

**Amendment of the Declaration by the Management Board of the general partner of Fresenius SE & Co. KGaA, Fresenius Management SE, and by the Supervisory Board of Fresenius SE & Co. KGaA on the German Corporate Governance Code pursuant to Section 161 German Stock Corporation Act (Aktiengesetz)**

The declaration by the Management Board of the general partner of Fresenius SE & Co. KGaA, Fresenius Management SE, (hereafter the Management Board) and the Supervisory Board of Fresenius SE & Co. KGaA, on the recommendations of the "Government Commission on the German Corporate Governance Code" published by the Federal Ministry of Justice (Justizministerium) in the official section of the Federal Gazette (Bundesanzeiger) (hereafter the Code) in the version of May 15, 2012 pursuant to section 161 German Stock Corporation Act (Aktiengesetz), shall be updated as follows:

- **Code number 5.3.2 sentence 3: Independence of the Chairman of the Audit Committee**

Pursuant to code number 5.3.2 sentence 3, the chairman of the Audit Committee shall be independent. Pursuant to code number 5.4.2 sentence 2, a Supervisory Board member is not to be considered independent in particular if he/she has personal or business relations with the company, its executive bodies, a controlling shareholder or an enterprise associated with the latter which may cause a substantial and not merely temporary conflict of interest.

The chairman of the Audit Committee of Fresenius SE & Co. KGaA, Prof. Dr. h.c. Roland Berger, is at the same time a shareholder of Roland Berger Strategy Consultants Holding GmbH and the honorary chairman of its Supervisory Board. The Fresenius Group plans in the context of a project in the course of the 2013 financial year to source advisory services from Roland Berger Strategy Consultants GmbH (hereafter RBSC), an associated enterprise of Roland Berger Strategy Consultants Holding GmbH. The remuneration for the services provided in this project may total up to €3 million. In the opinion of the Management Board and the Supervisory Board, these business relations do not constitute a substantial conflict of interest nor do they impair the performance of the duties of the chairman of the Audit Committee. For reasons of precaution, however, a deviation from code number 5.3.2 sentence 3 is

being declared, with a view toward the legal views taken concerning the question of independence and in the light of the scope of the remuneration involved in this consulting relationship.

Bad Homburg, May 2013

Management Board of the general partner of Fresenius SE & Co. KGaA, Fresenius Management SE, and Supervisory Board of Fresenius SE & Co. KGaA