

Invitation
Sartorius Aktiengesellschaft
2019 Annual General Shareholders' Meeting

ISIN DE0007165607 and
ISIN DE0007165631

2019

We cordially invite the shareholders of Sartorius Aktiengesellschaft to the Annual General Shareholders' Meeting: Thursday, March 28, 2019, 10:00 a.m. (CEWT), at the Lokhalle Göttingen, Bahnhofsallee 1, 37081 Göttingen, 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, 2018; 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 § 289a, Subsection 1, and § 315a, Subsection 1, of the German Commercial Code (HGB); as well as together with the report of the Supervisory Board for fiscal 2018

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 €136,147,298.29 for fiscal 2018 as follows:

Payment of a dividend of €0.61 per dividend-bearing ordinary share	= €20,869,456.64
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Payment of a dividend of €0.62 per dividend-bearing preference share	= €21,189,162.16
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Balance of unappropriated profit carried forward to the new statement	€94,088,679.49
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Total:	€136,147,298.29
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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 2, 2019.

3.

Resolution on granting discharge to the members of the Executive Board for fiscal 2018

The Executive Board and the Supervisory Board will propose to grant discharge to the members of the Executive Board for fiscal 2018.

4.

Resolution on granting discharge to the members of the Supervisory Board for fiscal 2018

The Executive Board and the Supervisory Board will propose to grant discharge to the members of the Supervisory Board for fiscal 2018.

5.

Resolution on the amendment of the Articles of Association

The Executive Board and the Supervisory Board will propose to approve the following amendments to the German-language Articles of Association, which are translated below for the convenience of the English-speaking board members and shareholders:

Article 2, Subsection 1, of the Articles of Association shall be amended as follows:

The purpose of the Company is research and development, manufacturing, sale and distribution of and trade in products, equipment, devices, items, systems, processes and procedures, as well as the provision of services for applications of all types in the fields of laboratory and process technology and related technologies.

The heading of Article 8 of the Articles of Association shall be amended as follows:

Composition, Term and Election of Substitute Members

Article 8, Subsection 2, of the Articles of Association shall be amended as follows:

Members of the Supervisory Board may not be appointed for a longer term than until the end of the Annual General Shareholders' Meeting that resolves on granting discharge for the fourth fiscal year after the commencement of the respective member's term of office; the fiscal year in which a Supervisory Board member's term of office commences shall not be counted in this case. Re-appointment to the Supervisory Board is permissible.

Article 8, Subsection 3, of the Articles of Association shall be amended as follows:

A substitute member may be elected for each Supervisory Board member representing the shareholders. If a substitute member takes the place of a member no longer on the board, the office of the substitute member shall expire at the end of the Annual General Shareholders' Meeting at which a supplementary election takes place, but at the latest upon expiration of the term of office of the Supervisory Board member no longer serving on this board. The election of substitute members for Supervisory Board members representing the employees shall be governed by the German Codetermination Law ("Mitbestimmungsgesetz").

Article 8, Subsection 4, of the Articles of Association shall be deleted.

Article 11, Subsection 1, of the Articles of Association shall be amended as follows:

Meetings of the Supervisory Board shall be convoked by the Chairman of the Supervisory Board or, if he is prevented from convoking a meeting, by his deputy, stating the items on the agenda. An invitation shall be issued with a two week advance notice period and can be submitted in

writing (including fax), orally, by telephone or by any other common means of telecommunication (e.g., email, online platform). In urgent cases, the period of advance notice for convocation may be reasonably reduced. A resolution may be adopted on an item not included on the agenda communicated in the invitation if no member of the Supervisory Board objects.

Article 11, Subsection 2, of the Articles of Association shall be amended as follows:

At meetings, resolutions of the Supervisory Board shall be submitted to a vote for approval. The Chairman of the Supervisory Board, or his deputy if he is prevented from doing so, may also initiate adoption of a Supervisory Board resolution by means of a voting procedure held outside meetings by written (including fax) or telephone vote or by vote using other common means of telecommunication (e.g., email, online platform) if no member of the Supervisory Board objects to this procedure within a reasonable period of time determined by the Chairman.

