



Invitation to
the Annual
General Meeting

This is a convenience translation of the German Invitation to the Annual General Meeting of GEA Group Aktiengesellschaft. Only the German version of this document is legally binding.

This is to give our Shareholders notice of the **Annual General Meeting of GEA Group Aktiengesellschaft**, due to take place on Wednesday, 23 April 2008, at 10:00 a.m., at Luise-Albertz-Halle in Oberhausen, Düppelstraße 1 (Entrance "Hauptfoyer 1" / Danziger Straße), 46045 Oberhausen.

Agenda

1. Presentation of the adopted Annual Financial Statements of GEA Group Aktiengesellschaft and of the Consolidated Financial Statements at 31 December 2007 approved by the Supervisory Board, of the Group Management Report combined with the Management Report of GEA Group Aktiengesellschaft including the Explanatory Report on the information provided in accordance with § 289 Sect. 4, § 315 Sect. 4 Commercial Code as well as the Report of the Supervisory Board for the 2007 Fiscal Year

2. Resolution on the Appropriation of Profits

The Executive Board and the Supervisory Board recommend that the net earnings of GEA Group Aktiengesellschaft for the 2007 fiscal year in the amount of EUR 36,796,569.00 be appropriated as follows:

Distribution of a dividend of	EUR	0.20
per participating individual share certificate	EUR	36,796,569.00

The aforementioned amounts relating to the aggregate dividend payment consider the profit-participating shares existing at the date of notice. To the extent that on the day of the Annual General Meeting treasury stock should be available, the motion for resolution will be modified to the effect that the equivalent amount is to be brought forward to new account.

3. Ratification of the Acts of the Executive Board in the 2007 Fiscal Year

The Executive Board and the Supervisory Board recommend that the members of the Executive Board be discharged from responsibility for the 2007 fiscal year.

4. Ratification of the Acts of the Supervisory Board in the 2007 Fiscal Year

The Executive Board and the Supervisory Board recommend that the members of the Supervisory Board be discharged from responsibility for the 2007 fiscal year.

5. Election of the Auditor for Fiscal 2008

The Supervisory Board recommends that Deloitte & Touche GmbH Wirtschaftsprüfungsgesellschaft, Frankfurt am Main be elected auditor for the annual accounts of the Company and of the Consolidated Group for fiscal 2008.

6. Authorization to Acquire Treasury Stock

The Executive Board and the Supervisory Board propose that the following resolution be adopted:

- a) In accordance with § 71 Sect. 1 No. 8 AktG the Company is authorized to acquire treasury stock, but in total not more than at a volume corresponding to 10 % of the nominal capital. The acquisition may be effected on the market or by means of a public purchase offer addressed to all shareholders. In the case of acquisition on the stock exchange, the acquisition price must not overrun or underrun by more than 10 % (in each case excluding ancillary charges) the mean value of the stock prices (final auction prices of the GEA Group share in the XETRA trade and/or a comparable successor system replacing the XETRA system on the Frankfurt Stock Exchange) on the three trading days preceding in each case the date of acquisition. In the case of a public purchase offer, the bid price must not overrun or underrun by more than 20 % (in each case excluding ancillary charges) the mean value of the stock prices (final auction prices of the GEA Group share in the XETRA trade and/or a comparable successor system replacing the XETRA system on the Frankfurt Stock Exchange) on the last three trading days before the date of publication of the offer. In the case of acquisition by means of a public purchase offer addressed to all shareholders, the provisions of the German Securities Acquisition and Takeover Law (WpÜG) shall be observed if and inasmuch as they apply. If the subscription exceeds the volume of the public purchase offer, acceptance shall be by quota. This may involve preferential acceptance of smaller numbers up to 30 shares offered per shareholder. The authorization for the acquisition of treasury stock may be utilized wholly or partly, once or several times. It may also be utilized by subsidiary companies or entities in which the Company holds the majority of shares or by third parties acting on their behalf or for their account.
- b) The Executive Board is authorized, acting with the consent of the Supervisory Board, to dispose of the treasury stock acquired by virtue of this or a formerly granted authorization through channels different from the stock exchange or an offer to all shareholders if the acquired treasury stock is sold at a price which is not materially below the market price of the shares of GEA Group Aktiengesellschaft of the same category at the time of disposal. In this case, the number of the shares to be sold together with the new shares issued by virtue of the authorizations for capital increase with the exclusion of the subscription right under § 203 Sect. 1, § 186 Sect. 3 Sentence 4 AktG during the term of validity of the authorization according to this lit. b) as well as the shares to be issued to serve option or convertible bonds with attached option or conversion warrants or a conversion commitment to the extent that the bonds are issued during the term of validity of

