

**Proposal of the General Partner and the Supervisory Board of Fresenius SE & Co. KGaA on the allocation of the distributable profit for the financial year 2010 ended on December 31, 2010**

**Agenda item 2 of the Annual General Meeting 2011 of Fresenius SE & Co. KGaA: Resolution on the Allocation of the Distributable Profit**

The General Partner and the Supervisory Board propose to allocate the distributable profit of Fresenius SE & Co. KGaA in the amount of Euro 139,757,958.20, shown in the annual financial statements for the financial year 2010, as follows:

Payment of a dividend of Euro 0.86 per ordinary share on the 162.450.090 units of the ordinary shares entitled to a dividend Euro 139,707,077.40

The dividend is payable on May 16, 2011.

Balance to be carried forward Euro 50,880.80

Euro 139,757,958.20

Bad Homburg v.d.H., March 2011

**Fresenius SE & Co. KGaA**

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

**Management Board**