



INVITATION TO THE 2019 ANNUAL GENERAL MEETING

STADA Arzneimittel AG, Bad Vilbel

WKN 725180 • ISIN DE0007251803

We hereby invite shareholders of our Company to the

Annual General Meeting

to be held on May 29, 2019 at 10.00 a.m. (CEST)

in the

Kultur- und Sportforum Dortelweil (hall),

Dortelweiler Platz 1,

61118 Bad Vilbel, Germany.

Agenda

Item 1 on the agenda

Submission of the adopted annual financial statements of STADA Arzneimittel AG and the consolidated financial statements for the year ending December 31, 2018, the Combined Management Report for STADA Arzneimittel AG and the Group, the Combined Separate Non-Financial Report for STADA Arzneimittel AG and the Group, the explanatory report of the Executive Board regarding the statements pursuant to Section 289a (1) and Section 315a (1) of the German Commercial Code (Handelsgesetzbuch – HGB) as well as the report of the Supervisory Board for financial year 2018

On March 13, 2019, the Supervisory Board approved the annual financial statements and the consolidated financial statements prepared by the Executive Board. The annual financial statements were thus adopted pursuant to Section 172 German Stock Corporation Act (Aktiengesetz – AktG). In accordance with the law, no resolution of the General Meeting has to be passed on Agenda Item 1. The documents for Agenda Item 1 will be made available to shareholders on the Internet at www.stada.com/agm2019 as of the date of the publication of the convening notice of the General Meeting. They will also be available at the General Meeting and will be explained there in more detail.

Item 2 on the agenda

Resolution formally approving the activities of members of the Executive Board for financial years 2016 and 2017 as well as resolution formally approving the activities of the members of the Executive Board for financial year 2018

- a) The Executive Board and the Supervisory Board propose that formal approval of the activities of Dr. Matthias Wiedenfels who was in office as member of the Executive Board in financial year 2016 be granted.

- b) The Executive Board and the Supervisory Board propose that formal approval of the activities of Dr. Matthias Wiedenfels who was in office as member of the Executive Board in financial year 2017 be granted.
- c) The Executive Board and the Supervisory Board propose that formal approval of the activities of Mr. Helmut Kraft who was in office as member of the Executive Board in financial year 2016 be granted.
- d) The Executive Board and the Supervisory Board propose that formal approval of the activities of Mr. Helmut Kraft who was in office as member of the Executive Board in financial year 2017 be granted.
- e) The Executive Board and the Supervisory Board propose that formal approval of the activities of Dr. Claudio Albrecht who was in office as member of the Executive Board in financial year 2018 be granted.
- f) The Executive Board and the Supervisory Board propose that formal approval of the activities of Dr. Barthold Piening who was in office as member of the Executive Board in financial year 2018 be granted.
- g) The Executive Board and the Supervisory Board propose that formal approval of the activities of Mr. Peter Goldschmidt who was in office as member of the Executive Board in financial year 2018 be granted.
- h) The Executive Board and the Supervisory Board propose that formal approval of the activities of Mr. Mark Keatley who was in office as member of the Executive Board in financial year 2018 be granted.
- i) The Executive Board and the Supervisory Board propose that formal approval of the activities of Mr. Miguel Pagan Fernandez who was in office as member of the Executive Board in financial year 2018 be granted.

The General Meeting is to take separate votes on each agenda item 2 lit. a) to lit. i).

Item 3 on the agenda

Resolution formally approving the activities of the members of the Supervisory Board for financial year 2018

The Executive Board and the Supervisory Board propose to approve the activities of the members of the Supervisory Board, who were acting in financial year 2018, for financial year 2018.

Item 4 on the agenda

Resolution on the election of the auditor and Group auditor for financial year 2019

The Supervisory Board proposes, based on the recommendation of its Audit Committee, that PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Frankfurt am Main, be appointed as the auditor and Group auditor for financial year 2019.

Total number of shares and voting rights

At the convening of the General Meeting, the Company has a share capital of EUR 162,090,344.00; it is divided into 62,342,440 registered shares with no-par value representing an arithmetical share of the share capital of EUR 2.60 per share. Each share grants entitlement to one vote. The Company holds 84,273 treasury shares at the date of the convening notice. There is a total number of shares with participation and voting rights of 62,258,167.

Preconditions for participating in the meeting and exercising voting rights

Only those shareholders are entitled to attend the General Meeting and to exercise the voting right in the General Meeting who are registered in the Company's share register on the day of the General Meeting and have notified their attendance such that their notice of attendance has been received by the Company at the latest by May 22, 2019, 24.00 (CEST) at the address below:

STADA Arzneimittel AG
c/o Link Market Services GmbH
Landshuter Allee 10
80637 Munich
Germany
Fax: +49 (0) 89 / 21027288

The notice of attendance of the shareholder can also be electronically submitted at the latest by May 22, 2019, 24.00 (CEST) via an electronic Internet form provided by the Company at www.stada.com/agm2019 or via e-mail to hv2019@stada.de. The individual access information for the use of the electronic Internet form with password protection will be sent to the shareholders with the Invitation to the General Meeting.

