

# Articles of Association of Sartorius Aktiengesellschaft

Date: April 28, 2023

## I. General Provisions

### Article 1 Company Name, 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 Object of the Company

(1) The object 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.

(2) The Company shall be entitled to send information to the owners of registered shares of the Company also by way of remote data transmission.

## 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.

## **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.

### **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 General 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 General 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 General 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.

## **Article 10 Chairmanship of the Supervisory Board; Deputization**

(1) Immediately following the General Meeting at which the Supervisory Board members representing the shareholders are elected, the Supervisory Board shall elect the Chairman of the Supervisory Board and his Deputy in accordance with the provisions of MitbestG at a meeting held without formal notice. 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) Resolutions of the Supervisory Board shall be adopted at meetings. 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 chaired 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. 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 chairman.

(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 other majorities are prescribed 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 Chairman 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 meeting chairman. Resolutions passed by written (including fax) or telephone vote or by vote 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) In all other respects, the Supervisory Board may issue its own internal rules of procedure within the framework of mandatory statutory provisions and the provisions of these Articles of Association.

## **Article 12 Remuneration**

(1) The members of the Supervisory Board shall receive a fixed annual remuneration of €70,000.00 each. The Chairman of the Supervisory Board shall receive 2.5 times this amount, the Deputy Chairman 1.7 times this amount. If membership or the position as Chairman or Deputy Chairman of the Supervisory Board begins or ends during the year, the remuneration shall be granted on a pro rata basis. In addition, the members of the Supervisory Board shall receive an attendance fee of €1,500.00 per meeting.

(2) In addition to the remuneration granted in accordance with Subsection (1), the members of the Supervisory Board shall receive a fixed annual remuneration of €20,000.00 for their membership on the Executive Task Committee and €30,000.00 for their membership on the Audit Committee. The Chairman of the Executive Task Committee and the Chairman of the Audit Committee shall receive twice the respective amount. If membership or the position as Chairman of the respective committee begins or ends during the year, the remuneration shall be granted on a pro rata basis. In addition, the members of the Executive Task Committee and the Audit Committee shall each receive an attendance fee of €1,500.00 per meeting and the members of the Nomination Committee an attendance fee of €3,000.00 per meeting of the respective committee attended by the committee member concerned. No further additional remuneration shall be paid for other committee activities.

(3) The fixed annual remuneration defined in Subsections (1) and (2) for the preceding calendar year shall be deemed payable after completion of the following Annual General Meeting; attendance fees shall be paid after the respective meeting.

(4) The members of the Supervisory Board shall also be reimbursed for their out-of-pocket expenses. 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.

(5) The Company is authorized to take out directors' and officers' liability insurance (D&O insurance) on behalf of the members of the Supervisory Board at reasonable terms and conditions customary in the market.

(6) The remuneration policies contained in this Article 12 shall apply for the first time from the beginning of the 2023 fiscal year and, as of that date, shall replace the remuneration policies applicable to the members of the Supervisory Board until then.

## C. General Meeting

### Article 13 Location of the General Meeting

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

### Article 13a Virtual General Meeting

The Executive Board is authorized to stipulate that General Meetings of the Company held up to and including August 31, 2025, can be held without the shareholders or their proxies being physically present at the location of the General Meeting in the form of a virtual General Meeting (pursuant to § 118a, Subsection 1, sentence 1, of AktG) in accordance with the statutory provisions.

### Article 14 Convocation

- (1) The General Meeting shall be convoked by the Executive Board or by the persons otherwise authorized by law to do so.
- (2) The statutory provisions shall apply to the notice period.

### Article 15 Entitlement to Attend

- (1) Only those shareholders who have registered prior to the General Meeting and provided evidence of their entitlement to attend in accordance with the following provisions shall be entitled to attend the General Meeting and exercise their voting rights.
- (2) Registration to attend the General 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 General Meeting (record date).
- (3) Registration and proof shall be received by the Company at the address specified for this purpose in the notice of convocation within the respective legally stipulated period before the General Meeting. The notice of convocation may also provide for shorter periods of time, 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 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 General Meeting without actually attending the location 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 General Meeting.
- (6) The Company's Executive Board shall be authorized to provide for Company shareholders to cast their votes even without attending the General Meeting, either in writing or by means of electronic communication (voting by mail).
- (7) Members of the Supervisory Board may participate in the General Meeting by means of video and audio transmission if their physical presence at the location of the General Meeting would not be possible or would only be possible at considerable expense to the member of the Supervisory Board concerned for professional or personal reasons, due to their residence abroad or unreasonable travel time, or if the General Meeting is held in the form of a virtual General Meeting without the shareholders or their proxies being physically present at the location of the General Meeting.

## **Article 16 Chairmanship of the General Meeting**

(1) The General Meeting shall be chaired 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 chairman of the meeting shall be elected by the Supervisory Board.

(2) The chairman of the 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 General 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 chairman of the meeting may impose reasonable time limits on the shareholders' right to ask questions and speak. In particular, the chairman of the meeting may, at the beginning or during the meeting, set reasonable time limits for the entire meeting, for the discussion of the individual agenda items and for the individual questions and statements.

## **Article 17 Approval of Resolutions**

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

(2) The resolutions of the General Meeting shall be adopted by a simple majority of the votes cast, unless mandatory statutory provisions provide otherwise. If the law requires a capital majority in addition to a majority of votes, a simple majority of the capital stock represented at the time the resolution is adopted shall suffice, to the extent permitted by law.

## **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 General Meeting for appropriation of the distributable retained profit.

(3) If the General Meeting approves the annual financial statements, up to half of the profit for the past fiscal year can be appropriated to 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 General 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 General Meeting shall be distributed among the preference shares and ordinary shares based on the ratio of their par values.

(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.