

Invitation
Sartorius Aktiengesellschaft
2016 Annual General Shareholders' Meeting

ISIN DE0007165607 and
ISIN DE0007165631

2016

We cordially invite the shareholders of Sartorius Aktiengesellschaft to the Annual General Shareholders' Meeting: Thursday, April 7, 2016, 10:00 a.m., at the Lokhalle Göttingen, Bahnhofsallee 1, 37081 Goettingen, Germany

I. Agenda

1.

Presentation of the approved annual financial statements of Sartorius Aktiengesellschaft and the endorsed consolidated financial statements for the year ended December 31, 2015; the combined management report for Sartorius Aktiengesellschaft and the Group, together with the explanatory report, included therein, of the Executive Board concerning the disclosures according to § 289, Subsection 4, and § 315, Subsection 4, of the German Commercial Code (HGB); as well as of the report of the Supervisory Board for fiscal 2015

The documents mentioned above are published on the Internet at the following address:
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 to appropriate the retained profit of €194,343,770.48 for fiscal 2015 as follows:

Payment of a dividend of €1.50 per dividend-bearing ordinary share	= €12,829,584.00
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Payment of a dividend of €1.52 per dividend-bearing preference share	= €12,986,905.84
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Balance of unappropriated profit carried forward to the new statement	€168,527,280.64
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Total:	€194,343,770.48
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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. Dividends will be paid out as of April 8, 2016.

3.

Resolution on granting discharge to the members of the Executive Board for fiscal 2015

The Executive Board and the Supervisory Board will propose to grant discharge to the members of the Executive Board for fiscal 2015.

4.

Resolution on granting discharge to the members of the Supervisory Board for fiscal 2015

The Executive Board and the Supervisory Board will propose to grant discharge to the members of the Supervisory Board for their respective terms served in fiscal 2015.

5.

Appointment of an auditor for fiscal 2016 as well as an auditor for the audit review of the first-half financial report of 2016

Upon recommendation of the Audit Committee, the Supervisory Board will propose to appoint KPMG AG, Wirtschaftsprüfungsgesellschaft, Hanover, Germany, as the auditors for fiscal 2016 and for the audit review of the first-half financial report of 2016.

6.

Resolution on the share capital increase by use of retained earnings to issue new shares ("stock split") and on the corresponding amendment of the Articles of Association

The Executive Board and the Supervisory Board propose to resolve the following:

1. The share capital of the company shall be increased from €18,720,000.00 by €56,160,000.00 to €74,880,000.00 by use of retained earnings to issue 28,080,000 new no par value ordinary bearer shares (no par value shares) and issue 28,080,000 new no par value bearer preference shares (no par value shares). The existing shareholders shall be entitled to the new shares in a way that three new ordinary shares are ascribed to one existing ordinary share and three new preference shares are ascribed to one existing preference share. All new shares are entitled to dividend payments as of January 1, 2016.

The capital increase shall be implemented by conversion of a partial amount of €56,160,000.00 of the capital reserves reported on the company's annual balance sheet as of December 31, 2015, into share capital. The resolution on the capital increase from retained earnings shall be based on the approved annual balance sheet as of December 31, 2015. This audited and approved annual balance sheet was issued with the unqualified audit certificate of the company's statutory auditors, KPMG AG, Wirtschaftsprüfungsgesellschaft, Hanover Germany.

The Executive Board shall be authorized to determine all further details of the capital increase subject to the Supervisory Board's consent.

2. § 4, Subsections 1 and 2, of the Articles of Association will be reworded as follows:

- (1) The company's share capital amounts to €74,880,000.00 (in words: seventy-four million eight hundred and eighty thousand euros).
- (2) It is divided into:
 - a) 37,440,000 no par value ordinary shares (no par value shares).
 - b) 37,440,000 no par value preference shares (no par value shares).

7.

Approval of a resolution to change the profit entitlement of the preference shareholders

In connection with the increase of the share capital from retained earnings, the preference shareholders' share profit entitlement shall be amended in derogation of § 216, Subsection 1, of the German Stock Corporation Law (AktG) in order to reduce the profit entitlement per preference share and increase the profit entitlement regarding four preference shares.

