

**CONVENING NOTICE**

ORDINARY AND EXTRAORDINARY GENERAL SHAREHOLDERS' MEETING

**SARTORIUS STEDIM BIOTECH**

A public limited company ("*société anonyme*") with a capital of € 18,436,038  
Registered office: Zone Industrielle Les Paluds, Avenue de Jouques, 13400 Aubagne  
314 093 352 R.C.S. MARSEILLE

**Ordinary and Extraordinary General Shareholders' Meeting on March 24, 2021**

**Convening notice of the meeting**

The shareholders of SARTORIUS STEDIM BIOTECH are convened to an Ordinary and Extraordinary General Shareholders' Meeting to be held on **March 24, 2021**, at **2.00 p.m.**, at the Company's headquarters at 510 avenue de Jouques, in Aubagne, in order to deliberate on the following agenda and draft resolutions:

**COVID-19 NOTICE:** However, in the current health context and following the measures put in place by the authorities to deal with the COVID-19 pandemic, **THE ORDINARY AND EXTRAORDINARY GENERAL SHAREHOLDERS' MEETING REFERRED TO IN THIS CONVENING NOTICE WILL BE HELD BEHIND CLOSED DOORS, I.E. WITHOUT THE PHYSICAL PRESENCE OF SHAREHOLDERS OR OTHER PERSONS USUALLY ENTITLED TO ATTEND.** This decision is made in accordance with Section 5 of French Ordinance No. 2020-321 of March 25, 2020 adapting the rules for meetings and deliberation of meetings and governing bodies of legal persons and entities without legal personality under private law due to the COVID-19 pandemic, as extended and amended by French Ordinance No. 2020-1497 of December 2, 2020 extending and amending French Ordinance No. 2020-321 of March 25, 2020 adapting the rules for meetings and deliberation of meetings and governing bodies of legal persons and entities without legal personality under private law due to the COVID-19 pandemic. **IT MAY BE FOLLOWED BY A LIVE WEBCAST BY SHAREHOLDERS (DETAILS AVAILABLE ON THE WEBSITE) AND WILL BE AVAILABLE FOR REPLAY ON THE COMPANY'S WEBSITE ([WWW.SARTORIUS.COM/SSB-ASSEMBLEE-GENERALE](http://WWW.SARTORIUS.COM/SSB-ASSEMBLEE-GENERALE)).**

Shareholders are therefore urged not to request an admission card and not to physically travel to the venue of the Shareholders' Meeting. They are asked to submit a vote by post under the conditions set out below.

The documentation relating to the Shareholders' Meeting, in particular the single form for voting by post or by proxy, will be available in the section dedicated to the Shareholders' Meeting on the Company's website ([www.sartorius.com](http://www.sartorius.com)), which we recommend that you consult regularly.

**AGENDA**

**Resolutions for the Ordinary part of the Shareholders' Meeting**

- Reading of the management report drawn up by the Board of Directors, including the Group's report;
- Reading of the report drawn up by the Board of Directors on the resolutions submitted to this Shareholders' Meeting;
- Reading of the corporate governance report drawn up by the Board of Directors;
- Reading of the Statutory Auditors' Report on the financial statements for the year ended December 31, 2020;
- Reading of the Statutory Auditors' Report on the consolidated financial statements for the year ended December 31, 2020;
- Reading of the Statutory Auditors' Special Report on the regulated agreements covered by Section L. 225-38 of the French Commercial Code;
- Approval of financial statements for the year ended December 31, 2020 and discharge to directors; *(Resolution no. 1)*
- Approval of the consolidated financial statements for the year ended December 31, 2020; *(Resolution no. 2)*
- Appropriation of earnings for the year ended December 31, 2020; *(Resolution no. 3)*
- Approval of regulated agreements and commitments covered by Sections L. 225-38 *et seq* of the French Commercial Code; *(Resolution no. 4)*
- Setting of the annual Directors' fees; *(Resolution no. 5)*
- Approval of the information referred to in Section L. 225-37-3 of the French Commercial Code relating to remuneration for senior executives for the year ended December 31, 2020; *(Resolution no. 6)*
- Approval of the fixed, variable and extraordinary components of the overall remuneration and benefits in kind for the Chair of the Board and Chief Executive Officer for the year ended December 31, 2020; *(Resolution no. 7)*
- Approval of the senior executive remuneration policy; *(Resolution no. 8)*
- Authorization granted to the Board of Directors to enable the Company to trade in its own shares; *(Resolution no. 9)*
- Renewal of the term of Ms Anne-Marie Graffin as Director; *(Resolution no. 10)*
- Renewal of the term of Ms Susan Dexter as Director; *(Resolution no. 11)*
- Renewal of the term of KPMG as statutory auditor; *(Resolution no. 12)*
- End of the term of Salustro Reydel as substitute independent auditors; *(Resolution no. 13)*
- Powers to perform formalities. *(Resolution no. 14)*

