



**ANNUAL COMBINED SHAREHOLDER'S MEETING
OF 5 APRIL 2016**

The Annual Combined Shareholders' meeting of Sartorius Stedim Biotech met the 5th of April 2016 at the registered office in Aubagne, under the chairmanship of Mr Joachim Kreuzburg, Chairman and Chief Executive Officer of the Company.

The 222 shareholders who attended the meeting represented 87,57 % of shares carrying a voting right, adopted all resolutions submitted to them.

I. RESOLUTIONS UNDER THE COMPETENCE OF THE EXTRAORDINARY ANNUAL GENERAL MEETING

The Shareholders' Meeting has especially:

- approved the merger by absorption of VL Finance SAS by the Company;
- as a consequence, decided to increase the share capital of the Company of € 1,638,222, to raise it from € 15,367,238 to € 17,005,460.

In the framework of the merger mentioned above, the Company received 1,642,045 of its own shares. As a consequence, the Shareholders decided a reduction of the share capital unrelated to losses of €1,642,095 by cancelling treasury shares, to reduce it from € 17,005,460 to € 15,363,635.

The Board of directors will have to notice the completion of the above reduction of share capital once the period for objections by creditors has expired.

Subject to the completion of the reduction of share capital by cancelling treasury share, the Shareholders' Meeting decided:

- to split by 6 the par value of each of the Company's share in order to reduce the par value of each of the Company's share from one € 1, to an amount equal to € 0.166667, and to multiply by 6 the number of shares forming its share capital, which shall therefore increase from 15,363,365 shares to 92,180,190 shares, the amount of share capital of the company remaining unchanged.

Thus, one former share will be exchanged against six new shares. The new shares benefiting from the same rights as those granted to the former shares.

- to increase the share capital of the Company of € 3,072,673, to raise it to € 18,436,038 through the incorporation of reserves in order to increase the individual par value of the shares of the Company up to € 0,20.

Accordingly, the Shareholder's Meeting gave all powers to the Board of Directors to acknowledge the completion of the above operations and to amend the bylaws of the Company.

By resolutions 7 to 14, the Shareholders' Meeting granted several financial authorizations to the Board of Directors for the purpose of granting the Company with certain flexibility to enable the Board of Directors to choose, notably in light of market conditions, the most relevant means of financing, improvement of the financials, and of the development of the Company. Such authorizations shall be used by the Board of Directors in the framework of operations implying either a maintained preferential subscription right of the

shareholders, and, as the case may be with a view to reacting promptly to market opportunities, or a waiver of the preferential subscription right of the shareholders within the limits specifically determined.

II. RESOLUTIONS UNDER THE COMPETENCE OF THE ORDINARY ANNUAL GENERAL MEETING

The Shareholders' Meeting has especially:

- approved the financial statements of the year ending 31 December 2015 and the payment of a net dividend of €2,00 per share which has been paid out as from 15 April 2016;
- renewed the term of duty of Mr Joachim Kreuzburg, Mr Volker Niebel, Mr Reinhard Vogt, Mr Arnold Picot, Mr Bernard Lemaître, Mrs Liliane de Lassus and Mr Henry Riey, as members of the Board of Directors.

Moreover, complying with the recommendation of § 24.3 of the AFEP-MEDEF Code updated 16 June 2013, the shareholders have been consulted and gave a favorable opinion on the elements of compensation due or granted for the 2015 financial year to Mr Joachim Kreuzburg, Chairman and Chief Executive Officer, to Mr Reinhard Vogt, Executive Vice President, to Mr Volker Niebel Executive Vice President and to Mr Oscar-Werner Reif, Executive Vice President.

The complete results of the vote of the resolutions are available on the Company's website <http://www.sartorius.co.uk/en/company/investor-relations/sartorius-stedim-biotech-sa/shareholders-meeting/2016/>.

The shareholders' meeting was the occasion for Mr Joachim Kreuzburg to remind the good results of the Company and the Group which increased compared to the year 2014.

He also presented to the shareholders the Group and the Company strategy and perspectives of development.
