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SARTORIUS STEDIM BIOTECH

Société Anonyme

Z.I. des Paluds
Avenue de Jouques
13400 Aubagne

Statutory Auditors' Report on the reduction in capital

Combined Shareholders' Meeting of 8 April 2014

13th resolution

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Statutory Auditors' Report on the reduction in capital

Combined Shareholders' Meeting of 8 April 2014

13th resolution

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To the Shareholders,

In our capacity as Statutory Auditors of your Company and in compliance with article L. 225-209 of the French Commercial Code (Code de commerce) in respect of the reduction in capital by the cancellation of repurchased shares, we hereby report on our assessment of the reasons and conditions governing the proposed reduction in capital.

Your Board of Directors requests that it be authorised, for a period of 26 months starting from the date of this Shareholders' Meeting, to proceed with the cancellation of shares the Company was authorised to repurchase, representing an amount not exceeding 10% of its total share capital, by periods of 24 months in compliance with the article mentioned above.

We have performed those procedures which we considered necessary in accordance with professional guidance issued by the French auditing body (Compagnie nationale des Commissaires aux comptes) for this type of engagement. These procedures consisted in verifying that the reasons and conditions governing the proposed reduction in capital, which should not compromise equality among the shareholders, are fair.

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We have no matters to report as to the reasons and conditions governing the proposed reduction in capital.

Marseille, March 11, 2014

The Statutory Auditors

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Xavier SENENT

Christophe PERRAU

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Statutory Auditors' Report on the issue of shares and various marketable securities with retention and/or cancellation of preferential subscription rights

Combined Shareholders' Meeting of 8 April 2014

14th, 15th, 16th, 17th, 18th, 19th, 20th Resolutions

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Combined Shareholders' Meeting of 8 April 2014

14th, 15th, 16th, 17th, 18th, 19th, 20th Resolutions

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To the Shareholders,

In our capacity as Statutory Auditors of your Company and in compliance with articles L. 228-92 and L. 225-135 et seq. of the French Commercial Code (Code de commerce), we hereby report on proposals to grant your Board of Directors the authority to decide on various issues of shares and /or marketable securities, operations upon which you are called to vote.

Based on its report, your Board of Directors proposes that you:

- delegate it, for a period of 26 months, the authority to decide the following issues and determine the final conditions thereof and, where applicable, to cancel your preferential subscription rights:
 - issue of ordinary shares and/or marketable securities granting access to the ordinary shares of the Company or, in accordance with article L. 228-93 of the French Commercial Code, any company holding directly or indirectly more than half of its capital or companies in which the Company owns, directly or indirectly, more than half the share capital, and/or the issue of marketable securities conferring entitlement to the allotment of debt securities, with retention of preferential subscription rights (*14th resolution*);

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- issue of ordinary shares and/or marketable securities granting access to the ordinary shares of the Company or, in accordance with article L. 228-93 of the French Commercial Code, any company holding directly or indirectly more than half of its capital or companies in which the Company owns, directly or indirectly, more than half the share capital, and/or the issue of marketable securities conferring entitlement to the allotment of debt securities, with cancellation of preferential subscription rights by way of public offer (*15th resolution*);
- issue of ordinary shares and/or marketable securities granting access to the ordinary shares of the Company or, in accordance with article L. 228-93 of the French Commercial Code, any company holding directly or indirectly more than half of its capital or companies in which the Company owns, directly or indirectly, more than half the share capital, and/or the issue of marketable securities conferring entitlement to the allotment of debt securities, by way of an offer described in paragraph II of article L. 411-2 of the French Monetary and Financial Code, capped at 20% of the share capital annually (*16th resolution*);
- issue of ordinary shares and/or marketable securities granting access to the ordinary shares of the Company and/or the issue of marketable securities conferring entitlement to the allotment of debt securities, with cancellation of preferential subscription rights in the event of a public offer of exchange (*article L. 225-148 of the French Commercial Code*) initiated by your Company (*20th resolution*),
- authorise it, via the 17th resolution and as part of the delegation covered in the 15th and 16th resolutions, to determine the issue price within the annual legal limit of 10% of the share capital (paragraph 2 of article L. 225-136 1 of the French Commercial Code);
- delegate it, where applicable, for a period of 26 months, the authority to determine the terms and conditions of an issue of ordinary shares and/or marketable securities granting access to the ordinary shares, in compensation for contributions in kind (article L. 225-147 of the French Commercial Code) granted to the Company and comprising equity or marketable securities conferring access to the capital (*19th resolution*) within the limit of 10% of the share capital.

