

Document on Agenda Item No. 5 of the Annual General Shareholders' Meeting of Sartorius Aktiengesellschaft on June 26, 2020

Resolution on the amendment of the Articles of Association

The Executive Board and the Supervisory Board will propose to amend the Articles of Association as follows:

Old

New

I. General Provisions

Article 1 Company, Registered Office

(1) The company (hereinafter referred to as the "Company") is incorporated under the name Sartorius Aktiengesellschaft.

(2) The registered office of the Company is located in Göttingen, Germany.

Article 2 Purpose of the Company

(1) The purpose of the Company is research and development, manufacturing, sale and distribution of and trade in products, equipment, devices, items, systems, processes, and procedures, as well as the provision of services for applications of all types in the fields of laboratory and process technology and related technologies.

(2) The Company may elect to carry out the business activities recited in the preceding Subsection (1) on its own or may limit itself to maintaining and managing these business activities in participating interests. Furthermore, the Company shall be entitled to undertake all business activities and measures suitable for serving said Purpose of the Company, either directly or indirectly. To that effect, the Company may acquire companies of the same or similar kind, as well as hold a participating interest therein and establish subsidiaries, affiliates or branch offices or facilities in Germany or abroad. The Company may elect to merge under its own management the companies in which it holds a majority stake or to restrict itself to the administration of such participating interests.

Article 3 Notices, Notifications and Information

(1) Notices and notifications of the Company shall be in the German Federal Gazette (Bundesanzeiger), unless otherwise specified by law.

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II. Share Capital and Shares

Article 4 Share Capital

(1) The Company's share capital is €74,880,000.00 (in words: seventy-four million eight hundred eighty thousand euros).

(2) It is divided into

- a) 37,440,000 no par value ordinary shares (individual bearer shares),
- b) 37,440,000 no par value preference shares (individual bearer shares).

(3) In the event of an increase in capital, participation in the profit of new shares may be determined in derogation of § 60 of the German Stock Corporation Law (Aktiengesetz, hereinafter abbreviated as "AktG").

Article 5 Shares

(1) The Company's shares are issued as no par value bearer shares.

(2) The preference shares are non-voting; the terms and conditions for these shares are set forth in Article 19 hereof.

(3) The Executive Board shall determine, with the approval of the Supervisory Board, the form and content of the share certificates, as well as the dividend and renewal share certificates.

(4) In accordance with § 141, Subsection 2, of AktG, the Company reserves the right to issue further preference shares that prevail over or rank equally to any preference shares that already exist and that do not have voting rights. The same shall apply to the conversion from ordinary shares into preference shares.

(5) The right of shareholders to request the issue of certificates vesting their shares is excluded.

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III. Internal Constitution of the Company

A. Executive Board

Article 6 Composition, Resolution, Internal Rules of Procedure

(1) The Executive Board of the Company shall be comprised of at least two members. An Executive for Labor Relations pursuant to § 33 of the German Codetermination Law (Mitbestimmungsgesetz, hereinafter abbreviated as "MitbestG") shall be included among these members as an equal member.

(2) The Supervisory Board shall decide upon the number of Executive Board members, their appointment and revocation of said appointment, as well as on the employment contracts of Executive Board members, in accordance with the provisions of AktG and MitbestG.

(3) The Executive Board shall be tasked with conducting the business of the Company in accordance with governing law, these Articles of Association and the Internal Rules of Procedure.

(4) The Executive Board is entitled to establish Internal Rules of Procedure, unless the Supervisory Board has issued such rules governing the Executive Board. The Internal Rules of Procedure issued by the Executive Board shall require a unanimous resolution passed by its members and the approval of the Supervisory Board. Said Internal Rules of Procedure shall establish that the Executive Board be required to obtain the prior approval of the Supervisory Board in order to conduct specific legal transactions.

Article 7 Representation

(1) The Company shall be legally represented by two members of the Executive Board acting jointly on said Company's behalf or by one member of the Executive Board acting together with an authorized signatory (Prokurist).

(2) The Supervisory Board may elect to grant sole powers of representation to individual members of the Executive Board.

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B. Supervisory Board

Article 8 Composition, Term and Election of Substitute Members

(1) The Supervisory Board of the Company shall be composed of twelve members, of whom six members are elected by the Annual General Shareholders' Meeting according to the provisions of AktG and six members by the employees pursuant to the provisions of MitbestG.

