

Statutory Auditors' Report on the Consolidated Financial Statements

This is a translation into English of the statutory auditors' report on the financial statements of the Company issued in French and it is provided solely for the convenience of English speaking users.

This statutory auditors' report includes information required by European regulation and French law, such as information about the appointment of the statutory auditors or verification of the management report and other documents provided to shareholders.

This report should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France.

For the year ended 31 December 2020

To the Shareholders of SARTORIUS STEDIM BIOTECH S.A.,

Opinion

In compliance with the assignment entrusted to us by your shareholders' meetings, we have audited the accompanying consolidated financial statements of Sartorius Stedim Biotech S.A. for the year ended 31 December 2020.

In our opinion, the consolidated financial statements give a true and fair view of the assets and liabilities and of the financial position of the Group as at 31 December 2020 and of the results of its operations for the year then ended in accordance with International Financial Reporting Standards as adopted by the European Union.

The audit opinion expressed above is consistent with our report to the audit committee.

Basis for Opinion

Audit Framework

We conducted our audit in accordance with professional standards applicable in France. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Our responsibilities under those standards are further described in the statutory auditors' Responsibilities for the audit of the consolidated financial statements section of our report.

Independence

We conducted our audit engagement in compliance with independence rules applicable to us, for the period from 1 January 2020 to the date of our report and specifically we did not provide any prohibited non-audit services referred to in Article 5(1) of Regulation (EU) No 537/2014.

Justification of Assessments - Key Audit Matters

The global crisis linked to the Covid-19 pandemic gives rise to specific conditions for the preparation and audit of the accounts of the year. Accordingly, this crisis and the exceptional measures taken in the context of the state of sanitary emergency give rise to numerous consequences for companies, particularly over their operations and financing, together with increased uncertainty surrounding future prospects. Certain measures, such as travel restrictions and distance working, have also had an impact on the internal organisation of companies and on the performance of audits.

It is in this complex and developing context that, in accordance with the requirements of Articles L.823-9 and R.823-7 of the French commercial code (code de commerce) relating to the justification of our assessments, we inform you of the key audit matters relating to risks of material misstatement that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period, as well as how we addressed those risks.

These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on specific items of the consolidated financial statements.

Goodwill valuation – Impairment test

Identified risk

As of 31 December 2020, goodwill amounts to 875.2 M€, or 39.9% of total consolidated assets.

As described in Note 5 to the consolidated financial statements, Sartorius Stedim Biotech S.A. is an "integrated solution provider" for its customers, and as a result there is only one operating segment from a product and customer perspective: "Biopharm". In addition, as indicated in Note 16 to the consolidated financial statements, because of the interdependence of the market in which your group operates, the lowest level at which goodwill can be allocated is the Biopharm segment. The goodwill has therefore been fully allocated to the Cash Generating Unit (C.G.U.) corresponding to the Biopharm segment.

Goodwill is subject to an annual impairment test and whenever there are indicators of impairment in accordance with the methods and assumptions described in Notes 3 and 16 to the consolidated financial statements. In particular, in view of what has been described above, the impairment test is carried out at the level of the Biopharm segment.

We considered that the determination of the value of goodwill is a key point of our audit given its significance in the consolidated financial statements of your group, and because the determination of the recoverable amount taken into account in the impairment test on the basis of the value in use of the C.G.U. requires the use of estimates and assumptions (in particular in respect of future cash flows, perpetual revenue growth rates and the discount rate) that require significant management judgment.

Responses obtained during our audit

We obtained the impairment test from the C.G.U. group corresponding to the Biopharm segment as well as the forecasts underlying the calculation (4-year plan).

We reviewed the compliance of the company's methodology with applicable accounting standards.

We also performed a critical analysis of how the company has implemented this methodology, including the following procedures:

- Assessed the reasonableness of the key assumptions used to determine the cash flow of the Biopharm segment as well as that used for the perpetual growth rate;
- Assessed, with the support of our valuation specialists, the discount rate used by management. We compared this rate with our own estimates and analysed its various constituent components;
- Checked the arithmetical accuracy of the impairment test performed by your group.

We have also obtained and assessed the sensitivity analyses carried out by management, as shown in Note 16 of the notes to the consolidated financial statements. As a result, we were able to verify that only an extremely large change in the main assumptions could lead to the recognition of an impairment of goodwill.

Lastly, we verified the appropriateness of the information provided in Notes 3, 4 and 16 to the consolidated financial statements.

Business combinations – Acquisitions of Danaher Corporation and BIA Separations

Identified risk

As indicated in notes 3 and 4 to the consolidated financial statements and in accordance with accounting standard IFRS 3 « business combinations », identifiable assets acquired and liabilities assumed are recorded at their respective fair values at the date of acquisition. For significant acquisitions, the Group uses independent experts to assist in the valuation of the acquired assets and liabilities and the determination of the purchase price allocation.

As indicated in note 8 to the consolidated financial statements, the Group has carried out several business combinations of which the two most significant are:

Danaher Corporation. On 30 April 2020, the Group finalised the acquisition of certain life science activities of Danaher Corporation. The purchase price of 216.2 million euros resulted in the final recording of intangible assets for 138 million euros and goodwill of 45.2 million euros.

BIA Separations. On 2 November 2020, the Group acquired 100% of the shares in the Slovenian purification specialist BIA Separations. The purchase price is comprised of an amount of 366.9 million euros plus an additional amount evaluated at 285.5 million euros. The valuation of assets acquired and liabilities assumed is provisional at 31 December 2020 due to the recent acquisition date. The resulting preliminary goodwill amounts therefore to 390.9 million euros. The additional acquisition amount will be paid in shares of Sartorius Stedim Biotech S.A. This estimated amount is based on future expected sales determining the number of shares to be transferred, together with the variation in the share price.