this authorization with the exclusion of the subscription right in analogous application of § 186 Sect. 3 Sentence 4 AktG shall, in total, not exceed the limit of 10 % of the nominal capital.

Moreover, the Executive Board is authorized, acting with the consent of the Supervisory Board, to sell the shares acquired by virtue of this or a formerly granted authorization outside the stock exchange without offering the shares to all shareholders for acquisition at the ratio of their shareholding in the Company to the extent that this is done within the scope of company mergers or for the purpose of acquiring companies, shareholdings or investments in companies.

Furthermore, the Executive Board is authorized, acting with the consent of the Supervisory Board, to use the treasury stock acquired by virtue of this or a formerly granted authorization for supplying shares to the holders of option or convertible bonds of the Company or its Group companies in accordance with the option or convertible bond terms. This shall also apply to the provision of shares based on the exercise of subscription rights which may be granted in the case of the disposal of treasury stock by means of an offer to all shareholders to the holders of option warrants or convertible bonds of the Company or its Group companies to the extent to which the holders of option warrants or convertible bonds would have a subscription right to shares of the Company on exercising the option or conversion right or compliance with the option or conversion commitment. In this case, the number of shares to be transferred, inasmuch as these were issued or generated in compliance with conversion or option rights and/or conversion commitments in analogous application of § 186 Sect. 3 Sentence 4 AktG, jointly with the new shares issued on the basis of authorizations for a capital increase with the exclusion of the subscription right under § 203 Sect. 1, § 186 Sect. 3 Sentence 4 AktG during the term of validity of the authorization under this lit. b), as well as the shares to be issued to serve option or convertible bonds with option or conversion warrants or a conversion commitment, provided that the bonds are issued during the term of this authorization with the exclusion of the subscription right in analogous application of § 186 Sect. 3 Sentence 4 AktG shall, in total, not exceed the limit of 10 % of the nominal capital.

The Executive Board is also authorized, acting with the consent of the Supervisory Board, to sell the treasury stock acquired by virtue of this or a formerly granted authorization through channels other than the stock exchange or an offer to all shareholders in order to grant, in the event of capital increases against contribution, the holders of convertible participation rights issued on the basis of the authorizations given by the General Meeting of 24 February 1994 and with respect to which the conversion right was not waived, shares of the Company to the extent to which they could have acquired them on exercise of the conversion rights in connection with the capital measure. The treasury stock will be offered to the holders of convertible participation rights at the terms and conditions at which the shareholders may acquire shares in connection with the respective capital measure.

Finally, the Executive Board is authorized, acting with the consent of the Supervisory Board, to call in part or the total of the treasury stock acquired by virtue of this or a formerly granted authorization without further resolution of the Annual General Meeting. The Supervisory Board is authorized to amend the text of the Articles of Association in accordance with the scope of the capital reduction. The stock may also be called in without capital reduction by adjusting the proportional amount of the other individual share certificates in the nominal capital of the Company. In such a case, the Executive Board is authorized to adjust the indication of the number of individual share certificates in the Articles of Association.

