

Göttingen, February 13, 2020

## Supervisory Board Rules of Procedure For Sartorius AG

### Article 1 GENERAL RULES

- (1) The Supervisory Board shall perform its tasks in accordance with all provisions of law, the Articles of Association of Sartorius AG, these Rules of Procedure, as well as any supplementary resolutions issued by the Supervisory Board. It shall follow the recommendations and suggestions of the German Corporate Governance Code. Its members shall have the same rights and obligations and are not bound by orders or instructions.
- (2) The Supervisory Board shall cooperate with the Executive Board on a trust basis to the benefit of the company.

### Article 2 TASKS

- (1) The Supervisory Board shall supervise and advise the Executive Board in the management of the company and be involved in decisions of fundamental importance to the company in due time in order to be able to influence such decisions.
- (2) The Supervisory Board shall decide upon certain types of transactions that may only be undertaken with the approval of the Supervisory Board according to the Rules of Procedure for the Executive Board of Sartorius AG. Furthermore, the Supervisory Board shall decide upon transactions with related parties pursuant to Section 111b of the German Stock Corporation Law ("Aktengesetz" abbreviated as AktG), on the conclusion of contracts with members of the Supervisory Board in accordance with Section 114 of AktG, and on the granting of loans, particularly to members of the Executive Board and the Supervisory Board pursuant to Sections 89 and 115 of AktG.
- (3) The Supervisory Board shall decide upon the appointment of members of the Executive Board and termination of their appointments. When appointing Executive Board members, the Supervisory Board shall take into account whether they fulfill the profile of required skills and expertise, which particularly includes the aspects of diversity. Together with the Executive Board, the Supervisory Board shall ensure long-term succession planning.

- (4) The Supervisory Board shall decide upon the remuneration of the Executive Board members on the basis of a remuneration system defined in accordance with Section 87a of the German Stock Corporation Law (AktG). The participatory rights of the General Shareholders' Meeting shall be governed by AktG.
- (5) The Supervisory Board shall issue an audit engagement in accordance with the legal regulations to the external auditors appointed by the General Shareholders' Meeting.
- (6) The Supervisory Board shall review the annual financial statements, the management report, the consolidated financial statements, the Group management report, the separate non-financial statements (provided these have been prepared), and the proposal for appropriation of the retained profit. The respective Board shall decide upon the endorsement of the annual financial statements and the Group annual financial statements.
- (7) The Supervisory Board shall determine specific objectives for its composition and shall prepare a profile of skills and expertise for the entire Board, considering the legal requirements and the recommendations of the German Corporate Governance Code as well as the specific situation of the company. Proposals by the Supervisory Board to the General Shareholders' Meeting shall take these objectives into account, while simultaneously aiming at fulfilling the overall profile of required skills and expertise of the entire Supervisory Board.
- (8) The Supervisory Board shall assess annually, in general, how effective the Supervisory Board as a whole and its committees fulfill their tasks.

### **Article 3 CHAIR**

- (1) The Supervisory Board Chairman shall be elected by the Supervisory Board from among its members. The oldest Supervisory Board member by age shall conduct this election.
- (2) The election is held for the particular term of office of the elected Supervisory Board member. If the Supervisory Board Chairman or his deputy (referred to in the following as the Vice Chairman of the Supervisory Board or Supervisory Board Vice Chairman) resigns before the end of his term of office, the Supervisory Board shall immediately hold a supplementary election for the remaining term of office of the resigning member.
- (3) If the Chairman is prevented from attending, the Vice Chairman shall perform the former's duties on the Supervisory Board. If the Vice Chairman is also prevented from attending, the Chairman shall be represented by the oldest Supervisory Board member by age. The deputies shall not be entitled to cast the second vote granted to the Chairman for adoption of resolutions by the Supervisory Board.
- (4) The Supervisory Board Chairman shall coordinate the activities of the Supervisory Board and preside over its meetings. He shall represent the Supervisory Board both externally and with

respect to the Executive Board, and shall make declarations of intent of the Supervisory Board and its committees on behalf of the Supervisory Board, as well as is entitled to receive declarations intended for the Supervisory Board.

- (5) Between meetings, the Supervisory Board Chairman shall be in regular contact with the Executive Board – in particular, the Executive Board Chairman – in order to discuss with the latter issues of strategy, business development, the risk situation, risk management and compliance of the company. The Supervisory Board Chairman shall inform the Supervisory Board of major events that are of material importance for the assessment of the company's status and performance and for the management of the company, and, if required, shall convene an extraordinary Supervisory Board meeting.