**Resolutions for the Extraordinary part of the Shareholders' Meeting**

- Reading of the report drawn up by the Board of Directors on the resolutions submitted to this Shareholders' Meeting;
- Reading of the Statutory Auditors' Special Report;
- Delegation of authority granted to the Board of Directors to reduce the share capital pursuant to Section L225-2019 of the French Commercial Code; *(Resolution no. 15)*
- Powers to perform formalities. *(Resolution no. 16)*

**TRANSLATION FOR INFORMATION PURPOSES ONLY**

The wording of the draft resolutions to be presented at the Shareholders' Meeting, as set out in the notice convening the meeting published in the *Bulletin des Annonces Légales Obligatoire* [French Journal of Mandatory Statutory Notices] no. 19 of February 12, 2021 no. 2100253, remains unchanged, with the exception of the following items:

- The title of the tenth resolution is "Renewal of the term of Ms Anne-Marie Graffin as Director";
- The title of the eleventh resolution is "Renewal of the term of Ms Susan Dexter as Director".

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**A) Prior formalities to be performed to attend the Shareholders' Meeting**

The Shareholders' Meeting is composed of all shareholders regardless of the number of shares they own.

Shareholders wishing to attend the Shareholders' Meeting, be represented at the meeting or vote remotely must prove ownership of their shares by the second working day prior to the Shareholders' Meeting at 00:00 Paris time (i.e. by March 22, 2021, 00:00 Paris time), by registering their shares in their name, in accordance with the conditions set out in Section R. 225-85 of the French Commercial Code.

**B) Ways of attending the Shareholders' Meeting**

Shareholders wishing to attend the Shareholders' Meeting may vote by post or be represented by proxy by the Chair of the Shareholders' Meeting or by any other person, who may:

**a) For shareholders whose shares are registered:**

- either return the single postal voting form or proxy form, which will be sent to them with the notice convening the meeting, to the following address: BNP PARIBAS Securities Services - CTO Assemblées Générales - Grands Moulins de Pantin - 9 rue du Débarcadère - 93761 Pantin Cedex.

The appointment or revoking of proxies expressed by paper means must be received no later than three (3) calendar days, i.e. no later than Friday March 19, 2021, before the date of the Shareholders' Meeting.

- or transmit their voting instructions and appoint or revoke a proxy via the Internet before the Shareholders' Meeting, on the VOTACCESS website, under the conditions set out below:

Holders of direct or intermediary registered shares who wish to vote via the Internet will access the VOTACCESS website via the Planetshares website at the following address: <https://planetshares.bnpparibas.com>.

Holders of direct registered shares must log on to the Planetshares website with their usual access codes.

Holders of intermediary registered shares must log on to the Planetshares website using their user ID number which is located in the top right-hand corner of their paper voting form. If the shareholder is no longer in possession of their user name and/or password, they may telephone the number provided: +33 1 57 43 02 30.