The aforementioned authorizations for disposal also outside the stock exchange may be exercised wholly or in part, once or several times, individually or jointly. The acquisition and disposal of treasury stock may in each case be effected in the pursuit of one or several of the above-mentioned purposes. The shareholders' subscription right to treasury stock of the Company shall be excluded inasmuch as those shares are used in accordance with the above mentioned authorizations under lit. b).

- c) The authorization pursuant to lit. a) shall be valid until 22 October 2009. The authorization resolved on by the Annual General Meeting of the Company on 30 April 2007 in accordance with § 71 Sect. 1 No. 8 AktG will be canceled at the time of effectiveness of this new authorization resolution.

7. Amendment of § 3 of the Articles of Association

The German Transparency Directive Implementation Act ("TUG") which came into force in January 2007 calls for the consent of the Annual General Meeting to the electronic transmission of information to shareholders in addition to the individual approval of the respective shareholder. The Articles of Association are to be adapted accordingly in order to enable the Company to forward information to shareholders by way of remote data transmission as expressly recommended in para. 2.3.2 of the German Corporate Governance Code as amended on 14 June 2007 for inviting to the Annual General Meeting together with the documents of notice, provided that the requisite approval was given.

Hence the Executive Board and the Supervisory Board present the following motion for resolution:

§ 3 of the Articles of Association will be amended as follows: The current § 3 is becoming § 3 Sect. 1 and the following Sect. 2 is added:

„The Company is authorized to submit information to the shareholders by way of remote data transmission”.

8. Amendment of § 5 Sect. 2 of the Articles of Association

§ 5 Sect. 2 of the Articles of Association in its current wording specifies that the Executive Board may only determine the form and content of the share certificates and of the dividend coupons and renewal talons subject to the consent of the Supervisory Board. As the total nominal capital of the Company has meanwhile been documented in the form of global notes, the determination of the form and content of the share certificates as well as the dividend coupons and renewal talons is now only of subordinate importance so that the involvement of the Supervisory Board is unnecessary.

Hence the Executive Board and the Supervisory Board propose the following resolution to be taken:

§ 5 Sect. 2 of the Articles of Association will be reworded as follows:

“The form and content of the share certificates as well as the dividend coupons and renewal talons shall be determined by the Executive Board”.

9. Amendment of § 15 of the Articles of Association

§ 15 of the Articles of Association regulates the compensation for the Supervisory Board members. So far an attendance fee has not been envisaged for meetings of the Supervisory Board and Supervisory Board Committees. Such an attendance fee, which is common in public stock corporations, shall be introduced for participation in meetings of the Supervisory Board as well as the Presiding Committee and the Audit Committee.

Moreover, the wording of § 15 Sect. 2 of the Articles of Association is to be adapted. It provides for an additional annual compensation for the members of the Presiding Committee and of the Audit Committee. By contrast, members of the Mediation Committee shall not be entitled to an extra remuneration. The adjusted wording clarifies that this shall also apply to the newly established Nomination Committee.

The Executive Board and the Supervisory Board propose the following resolution to be taken:

§ 15 of the Articles of Association of the Company shall be revised as follows:

§ 15 Sect. 2 is redrafted as follows:

“Members of the Presiding Committee and of the Audit Committee shall additionally be entitled to an annual compensation of euro 25,000.00 for every committee membership. The committee chairman shall in each case receive twice this amount”.

Pursuant to § 15 Sect. 2 the following § 15 Sect. 3 will be added:

“In addition, members of the Supervisory Board shall receive after the end of the fiscal year for each meeting of the Supervisory Board and of the committees mentioned under Sect. (2) in which they participated, an attendance fee in the amount of euro 750.00”.

The current § 15 Sect. 3 will become § 15 Sect. 4.

The current § 15 Sect. 4 will become § 15 Sect. 5, to be reworded as follows:

“The members of the Supervisory Board shall be entitled to the compensation resulting from the current amendment of Sect. (1) and Sect. (2) from the 2004 fiscal year onwards, and the attendance fee pursuant to Sect. (3), from the beginning of fiscal 2008”.

