



Invitation to the 2008  
Annual Shareholders' Meeting  
of Sartorius Aktiengesellschaft,  
Goettingen, Germany

ISIN DE0007165607 and  
ISIN DE0007165631

We cordially invite the shareholders of our company to the General Annual Shareholders' Meeting to be held on Wednesday, April 23, 2008, at 10:00 a.m. at the Lokhalle, which is located at Bahnhofsallee 1 in 37081 Goettingen, Germany.

## Agenda

### 1.

Presentation of the adopted annual financial statements of Sartorius Aktiengesellschaft and the approved consolidated financial statements for the year ended December 31, 2007, the summarized Group Management Report together with the explanatory report of the Executive Board concerning the disclosures according to § 289, Subsection 4, and § 315, Subsection 4, of the German Commercial Code (HGB) for Sartorius Aktiengesellschaft and the Group, and of the Supervisory Board report for fiscal 2007

The above documents can be viewed at the premises of Sartorius Aktiengesellschaft, Weender Landstrasse 94-108, 37075 Goettingen, Germany, during business hours. In addition, these documents have been published on the Internet for viewing at the following address: [www.sartorius.com/hauptversammlung](http://www.sartorius.com/hauptversammlung). On request, they will be sent by post to the shareholders.

### 2.

Resolution on the appropriation of the retained profit of Sartorius Aktiengesellschaft

The Executive Board and the Supervisory Board will propose appropriating the retained profit of €31,609,587.94 posted for fiscal 2007 as follows:

Payment of a dividend €0.66 per ordinary share certificate	= €5,628,516.96
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Payment of a dividend of €0.68 per preference share certificate	= €5,792,931.56
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Balance of unappropriated profit carried forward to the new statement	€20,188,139.42
Total:	€31,609,587.94

### 3.

Resolution on granting discharge to the members of Executive Board for fiscal 2007

The Executive Board and the Supervisory Board will propose to grant discharge to the Executive Board.

### 4.

Resolution on granting discharge to the members of the Supervisory Board for fiscal 2007

The Executive Board and the Supervisory Board will propose to grant discharge to the Supervisory Board.

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5.

**Resolution with regard to the change in the object of the business (Article 2 of the German-language bylaws)**

A change to the object of the business is proposed because the hydrodynamic bearings business has been sold. Also, in view of the Group's development of the past few years, the object of the business is to be stated more precisely and adapted.

The Executive Board and Supervisory Board therefore propose to pass the following resolution:

Article 2 of the German-language bylaws shall be rewritten as follows:

**"Article 2: Object of the business**

(1) The object of the business shall be research and development, manufacture, sale and distribution of, and trade with, products, devices, instruments, objects, systems, processes and methods, as well as providing services in the following sectors:

- Mechatronics, particularly the areas of weighing technology, measurement technology, automation technology, information technology (IT) and electronics, for use in laboratory, industrial and any other kind of applications;
- Biotechnology, particularly in the areas of filtration, fermentation, purification, fluid management, laboratory requirements and applications and other applications in the biopharmaceutical, pharmaceutical, chemical, medical industries, as well as the food industry.

(2) The company is entitled to conduct all business transactions and take all measures capable of serving the object of the business, either directly or indirectly. To achieve this, it can acquire the same kind of companies or those of a similar kind, as well as have interests in such, and open regional offices and factories at home and abroad. It can merge companies in which it has a majority share under its own management or limit itself to the workforce of the companies in question."

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6.

**Resolution with regard to the change in the Supervisory Board remuneration (Article 12 of the German-language bylaws)**

An adjustment to the Supervisory Board remuneration is proposed in order to do justice to the new Group structures and Group growth of the last few years as well as to accommodate the ever-increasing scope of work of the Supervisory Board from these perspectives. An attractive remuneration system in line with the company's economic situation must take these requirements into consideration, precisely with regard to attracting qualified Supervisory Board members over the long term.

The Executive Board and the Supervisory Board propose to pass the following resolution:

Article 12 of the German-language bylaws shall be rewritten in Sections 1 and 2 as follows:

**"Article 12: Remuneration**

(1) Each member of the Supervisory Board shall receive –as well as reimbursement of their expenses– a fixed remuneration of €20,000.00 per year, payable once the Annual Shareholders' Meeting has approved the annual financial statements and due after said Annual Shareholders' Meeting has ended. This remuneration shall be increased by €250.00 for every €0.01 of dividends distributed to the ordinary shareholders, provided the dividends are above the amount of €0.20. The Chairman of the Supervisory Board shall receive triple these amounts; the Vice Chairman, double. Furthermore, the members of the Supervisory Board shall receive a meeting attendance fee of €1,250.00 per meeting in addition to their annual remuneration.

