



Fresenius SE & Co. KGaA
– Convenience Translation –

- Ordinary bearer shares -
- ISIN DE0005785604/German Security Identification Number (WKN) 578 560 -

- Ordinary bearer shares (not publicly listed) -
- ISIN DE0005785620/WKN 578 562 -

**Notification According to Section 30b para. 1 sentence 1 No. 2 German Securities
Trading Act (Wertpapierhandelsgesetz – WpHG)**

New authorized capital and cancellation of previous authorized capital

The Annual General Meeting of Fresenius SE & Co. KGaA resolved on May 17, 2013 under agenda item 7 to authorize the General Partner, with the approval of the Supervisory Board, to increase the company's share capital to a total of 40,320,000 euros (Authorized Capital I) through one or more issue(s) of new ordinary bearer shares against cash and/or contributions in kind. The number of shares must increase in the same proportion as the share capital.

The shareholders shall be granted subscription rights in principle; the subscription rights may also be granted in such a way that new shares are taken up by a credit institution or a company operating according to sec. 53 para. 1 sent. 1 or sec. 53b para 1 sent. 1 or para. 7 of the German Banking Act (Kreditwesengesetz) (financial institution) or a consortium consisting of such credit or financial institutions with the obligation to offer the shares to the shareholders for subscription.

The General Partner is authorized to exclude the shareholders' subscription rights with the consent of the Supervisory Board in the following cases: (1) to eliminate fractional amounts, (2) in the case of a capital increase for cash, if the issue price does not fall significantly below the stock market price of the shares already listed at the time the issue price is fixed with final effect by the General Partner, and the proportionate amount of the shares issued with exclusion of subscription rights does not exceed 10% of the share capital either at the time of the resolution on the authorization or at the time of utilization of the authorization. If during the period of validity of the Authorized Capital I until its utilization, other authorizations concerning the issue or the sale of the shares of the company or the issue of rights which authorize or bind to the subscription of shares of the company, are used and thereby the right of subscription is excluded in direct or analogous application of sec. 186 para. 3 sent. 4 German Stock Corporation Act, this has to be taken into consideration with

regard to the abovementioned 10% limit, (3) in the case of a capital increase for contributions in kind for the purpose of acquiring a company, parts of a company or investing in a company.

The General Partner may only exercise the powers to exclude subscription rights to the extent that the proportional amount of all shares issued subject to an exclusion of subscription rights does not exceed 20% of the share capital, neither at the time when the authorizing resolution is adopted nor at the time when these powers are exercised. If, during the period of validity of the Authorized Capital I until its utilization, other authorizations concerning the issue or the sale of the shares of the company or the issue of rights, which authorize or bind to the subscription of shares of the company, are used and thereby exclude the right of subscription, this has to be taken into consideration with regard to the abovementioned 20% limit.

The General Partner is authorized to determine the further details regarding the implementation of capital increases from the Authorized Capital I with the consent of the Supervisory Board.

With the same resolution it was resolved to cancel the previous authorization to increase the share capital, so far not utilized, with effect of the new Authorized Capital being registered in the commercial register.

The full wording of the resolution is set forth under agenda item 7 of the Annual General Meeting's agenda, as published in the Federal Gazette (Bundesanzeiger) on April 3, 2013.

Cancellation of a conditional capital and creation of a new conditional capital

The Annual General Meeting of Fresenius SE & Co. KGaA resolved on May 17, 2013 under agenda item 8 to cancel the existing Conditional Capital I.

The same Annual General Meeting further resolved to conditionally increase the share capital by up to 8,400,000 euros through issuing up to 8,400,000 ordinary bearer shares (Conditional Capital IV). A new para. 8 was inserted into Article 4 of the Articles of Association. The conditional capital increase will only be implemented to the extent that subscription rights have been or will be issued in accordance with the Stock Option Program 2013 to members of the Management Board of Fresenius Management SE in their capacity as members of the management body of the General Partner of the Company, to members of the management of affiliated companies and managerial staff members (Führungskräfte) of the Company and affiliated companies within the framework of the Company's stock option program 2013.

The full wording of the resolutions is set forth under agenda item 8 of the Annual General Meeting's agenda, as published in the Federal Gazette (Bundesanzeiger) on April 3, 2013.

The resolutions of the Annual General Meeting were registered in the Commercial Register Bad Homburg v.d.H. on June 3, 2013.

Bad Homburg v. d. Höhe, June 2013

Fresenius SE & Co. KGaA
The General Partner
Fresenius Management SE
The Management Board