(2) Members of the Supervisory Board may not be appointed for a longer term than until the end of the Annual General Shareholders' Meeting that resolves on granting discharge for the fourth fiscal year after the commencement of the respective member's term of office; the fiscal year in which a Supervisory Board member's term of office commences shall not be counted in this case. Re-appointment to the Supervisory Board is permissible.

(3) A substitute member may be elected for each Supervisory Board member representing the shareholders. If a substitute member takes the place of a member no longer on the board, the term of office of the substitute member shall expire at the end of the Annual General Shareholders' Meeting at which a supplementary election takes place, but at the latest upon expiration of the term of office of the Supervisory Board member no longer serving on this board. The election of substitute members for Supervisory Board members representing the employees shall be governed by MitbestG.

Article 9 Revocation of Appointment and Other Termination of Membership on the Supervisory Board

(1) For shareholder-elected members, revocation of their appointment to the Supervisory Board shall be governed by AktG. For employee-elected members, revocation of their appointment to the Supervisory Board shall be governed by MitbestG.

(2) The term of office of a Supervisory Board member shall end upon this member's death summarily; upon mutual agreement of termination of appointment; upon expiration of a limited term; upon the occurrence of legal obstacles preventing membership; and due to any change in the circumstances of the Company, such as upon dissolution or merger of the Company.

(3) Furthermore, each member may step down from office even without cause by submitting a respective statement to the Executive Board. Statements erroneously submitted to the Supervisory Board shall be forwarded to the Executive Board.

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Article 10 Chairmanship of the Supervisory Board; Representation of the Chairperson

(1) In an informally convened meeting directly following the Annual General Shareholders' Meeting during which the Supervisory Board members for the shareholders are elected, the Supervisory Board shall elect the chairperson of the Supervisory Board (hereinafter referred to as "Chairman") and his deputy according to the provisions of MitbestG. Upon initial application of MitbestG, election of the Chairman of the Supervisory Board and his deputy is allowed to be held only after the amendment to the Articles of Association that takes MitbestG into consideration has been entered in the German Commercial Register (Handelsregister).

(2) If the Chairman of the Supervisory Board and/or his deputy retire from membership or cease to be a member before expiration of his appointed term of office, the Supervisory Board shall hold a supplementary election without undue delay.

(3) Immediately following the election of the Chairman of the Supervisory Board and his deputy, the Supervisory Board shall constitute the Conciliation Committee as set forth in § 27, Subsection 3, and § 31, Subsection 3, of MitbestG. The Supervisory Board is moreover authorized to constitute committees from its midst and establish the responsibilities and powers of said committees.

Article 11 Convocation and Adoption of Resolutions

(1) Meetings of the Supervisory Board shall be convoked by the Chairman of the Supervisory Board or, if he is prevented from convoking a meeting, by his deputy, stating the items on the agenda. An invitation shall be issued with a two-week advance notice period and can be submitted in writing (including fax), orally, by telephone or by any other common means of telecommunication (e.g., email, online platform). In urgent cases, the period of advance notice for convocation may be reasonably reduced. A resolution may be adopted on an item not included on the agenda communicated in the invitation if no member of the Supervisory Board objects.

(2) At meetings, resolutions of the Supervisory Board shall be submitted to a vote for approval. The Chairman of the Supervisory Board, or his deputy if he is prevented from doing so, may also initiate adoption of a Supervisory Board resolution by means of a voting procedure held outside meetings by written (including fax) or telephone vote or by vote using other common means of telecommunication (e.g., email, online platform) if no member of the Supervisory Board objects to this procedure within a reasonable period of time determined by the Chairman.

(3) Meetings of the Supervisory Board shall be conducted by the Chairman of the Supervisory Board or his deputy if he is prevented from doing so. Supervisory Board meetings can also be held as a video conference.

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In justified exceptional cases, members of the Supervisory Board may also participate in a Supervisory Board meeting by telephone conference with the consent of the meeting chairperson.

