

Convenience Translation

Rules of Procedure for the Supervisory Board

of
FRESENIUS SE & Co. KGaA

as of December 11, 2012

§ 1

Chairman and Deputies

- (1) The supervisory board shall elect a chairman and two deputy chairmen from among its members for the duration of their term on the supervisory board. One of the deputy chairmen shall be elected by the supervisory board upon the nomination of the employee representatives.
- (2) For the election of the chairman of the supervisory board, the oldest among the shareholder representatives in terms of age shall take the chair; Section 4 para. 4 sent. 3 of these Rules of Procedure shall apply.

§ 2

Convening Meetings

- (1) The meetings of the supervisory board shall be convened in writing by the chairman in compliance with a notice period of 14 days. In urgent cases, this period may be shortened and the meeting may be convened via telefax, or by other electronic means of communication (e-mail, etc.) or by telephone.
- (2) Every member of the supervisory board or the management board of the general partner may request in writing, citing the purpose and the reasons therefore, that the chairman of the supervisory board shall convene a

meeting of the supervisory board without undue delay. The meeting must be held within 2 weeks after being convened.

- (3) If the request expressed by a member of the supervisory board or by the management board of the general partner is not met, the persons making the request may convene the supervisory board themselves by informing the others of the facts and by circulating the agenda.
- (4) The supervisory board shall meet at least once per calendar quarter and must meet at least twice per calendar half year.
- (5) When convening the meeting, the venue and the time of the meeting as well as the agenda are to be specified in the invitation. The agenda must list all of the items which are to be dealt with at the meeting. At the same time, suitable documents for discussion are to be made available to the members of the supervisory board, if possible, for all of the subjects of a resolution on the agenda.
- (6) With regard to items on the agenda which were not duly announced in advance, resolutions may only be adopted, if none of the supervisory board members present object and if absent supervisory board members are given the opportunity to object to the resolution or to subsequently cast their votes in writing within an appropriate period of time to be set by the chairman of the supervisory board.
- (7) As a general rule, meetings shall take place at the headquarters of the company or at any other location where the company conducts business. The supervisory board may deviate from this rule by a majority resolution in consultation with the management board of the general partner.
- (8) All of the members of the management board of the general partner are to be informed about the upcoming supervisory board meeting simultaneously with the dispatch of the invitation to the members of the supervisory board.
- (9) When scheduling the supervisory board meetings, the dates are to be coordinated in advance with the deputy chairmen of the supervisory board and the members of the management board of the general partner, and in

the event that the meeting is not being convened by the chairman of the supervisory board, then with the chairman of the supervisory board as well.

- (10) The chairman may postpone a meeting that has been convened. The new date is to be coordinated with the deputy chairmen.

§ 3

Duties and Rights of the Supervisory Board

- (1) The supervisory board conducts its activities pursuant to the laws, the Articles of Association and these Rules of Procedure.
- (2) The proceedings of the supervisory board shall be run by the chairman of the supervisory board, and in the event that he is hindered, by a chairperson to be designated by the chairman of the supervisory board. If no such chairperson is designated, the deputy chairman who has been elected from among the shareholder representatives shall take the chair.
- (3) The chairman of the supervisory board is responsible for representing the supervisory board towards third parties, in particular towards the general partner, the annual general meeting of shareholders, and the statutory auditor; the chairman is authorized to implement the resolutions of the supervisory board and to make the required declarations.
- (4) If reports or information are being provided to the supervisory board outside of a meeting of the supervisory board, such reports or information are to be made or given, respectively, to the chairman of the supervisory board, who will then inform the other members. If the chairman receives other important information in this capacity, he shall inform his deputies, and in the case of especially important information, all of the members.
- (5) If a member of the supervisory board desires a report from the general partner to the supervisory board (Section 90 para. 3 AktG (*German Stock Corporation Act*)), such member shall request this report through the

chairman of the supervisory board. The report is to be made to the supervisory board.