Executive Board and Supervisory Board suggest to resolve:

1. § 19, Subsections 1 and 2, of the Articles of Association are reworded as follows:

- (1) The holders of non-voting preference shares shall receive an increased dividend (surplus dividend) of €0.01 per preference share from the distributable annual profit; however, the dividend shall at least amount to €0.02 per preference share (minimum dividend).
- (2) If the distributable annual profit of one or several fiscal years is insufficient to pay the minimum dividend of €0.02 per preference share, any outstanding amounts shall be paid subsequently without interest from the distributable annual profits of the following fiscal years, whereas older arrears shall be settled before more recent arrears, and any preference amounts payable from the distributable profit of a fiscal year with respect thereto shall not be paid before all amounts in arrears have been settled. The claim for payment of amounts in arrears shall be part of the share in the distributable profit of the fiscal year for which the distributable annual profit is used to effect any subsequent payments on preference shares.

2. The Executive Board is hereby instructed to apply for the registration of the changes of § 19, Sections 1 and 2, of the Articles of Association in the commercial register subject to the proviso that the resolution on the share capital increase from retained earnings according to Agenda Item 6 has previously been entered in the commercial register for the company.

II. Total Number of Shares and Voting Rights at the Time of Convocation

The company issued 18,720,000 bearer no-par shares, divided into 9,360,000 ordinary shares and 9,360,000 non-voting preference shares at the time the Annual General Shareholders' Meeting was convoked. At this time of convocation, the number of voting rights is 9,360,000. The number entitled to participate is 17,097,073 shares as the company holds 806,944 ordinary shares and 815,983 preference shares; the company has no rights derived from these.

III. Participation in the Annual General Shareholders' Meeting

1.

Entitlement to attend

Holders of ordinary and preference shares and those owning ordinary shares entitled to vote who register no later than the end of **March 31, 2016, (midnight, 24:00 hours Central European Summer Time [CEST, a daylight saving time])** at the address stated below are entitled to attend the Annual General Shareholders' Meeting. Registration shall be in the form of text (§ 126b of the German Civil Code [BGB]) and be in German or English.

Furthermore, the shareholders must submit proof of their entitlement to participate in the Annual General Shareholders' Meeting and to exercise their respective voting rights. For this purpose, shareholders shall be required to obtain proof of their shareholding, issued in the form of text, from the depositing or custodial bank, where said proof shall refer to the beginning of **March 17, 2016 (0:00 hours Central European Winter Time [CEWT], the so-called "record date")**, and must be received by the company no later than the end of **March 31, 2016 (midnight, 24:00 hours CEST)**, at the address stated below. This proof shall be in the form of text (§ 126b of BGB) and be in German or English.

In relation to the company, only those persons shall be considered shareholders entitled to attend the Annual General Shareholders' Meeting and to exercise their respective voting rights who have furnished proof of their shareholding. Entitlement to attend and the extent of a shareholder's voting rights shall exclusively be governed by his or her respective shareholding reported on the record date. This record date shall not impose a freeze on the sale of shareholdings. Even in the event that a shareholder sells his or her shareholding completely or partially after the record date, the shareholder's respective shares owned as of the record date shall exclusively govern his or her entitlement to attend and the scope of his or her voting rights; i.e., any

sales of shares after the record date shall not have any effect on a shareholder's entitlement to participate or on his or her scope of voting rights. The same shall apply to all purchases of shares after the record date. Persons who do not yet own any shares as of the record date and do not become shareholders until afterwards shall not be entitled to attend the Annual General Shareholders' Meeting or be entitled to vote at said meeting. The record date shall not have any significance concerning entitlement to receive dividends.

Registration and proof of shareholding shall be submitted to the following registration 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

2.

Appointment of proxies

Shareholders who do not wish to attend the Annual General Shareholders' Meeting in person may have their voting rights exercised by appointed proxies, such as a depositing or custodial bank, a union of shareholders, proxies designated by the company who shall be bound by the respective shareholders' specific instructions, or another person of their choice. In the event that a shareholder elects to be represented by a proxy, he or she shall still be required to register his or her shareholding and submit proof thereof by the deadline specified.

Granting and revocation of power of attorney to proxies and submitting proof thereof to the company shall be in the form of text (§ 126b of BGB). Shareholders may elect to grant power of attorney to a proxy or to the company to act in the capacity of a proxy. If a shareholder grants power of attorney to more than one proxy, the company is entitled to reject one or several of these proxies.