Article 11, Subsection 3, of the Articles of Association shall be amended as follows:

Meetings of the Supervisory Board shall be conducted by the Chairman of the Supervisory Board or his deputy if he is prevented from doing so. Supervisory Board meetings can also be held as a video conference. In justified exceptional cases, members of the Supervisory Board may also participate in a Supervisory Board meeting by telephone conference with the consent of the meeting chairperson.

In Article 11, Subsection 4, sentence 4, the words "election result" shall be replaced by the words "voting result."

Article 11, Subsection 5, of the Articles of Association shall be amended as follows:

Minutes shall be taken on the meetings of the Supervisory Board and signed by the chairperson of the meeting. Resolutions passed by written (including telefax) or telephone voting or by voting using other common means of telecommunication (e.g., email, online platform) shall be adopted by the Chairman of the Supervisory Board.

Article 12, Subsection 1, of the Articles of Association shall be amended as follows:

In addition to receiving reimbursement for their out-of-pocket expenses, the members of the Supervisory Board shall each be paid a fixed annual remuneration of €45,000.00, which is due and payable at the end of the Annual General Shareholders' Meeting. The Chairman of the Supervisory Board shall receive triple the amount of said remuneration; his deputy, twice the amount thereof. If Supervisory Board membership begins or ends in a period of less than one year, said remuneration shall be paid on a pro-rated basis. Furthermore, the members of the Supervisory Board shall receive a meeting attendance fee of €1,500.00 per meeting.

Article 12, Subsection 2, of the Articles of Association shall be amended as follows:

The members of the Supervisory Board shall receive an additional annual remuneration of €9,000.00 for each membership in a committee – with the exception of the Nomination Committee and the committee pursuant to § 27, Subsection 3, of the German Codetermination Law ("Mitbestimmungsgesetz"); in derogation thereof, €15,000.00 for membership in the Audit Committee. The chairman of a Supervisory Board committee shall receive twice the amount of said remuneration for committee membership. The remuneration for committee work shall be due together with the remuneration in accordance with Subsection 1 hereof. If Supervisory Board committee membership begins or ends in a period of less than one year, said remuneration shall be paid on a pro-rated basis. In addition, the members of a committee – with the exception of the Nomination Committee and the committee pursuant to § 27, Subsection 3, of the German Codetermination Law ("Mitbestimmungsgesetz") – shall receive a meeting attendance fee of €1,500.00 per meeting.

6.

Appointment of an auditor for fiscal 2019 as well as an auditor for the audit review of the first-half financial report of 2019

Upon recommendation of the Audit Committee, the Supervisory Board will propose to appoint KPMG AG Wirtschaftsprüfungsgesellschaft, Hanover, Germany, as the auditors for fiscal 2019 and for the audit review of the first-half financial report of 2019.

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

The company issued 74,880,000 bearer no-par shares, divided into 37,440,000 ordinary shares and 37,440,000 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 37,440,000. The number entitled to participate is 68,388,292 shares as the company holds 3,227,776 ordinary shares and 3,263,932 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 by the end of **March 21, 2019, (midnight, 24:00 hours Central European Winter Time [CEWT])** 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 7, 2019 (0:00 hours CEWT, the so-called "record date")**, and must be received by the company no later than by the end of **March 21, 2019 (midnight, 24:00 hours CEWT)**, 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

Owners of preference shares are not entitled to vote at the Annual General Shareholders' Meeting. The following explanations for representation by proxy(ies) therefore apply only to holders of ordinary shares.

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 by the deadline specified and submit proof thereof according to the requirements stated above.

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 by fax, shareholders or their proxies are requested to 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 their 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 proxies 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 **March 27, 2019 (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 by the end of **March 27, 2019 (midnight, 24:00 hours CEWT)**. Forms for voting by mail will be enclosed with the shareholder's(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 **March 27, 2019 (midnight, 24:00 hours CEWT)**, 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 that they have owned the company's shares for at least 90 days before the date of receipt of their request and that they will continue to hold said shares up until the Executive Board's decision on said request. For calculation of the number of days of this deadline, § 70 and § 121, Subsection 7, of AktG shall be observed.

