

**The English translation of the Notice of Invalidation is not legally binding and for information purposes only.**



## **Fresenius SE**

**Bad Homburg v.d.H.**

### **Notice of invalidation of the now incorrect bearer ordinary and preference shares**

**ISIN DE0005785604**

**ISIN DE0005785620**

**ISIN DE0005785638**

The Annual General Meeting of Fresenius Aktiengesellschaft on June 10, 1999, resolved inter alia to change the denomination of the Company's capital stock from a denomination in par value shares to a denomination in no-par value shares and to convert the capital stock to euro. The corresponding amendments to the Company's Articles of Association were entered in the Commercial Register at the District Court in Bad Homburg v.d.H. on July 20, 1999.

Furthermore, the Extraordinary General Meeting of Fresenius Aktiengesellschaft on December 4, 2006, resolved inter alia to convert Fresenius Aktiengesellschaft into a European Company (*Societas Europaea*, SE). The conversion entered into effect with the registration of Fresenius SE in the Commercial Register at the District Court in Bad Homburg v.d.H. on July 13, 2007. The Company's name is now "Fresenius SE".

By virtue of these shareholder resolutions the tenor of the share certificates for ordinary shares and preference shares of our Company issued in the name of Fresenius Aktiengesellschaft and in par value denominations in DM has become incorrect.

The ordinary and preference bearer shares of our Company are now evidenced wholly by global certificates deposited with Clearstream Banking AG. Our Company's shareholders have co-ownership rights in the collective holding of ordinary and/or preference shares of our Company held by Clearstream Banking AG proportionally to their ownership interest in the Company.

By notice published three times in the electronic Federal Gazette (*Bundesanzeiger*) and in the *Frankfurter Allgemeine Zeitung* on December 13, 2007, January 17, 2008, and February 18, 2008, we requested the shareholders of our Company to surrender their now incorrect certificates for ordinary shares and preference shares issued in the name of Fresenius Aktiengesellschaft and in par value denominations in DM, together with the dividend coupon sheet containing the dividend coupons Nos. 17 to 20 and the renewal coupon, to Dresdner Bank AG, Frankfurt am Main, for conversion to the collective security deposit system by not later than March 20, 2008 inclusive, warning that otherwise they will be declared invalid.

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**All now incorrect share certificates issued in the name of Fresenius Aktiengesellschaft and in par value denominations in DM which have not yet been surrendered for conversion into co-ownership rights in a collective holding of shares of our Company maintained with Clearstream Banking AG are hereby declared invalid in accordance with Section 73 of the German Stock Corporation Act (AktG).**

The requisite permission in accordance with Section 73 of the German Stock Corporation Act (AktG) has been issued by decree of the District Court in Bad Homburg v.d.H. of November 21, 2007.

In exchange for the surrendered share certificates shareholders will receive co-ownership rights in the collective holding of ordinary and/or preference shares maintained with Clearstream Banking AG in proportion to their present ownership interest in the ordinary and/or preference shares of the Company. Since December 17, 2007, the ordinary and preference bearer shares of Fresenius SE are deliverable only via the collective security deposit system.

Bad Homburg v.d.H., April 2008

Fresenius SE  
The Management Board