

#### CONVENIENCE TRANSLATION –

### INVITATION TO THE ANNUAL GENERAL MEETING

FRESENIUS SE & Co. KGaA Bad Homburg v.d.H.

ISIN: DE0005785604 // German Security Identification Number (WKN):

578560

ISIN: DE0005785620 // WKN: 578562 ISIN: DE000A13SS11 // WKN: A13SS1

We hereby invite our shareholders to the

### **Annual General Meeting**

to be held on Wednesday, May 20, 2015, at 10 a.m. at the Congress Center Messe Frankfurt, Ludwig-Erhard-Anlage 1, 60327 Frankfurt am Main.

### **Agenda**

1. Presentation of the Annual Financial Statements and the Consolidated Financial Statements each approved by the Supervisory Board, the Management Reports for Fresenius SE & Co. KGaA and the Group, the Explanatory Report of the General Partner on the Disclosures pursuant to sec. 289 paras. 4 and 5 and sec. 315 para. 4 of the German Commercial Code (Handelsgesetzbuch) and the Report of the Supervisory Board of Fresenius SE & Co. KGaA for the Fiscal Year 2014; Resolution on the Approval of the Annual Financial Statements of Fresenius SE & Co. KGaA for the Fiscal Year 2014

The Supervisory Board approved the annual financial statements drawn up by the General Partner and the consolidated financial statements pursuant to sec. 171 of the German Stock Corporation Act (*Aktiengesetz*). The annual financial statements are to be formally approved by the Annual General Meeting pursuant to sec. 286 para. 1 of the German Stock Corporation Act; the aforementioned documents are to be made available to the Annual General Meeting without the passing of any additional resolution being required.

The General Partner and the Supervisory Board propose that the annual financial statements of Fresenius SE & Co. KGaA for the fiscal year 2014 as presented, showing a distributable profit of Euro 239,216,369.95 be approved.

### 2. 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 239,216,369.95, shown in the annual financial statements for the fiscal year 2014, as follows:

Payment of a dividend of Euro 0.44 per share on the 541,532,600 shares entitled to a dividend

Euro 238,274,344.00

The dividend is payable on May 21, 2015.

Euro 942,025.95

Euro 239,216,369.95

### 3. Resolution on the Approval of the Actions of the General Partner for the Fiscal Year 2014

The General Partner and the Supervisory Board propose to approve the actions of the General Partner for the fiscal year 2014.

## 4. Resolution on the Approval of the Actions of the Supervisory Board for the Fiscal Year 2014

The General Partner and the Supervisory Board propose to approve the actions of the members of the Supervisory Board of the Company for the fiscal year 2014.

### 5. Election of the Auditor and Group Auditor for the Fiscal Year 2015

Upon recommendation of its Audit Committee, the Supervisory Board proposes to elect KPMG AG Wirtschaftsprüfungsgesellschaft, Berlin, as the auditor and group auditor for the fiscal year 2015.

### 6. Resolution on the Approval of Domination Agreements with Fresenius Kabi AG and Fresenius Versicherungsvermittlungs GmbH

In the Fiscal Year 2015, intercompany agreements were entered into between Fresenius SE & Co. KGaA, as the controlling company, and two companies, whose respective shares are wholly held by Fresenius SE & Co. KGaA. In detail, the mentioned intercompany agreements are:

- A Domination Agreement with Fresenius Kabi AG, dated March 12, 2015, and
- A Domination Agreement with Fresenius Versicherungsvermittlungs GmbH, dated March 12, 2015.

As a result of evolving rulings of the German Federal Fiscal Court (Bundesfinanzhof) on matters concerning organizational integration within the frame of tax unity for VAT purposes (Organschaft), the fiscal authorities have made corresponding modifications to the German Utilization Decree on VAT (Umsatzsteueranwendungserlass - UStAE). In order to ensure that the longstanding tax unity for VAT purposes between Fresenius SE & Co. KGaA, as controlling company, and Fresenius Kabi AG and Fresenius Versicherungsvermittlungs GmbH, as dependent companies, remains in full compliance with the relevant fiscal requirements it is necessary to enter into Domination Agreements in addition to the existing Profit and Loss Transfer Agreements. In the light of a review of Fresenius SE & Co. KGaA's various current organizational integration measures, Domination Agreements are now considered to be the best means to satisfy the demands for organizational integration required by the fiscal authorities.

The Domination Agreements between Fresenius SE & Co. KGaA and Fresenius Kabi AG and Fresenius Versicherungsvermittlungs GmbH have the following material content:

- Each dependent company shall place its management under the control of the controlling company. The controlling company shall be entitled to give instructions to the members of the management board or to the managing directors of the respective dependent company with regard to the management of the respective dependent company.
- Where a Profit and Loss Transfer Agreement exists between the respective parties, the provisions on loss compensation stipulated therein shall also apply to the Domination Agreement. Otherwise, the Domination Agreement contains a respective provision. In both cases, the controlling company shall be obligated to compensate each dependent company for losses pursuant to, or in accordance with, the provisions of sec. 302 of the German Stock Corporation Act (AktG), as amended.
- The agreements will enter into effect upon registration in the competent Commercial Register for the respective dependent company.
- The agreements will be entered into for an indefinite period. Each of the parties will be able to terminate the respective agreement at the end of any financial year of the respective dependent company, subject to a notice period of six months.
- The right to terminate the agreement for cause without notice shall remain unaffected. Cause shall include, but not be limited to, the controlling company no longer directly or indirectly holding the majority of the voting rights or capital of the respective dependent company, or upon the end of the respective Profit and Loss Transfer Agreement between the parties without such agreement being immediately replaced by another profit and loss transfer agreement.

