

Invitation to the 2009  
Annual General  
Shareholders' Meeting of  
Sartorius Aktiengesellschaft,  
Goettingen, Germany

ISIN DE0007165607 and  
ISIN DE0007165631

We cordially invite the shareholders of our company to the Annual General Shareholders' Meeting on Thursday, April 23, 2009, at 10:00 a.m. at the Lokhalle, which is located at Bahnhofsallee 1, 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, 2008, the summarized Group Management Report, together with the explanatory report of the Executive Board concerning the disclosures according to § 289, Subsection 4, and of § 315, Subsection 4, of the German Commercial Code (HGB) for Sartorius Aktiengesellschaft and the Group, and of the Supervisory Board Report for fiscal 2008

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).

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 €27,809,559.63 posted for fiscal 2008 as follows:

Payment of a dividend of €0.40 per dividend-bearing ordinary share	= €3,411,222.40
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Payment of a dividend of €0.42 per dividend-bearing preference share	= €3,577,987.14
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Balance of unappropriated profit carried forward to the new statement	€20,820,350.09
Total:	€27,809,559.63

Should the number of dividend-bearing shares change by the time the resolution on the appropriation of the retained profit is passed, a correspondingly adapted resolution proposal shall be submitted to a vote.

3.

**Resolution on granting discharge to the members of the Executive Board for fiscal 2008**

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

4.

**Resolution on granting discharge to the members of the Supervisory Board for fiscal 2008**

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

5.

**Resolution with regard to the change in § 15 (5) of the German-language bylaws**

To facilitate exercising of voting rights by appointed proxies, §15 (5) is to be amended.

Therefore, the Executive Board and the Supervisory Board propose to resolve the following:

§15 (5) of the German-language bylaws shall be reworded as follows:

"The shareholder may grant power of attorney for proxy voting in written form pursuant to § 126 of the German Civil Code (BGB), in text form pursuant to § 126 b BGB, or by telefax, insofar as German law has not specified any facilitation concerning the exercise of voting rights."

6.

**Appointment of an auditor for fiscal 2009 as well as an auditor for the six-month financial report of 2009**

The Supervisory Board will propose to appoint Deloitte & Touche GmbH, Wirtschaftsprüfungsgesellschaft, Hanover, Germany, as the auditors for fiscal 2009 and for the six-month financial report of 2009.

## 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, 2009, (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 purpose, 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, 2009, and which must have been received by the Company at the address stated below no later than the end of April 16, 2009 (at 12 midnight):

Sartorius Aktiengesellschaft  
c/o Haubrok Corporate Events GmbH  
Landshuter Allee 10  
80637 Munich  
Fax: +49(0)89.21027.289  
E-mail: meldedaten@haubrok-ce.de

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

Shareholders who do not wish to attend the Annual Shareholders' Meeting in person may have their voting right exercised by an appointed proxy, such as by a depositing or custodial bank, a union of shareholders or a person of their choice. On principle, power of attorney for proxy voting must be granted in writing. If power of attorney is granted to banks or to institutes or companies equal to said banks by law (§ 135, Subsection 12, and § 125, Subsection 5, of the German Stock Corporation Law [Aktiengesetz]) or persons as defined by § 135, Subsection 9, of Aktiengesetz), particularly to unions of shareholders, it is sufficient, however, if the declaration of power of attorney is held by the authorized proxy so that it 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. A form for granting written power of attorney to a proxy is provided on the back of the entrance card, which will be sent to shareholders who have registered in due time, and can also be requested from the address provided under Section 1 "Entitlement to attend."

Again this year, Sartorius Aktiengesellschaft will offer holders of ordinary shares the opportunity to appoint an accountable proxy even before the Annual Shareholders' Meeting. The appointment of said proxy before the Annual Shareholders' Meeting can only be ensured if the entrance card issued to the particular shareholder together with his or her power of attorney and instructions given have been submitted no later than one day prior to the Annual Shareholders' Meeting, April 22, 2009, to the Company.

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.