#### **Article 4 MEETINGS**

- (1) The meetings of the Supervisory Board shall take place at the registered office of the company or at another meeting place to be announced in the invitation. The Supervisory Board shall hold two meetings per calendar half-year. Extraordinary meetings shall be convened as required.
- (2) The Supervisory Board meetings shall be convened by the Chairman, indicating the individual agenda items. The invitation to convene such meetings shall be issued two weeks in advance of the meeting date and may be issued in writing (including fax), orally, by telephone or by any other customary means of telecommunications (e.g., email, online platform); any documents required for the adoption of a resolution shall be provided with the invitation. In urgent cases, the period of notice for convening the meeting or the period for the provision of any documents required for the adoption of resolutions may be reasonably shortened. Adoption of a resolution on an item not included on the agenda in the invitation is permissible if no member of the Supervisory Board objects to said adoption procedure.
- (3) The person chairing the meeting shall determine the sequence in which the items on the agenda are discussed, as well as the type and sequence of voting.
- (4) Supervisory Board meetings may also take place by videoconferencing. 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 person chairing the meeting.
- (5) For the purpose of direct exchange of information, the Executive Board shall participate in the meetings of the Supervisory Board, unless the Supervisory Board decides otherwise. However, the Supervisory Board shall also meet on a regular basis without the Executive Board.
- (6) At his own discretion or at the request of the Supervisory Board, the Chairman shall decide whether to call in internal or external experts and qualified respondents to discuss individual items on the agenda. The appointed external auditors shall be consulted to confer on the annual financial statements.

- (7) Minutes shall be taken on the meetings of the Supervisory Board. For this purpose, the person chairing the meeting may appoint a minutes-taker. The minutes shall be signed by the person chairing the meeting and submitted to the Supervisory Board for approval at its next meeting.

## **Article 5**

### **ADOPTION OF RESOLUTIONS**

- (1) Resolutions of the Supervisory Board are adopted in meetings. The Chairman may also have a resolution of the Supervisory Board adopted outside meetings by means of a written vote received by mail (including fax) or a telephone vote or by voting using other customary means of telecommunications (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, which should normally not be less than three days.
- (2) The Supervisory Board shall be deemed quorate if all members of the Supervisory Board have been invited to the meeting or, in the case of a resolution to be adopted outside a meeting, invited to participate in the adoption of a resolution, by using the contact details most recently provided, and if at least half of the members of which the Supervisory Board is required to be comprised of under the legal provisions or the Articles of Association of Sartorius AG actually participate in the adoption of such a resolution. For determining whether a quorum is present, members of the Supervisory Board who abstain from voting shall be counted.
- (3) Any absent Supervisory Board members may participate in the adoption of resolutions by submitting written votes through other members of the Supervisory Board.
- (4) Resolutions of the Supervisory Board shall be adopted by a simple majority of the votes cast, unless other majorities are prescribed by law. Abstentions shall not be counted in determining the result of a vote. If a vote results in a tie, any member of the Supervisory Board may request a second vote. The Chairman shall determine when such a vote is to be repeated. If the second vote also results in a tie, the Chairman shall have two votes; a deputy shall not be entitled to cast a second vote.
- (5) Resolutions adopted at meetings shall be recorded in the minutes of such meetings. The Chairman shall make a record of any resolutions adopted by written vote received by mail (including fax) or telephone vote or by voting using other customary means of telecommunications (e.g., email, online platform). Any Supervisory Board member may request that an objection to a resolution of the Supervisory Board be recorded in the minutes.

## Article 6 COMMITTEES

- (1) The Supervisory Board shall form an Executive Task Committee, an Audit Committee, a Nomination Committee, and a committee according to Section 27, Subsection 3, of the German Codetermination Law (“Mitbestimmungsgesetz” abbreviated as MitbestG); this committee shall be referred to as the “Conciliation Committee” in the following. The Supervisory Board may establish further committees as needed.
- (2) The Executive Task Committee, the Audit Committee and the Conciliation Committee each consist of four members; of these members, two shall be members representing the shareholders and two members representing the employees. The Nomination Committee is composed of three members representing the shareholders. If the Supervisory Board forms further committees, these shall each consist of at least three members; if decision-making powers are delegated to a committee, it shall be comprised of equal numbers of shareholder and employee representatives.
- (3) Unless otherwise provided by law or in the following, the chairman and the other members of a committee shall be elected by the Supervisory Board.

### (4) EXECUTIVE TASK COMMITTEE

- a. The Executive Task Committee coordinates the activities of the Supervisory Board and prepares Supervisory Board meetings. It deals with personnel matters, particularly those of the Executive Board, prepares Executive Board contracts and submits proposals to the Supervisory Board on the remuneration of Executive Board members. Together with the Executive Board, the Executive Task Committee coordinates and agrees on long-term succession planning for the Executive Board. The Committee shall provide advice also on the fundamental issues concerning strategic and financial aspects of the company’s development.
- b. The Executive Task Committee is composed on two members representing the shareholders and two members representing the employees, including the Supervisory Board Chairman and his deputy, the Vice Chairman of the Supervisory Board.
- c. The chairman of the Executive Task Committee shall be the Supervisory Board Chairman.

