



**Fresenius SE & Co. KGaA**  
**Bad Homburg v.d.H.**

*Convenience Translation*

- 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 -

**Announcement of capital increase from company funds  
with the issuance of new shares**

**with**

**Notification according to section 30b para. 1 No. 2 German Securities Trading Act  
(*Wertpapierhandelsgesetz – WpHG*) about the issuance of new shares, the  
adjustment of the Authorization for the Granting of Subscription Rights to  
Managerial Staff Members (*Führungskräfte*) and Members of the Management  
Board of the Company or an Affiliated Company in conjunction with the Capital  
Increase from Company Funds**

The Annual General Meeting of Fresenius SE & Co. KGaA, Bad Homburg v.d.H., on May 16, 2014 resolved, inter alia, to increase the share capital of the Company from company funds (sec. 207 ff. of the German Stock Corporation Act (*Aktiengesetz - AktG*)) while issuing two new no-par value shares to shareholders on each existing non-par value share.

Due to the continuous possibility of the beneficiaries under the employee benefit schemes to exercise the issued stock options or the rights under the issued convertible bonds and to subscribe shares of the Company, the share capital of the Company may change at any time. As a consequence, the specific amounts, of the capital increase from company funds and of the share capital of the Company as at the date of entry of the resolution into the Commercial Register could not have been precisely determined at the time of the resolution of the Annual General Meeting. In order to account for this legal peculiarity, the items in the resolution of the Annual General Meeting that would otherwise state precise amounts contained placeholders stating the exact arithmetic operations.

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The Supervisory Board was authorized by the Annual General Meeting to replace the placeholders in square brackets with the specific figures or amounts resulting from the described arithmetic operations on the basis of the share capital existing at the date of entry of the resolution into the Commercial Register, as well as to modify the wording of the amended provisions of the Articles of Association referred to in agenda item 7 in order to reflect the results of the arithmetic operations prevailing at such date. On July 22, 2014 the Supervisory Board of the Company resolved on the execution of the resolution of the Annual General Meeting referred to above.

By operation of law, the existing conditional capital is adapted to the changed circumstances (sec. 218 sent. 1 of the *AktG* in conjunction with sec. 278 para. 3 of the *AktG*). The Articles of Association were adjusted to provide clarification of these changed legal conditions. This relates not only to the volumes of the conditional capital expressed in Euro but also to the number of subscription shares which has tripled for each respective case.

Where the General Partner or the Supervisory Board of the General Partner has not yet used its authority to grant subscription rights to Managerial Staff Members (*Führungskräfte*) and Members of the Management of the Company or an Affiliated Company resolved under agenda item 8 of the Annual General Meeting on May 17, 2013 (Stock Option Program 2013), and thus no contractual relationship within the meaning of sec. 216 para. 3 sent. 1 of the *AktG* is substantiated, the authorization will be adapted to the amended capital structure with value-preserving effect on the effective date of the aforementioned resolved capital increase from company funds: the total volume of as yet ungranted subscription rights to each no-par ordinary share (non-par value share) of the Company will be increased in the same ratio as the share capital. The same applies to the subsets of the subscription rights that are attributable to individual bearers. The Articles of Association of the Company have been amended accordingly in Article 4 (8) (2).

The capital increase from company funds was implemented by converting a portion of the amount in the balance sheet as at Dezember 31, 2013 contained in "Free capital reserves" under "Capital reserves" in the amount of Euro 360,341,088 into share capital and by issuing 360,341,088 new ordinary bearer shares with a proportional amount of the Company's share capital represented by each share of Euro 1,00 and entitlement to dividend from January 1, 2014 („bonus shares"). The bonus shares accrue to the shareholders in proportion to their share in the current share capital at a ration of 1:2, meaning that two new ordinary bearer shares will be allocated additionally for every existing ordinary bearer share. The share capital of the Company amounts now to Euro 540,511,632

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and is divided into 540,511,632 ordinary bearer shares with a proportional amount of the Company's share capital represented by each share of Euro 1,00.

The full wording of the resolution is set forth under agenda item 7 of the Company's Annual General Meeting agenda, as published in the Federal Gazette (Bundesanzeiger) on April 2, 2014

The capital increase from company funds and the respective amendments in the Articles of Association were entered in the commercial register of the Local Court (*Amtsgericht*) of Bad Homburg v.d.H. on August 1, 2014 and thereby became effective.

The new share capital is represented by global certificates, which are deposited with Clearstream Banking AG, Frankfurt am Main. The shareholders' right to have their individual shares represented by certificates is excluded. The bonus shares will have the same International Securities Identification Numbers (ISIN) as the old ordinary bearer shares.

Since all shares of Fresenius SE & Co. KGaA are deposited in collective custody accounts held at banks, shareholders shall not be required to make any arrangements relating to the allocation of bonus shares. Allocation of the bonus shares, which is centralised at Commerzbank AG, Frankfurt am Main, will thus be effected for eligible shareholders at a ratio of 1:2 as of the effective date: the evening of August 1, 2014 by crediting them to their securities account. No commission or expenses will be charged to shareholders for the allocation of the bonus shares.

By law, the bonus shares shall be admitted to trading on the official market segment of Frankfurt Stock Exchange (Prime Standard), as well as of the Düsseldorf und München exchanges. As of August 4, 2014 the bonus shares will be deliverable on the stock exchange as interests in the aforementioned global certificates and will be taken into account in existing price determination for the old ordinary bearer shares for which as of the same date price determination will be effected „ex bonus shares“. Outstanding stock exchange orders shall lapse at the end of August 1, 2014.

Bad Homburg v.d.H., August 2014

**Fresenius SE & Co. KGaA**

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

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