



**Fresenius SE & Co. KGaA**  
**– Convenience Translation –**

- Ordinary bearer shares -

- ISIN DE0005785604/German Security Identification Number (WKN) 578 560 -

- Ordinary bearer shares (not publicly listed) -

- ISIN DE0005785620/WKN 578 562 -

**Notification According to Section 30b para. 1 sentence 1 No. 2 German Securities  
Trading Act (*Wertpapierhandelsgesetz – WpHG*)**

**On the cancellation of the existing Authorized Capital I and the creation of a new  
Authorized Capital I, and resolution on the cancellation of the existing  
authorization to issue option bonds and/or convertible bonds, and on the creation  
of a new authorization to issue option bonds and/or convertible bonds**

The Annual General Meeting of Fresenius SE & Co. KGaA resolved on May 16, 2014 under agenda item 8 to cancel the existing Authorized Capital I and to authorize the General Partner, with the approval of the Supervisory Board, to increase the Company's share capital to a total of 120,960,000 euros (Authorized Capital I) through one or more issue(s) of new ordinary bearer shares against cash and/or contributions in kind until May 15, 2019.

The General Partner is authorized to exclude the shareholders' subscription rights with the consent of the Supervisory Board in the following cases: (1) to eliminate fractional amounts, (2) in the case of a capital increase for cash, if the issue price does not fall significantly below the stock market price of the shares already listed at the time the issue price is fixed with final effect by the General Partner, and the proportionate amount of the shares issued with exclusion of subscription rights does not exceed 10% of the share capital either at the time of the resolution on the authorization or at the time of utilization of the authorization.

If, during the period of validity of the Authorized Capital I until its utilization, other authorizations concerning the issue or the sale of the shares of the Company or the issue of rights which authorize or bind to the subscription of shares of the Company, are used and thereby the right of subscription is excluded in direct or analogous application of sec. 186 para. 3 sent. 4 German Stock Corporation Act, this has to be taken into consideration with regard to the abovementioned 10% limit, (3) in the case of a capital increase for contributions in kind for the purpose of acquiring a company, parts of a company or investing in a company.

The General Partner may only exercise the powers to exclude subscription rights to the extent that the proportional amount of all shares issued subject to an exclusion of subscription rights does not exceed 20% of the share capital, neither at the time when the authorizing resolution is adopted nor at the time when these powers are exercised. If, during the period of validity of the Authorized Capital I until its utilization, other authorizations concerning the issue or the sale of the shares of the Company or the issue of rights, which authorize or bind to the subscription of shares of the Company, are used and thereby exclude the right of subscription, this has to be taken into consideration with regard to the abovementioned 20% limit.

The General Partner is authorized to determine the further details regarding the implementation of capital increases from the Authorized Capital I with the consent of the Supervisory Board.

The full wording of the resolution is set forth under agenda item 8 of the Annual General Meeting of Fresenius SE & Co. KGaA, as published in the Federal Gazette (*Bundesanzeiger*) on April 2, 2014.

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The Annual General Meeting of Fresenius SE & Co. KGaA further resolved on May 16, 2014 under agenda item 9 to cancel the existing authorization to issue option bonds and/or convertible bonds as well as the associated Conditional Capital III of May 11, 2012. It was

resolved that until May 15, 2019, with the approval of the Supervisory Board, the General Partner is authorized to issue on one or more occasions, and also concurrently denominated in various tranches, bearer option bonds and/or convertible bonds or any combination of such instruments in the total par value of up to Euro 2.5 billion, and to grant the bearers of bonds option or conversion rights for a total of up to 48,971,202 ordinary bearer shares of the Company with a proportional amount of the share capital of up to Euro 48,971,202.00, as set forth in detail under the relevant terms and conditions of the bonds (hereinafter "Bond Conditions").

In order to grant shares to the holders of option bonds and convertible bonds which are issued in accordance with the basis of the aforementioned authorization, the share capital shall be increased by up to Euro 48,971,202.00 through issuing up to 48,971,202 ordinary bearer shares (Conditional Capital III). The conditional capital increase shall only be implemented to the extent that the holders of convertible bonds or of warrants from options bonds issued by Fresenius SE & Co. KGaA or by a Group Company up to May 15, 2019 on the basis of the authorization granted to the General Partner exercise their conversion/option rights, and as long as no other forms of settlement are used. The new shares are issued in accordance with the authorization resolutions set forth above on the determination of the conversion/option prices. The new ordinary bearer shares shall participate in the profits from the start of the fiscal year in which they are issued.

The new authorization as well as the creation of the Conditional Capital III are implemented according to the full wording of the resolution set forth under agenda item 9 of the Annual General Meeting's agenda, as published in the Federal Gazette (*Bundesanzeiger*) on April 2, 2014. The authorization contains, inter alia, regulations regarding the granting and exclusion of shareholders' subscription rights.

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The resolutions of the Annual General Meeting regarding the cancellation and creation of Authorized Capital I and the cancellation and creation of an authorization to issue option bonds and/or convertible Bonds as well as the related Conditional Capital III, were registered in the Commercial Register Bad Homburg v.d.H. on August 1, 2014.

Bad Homburg v. d. Höhe, August 2014

**Fresenius SE & Co. KGaA**

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