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 the German Stock Corporation Law [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 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.

Proof of power of attorney granted to the appointed proxy(ies) may be furnished by the proxies' showing this to the personnel responsible at the admissions desk on the day of the Annual General Shareholders' Meeting. To submit this proof by post (regular mail) or fax, we ask shareholders or their proxies to please use the registration address stated in Section III.1.; for those who wish to submit such proof using electronic means of communication, the company offers the option of using email for transmission of said proof at the following email address: sartorius@better-orange.de

Shareholders who wish to appoint a proxy are requested to use the form for granting power of attorney, which the company has available for this purpose. Persons properly registered will be sent this form along with the entrance card; they can also download this form from the company's Internet site at www.sartorius.com/hauptversammlung. In addition, this form can be requested by post (regular mail), fax or email by contacting the registration address stated in Section III.1.

Again this year, Sartorius Aktiengesellschaft will offer holders of ordinary shares the opportunity to appoint a proxy designated by the company and bound by the instructions issued even before the Annual General Shareholders' Meeting takes place. In the event that proxies are appointed through power of attorney granted by the company, said proxies shall exercise the respective voting rights according to the binding instructions given by the respective shareholders. The proxies designated by the company will not be able to exercise a shareholder's voting rights if said shareholder has failed to issue any instructions. Power of attorney shall be granted and voting instructions shall be given in the form of text.

Forms for granting power of attorney and giving instructions to the proxies designated by the company are included with each entrance card. In addition, these forms can be requested by post (regular mail), fax or email by contacting the registration address stated in Section III.1. Furthermore, they are available for downloading from the company's Internet site at www.sartorius.com/hauptversammlung.

Shareholders who wish to grant power of attorney to the proxies designated by the company are requested to submit their completed power of attorney forms along with their instructions by post (regular mail), fax or by email to the registration address stated in Section III.1. no later than on **April 6, 2016 (date of arrival at the company's registration address)**, to facilitate organizational arrangements.

Further details on granting power of attorney and giving instructions to proxies designated by the company will be provided along with the entrance card. This information is also published on the company's Internet site at www.sartorius.com/hauptversammlung.

3.

Procedure for voting by mail

Shareholders may cast their vote by mail without personally attending the Annual General Shareholders' Meeting. Only those shareholders are entitled to exercise their vote by mail who have furnished proof of their shareholding pursuant to Section III.1. and 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 the end of **April 6, 2016**. Forms for voting by mail will be enclosed with the shareholder(s) entrance card(s). Shareholders are requested to complete and return these forms to the registration address stated in Section III.1.

Shareholders can also download a form for voting by mail from the company's Internet site at **www.sartorius.com/hauptversammlung**. Furthermore, shareholders can request this form by post (regular mail), fax or email by contacting the registration address stated in Section III.1. On this form, shareholders 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 **April 6, 2016**, in writing, in the form of text or electronically using the address stated in Section III.1. The date on which this mail arrives at the company's registered address shall determine whether said mail has been received on time.

4.

Further shareholders' rights

a) Right to put additional items on the agenda pursuant to § 122, Subsection 2, of AktG

Shareholders whose shares total one twentieth of the share capital or attain a proportionate amount of €500,000.00 may request that items be added to the agenda of the shareholders' meeting and be announced (§ 122, Subsection 2, sentence 1, in conjunction with Subsection 1, of AktG). Their request must be addressed in writing to the Executive Board of the company. Each such new item must be accompanied by a justification or a draft resolution.

Shareholders so requesting said addition shall submit proof according to § 122, Subsection 2, in conjunction with Subsection 1 of AktG in its version valid until December 30, 2015, and in conjunction with §142, Subsection 2, sentence 2, of AktG that they have owned the company's shares for at least three months before the date of the Annual General Shareholders' Meeting (i.e., **at least since January 7, 2016, 0:00 hours CEWT**).