(4) The Supervisory Board shall only be quorate if at least six members participate in passing a resolution. § 108, Subsection 2, sentence 4, of AktG shall be applied. Resolutions of the Supervisory Board shall be adopted by a simple majority of the votes cast unless a majority is required by law. Abstentions shall not be counted for determining the voting result. If any voting procedure results in a tie, any Supervisory Board member shall be entitled to require that a second voting procedure be held. The Chairman of the Supervisory Board – or if prevented from attending, his deputy – shall determine when the second voting procedure will be held. Should this second voting procedure result in a tie as well, the Chairman of the Supervisory Board shall have two votes. The deputy shall not be entitled to cast a second vote.

(5) Minutes shall be taken on the meetings of the Supervisory Board and signed by the chairperson of the meeting. Resolutions passed by written (including telefax) or telephone voting or by voting using other common means of telecommunication (e.g., email, online platform) shall be adopted by the Chairman of the Supervisory Board.

(6) The Chairman of the Supervisory Board or, in the event he is prevented, his deputy shall have the authority to submit such statements on behalf of the Supervisory Board as are necessary for the execution of the resolutions.

(7) As for the remaining provisions, the Supervisory Board may issue its own internal rules of procedure within the scope of the mandatory statutory provisions and the provisions of these Articles of Association.

Article 12 Remuneration

(1) In addition to receiving reimbursement for their out-of-pocket expenses, the members of the Supervisory Board shall each be paid a fixed annual remuneration of €45,000.00, which is due and payable at the end of the Annual General Shareholders' Meeting. The Chairman of the Supervisory Board shall receive triple the amount of said remuneration; his deputy, twice the amount thereof. If Supervisory Board membership begins or ends during a year, said remuneration shall be paid on a pro-rated basis. Furthermore, the members of the Supervisory Board shall receive a meeting attendance fee of €1,500.00 per meeting.

(2) The members of the Supervisory Board shall receive an additional annual remuneration of €9,000.00 for each membership in a committee – with the exception of the Nomination Committee and the committee pursuant to § 27, Subsection 3, of MitbestG; in derogation thereof, €15,000.00 for membership in the Audit Committee.

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The chairperson of a Supervisory Board committee shall receive twice the amount of said remuneration for committee membership. The remuneration for committee work shall be due together with the remuneration in accordance with Subsection (1) hereof. If Supervisory Board committee membership begins or ends during a year, said remuneration shall be paid on a pro-rated basis. In addition, the members of a committee – with the exception of the Nomination Committee and the committee pursuant to § 27, Subsection 3, of MitbestG – shall receive a meeting attendance fee of €1,500.00 per meeting.

(3) Any value-added tax shall be refunded by the Company, provided that the members of the Supervisory Board are entitled to invoice the Company separately for such tax and elect to exercise this right.

C. Annual General Shareholders' Meeting

Article 13 Place of the Annual General Shareholders' Meeting

The Annual General Shareholders' Meeting shall be convened at the registered office of the Company or at a venue where a German stock exchange is located.

Article 14 Convocation

(1) The Annual General Shareholders' Meeting shall be convened by the Executive Board or the Supervisory Board.

(2) The Annual General Shareholders' Meeting shall be convened by publication in the German Federal Gazette (Bundesanzeiger) at least thirty days prior to the end of the final day on which the shareholders are required to register pursuant to Article 15, Subsection (1), of these Articles of Association. The date of convocation shall not be counted as part of the period of notice of convocation.

(3) The Annual General Shareholders' Meeting shall take place within the first eight months after the end of each fiscal year.

Article 15 Entitlement to Attend

(1) The Company's shareholders who have registered to attend the Annual General Shareholders' Meeting and to exercise their respective voting rights shall be entitled to attend said meeting. The Company must have received a shareholder's registration at least six days prior to the Annual General Shareholders' Meeting at the address stated for this purpose in the notice of convocation. The date on which registration is received shall not be counted as part of this deadline.

The chairperson of a Supervisory Board committee shall receive twice the amount of said remuneration for committee membership. The remuneration for committee work shall be due together with the remuneration in accordance with Subsection (1) hereof. If Supervisory Board committee membership begins or ends during a year, said remuneration shall be paid on a pro-rated basis. In addition, the members of a committee – with the exception of the Nomination Committee and the committee pursuant to § 27, Subsection 3, of MitbestG – shall receive a meeting attendance fee of €1,500.00 per meeting.

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Article 14 Convocation

(1) The Annual General Shareholders' Meeting shall be convoked by the Executive Board or the other persons legally authorized for this purpose.

