



– Convenience Translation –

Fresenius SE & Co. KGaA

- Ordinary bearer shares -

- ISIN DE0005785604/German Security Identification Number (WKN) 578 560 -

- Ordinary bearer shares (not publicly listed) -

- ISIN DE0005785620/German Security Identification Number (WKN) 578 562 -

Notifications according to Section 30b para. 1 sentence 1 No. 2 German Securities Trading Act (*Wertpapierhandelsgesetz – WpHG*)

**Notification according to section 30b para. 1 sentence 1 No. 2 German Securities Trading Act (*Wertpapierhandelsgesetz – WpHG*)
about the resolution on the authorization to purchase own shares**

The Annual General Meeting on May 16, 2014 of the company, resolved to cancel the unused authorization to purchase and use own shares and to exclude subscription rights granted by the Annual General Meeting on May 11, 2012 and to authorize the company to purchase and use own shares up to a maximum of 10% of the share capital until May 15, 2019. The basis for calculating the 10% limit is, in principle, the total share capital at the date of the adoption of the resolution by the Annual General Meeting. The increased total share capital shall be decisive upon entry into effect of the capital increase from company funds resolved under agenda item 7 of the Annual General Meeting on May 16, 2014. Own shares purchased on the basis of this resolution may be redeemed (*eingezogen*) without the requirement for further resolution by the Annual General Meeting on the redemption. The subscription rights of the shareholders with regard to the use of the own shares can be excluded. Further details and the full wording of the authorization are set out in the submission for resolution contained in agenda item 10 of the invitation to the Annual General Meeting of Fresenius SE & Co. KGaA as published in the Federal Gazette (*Bundesanzeiger*) on April 2, 2014.

**Notification according to Section 30b para. 1 sentence 1 No. 2 German Securities
Trading Act (*Wertpapierhandelsgesetz – WpHG*)
about the resolution on the authorization to utilize equity derivatives to purchase
own shares**

The Annual General Meeting on May 16, 2014, resolved to authorize the company to purchase own shares by using equity derivatives. The term of the individual derivatives may each be no more than 18 months, must expire no later than May 15, 2019, and must be selected in such a manner that, upon exercise of the derivatives, own shares cannot be purchased subsequent to May 15, 2019.

All equity derivatives used pursuant to this authorization may relate to a maximum number of shares that does not exceed a proportional amount of 5% of the share capital of the company. The basis for the calculation of the 5% limit is, in principle, the total share capital at the time of adoption of the resolution by the Annual General Meeting. Upon entry into effect of the capital increase from company funds resolved under agenda item 7 of the Annual General Meeting on May 16, 2014, the increased total share capital shall be decisive.

Shareholders have a right to tender their shares only to the extent that, by virtue of the derivative transactions, there is an obligation on the part of the Company to purchase the shares. Any further tender right is excluded.

Further details and the full wording of the authorization are set out in the submission for resolution contained in agenda item 11 of the invitation to the Annual General Meeting of Fresenius SE & Co. KGaA as published in the Federal Gazette (Bundesanzeiger) on April 2, 2014.

Bad Homburg v. d. Höhe, May 2014

Fresenius SE & Co. KGaA

**The General Partner
Fresenius Management SE
The Management Board**