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 2011 ended on December 31, 2011

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 454,816,258.12, shown in the annual financial statements for the financial year 2011, as follows:

Payment of a dividend of Euro 0.95 per share on the 163,237,336 shares entitled to a dividend Eurom 155,075,469.20

The dividend is payable on May 14, 2012.

Additions to other reserves Euro 299,700,000.00

Balance to be carried forward

\[
\begin{align*}
\text{Euro} & \quad 40,788.92 \\
\text{Euro} & \quad 454,816,258.12 \\
\end{align*}
\]

Bad Homburg v.d.H., March 2012

Fresenius SE & Co. KGaA

The General Partner

Fresenius Management SE

The Management Board