



**Invitation to the
2009 Annual General Shareholders' Meeting**

STADA

STADA Arzneimittel AG
Bad Vilbel

WKN 725180
ISIN DE0007251803

New shares: WKN A0AFE9
ISIN DE000A0AFE94

We hereby invite shareholders of our company to the

**Annual General Shareholders' Meeting
to be held on June 10, 2009 at 10.00 a.m.**

in the

**Congress Center Messe Frankfurt,
Congress Ebene C2, Saal Harmonie,
Ludwig-Erhard-Anlage 1,
60327 Frankfurt am Main, Germany**

Agenda

Item 1 on the agenda

Submission of the adopted annual financial statements and the consolidated annual financial statements as at December 31, 2008, together with the management report and the consolidated management report with the explanatory report of the Executive Board regarding the statements pursuant to section 289, para. 4, section 315, para. 4 of the German Commercial Code (Handelsgesetzbuch – HGB) as well as the report of the Supervisory Board for the 2008 financial year.

These documents can be viewed in the internet at www.stada.com/agm2009 as soon as the Annual General Shareholders' Meeting is convened.

Item 2 on the agenda

Resolution on the appropriation of the annual balance sheet profits

The Executive Board and the Supervisory Board propose to allocate the annual balance sheet profits of the 2008 financial year in the amount of EUR 34,193,594.38 as follows:

1. Dividend distribution of EUR 0.52 per share	EUR	30,500,783.04
2. Balance carried forward to new account	EUR	3,692,811.34
Balance sheet profits	EUR	34,193,594.38

The number of no-par shares entitled to a dividend may be altered up until the Annual General Shareholders' Meeting. In such case, the Annual General Shareholders' Meeting shall be submitted with an accordingly adjusted proposal on the allocation of the profits.

The dividend shall be paid out on June 11, 2009. The payment of the dividend shall be effected to shareholders who hold their shares in self-custody against submission of dividend coupon no. 16.

Item 3 on the agenda

Resolution formally granting discharge (Entlastung) to the members of the Executive Board for the 2008 financial year

The Executive Board and the Supervisory Board propose that discharge (Entlastung) be granted to the members of the Executive Board for the 2008 financial year.

Item 4 on the agenda

Resolution formally granting discharge (Entlastung) to the members of the Supervisory Board for the 2008 financial year

The Executive Board and the Supervisory Board propose that discharge (Entlastung) be granted to the members of the Supervisory Board for the 2008 financial year.

Item 5 on the agenda

Appointment of the auditor for the 2009 financial year

The Supervisory Board proposes that PKF Deutschland GmbH, Wirtschaftsprüfungsgesellschaft, Frankfurt am Main, be appointed as auditor for the 2009 financial year and for the audit review of financial reports in the course of the year for the 2009 financial year.

Item 6 on the agenda

Cancellation of the existing authorisation to acquire and dispose of own shares; new resolution on the authorisation to acquire and dispose of own shares

By means of a resolution of the Annual General Shareholders' Meeting dated June 10, 2008, the company is authorised, pursuant to section 71, para. 1, no. 8 of the German Stock Corporation Act (Aktiengesetz – AktG), to acquire own shares to a maximum amount of 10 % of the share capital existing at the time when the resolution is passed.

To the extent that the existing authorisation has not been utilised, it shall be cancelled upon the conclusion of this Annual General Shareholders' Meeting and under the provision that this item 6 on the agenda has been resolved by the Annual General Shareholders'

Meeting, and shall be replaced by a further authorisation valid for 18 months, namely, until December 10, 2010.

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

1. The current authorisation of the Executive Board to acquire and dispose of own shares pursuant to the Annual General Shareholders' Meeting resolution dated June 10, 2008 in relation to item 6 on the agenda thereof, shall be cancelled effective at the end of the day of this Annual General Shareholders' Meeting, to the extent to which the existing authorisation has not been utilised.
2. Effective at the end of the day of this Annual General Shareholders' Meeting, the Executive Board shall be authorised, in accordance with section 71, para. 1, no. 8 of the German Stock Corporation Act, to acquire own shares to a maximum amount of up to 10 % of the present share capital. The authorisation may be utilised at one time or repeatedly, in whole or in partial amounts, in fulfilment of one or more aims by the company or by third parties for the account of the company. Together with other own shares that are either held by the company or have to be added to shares the company holds according to sections 71a et seq. of the German Stock Corporation Act, the acquired shares may at no time exceed 10 % of the share capital. The authorisation shall become effective on June 11, 2009 and shall be valid until December 10, 2010.
3. The shares may, at the discretion of the Executive Board, be acquired via the stock exchange or by way of a public tender offer to all shareholders of the company.
 - If the shares are acquired via the stock exchange, the consideration per share paid by the company (excluding ancillary acquisition costs) may not exceed or fall short by more than 10 % of the opening price of the company's share on the electronic XETRA trading system (or a comparable successor trading system) on the Frankfurt Stock Exchange on the trading day.
 - If the shares are acquired by way of a public tender offer to all of the shareholders of the company, the purchase price offered or the limits of the purchase price span per share (excluding ancillary acquisition costs) may not exceed or fall short by

