

Invitation

Sartorius Aktiengesellschaft
2021 Annual General Shareholders' Meeting
(Virtual General Meeting)

ISIN DE0007165607 and
ISIN DE0007165631

We cordially invite the shareholders of Sartorius Aktiengesellschaft headquartered in Göttingen, Germany, to the 2021 Annual General Shareholders' Meeting on Friday, March 26, 2021, at 2:00 p.m. (CET) on the following terms:

On the basis of the German Act Concerning Measures Under the Law of Companies, Cooperative Societies, Associations, Foundations and Commonhold Property to Combat the Effects of the COVID-19 Pandemic in the current version as amended (COVID-19 Act), the Annual General Shareholders' Meeting shall be held without the physical presence of shareholders or their proxies as a

virtual general meeting.

For the shareholders and their proxies (with the exception of the voting proxies designated by the company), there shall be no right or opportunity to attend the meeting on site.

Instead, the entire virtual general meeting will be live streamed for shareholders and their proxies, by video and audio transmission over the Internet. Shareholders may exercise their voting rights at the virtual Annual General Shareholders' Meeting by means of electronic communication by voting by (electronic) correspondence or by granting power of attorney to the voting proxies designated by the company. Furthermore, shareholders will be granted the right to submit questions by means of electronic communication ahead of the Annual General Shareholders' Meeting; in addition, the company will provide shareholders with the opportunity to ask questions during the Annual General Shareholders' Meeting by means of electronic communication.

Further details and explanations on participation of shareholders in the virtual Annual General Shareholders' Meeting and on exercising their voting rights and additional rights related to said meeting are provided at the end of the agenda.

I. Agenda

1. Presentation of the approved annual financial statements of Sartorius Aktiengesellschaft and the endorsed consolidated financial statements for the year ended December 31, 2020; the combined management report for Sartorius Aktiengesellschaft and the Group, together with the explanatory report, included therein, of the Executive Board concerning the disclosures according to Section 289a, Subsection 1, and Section 315a, Subsection 1, of the German Commercial Code (HGB); as well as together with the report of the Supervisory Board for fiscal 2020

The documents mentioned above, including the proposal of the Executive Board for appropriation of the retained profit, are published on the Internet at the following address: www.sartorius.com/shareholders-meeting.

2. Resolution on the appropriation of the retained profit of Sartorius Aktiengesellschaft

The Executive Board and the Supervisory Board will propose to appropriate the retained profit of €206,247,468.31 for fiscal 2020 as follows:

Payment of a dividend of €0.70	
per dividend-bearing ordinary share	= €23.958.206,30
Payment of a dividend of €0.71	
per dividend-bearing preference share	= €24.274.795,63
Balance of unappropriated profit carried forward to the new statement	€158.014.466,38
Total:	€206.247.468,31

Should the number of dividend-bearing shares change by the time the resolution on the appropriation of the retained profit is passed, a correspondingly adapted resolution proposal shall be submitted to a vote. Dividends will be paid out as of March 31, 2021.

3. Resolution on granting discharge to the members of the Executive Board for fiscal 2020

The Executive Board and the Supervisory Board will propose to grant discharge to the members of the Executive Board for fiscal 2020.

4. Resolution on granting discharge to the members of the Supervisory Board for fiscal 2020

The Executive Board and the Supervisory Board will propose to grant discharge to the members of the Supervisory Board for their respective terms of office in fiscal 2020.

5. Selection of an auditor for fiscal 2021 as well as an auditor for the audit review of the first-half financial report of 2021

Upon recommendation of the Audit Committee, the Supervisory Board will propose to appoint KPMG AG Wirtschaftsprüfungsgesellschaft, Hanover, Germany, as the auditors for fiscal 2021 and for the audit review of the first-half financial report of 2021.

The Audit Committee declared that its recommendation is free of any undue influence by third parties and that no clause restricting its choice of auditor was imposed on said committee within the meaning of Article 16, subparagraph 6, of the EU Audit Regulation (Regulation (EU) No. 537/2014 of the European Parliament and of the Council of 16 April 2014 on specific requirements regarding statutory audit of public-interest entities and repealing Commission Decision 2005/909/EC).

6. Resolution on the approval of the remuneration policy for the Executive Board members

Pursuant to Section 120a, Subsection 1, of the German Stock Corporation Law (AktG), the general meeting of a company listed on the stock exchange shall adopt a resolution regarding the endorsement of the system governing the remuneration ("remuneration policy") of the members of the management board ("Executive Board") as submitted by the supervisory board in accordance with Section 87a of AktG in the event of any material change to said policy, but no later than every four years.

On February 11, 2021, the Supervisory Board resolved, taking into account the requirements of Section 87a, Subsection 1, of AktG, the policy for remuneration of Executive Board members set forth in the supplementary information on agenda item 6 hereof.

The Supervisory Board proposes to adopt this policy on the remuneration of Executive Board members in accordance with Section 120a, Subsection 1, of AktG.

7. Resolution on confirmation of the remuneration of Supervisory Board members and resolution on the approval of the remuneration policy for Supervisory Board members

According to Section 113, Subsection 3, sentences 1 and 2, of AktG, the general meeting of companies listed on the stock exchange shall adopt a resolution on the remuneration of supervisory board members at least every four years. A resolution confirming this remuneration is also permitted.

The remuneration of Supervisory Board members is governed by Section 12 (Remuneration) of the Articles of Association. Further details on the basic remuneration policy pursuant to Sections 113, Subsection 3, sentence 3, and Section 87a, Subsection 1, sentence 2, of AktG are provided in the Supplementary Information on the Agenda, item 7.

The Executive Board and the Supervisory Board propose to confirm the remuneration of the Supervisory Board members, as governed by Section 12 of the Articles of Association, including the remuneration policy provided in the Supplementary Information on the Agenda, item 7 upon which this remuneration is based.

II. Supplementary information on the agenda

1. Supplementary information on agenda item 6 (Resolution on the approval of the remuneration policy for the Executive Board members)

Sartorius AG

Policy on Remuneration of Executive Board Members Pursuant to Section 87a of the German Stock Corporation Law (AktG)

The following remuneration policy described in detail for the Executive Board was adopted by the Supervisory Board in February 2021. It will be used by the Supervisory Board as the basis for all new compensation arrangements as of January 1, 2021.

A. Main Features of the Remuneration Policy and Contribution Toward Promoting the Corporate Strategy and Long-Term Development of the Company

The remuneration policy for the Executive Board aims to remunerate the members of the Executive Board appropriately in line with their tasks and responsibilities and to directly consider the performance of each member of the Executive Board and the success of the company. Accordingly, the remuneration policy includes fixed remuneration components as well as short- and long-term variable remuneration components.

The company strategy is aimed at achieving profitable growth and a sustained, long-term increase in the value of the company. This strategy is the basis from which the structure of the remuneration policy is derived for the Executive Board of Sartorius AG: The short-term variable remuneration depends on annual corporate targets that are aligned with key performance indicators for profitable growth of the company. Long-term remuneration depends on a corporate goal that reflects the sustainable and long-term growth of the company and the Group, on the one hand, and on the long-term performance of the share price, which directly reflects the development of the company's value, on the other. As a result, the company's remuneration policy creates incentives to promote the long-term and positive sustainable development of the company. By contrast, there are currently no non-financial target parameters for the variable remuneration components. However, the Supervisory Board is aware of the importance of both environmentally sustainable management and corporate social responsibility issues and will examine the possibility of including corresponding non-financial target parameters in the short- and/or long-term variable remuneration components in the future.

The policy for remuneration of the Executive Board members is simply, clearly and understandably structured. It meets the requirements of the German Corporate Governance Code ("**GCGC**") with the exception of any divergences justified in the particular Declaration of Compliance issued.