After logging on, registered shareholders must follow the instructions given on the screen in order to access the VOTACCESS website and vote, or appoint or revoke a proxy.

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**b) For shareholders whose shares are bearer shares:**

- Request the single form for voting by post or by proxy from the intermediary that manages their shares as of the date of the notice convening the Shareholders' Meeting. The said single form must be accompanied by a shareholding certificate issued by the financial intermediary and sent to: **BNP PARIBAS Securities Services - CTO Assemblées Générales - Grands Moulins de Pantin - 9 rue du Débarcadère - 93761 Pantin Cedex.**

In order to be taken into account, postal voting forms must be received by the issuer or the Shareholders' Meetings department of BNP Paribas Securities Services, no later than three (3) days before the Shareholders' Meeting, i.e. no later than Saturday March 20, 2021.

- If the authorized intermediary that manages the shareholder's securities account is connected to the VOTACCESS website, the shareholder must identify themselves on the Internet portal of their account-keeping institution using their usual access codes. They must then click on the icon that appears on the line corresponding to their shares and follow the instructions given on the screen in order to access the VOTACCESS website and vote, or appoint or revoke a proxy.
- If the shareholder's account-holding institution is not connected to the VOTACCESS website, notification of the appointment and revoking of a proxy may also be made by electronic means, pursuant to the provisions of Section R.225-79 of the French Commercial Code, in accordance with the following procedures:

- The shareholder should send an email to the following address:  
**paris.bp2s.france.cts.mandats@bnpparibas.com**
- This email must contain the following information: name of the relevant issuer, date of the Shareholders' Meeting, last name, first name, address, bank details of the principal and the last name, first name and if possible the address of the proxy;
- The shareholder must ask their financial intermediary who manages their securities account to send written confirmation to the following address: **BNP PARIBAS Securities Services - CTO Assemblées Générales - Grands Moulins de Pantin - 9 rue du Débarcadère - 93761 Pantin Cedex.**

Only notifications of the appointment or revoking of proxies may be sent to the above-mentioned email address. Any other request or notification relating to any other subject may be disregarded.

To ensure that notifications of appointment or revoking of proxies submitted electronically are taken into due account, confirmations must be received no later than 3.00 p.m. (Paris time) on the day before the meeting.

The VOTACCESS website will be open from Monday March 8, 2021.

The option to vote via the Internet prior to the Shareholders' Meeting will end on the day before the meeting, i.e. on March 23, 2021 at 3.00 p.m. (Paris time). However, in order to avoid any potential congestion on the VOTACCESS website, shareholders are advised not to wait until the day before the meeting to vote.

**C) Written questions**

Pursuant to Section R. 225-84 of the French Commercial Code, each shareholder has the right to submit written questions of their choice to the Board of Directors, which will reply to them at the meeting.

***TRANSLATION FOR INFORMATION PURPOSES ONLY***

Questions must be sent by registered letter with acknowledgment of receipt to the following address: Sartorius Stedim Biotech SA-Legal Affairs and Compliance Z. I. Les Paluds, 510 Avenue de Jouques, 13400 Aubagne or by email to the following address: ASM.SSB@sartorius.com

The registered letter or email must be sent no later than the fourth working day before the date of the Shareholders' Meeting, i.e. no later than March 18, 2021, however, in view of the pandemic – and by way of derogation from the first paragraph of Section R.225-84 of the French Commercial Code – these written questions will be taken into account if they are received before the end of the second working day before the date of the Shareholders' Meeting, i.e. before March 22, 2021.

**D) Shareholders' right of communication**

All the documents and information provided for in Section R.225-73-1 of the French Commercial Code may be consulted on the issuer's website: [www.sartorius.com/ssb-assemblee-generale](http://www.sartorius.com/ssb-assemblee-generale), as from the twenty-first day prior to the Shareholders' Meeting, i.e. as from March 3, 2021.

The Board of Directors