Report relating to Item 6 on the Agenda

Report of the Executive Board pursuant to § 71 Sect. 1 No. 8 in conjunction with § 186 Sect. 4 Sentence 2 AktG

With respect to Item 6 on the Agenda, the Executive Board is rendering a written report in accordance with § 71 Sect. 1 No. 8, § 186 Sect. 4 Sentence 2 AktG stating the reasons for the suggested authorization to dispose of treasury stock through channels other than the stock exchange or safeguarding the principle of equal treatment and at the suggested issue price, as follows:

Pursuant to § 71 Sect. 1 No. 8 AktG, the Company is to be authorized, by way of cancellation of the existing authorization granted by the Annual General Meeting on 30 April 2007, to repurchase treasury stock at a volume of not more than 10 % of the nominal capital. The existing authorization, which according to statutory provisions can only be granted for 18 months, is expiring on 29 October 2008. With the suggested new authorization, the Company will be in a position to utilize, for the period up to 22 October 2009, the instrument of the acquisition of treasury stock in order to realize the benefits inherent in the acquisition of treasury stock in the interests of the Company and its shareholders. This authorization is governed by the statutory limits imposed by § 71 Sect. 2 AktG. Accordingly, the shares acquired by the Company for the purposes specified under § 71 Sect. 1 Nos. 1 through 3, 7 and 8 AktG together with other shares of the Company acquired by it and which are still in its possession must not represent more than 10 % of the nominal capital.

The suggested authorization provides for the right of the Executive Board, acting with the consent of the Supervisory Board, to sell the repurchased treasury stock through channels different from the stock exchange or an offer to all shareholders if the acquired treasury stock is sold at a price which is not materially below the market price of shares of the Company

under the same terms at the time of disposal. The sales price of the treasury stock will be finally determined timely before the disposal of the own shares. This authorization for disposal is limited to a total of not more than 10 % of the nominal capital of the Company. To determine the maximum limit, those shares will be imputed which are issued during the term of validity of this authorization from Authorized Capital as per § 4 Sect. 5 of the Articles of Association with the exclusion of the subscription right pursuant to § 203 Sect. 1, § 186 Sect. 3 Sentence 4 AktG. Moreover, those shares shall be imputed which are to be issued to serve option or convertible bonds with option or conversion warrants or a conversion commitment provided that the bonds are issued during the validity of this authorization with the exclusion of the subscription right in analogous application of § 186 Sect. 3 Sentence 4 AktG. The possibility of an exclusion of the subscription right is restricted by means of this imputation. Furthermore, if the treasury stock acquired is to be disposed of through channels other than the stock exchange or an offer to all shareholders, it may only be sold at a price which is not materially below the market price of shares of the Company under the same terms at the date of disposal. This measure is devised to appropriately safeguard the assets interests of the shareholders. In principle, the shareholders have the possibility to maintain their shareholding ratio by acquiring GEA Group shares on the market. The authorization is in the interests of both the Company and the shareholders because it provides greater flexibility for GEA Group Aktiengesellschaft. In particular, it allows the selective granting of shares to cooperation partners so that additional domestic and foreign shareholders can be attracted.

Furthermore, the acquisition of treasury stock is to enable the Company, on the basis of the suggested resolution for authorization, to act flexibly and cost effectively within the scope of its consistently pursued acquisition policy in connection with the acquisition of companies, for example in order to use treasury stock in certain cases as a counter value for company mergers or company purchases. International competition and the globalization of the economy increasingly call for this form of a counter performance. At present, there are no concrete plans for utilizing this authorization. In the case of utilization, the Executive Board will ensure that the interests of the shareholders are appropriately safeguarded. As a rule, in valuing the shares of the Company to be transferred as a counter performance, the Executive Board will take the market price as an orientation. A schematic linkage with the market price is not envisaged, however, especially in order not to jeopardize negotiation results once achieved, through fluctuations on the stock market. For the acquisition of companies, shareholdings or investments or for company mergers, currently Authorized Capital III is also available. In deciding on the way in which the shares needed for such a transaction are to be acquired, the Executive Board will solely be guided by the interests of the Company and its shareholders. The Executive Board will decide in agreement with the Supervisory Board.