B. Details of the Remuneration Policy

I. Remuneration Components

1. Overview of the Individual Remuneration Components

Remuneration consists of fixed and variable components. The fixed components are the fixed annual salary and fringe benefits. The variable performance-based components are comprised of short-term components with a one-year assessment basis and of long-term components with a multi-year assessment basis. In addition, there are pension commitments, which depend, among other things, on the amount of the own contribution made by the respective Executive Board member in the form of deferred compensation for variable remuneration components, and which are therefore also variable.

2. Fixed Remuneration Components

a. Fixed Annual Remuneration

Fixed annual remuneration is cash compensation related to a specific fiscal year, and is based in particular on the area of duties and responsibilities of the respective Executive Board member. This fixed annual remuneration is paid in twelve monthly installments.

b. Fringe Benefits

Beyond the fixed annual remuneration, the members of the Executive Board receive fringe benefits in the form of benefits in kind and further financial benefits.

As standard benefits, the Executive Board members will each be provided with a company car that can also be used for private purposes and to be covered by accident insurance taken out in the respective Executive Board member's name as a beneficiary. Furthermore, the company maintains a directors' and officers' (D&O) liability insurance policy for the benefit of the members of the Executive Board.

The Supervisory Board can decide that, if necessary, suitable additional benefits in kind (in particular security services and medical benefits) may also be provided or corresponding costs reimbursed.

New members of the Executive Board may also be granted compensation for remuneration/benefit entitlements which they lose as a result of joining Sartorius. Furthermore, moving expenses and, for a transitional period to be determined by the Supervisory Board, other costs associated with relocation to the company may be reimbursed up to a maximum amount to be determined in individual contracts (in particular costs for traveling home, including incidental expenses, and for running two households). For Executive Board members residing outside Germany, the company may also assume permanently associated costs (in particular costs for flights home including incidental expenses and for double housekeeping). Such benefits are intended to ensure that the company can recruit the best possible candidates for service on the Executive Board.

3. Variable Performance-Based Remuneration Components

a. Short-Term Variable Remuneration with a One-Year Assessment Basis

In addition to receiving fixed remuneration components, all Executive Board members are entitled to receive short-term variable remuneration with a one-year assessment basis.

Target Parameters

Short-term variable remuneration with a one-year assessment basis consists of several individual components each related to different target parameters.

Currently, there are three individual components related to the subordinate financial targets of sales revenue | order intake, underlying EBITDA and the ratio of net debt to underlying EBITDA.

The target parameter of sales revenue | order intake is a measure of the average calculated from sales revenue and order intake and is a key performance indicator of growth. Underlying EBITDA as a target parameter stands for earnings before interest, taxes, depreciation and amortization and is adjusted for extraordinary items; this is a key profitability indicator of the Group and is used to provide a picture of the Group's operating development that is also internationally better comparable. The target parameter of the ratio of net debt to underlying EBITDA is calculated as the quotient of net debt and underlying EBITDA and is a key financial ratio regarding the Group's debt financing capacity.

To develop these target parameters, the company provides regular reports as part of its periodic financial reporting. These targets are key control elements for profitable growth as well as for a sustainable and long-term increase in the value of the company and serve to implement the overarching strategic goals of the Group.

The remuneration policy does not currently prescribe binding target parameters, however. Rather, the Supervisory Board can set further target parameters, including non-financial ones, and/or replace existing target parameters by others. In turn, the particular target parameters must be used that the company reports at least once annually as part of its periodic financial reporting. The Supervisory Board shall ensure that the particular target parameters in their entirety continue to reflect key control elements for profitable growth as well as a sustainable and long-term increase in the value of the company; In addition, non-financial targets may also be defined in the future. At least one target parameter is to be based on key indicators that measure the development of business volume and/or earnings.

Measurement of Target Achievement and Bonus Payment

For each target parameter, the Supervisory Board determines a formula that is used to determine the bonus to be paid for the respective individual component based on the degree of target achievement. In the process, the Supervisory Board also defines (i) the minimum target achievement below which the bonus to be paid is zero, and (ii) the maximum target achievement above which the bonus to be paid no longer increases. As a result, the amount of a bonus to be paid is capped for each subordinate target at a maximum percentage of the individual target amount. This cap is currently 120% for all subordinate targets. However, the Supervisory Board can elect to define a different cap in the future.

For every individual component of short-term variable remuneration with a one-year assessment basis, the Supervisory Board shall set an individual target amount for each Executive Board member before the beginning of a fiscal year. This target amount is used to determine the specific amount of a bonus to be paid based on the level of target achievement defined for the respective fiscal year. The targets are weighted for the individual Executive Board members according to their area of responsibility and, if they are responsible for a division, can be related to the assessment parameters of the particular division, except for the assessment parameters applicable to the Group.

In the case of financial target parameters, the target at which the full target bonus amount is paid out (= 100% target achievement) is derived by the Supervisory Board from the approved annual budget for the respective fiscal year and the level of target achievement is determined by comparison with the actual result, which results from the audited and approved consolidated financial statements for the respective fiscal year. In determining the level of target achievement, the Supervisory Board can make adjustments to the actual figure to allow for non-recurring, extraordinary circumstances and/or non-operating items.

Annual short-term variable remuneration is calculated for a fiscal year ended and paid in the following fiscal year. If an Executive Board member joins or leaves the board without serving for a full year, his or her short-term variable remuneration will be calculated and determined on a pro-rated basis.

b. Long-Term Variable Remuneration Components

The long-term variable remuneration components for all Executive Board members first consist of the following two individual components: One individual component is related to the development of the consolidated net profit in a four-year assessment period as a target parameter; the other, to the price development of Sartorius AG preference shares in an assessment period of (at least) four years. As a result, the long-term variable remuneration components are also aligned with financial target parameters that measure profitable growth and a sustainable and long-term increase in the value of the company, and thus serve to implement the company's overarching strategic objectives.

The two previously mentioned long-term variable remuneration components are each weighted at 50%. For each of the two individual components, the Supervisory Board defines a separate individual target amount for every Executive Board member before the beginning of a fiscal year. This target is used as the basis for calculating the specific bonus amount to be paid out based on the degree of achievement of the associated targets defined for the respective fiscal years.

The Executive Board Chairman can additionally be granted compensation in the form of shares in the company (share-based remuneration) as a further long-term variable component. Share-based remuneration and participation in the company's share price development as a result will also promote the long-term increase in the value of the company as an overriding strategic corporate objective.

Consolidated Net Profit

The individual component related to consolidated net profit has an assessment period of four consecutive fiscal years and begins with the fiscal year in which the tranche concerned is granted. A new tranche is granted on a rolling basis for each fiscal year that a member's appointment lasts. The amount paid out for a particular tranche depends on the total target achievement for the respective assessment period, which corresponds to the average target achievement for each of the four fiscal years of the relevant assessment period. For each fiscal year, the Supervisory Board annually defines a target for consolidated net profit in euros, which is derived by the Supervisory Board from the annual budget approved for the respective fiscal year. To determine the level of target achievement for a fiscal year, the consolidated net profit, excluding amortization (impairment of the value of intangible assets due to business combinations pursuant to IFRS 3) – as reported in the company's consolidated financial statements audited and approved – is compared to the particular target set by the Supervisory Board. In individual cases, the Supervisory Board may make further adjustments to the actual amount to allow for non-recurring, exceptional circumstances and/or non-operating items.

