

SPECIAL REPORT ON STOCK OPTIONS

Combined Ordinary and Extraordinary Annual Shareholders' Meeting
7 April 2015, 1:30 pm, headquarters of the Company (Aubagne)

Dear Shareholders,

In accordance with Article L. 225-184 of the commerce code, we invite you to review the information relating to the exercise of stock options of the financial year ended 31 December 2014.

1. CONDITIONS OF STOCK OPTIONS PLANS GRANTED - TERMS AND CONDITIONS OF EXERCISING THEM FOR THE FINANCIAL YEAR JUST ENDED

The Board of Directors reminded that in respect of the decisions on 2 August 2000, 28 September 2001, 14 November 2002, 10 September 2003, 11 February 2004 and 23 July 2004, the Board of Directors, using the authorization and powers granted by the Extraordinary General Meeting on 23 June 2000, granted to the benefit of employees and/or senior executives options giving the right to subscribe for 522,058 shares, after taking account of financial transactions in the capital requiring an adjustment. The Shareholders' Meeting had set the subscription price at 80% of the average of prices quoted in the twenty stock market trading days preceding the day when of the Board approved the general conditions of the offer to subscribe.

The Board also reminded that in terms of the decisions of 15 September 2005 and 10 November 2006, the Board of Directors, using the authorization and powers granted by the Extraordinary General Meeting of 10 June 2005, granted to the benefit of employees and/or senior executives options giving the right to subscribe for 162,500 shares. The Shareholders' Meeting set the subscription price at 80% of the average price quoted in the twenty stock market trading days preceding the day when the Board approved the general conditions of the offer to subscribe.

In conclusion, after including the capital increases and the division of the nominal value of securities that occurred since the commencement of the plan, the maximum number of options authorized was 684,558.

During the financial year ended 31 December 2014, two beneficiaries sent a letter to the Company to exercise options together with a subscription slip and the subscription amount.

During the session on 17 July 2014, the Board of Directors noted the exercise of 15 642 subscription options in view of the subscription for 15 642 new shares. Beneficiaries have totally paid their respective subscription for a total amount of € 144 375.62, share premiums included.

As a result, the Board of Directors noted that 15 642 new shares have been subscribed, and paid of the amounts due in accordance with the terms of the corresponding stock options and ,thereafter, the resulting increase in capital amounting a total of €9 541.62 have definitely been performed.

The difference between the subscription price of the new shares and their nominal value is the premium value registered in the liabilities of the balance sheet for a global amount of 134,834,04 euros.

Pursuant to the conditions of the option plans, the new shares were created with current effect, and thus from their issue are fully assimilated with existing shares and enjoy the same rights.

The Bylaws of the Company have correspondingly been modified in order to take into account the increase of capital referred to above.

2. INFORMATION CONCERNING THE OPTIONS SUBSCRIBED DURING THE ENDED YEAR

2.1 Options to subscribe for shares contracted by the executive management of Sartorius Stedim Biotech S.A thereafter the options owned (i) on the Company, (ii) on the companies related to it within the meaning of the article L. 225-180 of the commerce code and (iii) the controlled companies within the meaning of the article L. 233-16 of the commerce code

None

2.2 Options to subscribe for shares contracted by ten employees of the Company who are not executives of the Company whose number of subscribed actions is the highest subsequently the options owned (i) on the Company, (ii) on the companies or groups related to it within the meaning of the article L. 225-180 of the commerce code.

Date of the Board having distributed the options	Beneficiary	Option price (€)	Number of options
23/07/2004	Eric Lee	9.23	10,000
23/07/2004	Albert Narbonne	9.23	5,642

3. INFORMATION CONCERNING THE OPTIONS GRANTED DURING THE ENDED YEAR

3.1 Options to subscribe for shares granted by the Company or the companies related to it within the meaning of article L.225-180 of the commerce code, to the executive management of Sartorius Stedim Biotech S.A.

None

3.2 Options to subscribe for shares granted by the controlled companies the meaning of article L.333-16 of the commerce code, to the executive management of Sartorius Stedim Biotech S.A.

None

3.3 Options to subscribe for shares granted by the Company or the companies related to it within the meaning of article L.225-180 of the commerce code, to the ten employees of Sartorius Stedim Biotech S.A. that are not executives of the Company whose number of subscribed actions is the highest.

None

3.4 Options to subscribe for shares granted by the Company or the companies related to it within the meaning of article L.225-180 of the commerce code, to all the beneficiary employees (distribution by category of beneficiaries).

None

The Board of Directors
represented by its chairman
Mr Joachim Kreuzburg