§ 4

Quorum, Passing of Resolutions

- (1) The chairman, or in the event that he is hindered, the chairman of the meeting designated by the chairman or, in case nobody has been designated, the chairman's deputy conducting the discussions will determine the order of the items to be discussed and how the votes are to be cast. He may adjourn the discussions and/or resolution pertaining to individual items of the agenda.
- (2) The supervisory board is quorate if half of the members of which it has to consist altogether participate in the adoption of a resolution. If no equal number of shareholders' representatives and of employees' representative on the supervisory board takes part in the passing of a resolution or if the chairman of the supervisory board does not take part, the passing of the resolution is, upon motion of at least two supervisory board members, to be postponed. Section 2 para. 1 and para. 5 of these Rules of Procedure apply to the new passing of a resolution; but it may also take place on the same day if the chairman of the supervisory board so directs.
- (3) Pursuant to Section 108 para. 4 AktG (*German Stock Corporation Act*) and Section 10 para. 2 sent. 3 of the Articles of Association of Fresenius SE & Co. KGaA, resolutions are also admissible in text form (Section 126b BGB (*German Civil Code*), namely in writing, via telefax or by other electronic means of communication (e-mail, etc.)) or by telephone. In this case, the chairman shall have to give the management board of the general partner the opportunity to present its standpoint to the members of the supervisory board prior to adopting a resolution.
- (4) The supervisory board shall decide with a simple majority of the votes participating in the resolution, unless other majorities are required by law. The submission of written votes shall be deemed participation in the resolution pursuant to Section 108 para. 3 AktG (*German Stock Corporation Act*); under

no circumstances will abstentions be deemed participation in the resolutions. In the event of a tie, the chairman and, if he does not participate, the deputy chairman who is a shareholder representative shall cast the deciding vote.

- (5) The resolution of the supervisory board pertaining to the mandate of the statutory auditor should occur at the meeting of the supervisory board immediately following the annual general meeting of shareholders in which the statutory auditor was elected by the annual general meeting of shareholders.

§ 5 Committees

- (1) The supervisory board may form committees to which decision-making authority may also be transferred within the framework of the statutory provisions. The number of committee members should comprise at least 3, but not more than 5. The chairman of the supervisory board may request to be a member of the committee.
- (2) Committee members shall be elected for the duration of their term of office on the supervisory board with the majority of the votes by the supervisory board members.
- (3) With the exception of the nomination committee, one supervisory board member who is an employee representative shall belong to every committee as a general rule. This member shall be nominated by the employee representatives on the supervisory board. If the supervisory board member nominated by the employee representatives on the supervisory board does not receive a majority of the votes for the committee, there shall be a second ballot. In this ballot, the supervisory board member who is an employee representative will be elected to the committee by the employee representatives on the supervisory board.
- (4) The rules made for the supervisory board shall apply to the committees analogously.

- (5) The provisions pertaining to the decisive vote in Section 4 para. 4 sent. 3 of these Rules of Procedure shall also be applied to the resolutions in the committees of the supervisory board, to which the chairman or his deputy belong, insofar as the latter is a shareholder representative.
- (6) The audit committee shall have the following duties:
- a) monitoring of the financial reporting process and of the audit of the financial statements; preliminary review of the annual financial statements, the consolidated statements, and the management report of Fresenius SE & Co. KGaA and of the group; preliminary review of the proposal for the appropriation of profits; discussion of the audit report with the statutory auditor; preparation of the decision of the supervisory board concerning the approval of the annual financial statements and the consolidated statements;
 - b) review of the quarterly financial statements and half-yearly financial reports (interim reports);
 - c) preparation of the proposal of the supervisory board to the annual general meeting of shareholders concerning the election of the statutory auditor, in particular to reviewing his independence and discussion of the additional services rendered by such statutory auditor;
 - d) after consultation with the general partner, issuing the mandate for the audit to the statutory auditor (with an agreement on the fees) for the annual financial statements and consolidated statements by virtue of the resolution adopted by the annual general meeting of shareholders, including the determination of the main areas of attention to be focused on during the audit and the agreement on the auditor's reporting duties towards the supervisory board;
 - e) monitoring of the effectiveness of the internal control system, the risk management system und the internal audit system as well as of the compliance.

- (7) Only shareholder representatives shall belong to the nomination committee. This committee shall propose suitable candidates to the supervisory board to be proposed to the annual general meeting of shareholders to fill seats on the supervisory board.
- (8) The following rules of procedure shall apply to the committees:
- a) Committees shall hold meetings as needed. Meetings shall be convened by the committee chairman. Section 4 para. 3 of these Rules of Procedure shall apply analogously;
 - b) Committees shall have a quorum if at least half of the number of members, but at least three members, participate in the resolution;
 - c) Supervisory board members who do not belong to the committee may attend the committee meetings as advisors, unless the chairman of the supervisory board decides otherwise (Section 109 para. 2 AktG (*German Stock Corporation Act*));
 - d) Section 10 of these Rules of Procedure pertaining to the minutes is to be applied to the committees accordingly, with the proviso that the minutes may only be sent to the members of the respective committees and to the members of the management board of the general partner who attended the meeting. If the content of the minutes is especially confidential, the dispatch of the minutes may be waived; the members of the committee may then be referred to their right to inspect the minutes;
 - e) Committee chairmen shall report on the work of the committees at the next supervisory board meeting.