(2) The German legal provisions shall apply to the period of notice of convocation.

Article 15 Entitlement to Attend

(1) Only those shareholders shall be entitled to attend the Annual General Shareholders' Meeting and to exercise their voting rights who have registered prior to the Annual General Shareholders' Meeting in accordance with the following provisions and have provided proof of their entitlement to participate.

(2) Furthermore, the Company's shareholders shall submit proof of their entitlement to participate in the Annual General Shareholders' Meeting and to exercise their respective voting rights. For this purpose, shareholders shall be required to obtain proof of their shareholding, issued in the form of text from the depositing or custodial bank, where said proof shall refer to the beginning of the twenty-first day before the Annual General Shareholders' Meeting and must be received at the address stated for this purpose in the notice of convocation. The date on which said proof is received shall not be counted as part of this deadline.

(3) Registration and proof of entitlement to participate shall be in German or English.

(4) Voting rights may be exercised by a proxy. In the event that a shareholder elects to be represented by more than one proxy, the Company shall be entitled to reject one or several of these proxies. A shareholder can grant power of attorney in the form of text pursuant to § 126 b of the German Civil Code (Bürgerliches Gesetzbuch), provided that the applicable laws have not specified any facilitation concerning the exercise of voting rights. Proof of power of attorney granted can be submitted to the Company using electronic means of communication to be specified by the Company's Executive Board. Such details shall be announced upon the notice of convocation of the Annual General Shareholders' Meeting.

(5) The Executive Board shall be authorized to provide for Company shareholders to participate in the Annual General Shareholders' Meeting without actually attending the place of said meeting and without appointing a proxy, and to enable said shareholders to exercise any or all rights, either entirely or partially by means of electronic communication. Such details shall be announced upon the notice of convocation of the Annual General Shareholders' Meeting.

(6) The Company's Executive Board shall be authorized to provide for Company shareholders to cast their votes even without attending the Annual General Shareholders' Meeting, either in writing or by means of electronic communication (voting by mail).

(7) A Company shareholder's right pursuant to § 128, Subsection 1, sentence 1, of AktG to receive notification in accordance with § 125, Subsection 1, of AktG shall be limited to electronic means of communication. The Company's Executive Board may authorize banks to provide notification on paper to Company shareholders. If the Executive Board elects to do so, this shall be announced with the invitation to the Annual General Shareholders' Meeting.

(2) Registration to attend the Annual General Shareholders' Meeting and proof of entitlement to participate shall be in text form in German or English (§ 126b of the German Civil Code BGB), unless a different form is permitted in the notice of convocation. For this purpose, proof of shareholding in accordance with § 67c, Subsection 3, of AktG shall be sufficient in any case in order to submit said proof of entitlement to participate. Proof of shareholding shall refer to the legally stipulated date before the Annual General Shareholders' Meeting (record date).

(3) Registration and proof shall be received by the company at the address specified for this purpose in the invitation within the respective legally stipulated period before the Annual General Shareholders' Meeting. The notice convening the meeting may also provide for shorter periods of notice, to be measured in days.

(4) Voting rights may be exercised by a proxy. With regard to the form in which the power of attorney is granted, revoked and/or proven, the notice of convocation may provide for simplifications compared to the legally prescribed form; otherwise, the German statutory provisions shall apply. The provisions of § 135 of AktG shall remain unaffected thereby.

(5) The Executive Board shall be authorized to provide for Company shareholders to participate in the Annual General Shareholders' Meeting without actually attending the place of said meeting and without appointing a proxy, and to enable said shareholders to exercise any or all rights, either entirely or partially by means of electronic communication. Such details shall be announced upon the notice of convocation of the Annual General Shareholders' Meeting.

(6) The Company's Executive Board shall be authorized to provide for Company shareholders to cast their votes even without attending the Annual General Shareholders' Meeting, either in writing or by means of electronic communication (voting by mail).

(7) Members of the Supervisory Board may participate in the Annual General Shareholders' Meeting by means of video and audio transmission if the respective member of the Supervisory Board is prevented for health, professional or personal reasons from attending the meeting in person at the designated meeting place

Article 16 Chairperson of an Annual General Shareholders' Meeting

(1) An Annual General Shareholders' Meeting shall be conducted by the Chairman of the Supervisory Board or, if he is prevented from doing so, by another Supervisory Board member he appoints. In the event that neither the Chairman of the Supervisory Board nor the Supervisory Board member he appoints takes the chair, the chairperson of an Annual General Shareholders' Meeting shall be elected by the Supervisory Board.