more than 20 % of the average closing price of the company's share on the electronic XETRA trading system (or a comparable successor trading system) on the Frankfurt Stock Exchange on the last three trading days prior to the public announcement of the offer. In the event, however, that after the public announcement of the offer significant variances in the applicable price occur, then the offer may be adjusted. In this case any adjustment will be made based on the average closing price on the last three trading days prior to the publication of the adjustment. The volume of the offer may be limited. Where the offer has been oversubscribed, then the acceptance must be in proportion to the respective shares offered. Preferential acceptance of smaller numbers of shares of up to 100 shares offered for the acquisition per shareholder may be provided for.

4. The Executive Board is authorized, subject to the approval of the Supervisory Board, to utilize shares of the company that have been acquired, on the basis of this authorisation or an authorisation issued at an earlier date, for the following purposes:

- The shares may also be disposed of in ways other than through the stock exchange or through a tender offer to all shareholders provided the shares are sold at a price against cash payment which is not significantly lower than the average closing price of the shares of the company on the electronic XETRA trading system (or a comparable successor trading system) on the Frankfurt Stock Exchange on the last three trading days prior to the disposal. This authorization shall apply on condition that the shares sold under this authorization may not exceed a corresponding share of 10 % of the share capital in total, namely, neither at the time of the authorization becoming effective, nor at the time of the authorization being exercised. The maximum level of 10 % decreases by the corresponding amount of share capital accounted for by those shares that are issued during the term of this authorization as part of a capital increase under exclusion of subscription rights pursuant to section 186, para. 3, sentence 4 of the German Stock Corporation Act. The maximum level of 10 % decreases further by the corresponding amount of share capital that is accounted for by those shares that are issued or are to be issued in order to service bonds with conversion or option rights, insofar as the bond was issued during the term of this

authorisation under exclusion of subscription rights within section 186, para. 3, sentence 4 of the German Stock Corporation Act applying mutatis mutandis.

- The shares may be disposed of against a contribution in kind, in particular in connection with mergers between undertakings and the acquisition of business undertakings, divisions of business undertakings and participations in business undertakings.
- The shares may be offered for sale to persons who are employed by the company or any of its affiliated companies.
- The shares may be used to fulfil obligations of the company based on bonds with warrants and/or convertible bonds that are issued or guaranteed in the future.

Authorisation may be exercised in whole or in part, on one or more occasions, in pursuit of one or more purposes. In this respect, the subscription right for the shareholders to these own shares is excluded. In addition, the Executive Board, with the approval of the Supervisory Board and in the case of a disposal of own shares within the scope of a tender offer to all shareholders of the company, may exclude the subscription rights for fractional amounts.

The Executive Board shall further be authorised to redeem the acquired own shares with the approval of the Supervisory Board without passing an additional shareholders' resolution.

Report of the Executive Board pursuant to section 71, para. 1, no. 8 in conjunction with section 186, para. 3 and 4 of the German Stock Corporation Act:

"Pursuant to section 71, para. 1, no. 8 of the German Stock Corporation Act, the company shall once again be granted the option also in this year's Annual General Shareholders' Meeting to acquire, by authorisation of the Annual General Shareholders' Meeting, its own shares in a maximum amount of up to 10 % of the share capital and to dispose of those shares in a way other than via the stock exchange or by a public tender offer to all shareholders.

In each of the cases outlined below, the disposal may occur under exclusion of the subscription right of the shareholders:

