



**Declaration by the Management Board and Supervisory Board
of Fresenius AG
on the recommendations of the
“Government Commission on the German Corporate Governance Code”
as amended on June 21, 2006 and
in accordance with Art 161 German Stock Corporation Act (AktG)**

The Management Board and the Supervisory Board of Fresenius AG declare that the recommendations of the „Government Commission on the German Corporate Governance Code“ published by the Federal Ministry of Justice in the official section on the electronic Federal Gazette have been and are being met. The Management Board and the Supervisory Board of Fresenius AG also intend to follow the recommendations of the German Corporate Governance Code in future. The following recommendations are the only ones not been or being applied:

- Disclosure of individual compensation for each member of the Management Board, according to clause 4.2.4, in our view limits the structuring of compensation so that it is differentiated by individual performance and responsibility. Therefore, this was not carried out in the past. Nonetheless, as from 2006 Fresenius will follow the legal requirements and the Code's recommendations and disclose the individual compensation for each member of the Management Board.
- Clause 4.2.3 recommends that stock options and similar instruments should be linked to demanding, relevant comparison parameters. This is not common practice internationally. As a global company, Fresenius competes on a worldwide basis for highly qualified staff. Therefore, under the current stock option plan it is possible to refrain from a success target. Clause 4.2.3 further recommends that for extraordinary, unforeseen developments a possibility of limitation (Cap) should be agreed for by the Supervisory Board as regards to stock options and comparable instruments. The currently valid stock option plan contains no corresponding regulation.

- According to clause 5.4.1 an age limit shall be specified for the members of the Supervisory Board. According to clause 5.1.2, the same shall apply for members of the Management Board. As in the past, Fresenius will refrain from introducing an age limit for members of the Management and Supervisory Boards since this would limit the selection of qualified candidates.
- According to clause 5.4.3 elections to the Supervisory Board shall be made on an individual basis. For purposes of the conversion into a SE, Fresenius has decided to appoint the six representatives of the shareholders of the first Supervisory Board of Fresenius SE by the statutes. This corresponds to the option for appointing members of the first Supervisory Board of a SE specified in the law (Art. 40, paragraph 2 sentence 2 of the SE Regulation). Hence, this difference refers only to the appointment of the first Supervisory Board of the future Fresenius SE. No further statement is linked to this decision for the future.

Bad Homburg v.d.H., November 28, 2006

Supervisory Board

Management Board