The amount to be paid out is determined based on the individual target amount and a formula defined by the Supervisory Board. It provides for (i) a minimum target achievement which must be exceeded to receive a bonus and below which the amount paid out is zero, and (ii) a maximum target achievement, above which the bonus amount to be paid out no longer increases. The bonus paid out is thus capped in each case at a maximum percentage of the individual target amount. This cap is currently set at 120% and is reached at a target achievement level of 120%. In the future, however, the Supervisory Board may also define a different cap.

This remuneration component is paid out at the end of the fourth fiscal year of the assessment period for the respective tranche.

Development of the Preference Share Price (Phantom Stock Plan)

Executive Board members receive virtual shares, so-called phantom stock units, as a second individual component of long-term variable remuneration. Through the issue of such shadow shares, Executive Board members are treated as if they were owners of a certain number of preference shares in Sartorius AG, without, however, being entitled to receive dividends. The development of the value of this phantom stock is linked with the development of the Sartorius preference share; both increases and decreases in the share price are taken into account. Later, the value of this phantom stock is assessed based on the share price at the time, and its equivalent is paid out in cash, provided that the associated conditions are met. Phantom stock cannot be traded and does not entail any share subscription rights.

According to the Sartorius phantom stock plan, each Executive Board member is credited at the beginning of every fiscal year with phantom stock units valued at an agreed monetary sum. Phantom stock units are granted on a rolling basis for each fiscal year that a member's appointment lasts. The value of this phantom stock can be paid out only as an entire annual tranche. Payment can be requested at the earliest after a period of four years and no later than after eight years. If an Executive Board member's appointment begins during a year, phantom stock will be granted retroactively (on a pro-rated basis as necessary) at the start of a fiscal year.

An Executive Board member is entitled to receive payment for phantom stock units only if, according to the current plan conditions, the share price at the time of such payment request has appreciated at least 7.5% per year relative to the time the phantom stock was assigned or if the share price outperformed a defined comparative index or group, with the current conditions of the phantom stock plan defining the TecDAX as a comparative index. In addition, the value of the phantom shares must be at least 50% of the grant value. The phantom stock plan rules out subsequent changes to the parameters used for comparative stock valuation.

According to the current phantom stock plan conditions, assignment of this phantom stock and later payment of its monetary equivalent depend on the mean value calculated from the average prices of the Sartorius AG preference share, with said prices quoted in the closing auction of Xetra trading on the Frankfurt Stock Exchange over the last 20 days of trading of the previous year (in the case where phantom stock units are assigned) or over the last 20 days of trading prior to submission of a payment request (in the case of payment for phantom stock units). This serves to compensate for any short-term fluctuations in the share prices.

The amount to be paid is capped, however, at a maximum of 2.5 times the share price at the time the phantom stock was assigned, based in each case on the individual annual tranche.

Pursuant to the current phantom stock plan conditions, payment for phantom stock is blocked for the four weeks preceding the scheduled publication date of quarterly results and for the 30 calendar days before the scheduled publication of the half-year results and preliminary year-end results, as well as for 20 days of trading on the stock exchange following the actual publication of quarterly and preliminary year-end results. These black-out periods are intended to ensure that payments are only made during periods in which the most recent business results have already been processed in the capital market and the regular publication of further business results is still sufficiently far in the future.

However, the remuneration policy does not specify the details of the share price calculation on which the allocation and payment of the phantom stock units are based, the minimum annual increase in value, the benchmark for measuring the relative share price performance, or the relevant payment windows. They can therefore also be regulated by the Supervisory Board in the future in divergence from the current plan conditions; in particular, the benchmark for measuring relative share price development can be suitably adjusted in the event of a change in the company's index or a change in the composition of the index previously used.

Share-Based Remuneration for the Executive Board Chairman

Remuneration in the form of company shares can additionally be granted to the Executive Board Chairman. These shares are subject to a holding period of at least four years as of the beginning of the time the Chairman is appointed. With these shares, the beneficiary thus participates in positive and negative share price developments for a period of several years. The shares granted may be the company's own ordinary and/or own preferred shares. For the purposes of share-based remuneration, the Supervisory Board shall define a total grant date fair value that is converted in a corresponding number of shares based on the current stock market price of the respective class of share at the time of granting. The shares in question will then be transferred in full to the beneficiary at the beginning of his appointment, but may not be sold before the holding period has expired. If the beneficiary leaves the Executive Board prior to the end of his appointment, conditions can be set so that the shares granted are forfeited in whole or in part, depending on the time of the beneficiary's resignation or departure, and must be transferred from the beneficiary back to the company.

4. Pension Commitments

The members of the Executive Board generally receive pension commitments as defined-benefit plans for their first reappointment. At the request of the Executive Board member concerned, the company will take out an insurance policy for the term of his employment contract and pay the particular benefit contributions into this insurance. The members of the Executive Board each receive defined pension contribution commitments as of their first reappointment. At the request of the Executive Board member concerned, the company shall take out a corresponding insurance policy for the duration of the employment relationship, into which the respective pension contributions will be paid. If no other retirement benefits were granted during a member's first time of appointment, the respective pension contributions can also be subsequently granted for a member's initial term of appointment.

Each benefit contribution consists of a basic amount of up to 14% of the member's particular annual fixed remuneration. On request, the particular Executive Board member concerned can additionally pay in, as a personal benefit contribution by way of deferred compensation, a partial sum of up to 7% out of the gross amount paid to this Executive Board member in the respective fiscal year as short-term variable compensation and as long-term variable compensation based on net profit. If a member of the Executive Board exercises this right, the company on its part will make an additional contribution in the same amount (matching benefit contribution).

Pursuant to the insurance terms and conditions, the pension benefit can be granted in the form of a retirement pension or a lump-sum payment for reaching the regular retirement age or needing to retire due to disability, as well as in the form of surviving dependents' benefits for widows and orphans, according to which particular option an Executive Board member elects. The company does not guarantee the paid-in capital or an annual interest rate.

The regular retirement age for all pension commitments is 65. There are no early retirement regulations, except in the case of disability.

Insofar as further pension benefits were granted or promised for individual Executive Board members in the past, these shall remain unaffected and the corresponding pension entitlements shall continue unchanged.

5. Other Remuneration Components

The remuneration policy provides that the Supervisory Board may grant special compensation at its reasonable discretion for extraordinary performance by a member of the Executive Board.

II. Target Total Remuneration; Relative Percentages of Fixed and Variable Remuneration Components

The Supervisory Board determines a specific target total remuneration for each Executive Board member according to his or her area of tasks and responsibilities. The target total remuneration is related to each full fiscal year and is the sum of all remuneration components relevant for total remuneration. In the case of benefits in kind promised as fringe benefits, the relevant value for income tax purposes shall be applied in each case. The D&O insurance taken out by the company for the benefit of the Executive Board members is not considered separately, as this is not a compensation benefit in the narrower sense.

Where targets are measured, the variable components are based on the target amount for 100% target achievement. For participation in the phantom stock plan, the annual grant date fair value shall be used for calculation; for share-based remuneration of the Executive Board Chairman, the pro-rated grant date fair value for each year associated with his term of appointment.

Regarding pension commitments, it is assumed that for the purposes of defining the target total remuneration the Executive Board members will exercise their right to receive deferred compensation of their variable remuneration components (based on 100% achievement of targets) to the maximum extent permitted and that the company will therefore also pay each member a corresponding additional amount as a matching contribution. If, upon initial reappointment, corresponding pension amounts are also subsequently granted for the first term of appointment, these amounts shall not be allocated to the new term of appointment, however, but to the previous term of appointment for the purposes of the target total remuneration.

