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February 5, 2021

FRESENIUS SE & CO. KGAA ANNOUNCES ENTRY INTO SUPPLEMENTAL INDENTURE AND EFFECTIVENESS OF PROPOSED AMENDMENTS

€450,000,000 4.000% Senior Notes due 2024

(ISIN (Regulation S): XS1026109204 / ISIN (Regulation 144A): XS1026109543)
(the *Notes*)

originally issued by Fresenius Finance B.V.

as succeeded by Fresenius SE & Co. KGaA (the *Issuer*)

The Notes are admitted to the Official List of the Luxembourg Stock Exchange and to trading on the Bourse de Luxembourg market segment thereof.

The Issuer announced today that it has received consents from the holders of a majority in aggregate principal amount of its outstanding €450,000,000 4.000% Senior Notes due 2024 (the *Notes*) pursuant to the consent solicitation in respect of such Notes (the *Consent Solicitation*). The Notes are governed by the Indenture dated as of February 11, 2014 by and among, *inter alios*, the Issuer and Deutsche Trustee Company Limited as trustee (the *Trustee*) (as amended, modified and supplemented from time to time, including by the First Supplemental Indenture dated as of July 29, 2016, the *Indenture*). The consents (the *Consents*) are upon the terms of, and subject to the conditions set forth in, the Consent Solicitation Statement dated as of February 1, 2021 and relate to certain proposed amendments (the *Proposed Amendments*) to the Indenture. Capitalized terms used but not defined in this announcement have the same meaning ascribed to them in the Consent Solicitation Statement.

As a result of the receipt of Consents from holders of a majority in aggregate principal amount of the Notes outstanding, the Issuer and the Trustee have executed a supplemental indenture (the *Supplemental Indenture*), which is now effective and which implements the Proposed Amendments. As a result, Consents that have been validly given are no longer revocable.

The Supplemental Indenture provides for the following Proposed Amendments: (A) an amendment to delete the requirement that a reconciliation to U.S. GAAP be provided in the event that the Issuer prepares its annual financial statements in accordance with IFRS, and (B) amendments to certain defined terms in the Indenture to replace references to the term “U.S. GAAP” with references to “the Accounting Principles” (which term encompasses U.S. GAAP, IFRS or other accounting standards as applicable.)

Upon the terms and subject to the satisfaction or waiver of all of the relevant conditions set forth in the Consent Solicitation Statement, the Issuer will pay a cash consideration of €1.00 for each €1,000 principal amount of the Notes (the *Consent Payment*) for which a Consent has been validly delivered prior to 4:00 P.M., London time, on February 5, 2021 (the *Expiration Time*), and has not been validly revoked prior to the effective time. The Consent Payment will be payable by the Issuer in consideration

for and in respect of the Consents to the Proposed Amendments. The expected date of payment of the Consent Payment is February 12, 2021. The Proposed Amendments will not become operative until the Consent Payment is made to the consenting holders of the Notes.

The Issuer has retained Deutsche Bank Aktiengesellschaft as solicitation agent (the *Solicitation Agent*) and Lucid Issuer Services Limited as information and tabulation agent (the *Information and Tabulation Agent*) in connection with the Consent Solicitation. Copies of the Consent Solicitation Statement may be obtained from the Information and Tabulation Agent at fresenius@lucid-is.com or +44 (0)207 704 0880. Any persons with questions regarding the Consent Solicitation should contact the Solicitation Agent (Attn.: Liability Management Group at +44 20 7545 8011).

This announcement is for information purposes only and does not constitute an offer to purchase Notes, a solicitation of an offer to sell Notes or a solicitation of consents from holders of the Notes and shall not be deemed to be an offer to purchase, a solicitation of an offer to sell or a solicitation of consents with respect to any securities of the Issuer or its affiliates.

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Disclaimers

This announcement has been prepared by the Issuer exclusively for information purposes. It does not constitute or include any advice or recommendation by the Issuer, the Solicitation Agent, the Information and Tabulation Agent or the Trustee (or any other person) regarding the securities of the Issuer or as to the merits of any transaction or the making of any investment decision. It does not constitute or include any confirmation or commitment by the Issuer, the Solicitation Agent, the Information and Tabulation Agent or the Trustee (or any other person) regarding the present or future value of the business of the Issuer, its securities, its affiliates or any of the Issuer's or their assets.

This announcement does not constitute an offer to sell or a solicitation of an offer to buy any securities of the Issuer or any other person in the United States or any other jurisdiction. This announcement is not directed at, or intended for distribution, publication, availability to or use by, any person or entity that is a citizen or resident or located in any locality, state, country or other jurisdiction, where such distribution, publication, availability or use would be contrary to law or regulation, or which would require any registration or licensing within such jurisdiction.

Forward-Looking Statements

This announcement includes statements, estimates, opinions and projections with respect to anticipated future performance of the Issuer ("forward-looking statements") which reflect various assumptions concerning anticipated results taken from the Issuer's current business plan or from public sources, which may or may not prove to be correct. Such forward-looking statements reflect the Issuer's expectations as of the date of this announcement, based on the Issuer's then current business plan and various other assumptions and involve significant risks and uncertainties and should not be read as guarantees of future performance or results and will not necessarily be accurate indications of whether or not such results will be achieved.

Although the Issuer believes that the expectations reflected in the forward-looking statements were reasonable at the time they were made, the Issuer can give no assurances that they will materialize or prove to be correct. Because these statements are based on assumptions or estimates and are subject to risks and uncertainties, the actual results or outcome could differ materially from those set out in the forward-looking statements. It is up to the recipient of this announcement to make its own assessment of the validity of such forward-looking statements and assumptions and no liability is accepted by the Issuer or any director, officer, employee, agent, partner, affiliate, manager or adviser of the Issuer or any other person in respect of the achievement of such forward-looking statements and assumptions. In particular, the Issuer and any director, officer, employee, agent, partner, affiliate, manager or adviser of the Issuer do not accept any liability whatsoever to any person, regardless of the form of action, including for any lost profits or lost opportunity, or for any indirect, special, consequential, incidental or punitive damages arising from any use of announcement, its contents or preparation or otherwise in connection with it, even if the Issuer or any director, officer, employee, agent, partner, affiliate, manager or adviser of the Issuer has been advised of the possibility of such damages.

Cautionary Statement

The communication of the Consent Solicitation Statement and any other documents or materials relating to the Consents is not being made, and such documents and/or materials have not been approved, by an authorized person for the purposes of section 21 of the Financial Services and Markets Act 2000 (the *FSMA*). Accordingly, the Consent Solicitation Statement is for distribution only to persons who: (a) have professional experience in matters relating to investments falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (as amended, the "Order"); (b) are persons falling within Article 43 of the Order; (c) are persons falling within Article 49(2)(a) to (d) ("high net worth companies, unincorporated associations etc.") of the Order; (d) are outside the United Kingdom; or (e) are persons to whom an invitation or inducement to engage in investment activity (within the meaning of section 21 of the *FSMA*) in connection with the issue or sale of any securities may lawfully be communicated or caused to be communicated (all such persons together being

referred to as “relevant persons”). The Consent Solicitation Statement is directed only at relevant persons and must not be acted on or relied on by persons who are not relevant persons. Any investment or investment activity to which the Consent Solicitation Statement relates is available only to relevant persons and will be engaged in only with relevant persons.

The making of the Consent Solicitation may be restricted by laws and regulations in some jurisdictions. Persons into whose possession the Consent Solicitation Statement comes must inform themselves about and observe these restrictions.