The proposed resolution contains the authorisation to dispose of the own shares acquired outside the stock exchange against a contribution in cash. A prerequisite in that respect is that the own shares are disposed of at a price that is not significantly lower than the average closing price of the shares of the company on the electronic XETRA trading system (or a comparable successor trading system) on the Frankfurt Stock Exchange on the last three trading days prior to the disposal. The company shall keep a discount (if any) from the stock exchange price as low as possible. The authorisation shall apply on condition that the shares sold under the exclusion of subscription rights may not exceed a corresponding share of 10 % of the share capital in total, namely, neither at the time of the authorisation becoming effective, nor at the time of the authorisation being exercised. The maximum level of 10 % decreases by the corresponding amount of share capital accounted for by those shares that are issued during the term of this authorization as part of a capital increase under exclusion of subscription rights pursuant to section 186, para. 3, sentence 4 of the German Stock Corporation Act. The maximum level of 10 % decreases further by the corresponding amount of share capital that is accounted for by those shares that are issued or are to be issued in order to service bonds with conversion or option rights, insofar as the bond was issued during the term of this authorisation under exclusion of subscription rights within section 186, para. 3, sentence 4 of the German Stock Corporation Act applying *mutatis mutandis*. The authorisation is for the benefit of the company. The statutorily prescribed option of the exclusion of subscription rights enables the company to take advantage of favourable stock exchange situations at short notice and, in so doing, to achieve an issue price as high as possible through a market-value price determination and thus to achieve the maximum strengthening of its equity capital. The property and voting right interests of the shareholders will be granted. In light of the limited volume, there is no disadvantage to the shareholders because the shares disposed of under exclusion of the shareholder's subscription rights may only be disposed of at a price that is oriented toward the stock exchange price at the time of the disposal. The shareholders have, in principle, the option of maintaining their shareholding quota through the purchase of shares at nearly the same conditions via the stock exchange.

The disposal of own shares may also occur against a contribution in kind. The company may therefore offer its own shares as consideration in connection with mergers between undertakings or the acquisition of business undertakings, divisions of business undertakings and participations in business undertakings. The

authorisation gives the company the leeway required for exploiting advantageous offers or any opportunities that may present themselves to acquire companies or capital interests in companies quickly and flexibly both on German and international markets. Transactions of this kind often favour consideration in the form of shares.

In addition, the company shall be put in a position whereby it can issue the shares as employee shares to employees of the company and any of its affiliated companies to provide employees with the opportunity within the framework of an employee share scheme, to participate in the company.

Furthermore, the company shall be enabled to use its own shares also for servicing bonds with warrants and/or convertible bonds which are issued or guaranteed by the company. In fact, the conditional capital 2008/II may be used for such bonds with warrants and/or convertible bonds issued by the company. However, the terms of the bonds with warrants and/or convertible bonds typically provide for the company satisfying further conversion requirements also through own shares. This option is also sensible in the interest of flexible handling. Thus we require the named authorisation for this purpose.

The Executive Board shall also be authorised, with the approval of the Supervisory Board, to exclude the subscription rights of shareholders in the disposal of the acquired shares within the scope of a tender offer to all shareholders of the company for fractional amounts. The exclusion of subscription rights for fractional amounts is necessary in order to make a disposal of own shares in the form of a tender offer technically feasible. The shares which are excluded from the subscription rights of the shareholders as free fractional shares will be utilised either via a sale on the stock exchange or in another manner that is in the best interests of the company.

The Executive Board will inform the next Annual General Shareholders' Meeting about the utilisation of the authorisation."

The preceding report of the Executive Board pursuant to section 71, para. 1, no. 8 in conjunction with section 186, para. 3 and 4 of the German Stock Corporation Act can be viewed on the business premises, Stadastr. 2-18, 61118 Bad Vilbel and in the Internet at www.stada.com/agm2009 as soon as the Annual General Shareholders' Meeting is convened. Upon request, any shareholder will receive a copy of this report by mail.

Participating in the Annual General Shareholders' Meeting

All shareholders recorded in the company's shareholder register on the day of the Annual General Shareholders' Meeting and who notify their intention to participate to the company by no later than June 3, 2009 at the address below, are entitled to attend the Annual General Shareholders' Meeting and exercise their voting rights.

STADA Arzneimittel AG
c/o Haubrok Corporate Events GmbH
Landshuter Allee 10
80637 Munich, Germany
fax: +49 (0) 89/21027288

At expiry of the registration deadline on June 3, 2009 at 12:00 p.m. and until the conclusion of the Annual General Shareholders' Meeting, no changes to the share register will be undertaken. Your notice of participation must be submitted within the time limit so as to enable us to issue the admission ticket requisite to exercise voting rights in time. The admission ticket will be exchanged for a ballot paper at the hall entrance prior to the beginning of the Annual General Shareholders' Meeting. The convening of the Annual General Shareholders' Meeting including the agenda along with the documents concerning registration and/or conferment of authority will be sent by the company unsolicited to all shareholders who are listed in the share register at least two weeks prior to the day of the Annual General Shareholders' Meeting.

Voting rights may also be exercised by an authorised representative, in particular by a credit institution or an association of shareholders. In such cases, the authorised persons are to be registered in due time by the shareholder or by the authorised person. Conferments of authority, insofar as they are not granted to a credit institute, a shareholder association or other persons pursuant to section 135, para. 9 of the German Stock Corporation Act, are to be submitted in writing. We advise that in the case of a conferment of authority to a credit institute, a shareholder association or other persons or institutions pursuant to section 135, para. 9 of the German Stock Corporation Act, these may require the authority in a particular form because, pursuant to section 135 of the German Stock Corporation Act, they must maintain documented proof of the authority.