For the Executive Board Chairman, the relative percentage of fixed remuneration components (fixed annual salary and fringe benefits) is between 25% and 40% of his target total remuneration and the percentage of the short- und long-term variable remuneration components is between 55% and 70%. For the other Executive Board members, the relative percentage of their fixed remuneration components (fixed annual salary and fringe benefits) is between 35% and 55% of their respective total target remuneration and the percentage of their short- and long-term variable remunerations components is between around 40% and 60%, with the percentage of long-term variable components higher for each member than that of the short-term variable target remuneration. The percentage of their pension commitments is currently between 0% and around 10% (inclusive in each case) of their respective target total remuneration.

III. Reclaiming or Reducing Variable Remuneration (Clawback)

The remuneration policy provides that the company is entitled to reclaim from Executive Board members variable remuneration components already paid out to them in the following cases described:

1. Performance Clawback

If the entitlement to payment of annual short-term variable remuneration and of remuneration with a multi-year assessment basis in relation to the individual component of consolidated net profit is based on audited and approved consolidated financial statements that were objectively incorrect and therefore had to be subsequently corrected in accordance with the relevant accounting standards, and if no or a lower entitlement to payment of variable remuneration components would have arisen based on the corrected audited consolidated financial statements, the company may reclaim the corresponding amount of overpayment from the respective Executive Board member.

2. Compliance Clawback

If an Executive Board member commits, either through gross negligence or willful intent, any dereliction of the duty to exercise the skill and care of a prudent manager faithfully complying with his duties in accordance with Section 93, Subsection 1, of the German Stock Corporation Law "AktG," the company shall be entitled to reclaim from the respective Executive Board member the full or partial repayment of the annual short-term variable remuneration paid out to him for the respective assessment period in which the breach of duty occurred, the remuneration with a multi-year assessment basis related to the individual component of the consolidated net profit, and of the liquidated phantom stock units and/or to declare that member's forfeiture with respect to tranches of phantom stock units yet to be granted.

The Executive Board member shall not be obligated to reimburse the company if more than three years have elapsed as counted from the payment of the respective variable remuneration components up to the time a claim against said member for reimbursement is asserted. The objection of disenrichment in accordance with Section 818, Subsection 3, of the German Civil Code "BGB" is excluded under the remuneration policy. The right to claim damages pursuant to Section 93 of the German Stock Corporation Law "AktG" shall remain unaffected.

IV. Maximum Remuneration for Individual Executive Board Members

Total remuneration, consisting of a fixed salary, including fringe benefits, pension expenses and the short- and long-term variable compensation components for a fiscal year – regardless of whether it is paid in the fiscal year in question or at another time – is limited on the whole to a maximum amount of €4,500,000.00 gross for the Executive Board Chairman and to a maximum amount of €2,250,000.00 gross for every other Executive Board member. This maximum remuneration takes into account the maximum possible non-performance-based fixed remuneration components and the performance-based variable remuneration components, including pension expenses. Benefits in kind granted as fringe benefits are recognized at their value relevant for income tax purposes. With regard to the share-based remuneration of the Executive Board Chairman, the maximum remuneration is calculated on the basis of the pro-rated grant date fair value.

V. Remuneration-Related Legal Transactions

1. Terms and Prerequisites for Termination of Remuneration-Related Legal Transactions

The employment contracts of Executive Board members are concluded for the term of their respective appointments. Initial appointments are each for a maximum of three years; extensions of an appointment term are for up to five years.

Termination of their employment contracts by giving due and proper notice is excluded. For this reason, an employment contract of an Executive Board member can only be terminated by mutual agreement based on a termination agreement or by termination for cause with immediate effect. The company may terminate an Executive Board member's employment contract for cause, particularly in the event that the Supervisory Board revokes this member's appointment for grave cause pursuant to Section 84, Subsection 3, of the German Stock Corporation Law "AktG". In this case, the statutory periods of notice pursuant to Section 622 of the German Civil Code "BGB" shall apply, unless there is also a compelling reason ("cause") for termination without notice pursuant to Section 626 of BGB.

2. Severance Payments

The employment contracts for Executive Board members provide that a member will receive a severance payment in the event the company terminates the employment contract of said member with immediate effect, provided that said member is not responsible for any grave cause or compelling reason warranting said termination ahead of the regular contract expiration date. The amount of the severance payment shall be two years' salary maximum, but shall not exceed the amount of remuneration that would be due and payable until the end of the contract term.

Furthermore, in the event of early termination of employment on Executive Board by mutual agreement, the company may also grant or agree to grant severance payments, the amount of which is, in turn, limited to a maximum of two years' remuneration and which compensate no more than the remaining term of the member's employment contract.

For the purpose of determining the maximum remuneration, severance payments are to be allocated (pro rated, if applicable) to the fiscal year for which they are granted, regardless of whether they are paid out or received in the fiscal year in question or at another time.

3. Non-Competition Clause

The Executive Board employment contracts provide for a post-contractual non-competition clause for a duration of up to two years upon termination of employment with the company. In the event that this non-competition clause is not waived or is nullified, half of the remuneration last paid by the company shall be granted to the respective Executive Board member as compensation for non-competition throughout the non-competition period. Any severance to be paid in connection with the termination of an employment contract to an Executive Board member shall be deducted in full from said compensation for non-competition.

VI. Procedure for Establishing and Implementing as well as Reviewing the Remuneration Policy

The Supervisory Board shall establish and regularly review the remuneration policy for the Executive Board in accordance with the legal requirements. In the process the Executive Task Committee of the Supervisory Board shall support the latter in this effort. The Executive Task Committee of the Supervisory Board prepares the remuneration policy for approval by the full Supervisory Board and makes the respective suggestions.

In the process, the Supervisory Board also reviews the appropriateness of such remuneration in comparison to the remuneration of the Executive Board within the peer group of the company (horizontal appropriateness). The peer group is defined by the Supervisory Board and covers domestic and foreign companies that are comparable based on sector, size and sales.

In establishing the remuneration for the Executive Board members, the Supervisory Board further considers both the compensation of senior management and that of the remaining workforce in relation to the German Group companies (vertical appropriateness) and compares it to the particular remuneration of the Executive Board. For these purposes, the Supervisory Board defines senior management as the group of executives of the first two management levels below the Executive Board. The Supervisory Board looks not only at the current compensation ratio, but also at how it has developed over time. The current remuneration policy is also based on a review of vertical appropriateness in accordance with these principles.

If necessary, the Supervisory Board will engage an independent compensation consultant to review vertical and horizontal appropriateness. When external compensation consultants are engaged, their independence shall be ensured. The compensation consultants engaged shall be changed from time to time. Furthermore, the Supervisory Board also takes into account the requirements of the German Corporate Governance Code when determining and reviewing the remuneration of the Executive Board.

Any conflict of interest in the establishment, implementation and review of the remuneration policy shall be treated by the Supervisory Board in the same way as other conflicts of interest in the person of a Supervisory Board member. The Supervisory Board member concerned is therefore required to disclose any conflict of interest to the Chairman of the Supervisory Board and will not participate in the adoption of resolutions or in the deliberations concerned. Disclosure of any conflicts of interest at an early stage ensures that the decisions of the Supervisory Board are not influenced by inappropriate considerations.

The remuneration policy resolved by the Supervisory Board shall be submitted to the Annual General Shareholders' Meeting for approval.

The Executive Task Committee prepares for the regular review of the policy for remuneration of the Executive Board members. If necessary, this committee will recommend that the Supervisory Board make changes to this policy. In the event of material changes, but at least every four years, however, the remuneration policy shall be submitted to the Annual General Shareholders' Meeting for approval.

If the Annual General Shareholders' Meeting does not approve a particular remuneration policy submitted to it for approval, a revised remuneration policy shall be submitted at the next Annual General Shareholders' Meeting.

