

Proposal of the General Partner and the Supervisory Board of Fresenius SE & Co. KGaA on the allocation of the distributable profit for the financial year 2014 ended on December 31, 2014

Agenda item 2 of the Annual General Meeting 2015 of Fresenius SE & Co. KGaA: Resolution on the Allocation of the Distributable Profit

The General Partner and the Supervisory Board propose to allocate the distributable profit of Fresenius SE & Co. KGaA in the amount of Euro 239,216,369.95, shown in the annual financial statements for the financial year 2014, as follows:

Payment of a dividend of Euro 0.44 per share
on the 541,532,600 shares entitled to a dividend Euro 238,274,344.00

The dividend is payable on May 21, 2015.

Balance to be carried forward Euro 942,025.95

Euro 239,216,369.95

Bad Homburg v.d.H., April 2015

Fresenius SE & Co. KGaA

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