

# Annual General Shareholders' Meeting on March 28, 2019



## Notes on Attendance and Exercising Voting Rights

Dear Shareholders,

Thank you for your interest in the Annual General Shareholders' Meeting of Sartorius Aktiengesellschaft. After you have ordered an entrance card through your depositing bank and received this card, you may choose one of the following options:

1. Attend the Annual General Shareholders' Meeting either in person or through your appointed proxy, or
2. Grant the proxies designated by the company power of attorney in writing and issue instructions on how they are to vote, or
3. Cast your vote by mail.

To ensure that the Annual General Shareholders' Meeting runs smoothly and voting rights are exercised properly, we ask you to observe the following information:

### **1. Attendance of the Annual General Shareholders' Meeting in person or through a proxy | Registration at the Lokhalle in Göttingen, Germany**

If you wish to attend the Annual General Shareholders' Meeting in person, you need to hand in the top section of the entrance card form at the registration desk assigned to you at the Lokhalle in Göttingen.

If you, as an owner of ordinary shares, wish to have your rights, including vote, exercised through a proxy (e.g., a bank, a shareholders' union or a different person of your choice), you need to grant power of attorney to this proxy. If you, as an owner of preference shares, wish to have your rights, without voting rights, exercised through a proxy as stated above, you will likewise need to grant power of attorney to this proxy.

If you wish to grant power of attorney to a person other than a bank, a shareholders' union or an institute or company equal to said banks by law (§ 135, Subsection 10, and § 125, Subsection 5, of the German Stock Corporation Law [AktG]), you need to grant power of attorney to that person in the form of text (§ 126b of the German Civil Code [BGB]) and give this power of attorney to your proxy or directly send it to the company. For this purpose, please use one of the contact options given in Note no. 3.

To grant power of attorney, you may also fill out the power of attorney form printed on the back of the top section of the entrance card(s) and hand in this section to your proxy(ies) together with the respective entrance card(s).

If power of attorney is granted to banks or to institutes or companies equal to said banks by law (§ 135, Subsection 10, and § 125, Subsection 5, of AktG) or to persons as defined by § 135, Subsection 8, of AktG, particularly to unions of shareholders, it is sufficient, however, if the declaration of power of attorney is held by the authorized proxy so that said power of attorney

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can be evidenced; in this case, the declaration of power of attorney must be complete and contain only the statements associated with the exercise of voting rights.

At the registration desk, you or your authorized proxy will be handed the appropriate voting slip | attendance slip in exchange for your entrance card form.

To ensure that the necessary attendance records are complete, we ask you or your proxy(ies) to submit all entrance cards in your | his | her possession.

## **2. Granting of power of attorney and issuing instructions to the proxies designated by the company**

If you do not wish to attend the Annual General Shareholders' Meeting in person and have not granted a third party power of attorney, we offer you the opportunity to have the proxies named in the following to vote on your behalf. You can appoint these accountable proxies prior to the Annual General Shareholders' Meeting in accordance with Note no. 3. below. Sartorius Aktiengesellschaft has appointed Ms. Sabrina Hille and Mr. Mirko Koch, both from Göttingen, Germany, to act as proxies authorized to individually represent the company's shareholders. The powers of attorney you have granted to these proxies explicitly authorize them to vote only according to your instructions. These designated proxies are obligated to vote according to your instructions on the individual items of the agenda. The company-designated proxies are each entitled to grant substitute power of attorney.

## **3. Power of attorney and issuing instructions prior to the Annual General Shareholders' Meeting**

To grant the proxies designated by the company power of attorney and issue them instructions, you as an owner of ordinary shares may use the bottom section of the entrance card form. Please complete the form with your instructions. Return the completed form by post (regular or registered mail), by fax or by email (e.g., as a scanned file in PDF format) so that it reaches us no later than by the end of **March 27, 2019 (midnight, 24:00 hours CEWT)**, at the following address:

Sartorius Aktiengesellschaft  
c/o Better Orange IR & HV AG  
Haidelweg 48  
81241 Munich, Germany

or by fax: +49(0)89.889.690.633  
or by email: [sartorius@better-orange.de](mailto:sartorius@better-orange.de)

## **4. Voting by mail**

In this year as well, you may cast your vote by mail without personally attending the Annual General Shareholders' Meeting. Only those owners of ordinary shares are entitled to exercise their vote by mail who have furnished proof of their shareholding pursuant to Section III.1. of the

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Invitation to the Annual General Shareholders' Meeting and who have registered on time. Voting by mail shall be in writing, in the form of text or in electronic form and must have been received by the company no later than by the end of **March 27, 2019 (midnight, 24:00 hours CEWT)**. Forms for voting by mail will be enclosed with your entrance card(s). Please return it (these) to the address stated in Note no. 3.

