.4.42.84.56.00
Fax: +33.4.42.84.56.19

info@sartorius-stedim.com