(2) In addition to a meeting attendance fee of €1,250.00, each member of the Supervisory Board shall receive a remuneration of €6,000.00 – except for the Appointments Committee and the committee described in Article 27, Section 3, of the Codetermination Law – per full year of membership. For committee chairmanship, in addition to the meeting attendance fee, a remuneration of €12,000.00 per full year spent as chairman shall be paid. The remuneration for committee work shall be payable together with the remuneration described in Section 1."

## 7.

### **Appointment of an auditor for fiscal 2008 as well as an auditor for the six-month financial report of 2008**

The Supervisory Board will propose to appoint Deloitte & Touche GmbH, Wirtschaftsprüfungsgesellschaft, Hanover, as the auditors for fiscal 2008 and for the six-month financial report of 2008.

## Participation in the Annual Shareholders' Meeting

### 1. Entitlement to attend

Holders of ordinary and preference shares and those ordinary shareholders entitled to vote who report no later than the end of April 16, 2008 (at 12 midnight) at the address named below are entitled to attend the Annual Shareholders' Meeting. Furthermore, the shareholders must provide proof of their entitlement to participate in the Annual Shareholders' Meeting and to exercise their voting rights. For this, it is necessary to obtain proof of entitlement in text form of the shareholding from the depositing or custodial bank, relating to the beginning of April 2, 2008, and which must have been received by the Company at the address stated below no later than the end of April 16, 2008 (at 12 midnight):

Sartorius Aktiengesellschaft  
c/o Commerzbank AG  
ZTB M 3.2.4  
General Meetings | Proxy Voting  
60261 Frankfurt am Main, Germany

Registration and proof of entitlement to attend shall be submitted in the German or the English language.

The 18,720,000 outstanding bearer no-par shares of the Company were divided at the time the Annual Shareholders' Meeting was convened into 9,360,000 ordinary shares and 9,360,000 preference shares without voting rights. At the time the Annual Shareholders' Meeting was convened, 17,047,073 shares were entitled to participate and 8,528,056 ordinary shares, each with one vote, were entitled to vote. The Company holds 831,944 ordinary shares and 840,983 preference shares; the Company has no rights derived from these.

### 2. Appointment of proxies

Voting rights can be exercised by a proxy or also by a union of shareholders.

Again this year, Sartorius Aktiengesellschaft will offer holders of ordinary shares the opportunity to appoint accountable proxies even before the Annual Shareholders' Meeting. The appointment of a proxy named by the Company is only possible if a written power of attorney and the instructions given have been submitted to the Company no later than two days before the Annual Shareholders' Meeting (by 12 midnight).

To ensure prompt receipt of an entrance card, the application for an entrance card should be submitted to the depositing or custodial bank at the earliest possible date. Further information on exercising voting rights and on the appointment of a proxy named by the Company will be sent with the entrance card. This information is also published on the Internet at:  
**[www.sartorius.com/hauptversammlung](http://www.sartorius.com/hauptversammlung)**.

### 3.

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#### Motions from shareholders

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 the German Stock Corporation Law (AktG) must be directed to the following address only:

Sartorius Aktiengesellschaft  
Rechtsabteilung (Legal Department)  
Weender Landstrasse 94-108  
37075 Goettingen, Germany

Fax: +49.551.308.3955  
E-mail: [hauptversammlung@sartorius.com](mailto:hauptversammlung@sartorius.com)

Motions and election proposals that have to be submitted to this address by no later than April 9, 2008, before 12 midnight, will be immediately made available to the other shareholders via publication on the Internet at:

