

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 2012 ended on December 31, 2012

Agenda item 2 of the Annual General Meeting 2012 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 196,035,999.39, shown in the annual financial statements for the financial year 2012, as follows:

Payment of a dividend of Euro 1.10 per share on the 178,188,260 shares entitled to a dividend	Euro 196,007,086.00
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The dividend is payable on May 20, 2013.

Balance to be carried forward	<u>Euro 28,913.39</u>
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	Euro 196,035,999.39
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Bad Homburg v.d.H., April 2013

Fresenius SE & Co. KGaA

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