

- Convenience Translation -

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 2015 ended on December 31, 2015

Agenda item 2 of the Annual General Meeting 2016 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 300,198,550.02, shown in the annual financial statements for the financial year 2015, as follows:

Payment of a dividend of Euro 0.55 per share
on the 545,727,950 shares entitled to a dividend Euro 300,150,372.50

The dividend is payable on May 16, 2016.

Balance to be carried forward Euro 48,177.52

Euro 300,198,550.02

The number of shares entitled to a dividend rights may change prior to the General Meeting. In such cases, an appropriately adjusted proposal for the resolution on the allocation of the distributable profit shall be put to the General Meeting, based on an unchanged distribution of Euro 0.55 per share entitled to a dividend.

Bad Homburg v.d.H., March 2016

Fresenius SE & Co. KGaA

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