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Sartorius Stedim Biotech S.A. announces an offering of approximately 1.2 billion euros of new shares without shareholders' preferential subscription rights by means of an accelerated bookbuilding

Sartorius Stedim Biotech S.A. ("SSB" or the "Issuer") announces today the launch of an offering of approximately 1.2 billion euros of new shares without shareholders' preferential subscription rights via an accelerated bookbuilding (the "Capital Increase").

Use of proceeds

The Issuer intends to use the net proceeds of the Capital Increase to accelerate its debt deleveraging beyond strong internal cash generation, and to strengthen its overall strategic flexibility. As of the reporting date December 31, 2023, the outstanding shareholder loans within the Sartorius Stedim Biotech group amounted to around EUR 3.56bn, with initial maturities between 2026 to 2035 and interest rates ranging between approximately 3.5% and 4.9%. The Issuer intends to allocate at least two thirds of the net proceeds of the Equity Offering to partially repay the shareholder loans granted by the Issuer's major shareholder, Sartorius Aktiengesellschaft ("Sartorius AG"), and its subsidiary, Sartorius Finance B.V. to the Issuer and its subsidiary, Sartorius Stedim Biotech GmbH. Any remaining portion, if any, would be allocated to general corporate purposes of the Issuer. The net proceeds are expected to reduce net debt and therefore resulting in a net leverage decrease by around 1.5x in relation to the most recent reporting date.

Shareholder's intention

Sartorius AG, which owns approximately 73.6 percent of the Issuer's share capital, has indicated its intention to participate in the Capital Increase by placing an order for an amount in cash of approximately one third of the Capital Increase, corresponding to approximately 400 million euros on the basis of a Capital Increase of 1.2 billion euros, at the placement price of the Capital Increase without concurring to the formation of such price. The final number of new shares purchased by Sartorius AG will depend on the final allocation resulting from the bookbuilding process that will be determined in accordance with standard principles for this type of transaction.

Sartorius AG has also informed SSB of its intention to concurrently carry out the placement of approximately 200 million euros of Sartorius AG treasury preference shares through a private placement. The proceeds from this transaction will benefit Sartorius AG.

Main terms of the Capital Increase

The Capital Increase will be carried out without shareholders' preferential subscription rights pursuant to the authorization granted by the Issuer's annual shareholders' general meeting held on March 29, 2022 (19th resolution) and in accordance with the provisions of Article L.411-2 1° of the French *Code monétaire et financier*. The new shares will be offered for subscription exclusively to institutional investors in a private placement by way of an accelerated bookbuilding process.

The placement price for the new shares will also be determined pursuant to such accelerated bookbuilding process. In accordance with the authorization granted by the shareholders' meeting referred to above, the placement price will be at least equal to volume-weighted average price for the last three trading days preceding the beginning of the public offering, less, as the case may be, a maximum discount of 10 %.

The new shares will bear current dividend rights and will be immediately assimilated to the Issuer's existing shares. Notably, the new shares will benefit from any dividend paid in 2024 (related to 2023 fiscal year exercise). The new shares will trade under the same ISIN code as the existing shares, FR0013154002, on Euronext Paris.

The placement price of the Capital Increase is expected to be announced no later than the start of trading on Euronext Paris on or around 7 February 2024. Settlement of the Capital Increase is expected to take place on or around 9 February 2024.

The indicative timetable of the Capital Increase is as follows:

- 6 February 2024 (after market close): publication by the Issuer of a press release announcing the launch of the Capital Increase
- 6 February 2024 (after market close): publication by the Issuer of a press release announcing the determination of the price of the Capital Increase
- 7 February 2024: publication by Euronext Paris S.A. of the notice relating to the admission to trading of the new shares
- 9 February 2024: settlement and delivery of the Capital Increase

Lock-up undertakings

As part of the Capital Increase, SSB and Sartorius AG (with respect to the shares held on the date hereof and the new shares) have each agreed to a lock-up period of 90 calendar days following the settlement and delivery date of the Capital Increase, subject to customary exceptions.

Dilution

For illustrative purposes only, a shareholder holding 1% of the Issuer's share capital as of 6 February 2024, and not subscribing to the Capital Increase, would hold 0.95% on a non-diluted basis of the share capital following the issue of the new shares pursuant to the Capital Increase, calculated on the basis of an offer price equal to the closing share price on 6 February 2024, i.e., EUR 251.00 per share.

On the basis of the hypothesis described above, the share capital of the Issuer would be allocated as follows after the Capital Increase:

Allocation before the Capital Increase

Shareholders	Number of shares (including treasury shares)	Percentage of the share capital (including treasury shares)	Number of voting rights (including treasury shares)	Percentage of the share capital (including treasury shares)
Sartorius AG	67,844,071	73.6%	135,688,142	84.6%
Free float	24,336,119	26.4%	24,742,701	15.4%
Total	92,180,190	100%	160,430,843	100%

Allocation after the Capital Increase

Shareholders	Number of shares (including treasury shares)	Percentage of the share capital (including treasury shares)	Number of voting rights (including treasury shares)	Percentage of voting rights (including treasury shares)
Sartorius AG	69,437,696	71.6%	137,281,767	83.1%
Free float	27,523,370	28.4%	27,929,952	16.9%
Total	96,961,066	100%	165,211,719	100%

Risk factors

The risk factors relating to the Issuer are presented in the universal registration document of the Issuer filed with the AMF on 16 February 2023 as updated in the half-yearly financial report of the Issuer dated 21 July 2023. These documents are available free of charges on the Internet site of the Issuer (<https://www.sartorius.com/en/company/investor-relations/sartorius-stedim-biotech-sa-investor-relations>). The realisation of all or part of these risks may have an adverse effect on the activities, the financial situation, the results, the development or the perspectives of the Issuer. These risk factors remain up-to-date as of the date hereof.

In addition, investors are invited to take into account the risks that are specific to the Capital Increase as follows:

- (i) the market price of the Issuer's shares could fluctuate and fall below the subscription price of the shares issued in connection with the Capital Increase,
- (ii) the volatility and liquidity of the Issuer's shares could fluctuate significantly,
- (iii) sales of the Issuer's shares, notably by Sartorius AG after the expiry of the lock-up undertaking, could occur on the market and have an adverse impact on the Issuer's share price, and
- (iv) the Issuer's shareholders could suffer additional dilution in the event of future transactions.

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No communication and no information in respect of the Capital Increase may be distributed to the public in any jurisdiction where a registration or approval is required. No steps have been or will be taken in any jurisdiction where such steps would be required. The issuance by the Issuer or the subscription of the

Shares may be subject to legal and regulatory restrictions in certain jurisdictions. The Issuer and its advisors take no responsibility for any violation of any such restriction by any person.

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Disclosure of inside information according to Article 17 MAR

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