**[www.sartorius.com/hauptversammlung](http://www.sartorius.com/hauptversammlung)**.

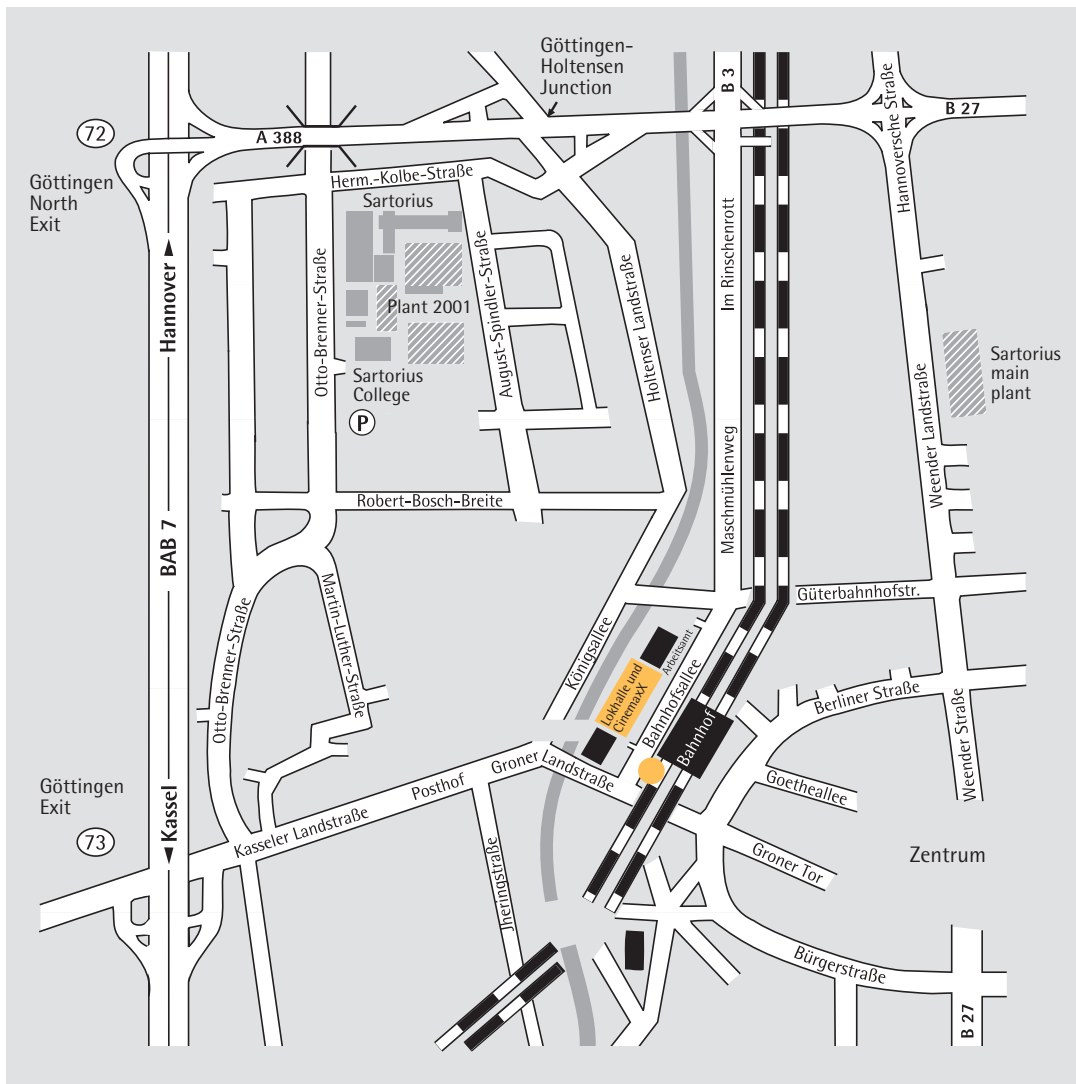
Motions that are otherwise or incorrectly addressed will not be taken into consideration.

Goettingen, March 2008

Sartorius Aktiengesellschaft  
The Executive Board

This is a translation of the original German-language invitation to the Annual Shareholders' Meeting. Sartorius shall not assume any liability for the correctness of this translation. The original German invitation is the legally binding version. Furthermore, Sartorius reserves the right not to be responsible for the topicality, correctness, completeness or quality of the information provided. Liability claims regarding damage caused by the use of any information provided, including any kind of information which is incomplete or incorrect, will therefore be rejected.

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**Directions to the Annual Shareholders' Meeting (Lokhalle, Goettingen)**

- **Multi-deck car park on west side of railway station**  
 You can park here free of charge for the duration of the Annual Shareholders' Meeting. At the end of the meeting, you will be given a token to leave the car park.