In future, it may be reasonable for the Company or one of its Group companies to issue option or convertible bonds. To this end, it may be convenient to take account of the ensuing rights to the subscription of shares not through a capital increase but wholly or partly through treasury stock. That is why it is envisioned to use treasury stock for this purpose with the exclusion of the subscription right. The Executive Board will make such a decision subject to the consent of the Supervisory Board. By using treasury stock the dilution of the shareholders' shares which would otherwise occur when serving the option or conversion rights from

conditional capital is excluded. For deciding if treasury stock is to be provided or the conditional capital is to be utilized, the Executive Board will carefully ponder the interests of the Company and of the shareholders. When treasury stock is sold on the basis of an offer to all shareholders, the holders of option or conversion rights are to be granted subscription rights for shares of the Company to the extent to which they would have such subscription rights on exercising the option or conversion right. The concomitant exclusion of the shareholders' subscription right entails the benefit that the option or conversion price for the already issued option or conversion rights need not be reduced in accordance with the option and convertible bond terms for the purpose of dilution protection so that in this case the Company is receiving more funds overall when the option or conversion rights are exercised. The number of shares transferred by virtue of this authorization must not exceed 10 % of the nominal capital provided that the shares are used for meeting conversion or option rights and/or conversion commitments issued and/or generated in analogous application of § 186 Sect. 3 Sentence 4 AktG. To determine the maximum limit, those shares will be imputed which are issued during the validity term of this authorization from the Authorized Capital pursuant to § 4 Sect. 5 of the Articles of Association with the exclusion of the subscription right pursuant to § 203 Sect. 1, § 186 Sect. 3 Sentence 4 AktG. Also those shares will be imputed which are to be issued to serve option or convertible bonds with attached option or conversion warrants or a conversion commitment, to the extent that the bonds are issued during the validity of this authorization with the exclusion of the subscription right in analogous application of § 186 Sect. 3 Sentence 4 AktG.

In connection with capital measures, the Executive Board is also to be authorized, subject to the consent of the Supervisory Board, to offer the holders of convertible participation rights issued on the basis of the authorization granted by the General Meeting of the Company on 24 February 1994, shares of the Company for acquisition to the extent to which they could have acquired them on exercising their conversion rights by participating in the respective capital measure. However, the respective offer for the acquisition of shares of the Company is only to be made to those holders of convertible participation rights who did not waive the right for conversion of the participation rights into shares and the right to acquire shares in the case of capital increases against contribution. By way of this authorization it is possible to ensure a reasonable dilution protection in the case of capital measures for the holders of convertible participation rights which was provided under the participation rights terms. The granting of dilution protection in a different way, especially by paying value compensation, is not stipulated in the participation rights terms. In connection with capital measures, the holders of convertible participation rights will be offered the shares at the same terms and conditions at which shareholders may participate in the respective capital measure. The economic significance of this possibility of a different way of disposing of treasury stock is low; the aggregate nominal value of the currently still existent convertible participation rights is EUR 1,278.23.

Finally, the Executive Board is to be authorized by the Annual General Meeting to call in treasury stock with the consent of the Supervisory Board without any further resolution by the Annual General Meeting being required. In accordance with § 237 Sect. 3 No. 3 AktG, the authorization as suggested should provide for the right of the Executive Board to call in and cancel the shares without a capital reduction. By collecting shares without capital reduction, the proportional amount of the other individual share certificates in the nominal capital of the Company will rise. In this context, the Executive Board will be authorized to adjust the Articles of Association in respect of the changing number of individual share certificates.

