

# Annual General Shareholders' Meeting on April 7, 2016



Explanations Concerning the Shareholders' Rights According to  
§ 122, Subsection 2; § 126, Subsection 1; § 127; and § 131, Subsection 1, of AktG

## Right to put items on the agenda pursuant to § 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 (§ 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 § 122, Subsection 2, in conjunction with Subsection 1 of the German Stock Corporation Law (AktG) in its version<sup>1</sup> valid until December 30, 2015, and in conjunction with §142, Subsection 2, sentence 2, of AktG that they have owned the company's shares for at least three months before the date of the Annual General Shareholders' Meeting (i.e., at least since **January 7, 2016, 0:00 hours Central European Winter Time [CEWT]**).

Said request must be received by the company no later than on **March 7, 2016 (24:00 hours CEWT)**, at the following address:

Sartorius Aktiengesellschaft  
Executive Board  
Weender Landstrasse 94–108  
37075 Goettingen, Germany  
Fax: +49(0)551.308.3955  
Email: [hauptversammlung@sartorius.com](mailto:hauptversammlung@sartorius.com)

The corresponding legal regulations are as follows:

§ 122, Subsections 1 and 2, of the former version of AktG:

- (1) The shareholders' meeting shall be convoked if shareholders, whose holding in aggregate equals or exceeds one-twentieth of the share capital, request such a meeting in writing,

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<sup>1</sup> The German Act Amending the German Stock Corporation Law ("Gesetz zur Änderung des Aktiengesetzes" ["Aktienrechtsnovelle 2016"]) adopted by the German parliament Bundestag on November 12, 2015, entered into force on December 31, 2015. According to §26h, Subsection 4, of German Introductory Act ("Einführungsgesetz") for the German Stock Corporation Law (AktG), the amendments to § 122 AktG contained therein are to be applied for the first time to the requests for convocation and additional motions that are provided to the company on June 1, 2016, however. The formerly valid version of § 122 AktG shall continue to apply to requests for additional motions that are received by the company before this date; therefore, this Section of AktG shall apply to any requests for such additional motions for the Annual General Shareholders' Meeting of Sartorius AG on April 7, 2016.

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stating the purpose and the reasons of such meeting; said request shall be addressed to the management board. The Articles of Association may provide that the right to request a shareholders' meeting shall require another form or the holding of a lower proportion of the share capital. § 142, Subsection 2, sentence 2, of AktG shall apply accordingly.

- (2) In the same manner, shareholders whose shares amount in aggregate to not less than one-twentieth of the share capital or represent an amount of the share capital corresponding to 500,000 euros, may request that items be put on the agenda and published. Each new item shall be accompanied by an explanation or a draft proposal. The request within the meaning of sentence 1 above shall be provided to the company at least 24 days or, in the case of listed companies at least 30 days, prior to the meeting; the date of receipt shall not be included in this calculation.

§ 142, Subsection 2, sentence 2, of 2 AktG:

- (2)[...] The shareholders requesting any additional items to the agenda must furnish evidence that they have been the holders of the shares for at least three months prior to the date of the Annual General Shareholders' Meeting and will continue to hold the shares until a decision on their petition is rendered.

## **Motions from shareholders and election proposals pursuant to § 126, Subsection 1, and § 127 of AktG**

Motions from shareholders against a proposal of the Executive Board and the Supervisory Board concerning a particular item on the agenda in line with § 126, Subsection 1, of the German Stock Corporation Law (AktG) and proposals of shareholders for the appointment of an auditor pursuant to § 127 of AktG must be directed to the following address only:

Sartorius Aktiengesellschaft  
Group Legal Department  
Weender Landstrasse 94–108  
37075 Goettingen, Germany  
Fax: +49(0)551.308.3955  
Email: [hauptversammlung@sartorius.com](mailto:hauptversammlung@sartorius.com)

Motions sent to addresses other than the above will not be considered. The motions to be made available concerning the agenda will be published, including the name of the respective shareholders and a justification of this motion, without undue delay after its receipt, on the company's Internet site at [www.sartorius.com/hauptversammlung](http://www.sartorius.com/hauptversammlung), provided that said motions together with a justification thereof are received by the company no later than on **March 23, 2016 (24:00 hours CEWT)**. Opinions given by the company's management board concerning

these motions will likewise be made available at this Internet address. The company shall be entitled to refrain from publishing a countermotion along with its justification if one of the requirements set forth in § 126, Subsection 2, of AktG is met; requirements justifying the invocation of this right are met, for instance, if a countermotion will lead to the approval by shareholders' meeting of a resolution that is against the law or contrary to the company's Articles of Association. Justification of a countermotion does not have to be published if the entire text including spaces exceeds 5,000 characters.

The statements made above apply to a shareholder's proposals for the appointment of an auditor, with the requirement that an election proposal does not have to be justified.

## **Right to receive information pursuant to § 131, Subsection 1, of AktG**

At the shareholders' meeting, every shareholder may ask the Executive Board to provide information about the matters concerning the company, insofar as this information is required for appropriate assessment of an item on the agenda (§ 131, Subsection 1, of AktG). This obligation to provide information shall extend to all legal and corporate relationships of the company with an affiliate and to the economic situation of the Group and the companies included in the consolidated financial statements.

The Executive Board may refrain from answering individual questions for the reasons set forth in § 131, Subsection 3, of AktG; reasons justifying the invocation of this right are given, for instance, if prudent business judgment dictates that providing the information asked would inflict a considerable disadvantage on the company or on one of its affiliates (for example, prudent business judgment dictates that trade secrets are not to be disclosed). According to the company's Articles of Association, the chairman of a shareholders' meeting is authorized to reasonably limit the time allotted for shareholders to exercise their right to ask questions as well as speak. The chairman of the shareholders' meeting may reasonably set time limits, particularly at the beginning or during the shareholders' meeting, for discussion of the individual items on the agenda and for the individual questions and statements.