You can also download a form for voting by mail from the company's Internet site from [www.sartorius.com/hauptversammlung](http://www.sartorius.com/hauptversammlung). Furthermore, you can request this form by post (regular mail), fax or email by contacting the registration address stated in Note no. 3. On this form, you will find further information on voting by mail. Banks, institutes or companies that are equal to said banks by law (according to § 135, Subsection 10, and § 125, Subsection 5, of AktG) or persons defined by § 135, Subsection 8, of AktG, in particular, shareholders' unions, and that have been granted power of attorney as proxies by the respective shareholder(s) may also vote by mail. Votes cast by mail on time may be changed or revoked up until the end of **March 27, 2019 (midnight, 24:00 hours CEWT)**, in writing, in the form of text or electronically using the address stated in Note no. 3. The date on which this mail arrives at the company's registered address shall determine whether said mail has been received on time.

## 5. Countermotions and election | appointment proposals from shareholders

If motions subject to notification or proposals for election of members to the Supervisory Board or for the appointment of auditors for the financial statements are received from shareholders concerning the proposed resolutions for our Annual General Shareholders' Meeting, you can read these motions and proposals on the Internet at the following website address: [www.sartorius.com/hauptversammlung](http://www.sartorius.com/hauptversammlung). You can endorse countermotions or election proposals for the Supervisory Board and/or Executive Board by voting "no" on the relevant proposals. We wish to warn you, however, that if there are any votes on unannounced items of the agenda, you would then not be able to take part in this vote via the proxies designated by the company because they will abstain from voting.

## 6. Legal Information on assigning voting rights and granting power of attorney to a proxy

- a) Forms for granting power of attorney or assigning a person to represent your rights (in particular voting rights, including granting power of attorney and issuing instructions to the proxies designated by the company) are included with each entrance card. In addition, these forms are available on our Internet website at [www.sartorius.com/hauptversammlung](http://www.sartorius.com/hauptversammlung).
- b) If you grant power of attorney to more than one proxy, the company is entitled to reject one or several of these proxies.
- c) An entrance card entitles the respective shareholder to attend the Annual General Shareholders' Meeting in person even after he or she has granted power of attorney to the proxies designated by the company. If a shareholder attends the Annual General Shareholders' Meeting in person, this will end the appointment of the proxies designated by

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the company; in this case, the proxies designated by the company will not exercise the respective shareholder's participation and voting rights. Registration in person by a third-party proxy of a shareholder at the registration desks in the Lokhalle, Göttingen, Germany, at the Annual General Shareholders' Meeting on **March 28, 2019**, does not automatically revoke the power of attorney and instructions issued to the proxies designated by the company. In this case, you will need to revoke said power of attorney granted to these company-designated proxies in the form of text. For this purpose, please use the corresponding form, which you will find on the Internet site of the company at [www.sartorius.com/hauptversammlung](http://www.sartorius.com/hauptversammlung). As an alternative, you can obtain this form also at the registration desks in the Lokhalle in Göttingen, Germany, among other places.

- d) If you have granted power of attorney to the proxies designated by Sartorius Aktiengesellschaft, but have not issued any instructions, these proxies cannot exercise your voting rights at the Annual General Shareholders' Meeting.
- e) If the proxies designated by the company are granted power of attorney, their names will be additionally recorded in the attendance list for the Annual General Shareholders' Meeting.
- f) Please note that when exercising voting rights, the proxies designated by Sartorius Aktiengesellschaft are exclusively bound by the instructions given to them. These proxies are not available for exercising other shareholder's rights, such as asking questions or presenting motions or addressing statements to the Annual General Shareholders' Meeting. Furthermore, the proxies will not vote on wider-ranging countermotions or on any other motions submitted during the Annual General Shareholders' Meeting. In these cases, they will abstain from voting. If you wish to have your shareholder's rights exercised beyond the scope described above for proxies designated by the company, you will be required to vote in person or through a third-party proxy to whom you have granted power of attorney and who may not be the proxies designated by the company.

Sartorius Aktiengesellschaft