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The following supporting documents are available for inspection by the shareholders from the day of notice of the Annual General Meeting, at the offices of the Company at Dorstener Str. 484, 44809 Bochum:

- Annual Financial Statements of GEA Group Aktiengesellschaft and Consolidated Financial Statements at 31 December 2007 approved by the Supervisory Board, the Group Management Report combined with the Management Report of GEA Group Aktiengesellschaft including the explanatory report on the information under § 289 Sect. 4, § 315 Sect. 4 Commercial Code as well as the Report of the Supervisory Board for the 2007 Fiscal Year and the recommendation of the Executive Board for the appropriation of profits
- Report of the Executive Board relating to Item 6 on the Agenda

On request, copies of the aforementioned documents and reports will be sent to each shareholder free of charge. The documents and the reports will also be available during the Annual General Meeting. In addition, they may be inspected on the internet at www.geagroup.com/de/ir/hauptversammlung.

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The nominal capital of the Company is subdivided into 183,982,845 individual share certificates with the same number of voting rights.

Prerequisites for attending the Annual General Meeting and exercising the voting right

Shareholders shall have the right to attend and vote at the Annual General Meeting if they announce their attendance **at the latest by Wednesday, 16 April 2008, 24:00 hrs CEST**. The notice of registration requires the text form and should be in German or English. Simultaneously with the registration, the shareholders have to provide evidence of their right to attend the Annual General Meeting. For this purpose, it is sufficient to present proof of their shareholding issued in text form by their deposit bank or financial service institution. Proof shall be furnished in German or English and relate to the commencement of the 21st day before the Annual General Meeting, i.e. **2 April 2008, 0:00 hrs CEST**.

The notice of registration and proof of entitlement must be submitted to the Company **at the latest by 16 April 2008, 24:00 hrs CEST**, at the following address:

GEA Group Aktiengesellschaft
c/o WestLB AG
vertreten durch dwpbank
Hauptversammlung
Wildunger Str. 14
60487 Frankfurt am Main
Fax: +49 (0) 69 5099-1110
E-mail: hv-eintrittskarten@dwpbank.de

On receipt by the Company of the notice of registration and proof of the shareholding, the shareholders will be sent admission tickets for the Annual General Meeting. In order to safeguard timely receipt of the tickets, the shareholders are requested to ensure that the notice of registration and proof of the shareholding are dispatched to the Company on time.

The voting right may be exercised by proxies or also by a bank or a shareholders' association. The authorization requires the text form unless it is granted to a bank or a shareholders' association. Those shareholders who have registered in compliance with the above prerequisites will be sent a form of authority that may be used for granting proxy voting right.

This year, too, we are offering our shareholders representation at the Annual General Meeting by proxies appointed by the Company. These proxies will exercise the right to vote exclusively on the basis of the instructions passed by the shareholder. Instructions to the company proxies require the text form and must be received by the Company jointly with the completed form of authority **at the latest by 21 April 2008, 24:00 hrs CEST**, to be sent to the following address:

GEA Group Aktiengesellschaft
c/o Computershare HV Services AG
Hansastr. 15
80686 München
Fax: +49 (0) 89 309037-4671
E-Mail: Meldedaten@computershare.de

Shareholder Motions and Proposals for Election

Motions and proposals for election by the shareholders shall be addressed exclusively to

GEA Group Aktiengesellschaft
Rechtsabteilung / Corporate Legal Department
Dorstener Str. 484
44809 Bochum
Fax: +49 (0) 234 980-1483
E-Mail: hv2008@geagroup.com

We will promptly publicize on the internet all motions and proposals for election submitted by shareholders as well as potential comments by the Administration at www.geagroup.com/de/ir/hauptversammlung.

Bochum, March 2008
The Executive Board

GEA Group Aktiengesellschaft
Dorstener Str. 484, 44809 Bochum
www.geagroup.com

GEA Group Aktiengesellschaft
Bochum
ISIN: DE0006602006
WKN: 660200