The current Executive Board contracts already correspond, except for a few divergences, to the remuneration policy described and will correspond to it as of the year 2022. Insofar as the discrepancies still exist beyond the current year under the current Executive Board employment contracts, the Supervisory Board will examine in consultation with the Executive Board members concerned to which extent and, if applicable, as of which period an adjustment can be made. Said discrepancies exist according to the current Executive Board contracts of Dr. Kreuzburg and Mr. Lehmann for the long-term component of variable remuneration aligned with the consolidated net profit. The individual tranches correspond to the remuneration policy applicable so far – even beyond the current year of 2021 – which are calculated for an assessment period of only three years and, according to this policy, provide for a partial payment after the first fiscal year of this period in each case. A further difference is provided in the Executive Board contract of Mr. Lehman – also beyond the current year of 2021 – in which any severance in the event of his early resignation is not deducted from compensation for non-competition under the post-contractual non-competition clause.

C. Temporary Deviations from the Remuneration Policy

Pursuant to Section 87a, Subsection 2, sentence 2, of the German Stock Corporation Law "AktG" the Supervisory Board is entitled to deviate temporarily from the company's Executive Board remuneration policy if this is necessary in the interest of the long-term prosperity of the company. A Supervisory Board resolution for such a deviation shall be necessary, with said resolution detailing the reasons, the manner and the intended period of this deviation are to be explained in the individual case. Based on such a resolution, deviations from the remuneration policy are possible for all remuneration components. However, a deviation from the specified maximum remuneration shall be excluded.

D. Overview of the Remuneration Policy for Executive Board Members

The following diagram provides a schematic overview of the remuneration policy.

Remuneration Policy for the Executive Board | Overview

		Remuneration components	Structure of the remuneration components	Maximum bonus (in % of the target amount)	Maximum remuneration	Further benefits	
Fixed	Cash	Fixed remuneration	Basic remuneration + Fringe benefits	100%	Maximum amount of all cash remuneration components for the respective fiscal year	Compensation for post-contractual non-competition clause (50% of most recent remuneration)	
		Retirement benefits	Basic amount Additional amount (matching contribution)	100% 120%			
Variable	Cash	Short-term variable remuneration	Sales revenue Order intake (Group and/or division)	120%		Maximum amount of all cash remuneration components for the respective fiscal year	Clawback
			Underlying EBITDA (Group and/or division)				
			Ratio of net debt to underlying EBITDA (Group)				
Variable	Share-based payment	Long-term variable remuneration	Consolidated net profit	120%			Maximum amount of all cash remuneration components for the respective fiscal year
			Phantom stock units	250%			
			Share-based payment (Executive Board Chairman only)	Granted one time: Afterwards no further shares granted	+ Proportional grant date fair value of share-based payment for the respective fiscal year		
Shares							

2. Supplementary information on agenda item 7 (Resolution on confirmation of the remuneration of Supervisory Board members and resolution on the approval of the remuneration policy for Supervisory Board members)

The remuneration of the Supervisory Board of Sartorius Aktiengesellschaft is governed in Article 12 of the Articles of Association and was approved by resolution in the currently valid version of March 28, 2019, by the Annual General Shareholders Meeting. Article 12 of the Articles of Association of Sartorius Aktiengesellschaft concerning the remuneration of the Supervisory Board members reads as follows:

“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. 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.”

Besides this, the members of the Supervisory Board are included in a Directors and Officers (D&O) liability insurance policy taken out for members of management bodies. The premiums of this insurance are paid by Sartorius Aktiengesellschaft. This D&O insurance policy covers the legal liability arising from Supervisory Board activities and is taken out at standard market terms and conditions.

In line with prevailing market practice at listed companies in Germany, the remuneration of Supervisory Board members is strictly fixed compensation along with meeting attendance fees and does not include any performance-related components. The Executive Board and Supervisory Board are of the opinion that strictly fixed remuneration for Supervisory Board members is best suited to strengthening the independence of the Supervisory Board and fulfilling the latter’s advisory and supervisory functions, which are to be performed independently of the company’s success.

The amount and structure of Supervisory Board remuneration ensure that the company is able to attract qualified candidates for membership in the company’s Supervisory Board; in this way, Supervisory Board remuneration helps sustainably promote the business strategy and the long-term development of the company. The existing remuneration policy especially takes into account Recommendation G.17 and the Suggestion G.18, sentence 1, of the German Corporate Governance Code in the current version as amended.

The remuneration policy for Supervisory Board members is approved by resolution adopted by the Annual General Shareholders Meeting on the basis of the proposal submitted by the Executive Board and the Supervisory Board. Remuneration of the Supervisory Board members is reviewed regularly, at least every four years, by the Executive Board and Supervisory Board to determine whether the amount and structure are still in line with the market and are commensurate with the duties of the Supervisory Board and the situation of the company. In the opinion of the Executive Board and the Supervisory Board, the current remuneration structure remains appropriate and, for this reason, is to continue to apply unchanged in its current structure for the time being.

The compensation and employment conditions of the employees were and are of no significance for the structure of the remuneration of the Supervisory Board. This results from the fact that the Supervisory Board remuneration is granted for activities which, due to its advisory and supervisory functions, differs fundamentally from activities of the employees.

Any conflicts of interest in the review of the remuneration policy are countered by the statutory system of competences. This assigns the authority to decide on Supervisory Board remuneration to the Annual General Shareholders' Meeting. The Executive Board and Supervisory Board submit a corresponding resolution proposal to the Annual General Shareholders' Meeting. A system of checks and balances is therefore already anchored in the statutory regulations.

III. Total number of shares and voting rights at the time of convocation

The company issued 74,880,000 bearer no-par shares, divided into 37,440,000 ordinary shares and 37,440,000 non-voting preference shares at the time the Annual General Shareholders' Meeting was convoked. At this time of convocation, the number of voting rights is 37,440,000. The number entitled to participate is 68,415,862 shares as the company holds 3,213,991 ordinary shares and 3,250,147 preference shares; the company has no rights derived from these.

IV. Further information on convocation

1. Virtual general meeting

Based on the COVID-19 Act, the Executive Board of the company with the approval of the Supervisory Board decided to hold the Annual General Shareholders' Meeting without the physical presence of the shareholders or their proxies (with the exception of proxies designated by the company), i.e., as a virtual general meeting. The Annual General Shareholders Meeting will take place at Otto-Brenner-Strasse 20, 37079 Göttingen, as the venue of the general meeting within the meaning of the law.

The right of shareholders to follow this virtual general meeting on the Internet, as well as the rights of shareholders during this meeting, including the prerequisites for exercising such rights – either by the shareholders themselves or by a proxy they appoint – will be described in more detail under the following items.

For shareholders and their proxies, the entire virtual general meeting, including the responses given to questions as well as votes, will be live streamed by video and audio transmission on a password-protected Internet service platform at www.sartorius.com/shareholders-meeting. Shareholders and/or their proxies will be sent personal access data required to watch this live stream after they have duly registered for the virtual general meeting. Transmission of the virtual general meeting does not enable any participation in the Annual General Shareholders' Meeting within the meaning of § 118, Subsection 1, sentence 2, of AktG.

2. Prerequisites for exercising shareholders' rights; registration procedure; record date

Only those shareholders are entitled to participate in the virtual general meeting – and only those holders of ordinary shares are entitled to exercise their voting rights – who have registered by the end of **March 21, 2021 (24:00 hours Central European Time [CET])** at the latest at the address stated below. Their registration must be in text form (§ 126b of the German Civil Code [BGB]) and must be submitted in German or English.