Said request must be received by the company no later than by the end of **February 25, 2019 (midnight, 24:00 hours CEWT)**, at the following address:

Sartorius Aktiengesellschaft
Executive Board
Otto-Brenner-Strasse 20
37079 Göttingen, Germany

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, as well as against proposals of shareholders for the election of members to the Supervisory Board or for the appointment of auditors pursuant to § 127 of AktG must be directed to the following address only:

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

Motions sent to addresses other than the above will not be considered. Shareholders' motions to be made available concerning the agenda will be published, including the name(s) of the respective shareholder(s) 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 by the end of **March 13, 2019 (midnight, 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 exceeds 5,000 characters.

The statements made above apply to a shareholder's proposals for the election of members to the Supervisory Board or for the appointment of auditors, with the requirement that an election proposal does not have to be justified. Except for cases named in § 126, Subsection 2, of AktG, the company may also refrain from publishing proposals for election of members to the Supervisory Board and for appointment of the auditors if said proposals fail to list the name, job currently held and city of residence of the person(s) suggested, and, in the case of proposals for election of Supervisory Board members, if said proposals fail to include information on their membership in any legally constituted supervisory boards or advisory boards.

Countermotions and election proposals shall be orally presented or communicated at the Annual General Shareholders' Meeting even if such countermotions and election proposals have been received by the company ahead of time by the required deadline. This shall not affect the right of each shareholder to request that countermotions on the various items be added to the agenda or to make election proposals during the Annual General Shareholders' Meeting, even without having previously communicated such countermotions or proposals to the company.

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 also 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 Articles of Association of Sartorius Aktiengesellschaft, 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; 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).

7.

Information on data protection

Within the scope of conducting the Annual General Shareholders' Meeting, the company processes the personal data of each shareholder (name, address, and email address, including such data of the shareholder's proxy(ies), if any, number of shares, class of share, type of share ownership, votes cast by mail/powers of attorney and shareholder instructions and the ID number of the entrance card) on the basis of the applicable data protection laws in order to enable each shareholder to exercise his or her rights at the Annual General Shareholders' Meeting.

The contact details of the controller as defined by the European General Data Protection Regulation (GDPR) are as follows:

Sartorius Aktiengesellschaft
Otto-Brenner-Strasse 20
37079 Göttingen, Germany

or by telephone: +49(0)551.308.0
or by email: info@sartorius.com

The Data Protection Officer of the company can be reached at the following address:

Sartorius Corporate Administration GmbH
Bereich Datenschutz
Otto-Brenner-Strasse 20
37079 Göttingen, Germany

or by email: datenschutz@sartorius.com

Processing of personal data is mandatory in order to properly prepare for, conduct and follow up on the Annual General Shareholders' Meeting and to enable shareholders to participate in the Annual General Shareholders' Meeting in accordance with Sections 118 et seq. of AktG. The legal basis for processing said data is AktG in conjunction with Article 6, Subsection 1, sentence 1, lit. (c), of GDPR.

The company engages various service providers for the purpose of holding the Annual General Shareholders' Meeting. The company provides them with

said personal data only on a need-to-know basis in order for them to provide the requested service. The service providers are obligated to process said data solely in accordance with the company's instructions. In addition, personal data is made available to the shareholders and shareholder proxies in connection with the Annual General Shareholders' Meeting, namely in the form of the list of participants, within the framework of the statutory regulations.

Personal data collected in connection with the Annual General Shareholders' Meeting is regularly stored for up to three years. In principle, personal data is anonymized or erased unless there are any legal obligations to provide it as evidence or to retain it for a further period of time, or unless it is necessary to store it for a longer period as part of legal proceedings.

According to the statutory requirements, shareholders as data subjects under GDPR have a right at any time to contact the company's Data Protection Officer by informal communication using the contact details provided above in order to exercise their rights as said data subjects by having compliance with the prerequisites in individual cases pursuant to GDPR reviewed. These rights, in particular, include the following:

