



Fresenius
Aktiengesellschaft
Bad Homburg v. d. H.

Invitation to the Ordinary General Meeting

ISIN: DE0005785604 // WKN: 578 560
ISIN: DE0005785620 // WKN: 578 562
ISIN: DE0005785638 // WKN: 578 563
ISIN: DE000A0MF0A4 // WKN: A0M F0A
ISIN: DE000A0MF0B2 // WKN: A0M F0B

We hereby invite our shareholders to attend the

Ordinary General Meeting

to be held at 10.00 a.m. on Wednesday, May 16, 2006 at the Congress Center
Messe Frankfurt, Ludwig-Erhard-Anlage 1, 60327 Frankfurt am Main.

Agenda

- 1. Presentation of the formally approved annual financial statements of Fresenius AG and the approved consolidated financial statements for the 2006 fiscal year. Presentation of the Management Reports for the Fresenius Group and Fresenius AG for 2006. Presentation of the Report of the Supervisory Board.**

- 2. Resolution on the appropriation of the distributable profits.**

The Management Board and the Supervisory Board propose that the distributable profits in the amount of EUR 89,084,284.77 shown in the annual financial statements should be used as follows:

Payment of a dividend of €0.57 per bearer ordinary share on the 77,176,938 ordinary shares entitled to dividend	€ 43,990,854.66
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Payment of a dividend of €0.58 per bearer preference share on the 77,176,938 preference shares entitled to dividend	€ 44,762,624.04
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The dividend is payable on May 17, 2007.

Balance to be carried forward	<u>€ 330,806.07</u>
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€ 89,084,284.77

3. Resolution on approval of the actions of the Management Board for the fiscal year 2006.

The Management Board and Supervisory Board propose that approval should be given.

4. Resolution on approval of the actions of the Supervisory Board for the fiscal year 2006.

The Management Board and Supervisory Board propose that approval should be given.

5. Election of the auditor for the fiscal year 2007.

The Supervisory Board proposes to elect KPMG Deutsche Treuhand-Gesellschaft Aktiengesellschaft Wirtschaftsprüfungsgesellschaft, Frankfurt am Main, as the auditor for the 2007 fiscal year.

Participation in the Ordinary General Meeting

Shareholders who wish to participate in the Ordinary General Meeting or to exercise their voting right have to register for the Ordinary General Meeting and prove their eligibility. The registration and proof of eligibility must be received by the company at

Fresenius AG
c/o Dresdner Bank AG
OSS SO Hauptversammlungen
Jürgen-Ponto-Platz 1
60329 Frankfurt am Main
Telefax: +49 (0)69/263-15263
E-Mail: tbhvservice@dresdner-bank.com

no later than May 9, 2007. For the purpose of proving eligibility, a special proof of share ownership issued by the custodian institution in text form in the German or English language is sufficient. The proof regarding shares which are not held in a collective custody account may also be issued by the company or by a bank against delivery of the shares. The proof of share ownership has to relate to the beginning of April 25, 2007.

The shareholder or his authorised representative will receive an admission ticket for the Ordinary General Meeting against submission of the proof of share ownership.

Each ordinary share grants one vote in the Ordinary General Meeting. The preference shares carry no voting rights.

Total number of shares and voting rights

77,271,093 ordinary shares and 77,271,093 preference shares are outstanding at the time of the invitation to the Annual General Meeting. Thereof, 77,271,093 ordinary shares have the right of participation and the voting right, and 77,271,093 preference shares have the right of participation in the general meeting.

Participation entitlement through special proof of share ownership

A shareholder may have his voting right or, respectively, his right to participate in the general meeting exercised by an authorised representative, e.g. by the custodian institution, a shareholders' association or any other person chosen by him. In addition, the company offers to its shareholders to authorise already prior to the general meeting employees designated by the company as proxies for the exercise of voting rights who are bound to the instructions given to them (*weisungsgebundene Stimmrechtsvertreter*). Those shareholders who wish to grant a power of attorney to the proxies for the exercise of voting rights designated by the company need an admission ticket to the Ordinary General Meeting for this purpose. The powers of attorney have to be submitted to the company in writing. The shareholders will receive documents and information in this regard together with the admission ticket to the Ordinary General Meeting. In order to ensure the timely receipt of the admission ticket, an order should be placed at the earliest convenience with the custodian institution.

Motions from shareholders

Motions pursuant to Section 126 para. 1 AktG are to be addressed exclusively to:

Fresenius AG

Investor Relations

Else-Kröner-Straße 1

61352 Bad Homburg v.d.H.

Telefax: +49 (0)6172/608-2488

Motions from shareholders which are to be made available will be published upon receipt at the Internet address

<http://www.Fresenius.de/InvestorRelations/Hauptversammlung>.

Bad Homburg v.d.H., April 2007

Fresenius Aktiengesellschaft

The Management Board