The maximum nominal amount of the capital increases likely to be carried out immediately or in the future shall not exceed €2,000,000 pursuant to the 14th, 15th, 16th, 17th, 18th, 19th and 20th resolutions. The maximum nominal amount of the debt securities likely to be issued shall not exceed €2,000,000 for resolutions 14, 15, 16, 17, 18, 19 and 20.

The number of shares to be created in connection with the delegations covered in the 14th, 15th, and 16th resolutions can be increased under the conditions stipulated in article L. 225-135-1 of the French Commercial Code, should you adopt the 18th resolution.

It is the responsibility of the Board of Directors to prepare a report in accordance with articles R. 225-113 et seq. of the French Commercial Code. It is our responsibility to report on the fairness of the financial information taken from the financial statements, on the proposed cancellation of preferential subscription rights and on other information relating to these operations, provided in this report.

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We have performed the procedures which we considered necessary in accordance with the professional guidance issued by the French auditing body (*Compagnie nationale des commissaires aux comptes*) relating to this engagement. These procedures required that we perform the necessary procedures to verify the contents of the Board of Directors' report relating to these operations and the methods for determining the issue price of the shares to be issued.

Subject to a subsequent examination of the conditions for the issues that would be decided, we have nothing to report on the methods for determining the issue price of the shares to be issued, provided in the Board of Directors' report, with respect to the 15th, 16th and 20th resolutions.

In addition, as this report does not specify the methods for determining the issue price of the shares to be issued under the 14th and 19th resolutions, we cannot express an opinion on the selection of components used in the share price calculation.

As the final conditions for the issues have not yet been determined, we cannot express an opinion on the latter and, consequently, on the cancellation of preferential subscription rights proposed to you in the 15th, 16th, 19th and 20th resolutions.

In accordance with article R. 225-116 of the French Commercial Code, we will prepare an additional report, if necessary, when your Board of Directors exercises these delegations in the event of issues of marketable securities granting access to the capital and/or conferring entitlement to the allotment of debt securities and in the event of issues with cancellation of preferential subscription rights.

Marseille, March 11, 2014

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Statutory Auditors' Report on the capital increase reserved for members of a Company savings plan

Combined Shareholders' Meeting of 8 April 2014

22nd Resolution

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Combined Shareholders' Meeting of 8 April 2014

22nd Resolution

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To the Shareholders,

In our capacity as Statutory Auditors of your Company and in compliance with articles L. 225-135 et seq. of the French Commercial Code (*Code de commerce*), we hereby report on the proposal to grant your Board of Directors the authority to decide on a capital increase through the issue of ordinary shares with cancellation of preferential subscription rights. The increase is reserved for employees and former employees who are members of a savings plan set up by the Company, for a maximum amount of €2,000,000, an operation upon which you are called to vote.

This capital increase is submitted for your approval in accordance with articles L. 225-129-6 of the French Commercial Code and L. 3332-18 et seq. of the French Labour Code (*Code du travail*).

Your Board of Directors proposes that it be authorised, on the basis of its report, and for a period of twenty-six months, to decide on a capital increase and to cancel your preferential subscription rights to the ordinary shares to be issued. If necessary, it will determine the final issue conditions for this operation.

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It is the responsibility of the Board of Directors to prepare a report in accordance with articles R. 225-113 and R. 225-114 of the French Commercial Code. It is our responsibility to report on the fairness of the financial information taken from the financial statements, on the proposed cancellation of preferential subscription rights and on other information relating to the share issue, provided in this report.

We have performed the procedures which we considered necessary in accordance with the professional guidance issued by the French auditing body (*Compagnie nationale des commissaires aux comptes*) relating to this engagement. These procedures require that we perform the necessary procedures to verify the contents of the Board of Directors' Report relating to this operation and the methods for determining the issue price of the shares.

Subject to a subsequent examination of the conditions for the proposed capital increase, we have nothing to report on the methods for determining the issue price of the ordinary shares to be issued, provided in the Board of Directors' report.

As the final conditions for the capital increase have not yet been determined, we cannot express an opinion on the latter and, consequently, on the cancellation of preferential subscription rights that is proposed to you.

In accordance with article R. 225-116 of the French Commercial Code, we will prepare an additional report, if necessary, when your Board of Directors exercises this delegation.

Marseille, March 11, 2014

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