

**Form for Power of Attorney**

This form does not substitute registration for the General Meeting in due form.  
Please note the information on the following page.

**Person granting power of attorney**

\_\_\_\_\_  
Last name/Firm\*

\_\_\_\_\_  
Number of shares\*

\_\_\_\_\_  
First name\*

Admission ticket no\*

\_\_\_\_\_  
Postal code/City\*

\*Required fields (To find the information, please consult the admission ticket to the shareholder meeting that was sent to you after proper preregistration.)

**Power of Attorney to a Third Person**

I/We hereby authorize Dr. Thomas Richter, Bad Homburg vor der Höhe, and Mr. Matti Lüdtké, Glashütten, (Company-nominated proxies) under disclosure of my/our names each of them separately and with the right to subdelegate, to represent me/us at the General Meeting of Fresenius SE & Co. KGaA on May 18, 2018, and to exercise the voting right on my/our behalf according to my/our instructions set out below.

The personal attendance to the General Meeting of the person granting the power of attorney will be considered a revocation of the power of attorney.

<b>Resolution Proposals pursuant to Federal Gazette</b>	<b>YES</b>	<b>NO</b>
1. Resolution on the Approval of the Annual Financial Statements of Fresenius SE & Co. KGaA for the Fiscal Year 2017 .....	<input type="checkbox"/>	<input type="checkbox"/>
2. Resolution on the Allocation of the Distributable Profit .....	<input type="checkbox"/>	<input type="checkbox"/>
3. Resolution on the Approval of the Actions of the General Partner for the Fiscal Year 2017 .....	<input type="checkbox"/>	<input type="checkbox"/>
4. Resolution on the Approval of the Actions of the Supervisory Board for the Fiscal Year 2017 .....	<input type="checkbox"/>	<input type="checkbox"/>
5. Election of the Auditor and Group Auditor for the Fiscal Year 2018 and of the Auditor for the potential Review of the Half-Yearly Financial Report for the first Half-Year of the Fiscal Year 2018 and other Financial Information during the course of the year .....	<input type="checkbox"/>	<input type="checkbox"/>
6. Resolution on the Approval of the Revised Compensation System for the Members of the Management Board of the General Partner .....	<input type="checkbox"/>	<input type="checkbox"/>
7. Resolution on the Cancellation of the Existing Authorized Capital I and on the Creation of a New Authorized Capital I with Corresponding Amendment to the Articles of Association .....	<input type="checkbox"/>	<input type="checkbox"/>
8. Resolution on the Cancellation of the Existing Authorization to issue Option Bonds and/or Convertible Bonds dated May 16, 2014 and the Associated Conditional Capital III, and on the Creation of a New Authorization to issue Option Bonds and/or Convertible Bonds, on the Exclusion of Subscription Rights and on the Creation of Conditional Capital and corresponding Amendments to the Articles of Association .....	<input type="checkbox"/>	<input type="checkbox"/>
9. Resolution on the Cancellation of the Authorization to Purchase and Use Own Shares pursuant to sec. 71 para. 1 no. 8 of the German Stock Corporation Act granted by Resolution of the Annual General Meeting of May 16, 2014, and an Authorization to Purchase and Use Own Shares pursuant to sec. 71 para. 1 no. 8 of the German Stock Corporation Act and on the Exclusion of Subscription Rights .....	<input type="checkbox"/>	<input type="checkbox"/>
10. Resolution on the Re-Authorization to utilize Equity Derivatives to purchase Own Shares subject to Exclusion of any Tender Right .....	<input type="checkbox"/>	<input type="checkbox"/>

\_\_\_\_\_  
**Date, Signature(s) or other conclusion of declaration**

**Power of Attorney to a Third Person**

I/We hereby authorize

\_\_\_\_\_  
Last name/Firm

\_\_\_\_\_  
First name

\_\_\_\_\_  
Domicile

to represent me/us in the shareholder meeting mentioned above under disclosure of my/our names. The proxy encompasses exercising of all shareholder meeting related rights, including delegating the proxy authority. It is revoked by personal participation in the shareholder meeting by the party who issued the proxy.