### (5) AUDIT COMMITTEE

- a. The Audit Committee addresses – provided no other committee or the plenary meeting of the Supervisory Board has been entrusted with this work – in particular the review of the accounting; monitoring of the accounting process, the effectiveness of

the internal control system, the risk management system, and of the internal audit system; as well as the audit of the financial statements and compliance. The accounting particularly comprises the consolidated financial statements and the Group management report (including CSR reporting), interim financial information and the single-entity financial statements in accordance with the German Commercial Code ("Handelsgesetzbuch").

- b. The Supervisory Board Chairman shall not be the chairman of the Audit Committee.

#### (6) NOMINATION COMMITTEE

- a. The Nomination Committee names suitable candidates to the Supervisory Board for its proposals to the General Shareholders' Meeting. If the Supervisory Board does not have the number of shareholder representatives required by law and the Articles of Association, the Nomination Committee can also recommend suitable candidates for appointment by the court in accordance with Section 104 of the German Stock Corporation Law (AktG).
- b. The chairman as well as further members of the Nomination Committee are elected by the group of shareholder representatives on the Supervisory Board.

#### (7) CONCILIATION COMMITTEE

- a. The Conciliation Committee performs the task designated in Section 31, Subsection 3, sentence 1, of the German Codetermination Law (MitbestG).
- b. The Conciliation Committee is comprised of the Supervisory Board Chairman, the Supervisory Board Vice Chairman, a member representing the shareholders and a member representing the employees; the two members last mentioned shall be elected in accordance with Section 27, Subsection 3, of MitbestG.
- c. The chairman of the Conciliation Committee shall be the Supervisory Board Chairman.

(8) The provisions of the Articles of Association of Sartorius AG and the provisions of these Rules of Procedure shall apply accordingly to the meetings and resolutions of the committees. In derogation of these provisions, the Executive Task Committee and the Audit Committee are only quorate if at least three members of the respective committee participate in the adoption of a resolution; the Conciliation Committee is only quorate if all members participate in the adoption of a resolution. The Chairman of the Conciliation Committee shall not be entitled to cast a second vote for adoption of a resolution by the Conciliation Committee.

(9) The chairman of a committee shall report regularly on the work and results of the committee's discussions to the Supervisory Board.

## Article 7

### SPECIAL OBLIGATIONS OF THE MEMBERS OF THE SUPERVISORY BOARD

- (1) Each Supervisory Board member shall ensure that he or she has sufficient time available to discharge the respective Board duties. A Supervisory Board member who is not a member of any management board of a publicly listed company shall not accept more than five supervisory board positions at non-Group listed companies or comparable functions, with an appointment as chairman of a supervisory board being counted twice. Members of the management board of a listed company shall not have, in aggregate, more than two supervisory board positions in non-Group listed companies or comparable functions, and shall not accept the chairmanship of a supervisory board in a non-Group listed company. If a Supervisory Board member intends to accept a position that would result in exceeding the maximum numbers of positions specified in sentences 2 and 3 of rule (1) of Article 7, he or she shall inform the Supervisory Board in due time; said member may declare acceptance of this position only with the consent of the Supervisory Board.
- (2) Each member of the Supervisory Board shall maintain secrecy with regard to confidential information and secrets of the company, in particular trade and business secrets, which have come to his or her knowledge through his or her activity on the Supervisory Board. This obligation shall survive the termination of office as a member of the Supervisory Board. If a member of the Supervisory Board intends to disclose to third parties any information that has come to the member's knowledge in this capacity, said member shall, if the disclosure of information is not obviously permitted, obtain the prior consent of the Chairman and obligate the recipient(s) of said information to observe the same confidentiality requirements with which the Supervisory Board member is required to comply.
- (3) Every Supervisory Board member shall disclose to the Chairman, without undue delay, any conflicts of interest, in particular those that may arise as a result of said member's advisory function or membership in a governing body or other function of a management body at customers, suppliers, banks or lenders of Sartorius or at any other third party.
- (4) Every Supervisory Board member shall notify the Legal Affairs & Compliance Department of any and all transactions that he or she is required to report to Sartorius according to Article 19 of the EU Market Abuse Regulation (MAR) and shall do so within 24 hours upon the conclusion of said transaction(s). As a matter of principle, the decisive factor governing such notification shall be the date of conclusion of a transaction creating a legal obligation under the law of obligations, but if said conclusion is dependent on conditions of a transfer agreement, this shall be governed by execution in rem.

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