Furthermore, the shareholders must submit proof of their entitlement to participate in the virtual general meeting – and the owners of ordinary shares additionally to prove they are entitled to exercise their voting rights. This proof shall be in the form of text (§ 126b of BGB) and be in German or English. Proof of shareholding in accordance with Section 67c, Subsection 3, of AktG shall be sufficient in any case for the purpose of submitting proof. Said proof shall refer to the beginning of **March 5, 2021 (0:00 hours CET, the so-called "record date")**, and must be received by the company no later than by the end of **March 21, 2021 (midnight, 24:00 hours CET)**, at the address stated further below.

In relation to the company, only those persons shall be considered shareholders entitled to exercise their respective shareholder rights who have furnished proof of their shareholding. Entitlement shall be governed exclusively by their respective shareholding reported on the record date. This record date shall not impose a freeze on the sale of shareholdings. Even in the event that a shareholder sells his or her shareholding completely or partially after the record date, the shareholder's respective shares owned as of the record date shall exclusively govern his or her entitlement to participate in the virtual general meeting and the scope of his or her voting rights (provided such shares are voting stock). The same shall apply to all purchases of shares after the record date. Persons who do not yet own any shares as of the record date and do not become shareholders until afterwards shall not be entitled to participate in the virtual general meeting and exercise their voting rights (provided such shares are voting stock). The record date shall not have any significance concerning entitlement to receive dividends.

Registration and proof of shareholding shall be submitted to the following registration address:

Sartorius Aktiengesellschaft
c/o Better Orange IR & HV AG
Haidelweg 48
81241 Munich, Germany

or by fax: 089.889.690.633

or by email: sartorius@better-orange.de

Once a shareholder's registration and proof of his or her shareholding have been received will the respective shareholder be sent the access data for use of the password-protected Internet service platform. We ask shareholders to ensure that they register and send their proof of shareholding to the company well in advance.

3. Procedure for voting; voting by proxy designated by the company and by other proxies issued power of attorney

Exercise of voting rights by shareholders and their proxies shall be by way of voting by (electronic) correspondence or by the proxies designated by the company who have been issued power of attorney and the corresponding instructions of the respective shareholder. Owners of preference shares are not entitled to vote at the Annual General Shareholders' Meeting (virtual general meeting). The following explanations for representation by proxy(ies) therefore apply only to holders of ordinary shares.

a) Voting by (electronic) correspondence

Shareholders duly registered can exercise their voting right by way of electronic communication by (electronic) correspondence. For this purpose, they can cast, change or revoke their vote **up to the beginning of voting on the day of the Annual General Shareholders Meeting** on March 26, 2021, using the password-protected Internet service platform at **www.sartorius.com/shareholders-meeting**. The date and time at which their vote is received shall govern whether they have met the respective deadline.

We wish to point out that other communication means for voting by correspondence are not available; in particular, there are no means of sending votes by regular mail (post).

If an individual vote is held on an agenda item without this having been communicated in advance of the virtual general meeting, a vote previously cast by voting by (electronic) correspondence on this agenda item as a whole shall also be deemed to be a corresponding vote for each item of the individual vote concerned, unless it is amended or revoked. Likewise, a vote cast by (electronic) correspondence on the management's proposal for the resolution on agenda item 2 of the Annual General Shareholders' Meeting ("Resolution on the appropriation of the retained profit of Sartorius Aktiengesellschaft") shall also apply to a resolution proposal of the management that is put to the vote at the Annual General Shareholders' Meeting as a result of a change in the number of shares entitled to dividends in a correspondingly adjusted form, insofar as the vote is not changed or revoked.

b) Voting right representation by proxies designated by the company

Sartorius Aktiengesellschaft offers owners of ordinary shares who are duly registered to participate in the virtual general meeting to have their voting rights represented and exercised by proxies who are designated by the company and shall be bound by the respective shareholders' specific instructions. If said owners grant power of attorney to the proxies designated by the company, the latter shall exercise their respective voting rights according to the respective instructions issued. If a shareholder fails to issue any voting instructions to the proxies designated by the company, said proxies shall not be authorized to exercise any votes. Power of attorney and voting instructions shall be given in text form.

A form for power of attorney and further information on granting power of attorney, along with access data for using the password-protected Internet service platform, will be sent to duly registered persons. Those shareholders who wish to authorize and instruct the proxies designated by the company are requested to use the password-protected Internet service platform at www.sartorius.com/shareholders-meeting or the form sent to them for granting power of attorney and issuing instructions. Alternatively, the power of attorney and instruction form will also be sent to shareholders or their proxies at any time upon request and can also be downloaded from the company's Internet site at www.sartorius.com/shareholders-meeting.

Power of attorney forms and instructions issued by duly registered shareholders to voting proxies designated by the company must be received by the company at the postal address, fax number or email address specified in Section IV.2) for registration to participate in the Annual General Shareholders' Meeting (virtual meeting) **by March 25, 2021, 6:00 p.m. (CET)** or via the password-protected Internet service platform at www.sartorius.com/shareholders-meeting **by the beginning of voting on the day of the Annual General Shareholders' Meeting** on March 26, 2021. The same shall apply to the amendment or revocation of power of attorney and of instructions. The date of receipt by the company shall determine whether said power of attorney and instructions issued have been received on time in each case.

If an individual vote is held on an agenda item without this having been communicated in advance of the virtual general meeting, instructions previously issued to the proxies designated by the company on this agenda item as a whole shall also be deemed to be corresponding instructions for each item of the individual vote concerned, unless these are amended or revoked. Likewise, instructions on the management's proposal for the resolution on agenda item 2 of the Annual General Shareholders' Meeting ("Resolution on the appropriation of the retained profit of Sartorius Aktiengesellschaft") shall also apply to a resolution proposal of the management that is put to the vote at the Annual General Shareholders' Meeting as a result of a change in the number of shares entitled to dividends in a correspondingly adjusted form, insofar as the instructions are not changed or revoked.

Information on granting power of attorney and giving instructions to voting proxies designated by the company is also available to our shareholders on the company's Internet site at www.sartorius.com/shareholders-meeting.

The appointment of the proxies designated by the company to submit motions, ask questions and to file objections is excluded.

c) Voting right representation by other proxies

Shareholders who do not wish to personally exercise their voting rights may have these exercised by other appointed proxies, such as a depositing or custodial bank, any other credit institution or a union of shareholders. In the event that a shareholder elects to be represented by a voting proxy, he or she shall still be required to register his or her shareholding by the deadline specified and submit proof thereof according to the requirements stated above. If a shareholder grants power of attorney to more than one proxy, the company is entitled to reject one or several of these proxies.

Power of attorney can be granted electronically using the password-protected Internet service platform at www.sartorius.com/shareholders-meeting vis-à-vis the proxy or vis-à-vis the company.

For granting power of attorney vis-à-vis the company and for transmitting proof of power of attorney granted vis-à-vis the proxy, as well as for voting by the proxy and for changing or revoking said power of attorney or said vote, the following shall be available up to the deadlines given: the postal address, fax number and email address specified under Section IV.2 for registration to participate in the Annual General Shareholders' Meeting (virtual meeting) **by March 25, 2021, 6:00 p.m. (CET)** or the password-protected Internet service platform at www.sartorius.com/shareholders-meeting **by the beginning of voting on the day of the Annual General Shareholders' Meeting** on March 26, 2021.

On the day of the virtual general meeting, powers of attorney may be electronically submitted, amended or revoked only by using the password-protected Internet service platform accessible at www.sartorius.com/shareholders-meeting up until the start of voting.

Proxies cannot attend the virtual general meeting either. They can exercise the voting rights for the shareholders they represent only within the scope of their respective power of attorney by way of voting by (electronic) correspondence or by issuing substitute power of attorney to the company's designated proxies bound by the instructions of the respective shareholders.