#### 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 (Aktiengesetz) and proposals of shareholders for the appointment of an auditor pursuant to § 127 of Aktiengesetz must be directed to the following address only:

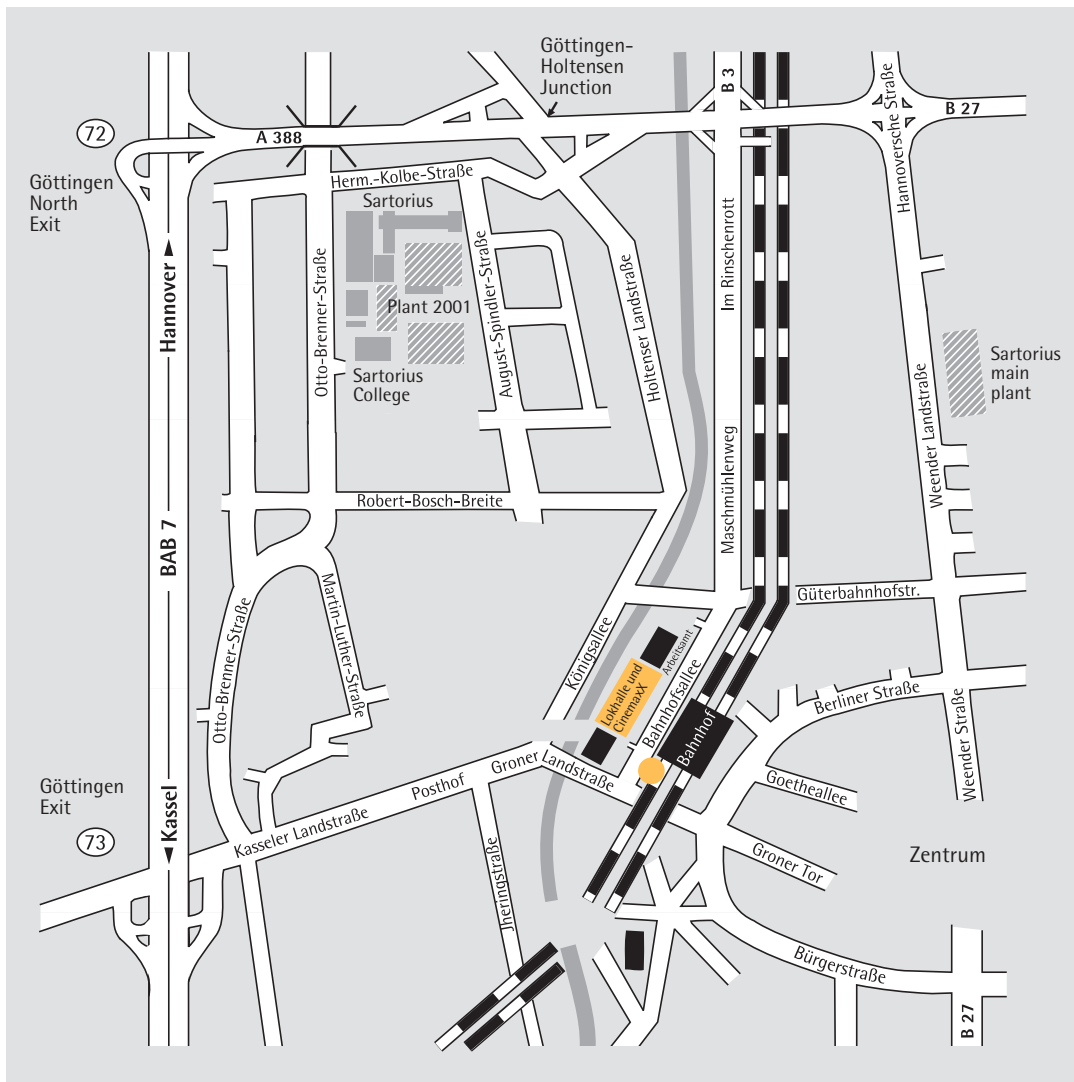
Sartorius Aktiengesellschaft  
Konzernrechtsabteilung  
(Group Legal Department)  
Weender Landstrasse 94-108  
37075 Goettingen, Germany  
Fax: +49(0)551.308.3955  
E-mail: [hauptversammlung@sartorius.com](mailto:hauptversammlung@sartorius.com)

Motions that have to be submitted to this address by no later than April 9, 2009, 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 2009

Sartorius Aktiengesellschaft  
The Executive Board

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 www.sartorius.com



**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.