§ 6

Attendance at Supervisory Board Meetings, Interpreting and Translations

- (1) The supervisory board may call in experts and persons who can provide information for consultations on individual items.
- (2) Every member of the management board of the general partner is authorized to attend the meetings of the supervisory board, unless the supervisory board decides otherwise for good reasons in individual cases.
- (3) Every supervisory board member shall have the right to claim that the supervisory board meetings be interpreted and the documents of the supervisory board as well as the minutes of meetings and resolutions be translated into the national language of his place of employment.

§ 7

Preparatory Discussions regarding Supervisory Board Meetings

- (1) Employee representatives and shareholder representatives should prepare every meeting of the supervisory board separately through preparatory discussions, if possible.
- (2) The management board of the general partner shall discuss the supervisory board documents with the employee representatives as part of such preparatory discussions. As a general rule, the management board of the general partner will be represented at the preparatory meetings of the employee representatives by its management board member responsible for labour and social issues.
- (3) Section 6 para. 3 of these Rules of Procedure is to be applied accordingly to the preparatory discussions pertaining to the supervisory board meetings.

§ 8
Resignations

A member of the supervisory board may resign his office, even without good cause, in compliance with a notice period of one month at any time by submitting a written declaration to the chairman of the supervisory board; the chairman of the supervisory board shall declare his resignation to that deputy who is a shareholder representative. The recipient of the declaration of resignation shall inform the chairman of the management board of the general partner and the other members of the supervisory board without undue delay.

§ 9
Secrecy

- (1) All supervisory board members shall have to maintain secrecy towards everyone about the proceedings of the supervisory board and about all confidential matters of the company which become known to the supervisory board members in connection with their office, unless there is a mandatory statutory duty of disclosure. In particular, secrecy has to be maintained with regard to any matters, indications or circumstances, which have been designated as being secret or confidential, or if it can be assumed, after a reasonable evaluation, that the company does not desire disclosure to third parties.

Furthermore, it is inadmissible to hand over to third parties any documents concerning the company, including the supervisory board member's own notes, to the extent that such documents are not documents which have already been published by the company in the same form. Any exceptions shall require the prior and explicit written consent of the chairman of the supervisory board after consultation with the chairman of the management board of the general partner.

- (2) The duty of secrecy shall not exist towards persons who are subject to a professional duty of secrecy by virtue of the law (lawyers, auditors and tax consultants), if and insofar as a supervisory board member is seeking advice

about his rights and duties as a supervisory board member and if the person who is subject to a professional duty of secrecy is not released from this duty of non-disclosure by the supervisory board member.

- (3) When his term of office ends, every supervisory board member shall return to the company all deeds and contracts and all confidential records, in particular but not limited to, any audit reports of the annual financial statements distributed, including all copies and extracts of such documents, under exclusion of any retention, with the exception of the minutes of the supervisory board meetings. The same shall apply to such documents which were distributed together with a reference to the member's duty to return such documents.
- (4) The duty of secrecy and the inadmissibility of passing on documents shall also exist, without restriction and without any time limits, after the term of office on the supervisory board ends.
- (5) The provisions of Sections 116, 93 AktG (*German Stock Corporation Act*) shall remain unaffected hereby.

§ 10

Minutes

- (1) Minutes, which are to be signed by the chairman of the meeting, are to be prepared for all of the meetings of the supervisory board. The minutes of resolutions adapted outside of meetings are to be signed by the chairman of supervisory board.
- (2) The venue and the time of the meeting, the participants, the items of the agenda, the tenor of negotiations and the resolutions adopted are to be indicated in the minutes.
- (3) Every supervisory board member may request that his vote and/or a summarized formal declaration be incorporated into the minutes.

- (4) A copy of the minutes is to be forwarded to every member of the supervisory board and to the management board of the general partner.

§ 11

Invalidity Clause

If any provision of these Rules of Procedure is invalid, this shall not affect the validity of the remaining content of these Rules of Procedure.