Use of the password-protected Internet service platform by the proxy requires that the proxy receive the relevant access data. The company will send the access data to the proxy by regular mail or email after the shareholder has granted power of attorney to this person. For sending such data, in the case of granting proxy by declaration to the company using the form provided by the company, either the proxy's postal address can be given if power of attorney is declared with respect to said proxy using the form provided by the company, or the proxy's email address if the password-protected Internet service platform is used for granting power of attorney. If the shareholder granting power of attorney does not indicate any postal or email address of the proxy, the access data for the proxy will be sent by regular mail (post) to said shareholder. If you provide a postal address, please take into account the usual processing and postal lead times for sending access data.

Granting and revoking power of attorney and submitting proof of power of attorney to the company shall be in the form of text if neither a bank nor another credit institution (intermediary), nor a union of shareholders, nor a consultant on share voting rights, nor another person, nor other institutes equal to the same pursuant to Section 135 of AktG is or are granted power of attorney or to persons and institutes equal to the same pursuant to Section 135 of AktG.

If power of attorney is granted to banks or other credit institutions (intermediaries), associations of shareholders, consultants on share voting rights or to other persons or institutions equal to the same pursuant to Section 135, Subsection 8, of AktG, the special statutory requirements of Section 135 apply, which stipulate that such institutions or persons keep a verifiable record of power of attorney granted to them for exercising voting rights. The general legal text form requirement is not applicable to such power of attorney recipients according to the prevailing opinion. However, the relevant power of attorney recipients may set their own formal requirements; details may need to be obtained from the relevant power of attorney recipient.

The above statements on granting of a power of attorney shall apply mutatis mutandis to the revocation or amendment of the same.

A form for power of attorney and further information on granting power of attorney, along with access data for using the password-protected Internet service platform, will be sent to duly registered persons. On request, the power of attorney form will be sent to shareholders or their proxies at any time and can furthermore be downloaded from www.sartorius.com/shareholders-meeting. Shareholders are requested to grant power of attorney by preferably submitting their completed power of attorney form using the password-protected Internet service platform at www.sartorius.com/shareholders-meeting or to use the form provided by the company for granting power of attorney.

d) Treatment of divergent declarations on the exercise of voting rights

If, for the same shareholding, the company receives both votes by (electronic) correspondence and power of attorney and instructions to the proxies designated by the company issued by different means, votes by (electronic) correspondence are always considered to have priority unless they are expressly revoked. If, in addition, the company receives divergent declarations on the exercise of voting rights for the same shareholding by different means of transmission, only the declaration received last will be taken into account; if the company cannot identify which of the declarations was received last, these declarations will be taken into account in the following order: (1) via the password-protected Internet service platform for the Annual General Shareholders' Meeting, (2) by email, (3) by fax, (4) by letter.

4. Further shareholders' rights

a) Right to put additional items on the agenda pursuant to Section 122, Subsection 2, of AktG

Shareholders whose shares total one twentieth of the share capital or attain a proportionate amount of €500,000.00 may request that items be added to the agenda of the shareholders' meeting and be announced (Section 122, Subsection 2, sentence 1, in conjunction with Subsection 1, of AktG). Their request must be addressed in writing to the Executive Board of the company. Each such new item must be accompanied by a justification or a draft resolution.

Shareholders so requesting said addition shall submit proof according to Section 122, Subsection 2, in conjunction with Subsection 1, of AktG that they have owned the company's shares for at least 90 days before the date of receipt of their request and that they will continue to hold said shares up until the Executive Board's decision on said request. For calculation of the number of days of this deadline, Sections 70 and 121, Subsection 7, of AktG shall be observed.

Said request must be received by the company no later than by the end of **February 23, 2021 (midnight, 24:00 hours CET)**, at the following address:

Sartorius Aktiengesellschaft
Executive Board
Otto-Brenner-Strasse 20
37079 Göttingen, Germany

b) Countermotions and election proposals from shareholders pursuant to Section 126, Subsection 1, and Section 127 of AktG, Section 1, Subsection 2, sentence 3 of the COVID-19 Act

Every shareholder shall be entitled to send the company countermotions against proposals submitted by the Executive Board and/or the Supervisory Board and against specific items on the agenda, as well as against proposals for the election of members to the Supervisory Board or for the appointment of auditors. Countermotions as well as election proposals can be sent to the company before the virtual general meeting to the following address:

Sartorius Aktiengesellschaft
c/o Better Orange IR & HV AG
Haidelweg 48
81241 Munich, Germany

or by fax: 089.889.690.633

or by email: sartorius@better-orange.de

Countermotions and election proposals received by the company no later than by the end of **March 11, 2021 (midnight, 24:00 hours CET)** at the address specified above will be made available, including the names(s) of the respective shareholder(s) and a justification of this motion, as well as any opinions given by the company's management board concerning these motions, without undue delay on the Internet website of the company at **www.sartorius.com/shareholders-meeting**. Any countermotions and election proposals sent to addresses other than the above will not be made available. Furthermore, the company shall be entitled to refrain from making any countermotions, election proposals and justifications available, either in whole or in part, on the company's website if one of the requirements set forth in detail in Sections 126 and 127 of AktG or summarize said countermotions and/or proposals and their justification.

Motions or election proposals by shareholders that are to be made available pursuant to Section 126 or Section 127 of AktG are deemed to have been made at the meeting pursuant to Section 1, Subsection 2, sentence 3, of the COVID-19 Act if the shareholder making the motion or submitting the election proposal is duly authorized and registered for the Annual General Shareholders' Meeting. This shall apply mutatis mutandis to motions relating to new items of business added to the agenda by separate notification due to a supplementary motion made by shareholders pursuant to Section 122, Subsection 2, of AktG.

c) Right to ask questions by addressing them to the virtual general meeting according to Section 1, Subsection 2, of the COVID-19 Act

Pursuant to Section 1, Subsection 2, sentence 1, no. 3, and sentence 2, of the COVID-19 Act, shareholders shall be given the opportunity to ask questions by way of electronic communication. To grant this opportunity to ask questions, the Executive Board with the approval of the Supervisory Board of the company decided that shareholders or their proxies who have fulfilled the prerequisites mentioned above for participating in the virtual general meeting may submit questions as follows:

Questions are to be submitted to the company in German or English via the password-protected Internet service platform at **www.sartorius.com/shareholders-meeting** and must have been received by the company at this platform no later than by the end of **March 24, 2021 (midnight, 24:00 hours CET)**. Any questions submitted by different means or later shall not be considered for the purposes of the right to ask questions granted above.

In divergence from Section 131, Subsection 1, of AktG, the shareholders right to ask questions as granted above does not entail the right of information. According to Section 1, Subsection 2, sentence 2, of the COVID-19 Act, the Executive Board is entitled to decide at its due and free discretion how it will answer the questions submitted. In doing so, it may, in particular, summarize questions and their answers in the interest of maintaining a reasonable time frame for the virtual general meeting. The Executive Board reserves the right to provide general answers to recurrent questions on the company's Internet site ahead of the virtual general meeting on the Internet website of the company at **www.sartorius.com/shareholders-meeting**.

d) Submitting objections

Shareholders who have fulfilled the above-mentioned requirements for participation in the virtual general meeting, or their proxies, are entitled to submit an objection to a resolution of the Annual General Shareholders' Meeting (virtual general meeting) for the notary public's minutes via the password-protected Internet service platform at **www.sartorius.com/shareholders-meeting** from the beginning to the end of the Annual General Shareholders' Meeting (Section 245, no. 1, of AktG in conjunction with Section 1, Subsection 2, sentence 1, no. 4 of the COVID-19 Act).