\_\_\_\_\_  
**Date, Signature(s) or other conclusion of declaration**

## Notes regarding the Participation in the General Meeting and Voting Rights

### Notes regarding the Form for Power of Attorney

The form for power of attorney does not substitute registration for the General Meeting in due form. Please fill out the form completely and legibly. Please refer to your admission ticket for the required information on the person granting the power of attorney. You will receive the admission ticket after your registration for the General Meeting in due form. In case an unambiguous attribution of the form to the registration is not possible due to incomplete or illegible information, the voting right cannot be exercised by the proxy in the General Meeting.

### Personal Attendance to the General Meeting or Voting by Proxies

By using the admission ticket sent to you, you or a third person authorized by you may personally attend the General Meeting. If you would like to authorize a third person, please fill out the power of attorney as printed in the upper third of the admission ticket (see backside of admission ticket) or the power of attorney provided on the Company's homepage, and hand over the admission ticket to your proxy or forward to the Company the power of attorney granted to your proxy (to the address stated below).

The use of this form is not mandatory to authorize a third person. Pursuant to sec. 134 para. 3 sentence 3 in conjunction with sec. 278 para. 3 German Stock Corporation Act (Aktengesetz – AktG), the granting of the power of attorney, its revocation and the evidence of the authorization towards the Company require text form (sec. 126b German Civil Code (Bürgerliches Gesetzbuch – BGB)). Pursuant to sec. 134 para. 3 sentence 4 German Stock Corporation Act, the Company offers its shareholders to send the proof of the appointment of a proxy to the Company by e-mail (FreseniusSE-HV2018@computershare.de). A submission by e-mail shall preferably be made until Wednesday May 16, 2018, 6:00 p.m. CEST. The submission of the power of attorney is also possible by mail and by telefax exclusively to the address and/or fax number mentioned below. In this context, the above statements regarding the attribution of the power of attorney to the registration apply.

You remain entitled to personally attend the General Meeting after you have granted power of attorney to a third person. Your personal registration at the entrance of the General Meeting will be considered a revocation of the power of attorney.

### Power of Attorney/Instructions to a Company Proxy

If you are unable to personally attend the General Meeting and do not wish to authorize a third person to personally attend the General Meeting, you are offered the opportunity to authorize the Company-nominated proxies by using the overleaf form.

Please provide an instruction in respect of each resolution proposal. In each instance, your instructions relate to the resolution proposal as published in the Federal Gazette (Bundesanzeiger). In case of consent please check the Yes-box and in case of dissent please check the No-box. If no check mark is made, your instruction will be considered an abstention from voting. Double check marks will be considered invalid.

The power of attorney for the Company-nominated proxies and the instructions to them by using the overleaf form shall have been received by Wednesday May 16, 2018, 6:00 p.m. CEST. The power of attorney and the instructions to the Company-nominated proxies are to be addressed by mail, by telefax or by electronic means of communication (by e-mail) exclusively to the following address:

**Fresenius SE & Co. KGaA, Investor Relations, c/o Computershare Operations Center, 80249 München**

**Telefax-Nr.: +49 89 309037-4675**

**E-Mail: [FreseniusSE-HV2018@computershare.de](mailto:FreseniusSE-HV2018@computershare.de)**

The possibility to authorize the Company-nominated proxies in the General Meeting remains unaffected.

You remain entitled to personally attend the General Meeting after you have granted power of attorney to the Company-nominated proxies. The personal registration by you or your proxy at the entrance of the General Meeting will be considered a revocation of the power of attorney and the instructions given to the Company-nominated proxies.

Any counter-motions (Gegenanträge) of shareholders to be made available can be viewed on the website at [www.fresenius.com/annual-general-meeting](http://www.fresenius.com/annual-general-meeting).

You can support a counter-motion (Gegenantrag) exclusively aimed at rejecting the respective resolution proposal of the Management Board and/or Supervisory Board by giving a voting instruction contrary to such proposal.

Due to the lack of explicit instructions, power of attorney/instructions to Company-nominated proxies do not encompass the exercise of the voting right with respect to further motions raised, such as counter-motions to diverge in substance from the resolution proposals or motions regarding the proceedings. The votes will be treated as abstention from voting in such cases.

Please note that the Company-nominated proxies are exclusively appointed to exercise the voting right bound by instructions. The Company-nominated proxies are not available to exercise other shareholders' rights, such as to propose motions, to ask questions or to make declarations.

If you wish to have your shareholders' rights exercised beyond the extent covered by the Company-nominated proxies as described above, the voting right has to be exercised by you personally or by an authorised third person proxy.