We, once again, offer you the special service of being represented by the proxy representative of the company or an Advisory Board

member of the company in accordance with your instructions. Under the articles of association, the Advisory Board shall have the specific proxy to be at the disposal of the shareholders who do not wish to exercise their rights in the Annual General Shareholders' Meeting in person, and to act as their authorised representative in the Annual General Shareholders' Meeting.

Details on the conferment of authority can be found in the documentation that has been sent to the shareholders.

Pursuant to section 30b, para. 1, no. 1 of the German Securities Trading Act (Wertpapierhandelsgesetz – WpHG) we hereby inform:

At the convening of the Annual General Shareholders' Meeting 2009, STADA Arzneimittel AG issued a total of 58,759,820 registered shares with restricted transferability, granting 58,655,352 votes.

Any queries or proposals from shareholders must be exclusively forwarded to the company's following address:

STADA Arzneimittel AG
Legal Department
Stadastr. 2-18
61118 Bad Vilbel, Germany
fax: +49 (0) 6101/65295
E-Mail: hv2009@stada.de

Shareholders' proposals as well as nominations that are to be made accessible and which reach us by May 26, 2009 at 12:00 p.m., will be published without undue delay, upon receipt, on the Internet at www.stada.com/agm2009. After this date, any comments by management will also be published at that internet address.

The invitation to the Annual General Shareholders' Meeting is published in the electronic Federal Bulletin (Bundesanzeiger) dated April 27, 2009.

Bad Vilbel, April 2009

STADA Arzneimittel AG

The Executive Board

Route planner to the Annual General Shareholders' Meeting

Arriving by car*:

Autobahn A5 from Kassel and Basel/Mannheim:

Exit at Frankfurt Westkreuz to the A648 following the signs to "Stadtmitte/Messe", then the signs to "Stadtmitte/Congress C."

Autobahn A3 from Würzburg:

Cross over Frankfurter Kreuz on the A5, exit at Frankfurt Westkreuz to the A648 in direction to "Stadtmitte/Messe" and follow the signs to "Stadtmitte/Congress C."

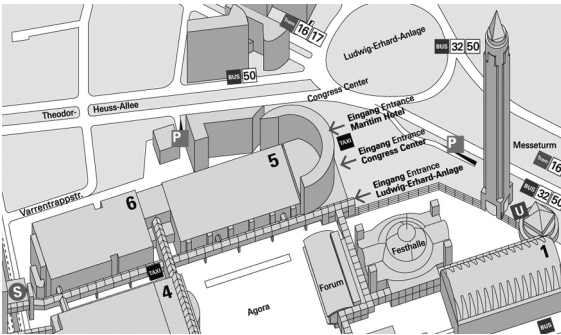
Autobahn A3 from Cologne:

At Wiesbadener Kreuz follow the A66 towards Frankfurt, then follow the signs to "Stadtmitte/Congress C." on the A648.

The number of parking spaces in the Messe Congress Center car park is limited. We will issue you with parking vouchers upon your registering for the Annual General Shareholders' Meeting.

Arriving by train/tram:

To Frankfurt am Main central station, then take the U4 tube to the "Festhalle/Messe" station or take tram line 16 or 17 to the "Festhalle/Messe" tram stop. You will be sent a combi-ticket together with your admission ticket to use RMV transport for the trip to or from the Frankfurt am Main Congress Center Messe which is valid on the entire RMV transport network.



In the interest of all participants, we will establish security measures that are customary for assemblies of this kind. This will include, among other things, a utilising a metal detector at the entrance to the meeting. In this connection, we ask you not to carry any dangerous items such as knives or scissors, since we will have to secure them into safekeeping until you leave the shareholders' meeting. We appreciate your understanding in this context. Also, please keep in mind that there could possibly be delays at the entrance to the meeting place – despite comprehensive preparations by the company. We hereby inform you that shareholders are not permitted to make video or audio recordings as well as stenographic transcripts.

*Please note: On October 1, 2008, the city of Frankfurt am Main introduced a low emission zone to mitigate the emission of particles (fine particles), in order to adhere to the threshold values under the German Federal Immission Control Act (Bundes-Immissionsschutzgesetz, BImSchG). Only vehicles marked with stickers (red, yellow or green) are permitted to enter the low emission zone. Frankfurt's low emission zone is the area within the highway belt created by the A5 in the West, the A3 in the South and the A661 in the East and North.



STADA Arzneimittel Aktiengesellschaft

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E-mail: info@stada.de

Chairman Supervisory Board: Dr. Eckhard Brüggemann
Executive Board: Hartmut Retzlaff (Chief Executive Officer)
Wolfgang Jeblonski
Christof Schumann

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