(2) The chairperson of an Annual General Shareholders' Meeting shall determine the sequence in which the items on the agenda are treated, as well as the nature and order of the voting procedure.

(3) The Company shall be entitled, but not obligated, to broadcast, transmit or stream the Annual General Shareholders' Meeting entirely or in part by audio and video recording. The Company's Executive Board shall determine whether, in which form and what shall be broadcasted, transmitted or streamed, taking the costs thereof into account.

(4) The chairperson of an Annual General Shareholders' Meeting shall be authorized to reasonably limit the time allotted for shareholders to exercise their right to ask questions as well as to speak. The chairperson of said shareholders' meeting may set reasonable time limits, particularly at the beginning or during a shareholders' meeting, for discussion of individual items on the agenda and for the individual questions and statements.

Article 17 Approval of Resolutions

(1) Each no par value share grants one vote during an Annual General Shareholders' Meeting. Preference shares do not have any voting rights, except for the cases provided for by governing law.

(2) The resolutions of the Annual General Shareholders' Meeting are approved by simple majority of the votes cast unless mandatory statutory provisions dictate otherwise. If governing law prescribes a majority of controlling interest in addition to a majority of the votes cast, a simple majority of the votes representing the share capital shall be sufficient to approve a resolution to the extent permitted by law.

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IV. Annual Financial Statements; Appropriation of Profits

Article 18 Fiscal Year; Annual Financial Statements

(1) The fiscal year shall be the calendar year.

(2) The Executive Board shall prepare the annual financial statements and the Group management report for the past fiscal year within the first three months of the current fiscal year and submit them for approval to the Supervisory Board without undue delay. At the same time, the Executive Board shall submit its proposal to the Supervisory Board that the former intends to make to the Annual General Shareholders' Meeting for appropriation of the distributable retained profit.

(3) If the Annual General Shareholders' Meeting approves the annual financial statements, up to half of the profit for the past fiscal year can be appropriated to the other earnings reserves.

Article 19 Appropriation of Profits

(1) The holders of preference shares without voting rights shall receive an increased dividend (surplus dividend) of €0.01 per preference share from the distributable retained profit; however, the dividend shall at least amount to €0.02 per preference share (minimum dividend).

(2) If the distributable retained profit of one or several fiscal years is insufficient to pay the minimum dividend of €0.02 per preference share, any outstanding amounts shall be paid subsequently without interest from the distributable retained profits of the following fiscal years, whereas older arrears shall be settled before more recent arrears, and any preference amounts payable from the profit of a fiscal year with respect thereto shall not be paid before all amounts of arrears have been settled. The claim for payment of amounts in arrears shall be part of the share in the distributable retained profit of the fiscal year for which the distributable retained profit is used to effect any subsequent payments on preference shares.

(3) The Annual General Shareholders' Meeting shall decide upon the appropriation of the annual retained profit remaining after application of Subsection (1), second half of the sentence, and Subsection (2) hereof. The profit remaining for distribution of an additional dividend determined by such a resolution of the Annual General Shareholders' Meeting shall be distributed among the preference shares and ordinary shares based on the ratio of their par values.

IV. Annual Financial Statements; Appropriation of Profits

Article 18 Fiscal Year; Annual Financial Statements

(1) The fiscal year shall be the calendar year.

(2) The Executive Board shall prepare the annual financial statements and the Group management report for the past fiscal year within the first three months of the current fiscal year and submit them for approval to the Supervisory Board without undue delay. At the same time, the Executive Board shall submit its proposal to the Supervisory Board that the former intends to make to the Annual General Shareholders' Meeting for appropriation of the distributable retained profit.

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(4) The Executive Board is authorized, in accordance with the provisions of § 59 of AktG, to pay an advance to the shareholders after the end of the fiscal year on the expected net retained profit for the year.

V. Final Provisions

Article 20 Amendments to the Articles of Association

The Supervisory Board may resolve to amend these Articles of Association, provided that such amendments affect only the version wording.

Article 21 Formation Expenses

The Company shall bear the expenses associated with the formation of the Company up to a total amount of DM 200,000.00.

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