Pursuant to Section 67 (2) Sentence 1 German Stock Corporation Act (AktG), in relation to the Company, only a person who has been registered as such in the share register shall be deemed a shareholder. Accordingly, the registration status of the share register on the day of the General Meeting will be decisive for determining participation and voting rights. For technical reasons, applications for changes to the Company's share register will not be registered during the period of May 23, 2019, 0.00 (CEST) through May 29, 2019, 24.00 (CEST). For this reason, the state of registrations in the share register to exercise the participation and voting rights on the day of the General Meeting will correspond to the state of registrations after the last registration day on May 22, 2019, 24.00 (CEST). Technical cut-off date (so-called "Technical Record Date") is therefore the end of May 22, 2019. The registration for the General Meeting does not result in the shares being blocked; the shareholders are still free to make dispositions in respect of the shares after registration. Purchasers of shares whose applications for change of registration were received by the Company after May 22, 2019, 24.00 (CEST) can therefore not exercise their participation and voting rights arising out of these shares, unless they have obtained a power of attorney to do so or an authorization to exercise such rights. In such cases, participation and voting rights remain with the shareholder registered in the share register until the change in registration.

Upon timely reception of the notice of attendance, the admission ticket for the General Meeting will be issued and sent to the shareholder. The admission ticket simplifies procedures at the ad-

mission desks for entrance to the General Meeting. The convening of the General Meeting including the agenda along with the documents concerning registration and/or granting of proxy will be sent by the Company unsolicited to all shareholders who are listed in the share register at the latest at the beginning of the 14th day prior to the day of the General Meeting.

Credit institutions and shareholders' associations as well as other persons, institutes or companies of equal status pursuant to Section 135 (8) or Section 135 (10) in conjunction with Section 125 (5) German Stock Corporation Act (AktG) may exercise voting rights arising under registered shares which they do not hold, but with respect to which they are registered in the share register as shareholder, only pursuant to an authorization of the shareholder. Details on these authorizations can be found in Section 135 German Stock Corporation Act (AktG).

Further information about the notification process can be found on the Invitation to the General Meeting sent to all shareholders.

Procedure for exercising voting rights by a proxy holder

Shareholders may exercise their voting rights in the General Meeting by a proxy holder, e.g. a credit institution, a shareholders' association or by a person of their choice as well as by the proxy representative of the Company. If the shareholder authorizes more than one person, the Company may reject one or more of such persons. Authorization of a proxy also requires notice of application in a timely manner.

Authorization of a third party

The granting of proxy, its revocation and proof towards the Company must be provided in text form pursuant to Section 134 (3) Sentence 3 German Stock Corporation Act (AktG). In the event that a credit institution, a shareholders' association or another person or institution of equal status pursuant to Section 135 (8) or Section 135 (10) in conjunction with Section 125 (5) German Stock Corporation Act (AktG) is to be appointed proxy, neither the law nor the Articles of Incorporation stipulate a particular form requirement.

Shareholders may use the "Registration Sheet for the General Meeting 2019" sent together with the Invitation to the General Meeting for granting of proxy. Shareholders may also issue a separate authorization. An authorization form for this purpose is also available on the Internet at www.stada.com/agm2019.

Notwithstanding any other legally permitted method of transmission of the proof of authorization of a proxy to the Company, such proof may be electronically transmitted by using a password-protected Internet form at www.stada.com/agm2019 or via e-mail to hv2019@stada.de. The individual access information for the use of the electronic Internet form with password protection will be sent to the shareholders with the Invitation to the General Meeting.

Specific rules have to be observed when authorizing credit institutions or institutes or companies of equal status pursuant to Section 135 (10) in conjunction with Section 125 (5) German Stock Corporation Act (AktG) as well as shareholders' associations or persons of equal status pursuant to Section 135 (8) German Stock Corporation Act (AktG); details should be requested from the party to be authorized. By law, the authorization must be granted to a certain proxy holder and recorded by the proxy holder in a verifiable manner. In addition, the form of proxy shall be completed in full and may only contain statements related to the exercise of voting rights. We therefore ask you to come to an agreement with the intended proxy about the form of the authorization in case you wish to authorize a credit institution, a shareholders' association or another person of equal status pursuant to Section 135 German Stock Corporation Act (AktG). Under Section 135 German Stock Corporation Act (AktG), violation of the aforementioned and certain other requirements for authorization of those named in this paragraph, does, however, not affect the validity of the vote pursuant to Section 135 (7) German Stock Corporation Act (AktG).

Exercising voting rights through a proxy representative of the Company

We offer our shareholders the special service of being represented by the proxy representative of the Company. For that purpose, the proxy representative must receive authorization as well as express and clear instructions for exercising the vote on each rele-

vant item of the agenda. In case of absence of express and clear instructions, the proxy representative shall abstain from voting on the relevant voting item. In the event that individual ballots are conducted in respect of an agenda item, any instruction issued in this regard will apply accordingly in respect of each individual sub-item. The proxy representative is obliged to follow voting instructions. He/she will not accept any instructions relating to requests to speak, asking questions or bringing forward motions or nominations, or the filing of objections against resolutions by the General Meeting.