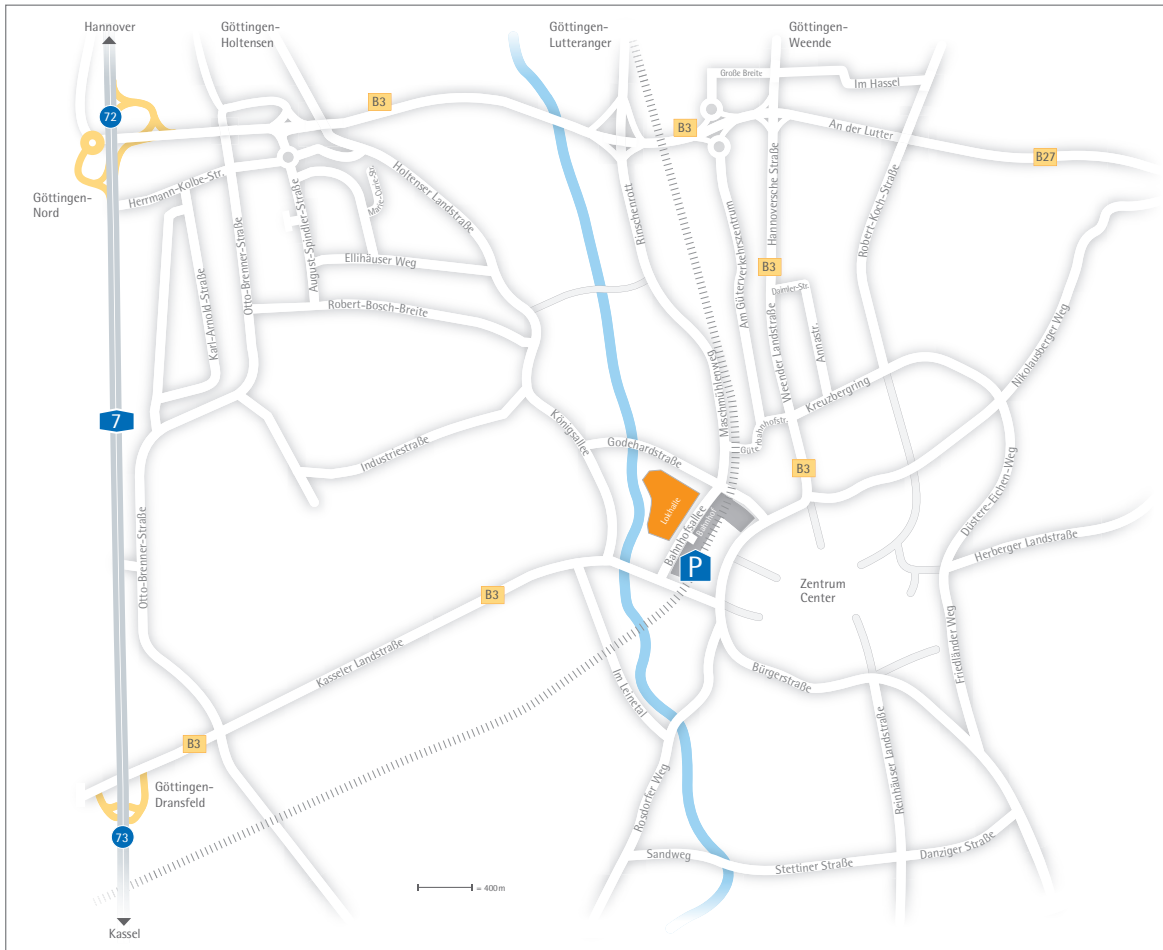
- The data subject shall have the right to obtain from the controller confirmation as to whether or not personal data concerning him or her are being processed and to receive a copy of such data processed (right of access by the data subject, Art. 15 of GDPR);
- The data subject shall have the right to obtain from the controller without undue delay the rectification of inaccurate personal data concerning him or her and to have incomplete personal data completed, including by means of providing a supplementary statement (right to rectification, Art. 16 of GDPR);
- The data subject shall have the right to obtain from the controller the erasure of personal data concerning him or her and, where the controller has made the personal data public, the controller shall have the obligation to inform other controllers which are processing the personal data that the data subject has requested the erasure by such controllers (right to erasure ["right to be forgotten"], Art. 17 of GDPR);
- The data subject shall have the right to obtain from the controller restriction of processing (right to restriction of processing, Art. 18 of GDPR).

Furthermore, data subjects have the right to lodge a complaint with a data protection supervisory authority.

Göttingen, February 2019

Sartorius Aktiengesellschaft
The Executive Board

Sartorius AG
Otto-Brenner-Strasse 20
37079 Göttingen, Germany
Phone +49.551.308.0
Fax +49.551.308.3955
www.sartorius.com



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

P Multilevel car parking 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 structure.

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.com/hauptversammlung.