We have determined that the accounting and presentation in the notes to the consolidated financial statements of these transactions are a key audit matter by virtue of their significance to the consolidated

financial statements of your Group, and because the assessment of the accounting measurements carried out requires the use of estimates and assumptions (forecasts over acquired activities and businesses) involving significant management judgment.

Responses obtained during our audit

We have obtained the contracts relating to the acquisitions, the reports of independent experts and management analyses on the accounting treatment of these acquisitions.

We have examined the conformity of the applied accounting treatment with applicable accounting standards.

We have also performed an analysis of the methods of identification, measurement and allocation of identifiable assets and liabilities acquired and of the purchase price, focusing in particular on:

- Legal matters relating to these acquisitions, particularly the understanding of the transactions and how the main contractual clauses have been taken into account in the determination of the accounting treatment of the transaction;
- The correct application of the requirements of the accounting standard IFRS 3 (in particular the determination of the purchase price including any additional components, the identification and measurement of assets and liabilities, and the determination of resulting goodwill) with the assistance of our valuation specialists;
- The competency, experience and objectivity of independent experts which assisted the Group;
- Assessing, with the assistance of our business valuation specialists, the appropriateness of key assumptions retained in the determination of the fair value of financial assets and liabilities acquired, together with the determination of the components of the purchase price in the context of the business combinations.
- The appropriate nature of information disclosed in notes 3, 4 and 8 to the consolidated financial statements.

Specific verifications

We have also performed, in accordance with professional standards applicable in France, the specific verifications required by laws and regulations of the Group's management report of board of directors.

We have no matters to report as to its fair presentation and its consistency with the consolidated financial statements.

Other verifications or information prescribed by legal and regulatory requirements

Presentation format of consolidated accounts to be included in the annual financial report

In accordance with section III of article 222-3 of the AMF general rules, the management of your company has informed us of its decision to postpone the application of the unique electronic information format as defined in the European rule n° 2019/815 of 17 December 2018 to accounting periods commencing 1 January 2021. In consequence, this report does not include a conclusion on the compliance of this format in the presentation of the consolidated accounts destined to be included in the annual financial report mentioned in section I of the article L. 451-1-2 of the monetary and financial code.

Appointment of the Statutory Auditors

We were appointed as statutory auditors of Sartorius Stedim Biotech S.A. by the annual general meeting held on 7 April 2015 for KPMG S.A. and on 19 May 2006 for Deloitte & Associés.

As at 31 December 2020, KPMG S.A. was in its 6th year of the audit mandate without interruption and Deloitte & Associés was in its 15th year.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with International Financial Reporting Standards as adopted by the European Union and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless it is expected to liquidate the Company or to cease operations.

The Audit Committee is responsible for monitoring the financial reporting process and the effectiveness of internal control and risks management systems and where applicable, its internal audit, regarding the accounting and financial reporting procedures.

The consolidated financial statements were approved by the board of directors.

Statutory Auditors' Responsibilities for the Audit of the Consolidated Financial Statements

Objectives and audit approach

Our role is to issue a report on the consolidated financial statements. Our objective is to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with professional standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As specified in Article L.823-10-1 of the French commercial code (code de commerce), our statutory audit does not include assurance on the viability of the Company or the quality of management of the affairs of the Company.

As part of an audit conducted in accordance with professional standards applicable in France, the statutory auditor exercises professional judgment throughout the audit and furthermore:

- Identifies and assesses the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, designs and performs audit procedures responsive to those risks, and obtains audit evidence considered to be sufficient and appropriate to provide a basis for his opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtains an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the internal control.
- Evaluates the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management in the consolidated financial statements.
- Assesses the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. This assessment is based on the audit evidence obtained up to the date of his audit report. However, future events or conditions may cause the Company to cease to continue as a going concern. If the statutory auditor concludes that a material uncertainty exists, there is a requirement to draw attention in the audit report to the related disclosures in the consolidated financial statements or, if such disclosures are not provided or inadequate, to modify the opinion expressed therein.
- Evaluates the overall presentation of the consolidated financial statements and assesses whether these statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtains sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial

statements. The statutory auditor is responsible for the direction, supervision and performance of the audit of the consolidated financial statements and for the opinion expressed on these consolidated financial statements.

Report to the Audit Committee

We submit a report to the audit committee which includes in particular a description of the scope of the audit and the audit program implemented, as well as the results of our audit. We also report, if any, significant deficiencies in internal control regarding the accounting and financial reporting procedures that we have identified.

Our report to the audit committee includes the risks of material misstatement that, in our professional judgment, were of most significance in the audit of the consolidated financial statements of the current period and which are therefore the key audit matters, that we are required to describe in this audit report.

We also provide the audit committee with the declaration provided for in Article 6 of regulation (EU) N° 537/2014, confirming our independence within the meaning of the rules applicable in France such as they are set in particular by Articles L.822-10 to L.822-14 of the French commercial code (code de commerce) and in the French code of ethics (code de déontologie) for statutory auditors. Where appropriate, we discuss with the audit committee the risks that may reasonably be thought to bear on our independence, and the related safeguards.

Marseille, 15 February 2021

The Statutory Auditors

French original signed by

KPMG Audit
A division of KPMG S.A.

Deloitte & Associés

John Evans

Philippe Battisti