5. Additional opportunity to ask questions during the virtual general meeting

The company will voluntarily set up an additional option for asking questions by way of electronic communication for shareholders who have fulfilled the requirements mentioned further above for participation in the virtual general meeting, or their proxies, as follows:

This opportunity to ask questions is intended to enable shareholders to inquire about the explanations given by the management at the Annual General Shareholders' Meeting and, in particular, about the answers to shareholders' questions submitted prior to the Annual General Shareholders' Meeting. Such questions can be submitted to the company during the Annual General Shareholders' Meeting in German or English via the password-protected internet service platform at **www.sartorius.com/shareholders-meeting**. The beginning and the end of the period during which this opportunity to ask questions is enabled shall be determined by the chairman of the meeting. The Executive Board is entitled to decide at its due and free discretion as to which questions submitted it will answer and how. It may, in particular, suitably limit the number of questions to be answered, summarize the questions and their answers and/or select meaningful questions to answer from among those submitted in the interest of the other shareholders.

This option voluntarily set up for asking questions during the Annual General Shareholders Meeting does not establish any right to ask questions or to request information. In particular, this option does not entail any right to request information according to Section 131, Subsection 1, of AktG. Furthermore, this option is not expressly an integral part of the right to ask questions according to Section 1, Subsection 2, sentence 1, no. 3, and sentence 2, of the COVID-19 Act. As explained in more detail above in Section IV.4.c), this right exists only for questions that the company receives within the deadline named in that section prior to the Annual General Shareholders' Meeting.

As this additional option for asking questions during the Annual General Shareholders' Meeting is provided only for inquiries on the explanations of the management during the virtual general meeting, shareholders or their proxies who would like to ask questions independently of such explanations are requested to send in these questions prior to the Annual General Shareholders' Meeting within the scope of the right to ask questions described in detail in Section IV.4.c) according to Section 1, Subsection 2, sentence 1, no. 3, and sentence 2 of the COVID-19 Act.

6. Further information on voting

In the voting procedure provided, agenda items 2 to 5 and 7 shall each be subject to a binding vote and agenda item 6 to an advisory vote within the meaning of Table 3 of the Commission Implementing Regulation (EU) 2018/1212. In each case, shareholders or their proxies can vote Yes (vote in favor VF) or No (vote against VA) or to refrain from voting (abstention).

7. Information on the company's Internet site

Explanations on the rights of shareholders mentioned above pursuant to Sections 122, Subsection 2, 126, Subsection 1, 127, 137 and 131, Subsection 1, of AktG, possibly in conjunction with Section 1, Subsection 2 of the COVID-19 Act, as well as the content of the convocation and further information according to Section 124a, of AktG are also downloadable from the company's Internet site at **www.sartorius.com/shareholders-meeting**.

All documents required by law to be made available to the Annual General Shareholders' Meeting will also be accessible at this site during the virtual general meeting.

In addition, this site also provides further information on the Annual General Shareholders' Meeting, including, in particular, the forms that are to be used by proxies for voting or for voting by (electronic) correspondence, provided these forms are not directly sent to the shareholders.

8. Information on data protection (data privacy)

a) Legal basis for processing personal data and responsible entity

Within the scope of conducting the Annual General Shareholders' Meeting, the company processes the personal data of its shareholders and those of their proxy(ies), if any (in particular the name, address, email address, number of shares, class of share, instructions to proxies designated by the company, type of share ownership, the ID number of confirmation of registration and questions asked by the respective shareholder or his or her proxy) on the basis of the data protection laws in force in order to enable shareholders to exercise their rights pursuant to AktG and the Articles of Association of Sartorius Aktiengesellschaft within the context of the Annual General Shareholders' Meeting. Processing of personal data is mandatory in order to properly prepare for, conduct and follow up on the Annual General Shareholders' Meeting and to enable shareholders to participate in the Annual General Shareholders' Meeting in accordance with Sections 118 et seq. of AktG. The responsible entity for processing said personal data is Sartorius Aktiengesellschaft (Otto-Brenner-Strasse 20, 37079 Göttingen, Germany) within the meaning of Art. 4, no. 7, of the European General Data Protection Regulation ("GDPR"). The legal basis for processing personal data is Article 6(1), sentence 1, letter (c), of the European General Data Protection Regulation (GDPR) in conjunction with § 67 and §118 et seq. of AktG, as well as in conjunction with Section 1 of the COVID-19 Act. In addition, data processing that is useful for the organization of the virtual general meeting may be carried out on the basis of overriding legitimate interests (Art. 6 (1), sentence 1, letter (f) of GDPR). As a rule, the company receives the shareholders' personal data via the registration office from the intermediary that the shareholders have appointed to hold their shares in custody (usually the custodial bank).

b) Transfer of personal data and category of the recipients

The company engages various external service providers and their subcontractors, each based in the EU. The company provides them with said personal data only on a need-to-know basis in order for them to provide the requested service. The service providers are obligated to process said data solely in accordance with the company's instructions. In addition, personal data is made available to the shareholders and shareholder proxies in connection with the Annual General Shareholders' Meeting, by name particularly in the list of participants according to Section 129 of AktG, within the framework of the statutory regulations. The same applies in connection with answering questions that shareholders or their proxies submit prior to the Annual General Shareholders' Meeting (Section 1, Subsection 2, sentence 1, no. 3, and sentence 2 of the COVID-19 Act) or during the virtual general meeting within the scope of the option voluntarily provided for asking questions. The company is entitled to mention the names of the persons asking questions while responding to such questions.

Moreover, the company transfers personal data of shareholders and of their proxies, if any, to further recipients outside the company, with said recipients processing these data under their own responsibility, Art. 4, no. 7 of GDPR. Such recipients may be, for example, public authorities due to legal requirements.

c) Storage of personal data

Personal data are stored as long as this is required by law or Sartorius Aktiengesellschaft has a legitimate interest in said storage, for example, any interest resulting from liability risks arising from applicable law. Afterwards, personal data are erased.

The period of storage for personal data collected in connection with the Annual General Shareholders' Meeting and in compliance with the legal obligations regarding provision of evidence and retention (e.g., in AktG, HGB, German Tax Code) is regularly up to three years, unless longer processing of such data is still necessary in individual cases in order to process applications, decisions or legal proceedings in connection with the Annual General Shareholders Meeting or for other reasons.

d) Rights regarding personal data

Data subjects shall have the following rights at any and all times concerning the processing of their personal data: right of information and access of personal data, rectification of said personal data, right to restriction of processing, right to object and the right to erasure ("right to be forgotten") in accordance with Chapter 3 of GDPR. These rights can be claimed from Sartorius Aktiengesellschaft free of charge through said company's Data Protection Officer using the contact details in Section IV.8.e) of this Invitation to the Annual General Shareholders' Meeting.

Furthermore, data subjects shall have the right to lodge a complaint with a data protection supervisory authority in accordance with Art. 77 of GDPR. The data protection supervisory authority responsible for Sartorius Aktiengesellschaft is the following: Landesbeauftragte für den Datenschutz Niedersachsen, Prinzenstrasse 5, 30159 Hanover, Germany, poststelle@fd.niedersachsen.de

e) Data Protection Officer

The Data Protection Officer of the company shall be available to data subjects according to the following contact details in order to serve as a contact for matters related to data protection:

Sartorius Corporate Administration GmbH
Datenschutzbeauftragter (Data Protection Officer)
Otto-Brenner-Strasse 20
37079 Göttingen, Germany

or by email: datenschutz@sartorius.com

Göttingen, February 2021

Sartorius Aktiengesellschaft
The Executive Board

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