Said request must be received by the company no later than on **March 7, 2016 (24:00 hours CEWT)**, at the following address:

Sartorius Aktiengesellschaft
Executive Board
Weender Landstrasse 94–108
37075 Goettingen, Germany

Fax: +49(0)551.308.3955
Email: hauptversammlung@sartorius.com

b) Motions from shareholders and election proposals pursuant to § 126, Subsection 1, and § 127 of AktG

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 AktG, and proposals of shareholders for the appointment of an auditor pursuant to § 127 of AktG must be directed to the following address only:

Sartorius Aktiengesellschaft
Group Legal Department
Weender Landstrasse 94–108
37075 Goettingen, Germany

Fax: +49(0)551.308.3955
Email: hauptversammlung@sartorius.com

Motions sent to addresses other than the above will not be considered. The motions to be made available concerning the agenda will be published, including the name of the respective shareholders and a justification of this motion, without undue delay after its receipt, on the company's Internet site at

www.sartorius.com/hauptversammlung, provided that said motions together with a justification thereof are received by the company no later than on **March 23, 2016 (24:00 hours CEWT)**. Opinions given by the company's management board concerning these motions will likewise be made available at this Internet address.

The company shall be entitled to refrain from publishing a countermotion along with its justification if one of the requirements set forth in § 126, Subsection 2, of AktG is met; requirements justifying the invocation of this right are met, for instance, if a countermotion will lead to the approval by a shareholders' meeting of a resolution that is against the law or contrary to the company's Articles of Association. Justification of a countermotion does not have to be published if the entire text including spaces exceeds 5,000 characters.

The statements made above apply to a shareholder's proposals for the appointment of an auditor, with the requirement that an election proposal does not have to be justified.

c) Right to receive information pursuant to § 131, Subsection 1, of AktG

At a shareholders' meeting, every shareholder may ask the Executive Board to provide information about the matters concerning the company, insofar as this information is required for appropriate assessment of an item on the agenda (§ 131, Subsection 1, of AktG). This obligation to provide information shall extend to all legal and corporate relationships of the company with an affiliate and to the economic situation of the Group and the companies included in the consolidated financial statements.

The Executive Board may refrain from answering individual questions for the reasons set forth in § 131, Subsection 3, of AktG; reasons justifying the invocation of this right are given, for instance, if prudent business judgment dictates that providing the information asked would inflict a considerable disadvantage on the company or on one of its affiliates (for example, prudent business judgment dictates that trade secrets are not to be disclosed). According to the company's Articles of Association, the chairman of a shareholders' meeting is authorized to reasonably limit the time allotted for shareholders to exercise their right to ask questions as well as to speak. The chairman of a shareholders' meeting may reasonably set time limits, particularly at the beginning or during a shareholders' meeting, for discussion of the individual items on the agenda and for the individual questions and statements.

5.

Notifications pursuant to § 125 of AktG

A shareholder's right pursuant to § 128, Subsection 1, sentence 1, of AktG to receive notifications in accordance with § 125, Subsection 1, of AktG shall be limited to electronic means of communication. However, pursuant to § 15, Subsection 7, of the Articles of Association of Sartorius Aktiengesellschaft, the Executive Board hereby authorizes banks to provide notification in accordance with § 125, Subsection 1, of AktG on paper as well.

6.

Information on the company's Internet site (§ 124a of AktG)

Extensive information about the Annual General Shareholders' Meeting is given on the company's Internet site at

www.sartorius.com/hauptversammlung. This information includes, inter alia, the content of the convocation; an explanation if no resolution is to be adopted for a specific item on the agenda; the documents to be made available to the shareholders' meeting; the total number of shares and the voting rights at the time of convocation, including separate information on the total number of each class of share; and the forms that are to be used for voting by proxy or by mail, unless these forms have already been sent directly to the shareholder(s); and proof of publication of the invitation in the German Federal Gazette (Bundesanzeiger).

Goettingen, February 2016

Sartorius Aktiengesellschaft
The Executive Board

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 37075 Goettingen, Germany
 Phone +49.551.308.0
 Fax +49.551.308.3955
 www.sartorius.com



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

P Multi-deck car park on the west side of the railway station

You can park here free of charge for the duration of the Annual General Shareholders' Meeting. At the end of the meeting, you will be given a token to leave the car parking lot.

I Sartorius Annual Report Available as Both a Download Version and an Online Version

Sartorius is increasingly using online formats for its communication and thus offers you, as a user, additional functions, such as a full-text search and a download center for tables.

Moreover, the Sartorius Annual Report is available for you to download as a PDF file from our website at www.sartorius.hauptversammlung.