Authorization and voting instructions to the proxy representative named by the Company may be granted in text format using the authorization and instruction form for that purpose on the "Registration Sheet for the General Meeting 2019" enclosed with the Invitation to the General Meeting, via an electronic Internet form with password protection at www.stada.com/agm2019 or via e-mail to hv2019@stada.de. Authorizations and instructions in text format to proxy representative of the Company must have been received by the Company at the following address:

STADA Arzneimittel AG
c/o Link Market Services GmbH
Landshuter Allee 10
80637 Munich
Germany
Fax: +49 (0) 89 / 21027288
E-mail: hv2019@stada.de

All other permitted modes of attendance and representation, in particular attendance in person or attendance through an authorized representative will, of course, not be affected by this offer to exercise voting rights through the proxy representative named by the Company.

More details about authorizing and instructing the proxy representative named by the Company will be sent together with the Invitation to the General Meeting. Similar information may also be viewed on the Internet at www.stada.com/agm2019.

Rights of the shareholders pursuant to Sections 122 (2), 126 (1), 127, 131 (1) German Stock Corporation Act (AktG)

Requests for supplements to the agenda pursuant to Section 122 (2) German Stock Corporation Act (AktG)

Shareholders whose shares amount in aggregate to not less than a twentieth of the share capital or represent an amount of the share capital corresponding to EUR 500,000.00, may demand that items are put on the agenda and published. Each new item shall be accompanied by an explanation or a draft proposal. Such requests are to be addressed in writing to the Executive Board of STADA Arzneimittel AG and must be received by the Company at least 30 days before the General Meeting, i.e., at the latest by April 28, 2019, 24:00 (CEST).

Please send such requests to the following address:

STADA Arzneimittel AG
Executive Board
Stadastraße 2-18
61118 Bad Vilbel
Germany

Those submitting such requests must document that they have been the owners of the shares for the duration of at least 90 days prior to the day of the receipt of the request and hold the shares until such time as a decision of the Executive Board is rendered regarding their request (Sections 122 (2), 122 (1) Sentence 3 German Stock Corporation Act (AktG) as well as Section 70 German Stock Corporation Act (AktG)).

The announcement and provision of requests for supplements is carried out in the same way as convening notices.

Motions and nominations by shareholders pursuant to Sections 126 (1), 127 German Stock Corporation Act (AktG)

Shareholders of the Company may submit countermotions against proposals of the Executive Board and the Supervisory Board with respect to specific agenda items as well as nominations for the election of the auditor and the Supervisory Board. If countermotions are meant to be made accessible, they must include an explanatory statement; nominations do not require an explanatory statement. Countermotions regarding the agenda and nominations must be exclusively forwarded to the Company's following address:

STADA Arzneimittel AG
Legal Department
Stadastraße 2-18
61118 Bad Vilbel
Germany
Fax: +49 (0) 6101 / 603 61 2803
E-mail: hv2019@stada.de

Any countermotions and nominations received by the Company at the aforementioned address no later than 14 days before the day of the General Meeting, i.e. by May 14, 2019, 24:00 (CEST), will be published immediately after receipt on the Internet at www.stada.com/agm2019 including the name of the shareholder and – in case of motions – including the explanatory statement under the further conditions of Sections 126, 127 of the German Stock Corporation Act (AktG). Possible statements of the administration will also be published at the same Internet address.

Right to information in accordance with Section 131 (1) German Stock Corporation Act (AktG)

Each shareholder shall upon request be provided with information at the General Meeting by the Executive Board regarding the Company's affairs, to the extent that such information is necessary to permit a proper evaluation of the relevant Agenda Item. The request for information shall also extend to the Company's legal and business relations with any affiliated enterprise as well as the outlook of the Group and the companies included in the consolidated financial statements.

Further information on the rights of the shareholders

Further information on the rights of the shareholders pursuant to Sections 122 (2), 126 (1), 127, 131 (1) German Stock Corporation Act (AktG) can be found on the Internet at www.stada.com/agm2019.

Reference to the Company's Internet page

Information shall be made available to the shareholders of the Company in accordance with Section 124a German Stock Corporation Act (AktG) on the Company's Internet page at www.stada.com/agm2019.

Data protection notice

Since May 25, 2018, new regulations on data protection have been in effect in the EU. The protection and compliant processing of your personal data have high priority for us. In our data protection notice for shareholders, you can find detailed information about processing personal data of our shareholders. You will find the data protection notice here: www.stada.com/dataprotectionnotice-shareholders.

Bad Vilbel, April 2019

STADA Arzneimittel AG

The Executive Board



STADA Arzneimittel AG

Stadastraße 2 - 18 • 61118 Bad Vilbel • Phone +49 (0)6101 603-0
Internet: www.stada.com

Chairman of the Supervisory Board: Dr. Günter von Au
Executive Board: Peter Goldschmidt (Chairman)
Mark Keatley, Miguel Pagan Fernandez

Registered Office: Bad Vilbel
District Court: Frankfurt/Main, HRB 71290