In addition to the approval of the Annual General Meeting of Fresenius Kabi AG and the Shareholders Meeting of Fresenius Versicherungsvermittlungs GmbH, which were adopted by resolution dated April 1, 2015 for Fresenius Kabi AG and by resolution dated April 1, 2015 for Fresenius Versicherungsvermittlungs GmbH, the Domination Agreements described above also require the approval of the Annual General Meeting of Fresenius SE & Co. KGaA. The Domination Agreements will enter into effect upon their approval of the Annual General Meeting of Fresenius SE & Co. KGaA and their subsequent registration in the competent Commercial Register for Fresenius Kabi AG and for Fresenius Versicherungsvermittlungs GmbH in Bad Homburg v. d. H.

Pursuant to sec. 293a of the German Stock Corporation Act, the Management Board of the General Partner of Fresenius SE & Co. KGaA as well as the Management Board of Fresenius Kabi AG and the Management of Fresenius Versicherungsvermittlungs GmbH respectively have submitted a joint report.

From the date of convening the Annual General Meeting, the documents pertaining to this agenda item and other information pertaining to the Annual General Meeting will be made available on the company's website (www.fresenius.de). It will also be possible to access these documents during the course of the Annual General Meeting of the Company.

Neither examination of the Domination Agreements by a contract auditor nor a corresponding audit report were required, because all shares of Fresenius Kabi AG and Fresenius Versicherungsvermittlungs GmbH are held by Fresenius SE & Co. KGaA (sec. 295 para. 1 of the German Stock Corporation Act). For the same reason, neither compensation pursuant to sec. 304 of the German Stock Corporation Act nor severance payments pursuant to sec. 305 of the German Stock Corporation Act are to be granted in connection with the Domination Agreements.

The General Partner and the Supervisory Board propose to resolve as follows:

- a) The Domination Agreement between Fresenius SE & Co. KGaA and Fresenius Kabi AG dated March 12, 2015 is approved.
- b) The Domination Agreement between Fresenius SE & Co. KGaA and Fresenius Versicherungsvermittlungs GmbH dated March 12, 2015 is approved.

### 7. Election of a new member of the Supervisory Board

Pursuant to secs. 95 and 96 of the German Stock Corporation Act, sec. 22 in conjunction with secs. 24 and 25 of the Co-Determination of Employees in Cross-Border Mergers Act (MgVG) and Article 8 (1) and (2) of the Articles of Association, the Supervisory Board of Fresenius SE & Co. KGaA comprises six representatives each from the shareholders and the employees.

The election of a new member of the Supervisory Board is necessary because the Supervisory Board member, Dr. Gerhard Rupprecht, was fatally injured in an accident on August 8, 2014.

The Supervisory Board proposes to elect to the Supervisory Board as representative of the shareholders

Mr. Michael Diekmann, Chairman of the Board of Management of Allianz SE, resident in Munich.

with effect as of the close of this Annual General Meeting until the close of the Annual General Meeting which resolves on the ratification of actions of the Supervisory Board for the Fiscal Year 2015. In the event that he is elected to the Supervisory Board, Mr. Diekmann has expressed his intention to stand for the post of Deputy Chairman.

The Annual General Meeting will not be bound by this election nomination.

Mr. Diekmann holds official posts on statutory supervisory boards or comparable domestic or international control bodies of the following companies:

BASF SE (Deputy Chairman of the Supervisory Board) Linde AG (Deputy Chairman of the Supervisory Board) Siemens AG

Allianz Australia Ltd (Non-Executive Director)

The companies of the Fresenius Group maintain business relations with the Allianz Group under customary conditions. In the Financial Year 2014, the Fresenius Group paid the Allianz Group the net amount of €11.6 million (2013: €5.3 million) for insurance premiums. At the close of the Annual General Meeting of Allianz SE on May 6, 2015, Mr. Diekmann will stand down from the Management Board of Allianz SE. Thus, the Supervisory Board is of the opinion that there shall be no business or personal relations that are to be disclosed pursuant to sec. 5.4.1. of the German Corporate Governance Code at the point in time of the Annual General Meeting of Fresenius SE & Co. KGaA on May 20, 2015.

### 8. Resolution on the Election of a New Member to the Joint Committee

Article 13a of the Articles of Association of the Company stipulates that the Company shall have a Joint Committee consisting of two members of the Supervisory Board of the General Partner, delegated by the General Partner and two members of the Supervisory Board of the Company (Joint Committee).

The election of a new member of the Joint Committee is necessary because one of the members, Dr. Gerhard Rupprecht, was fatally injured in an accident on August 8, 2014.

Pursuant to Article 13b (4) and Article 8 (3) to (6) of the Articles of Association, the Supervisory Board proposes to elect to the Joint Committee

Mr. Michael Diekmann, Chairman of the Board of Management of Allianz SE, resident in Munich.

with effect as of the close of this Annual General Meeting until the close of the Annual General Meeting which resolves on the ratification of the actions of the Supervisory Board for the Financial Year 2015. Information on Mr. Michael Diekmann is set forth below in agenda item 7.

### **Total Number of Shares and Voting Rights**

At the time the Annual General Meeting is convened, 542,820,402 shares out of a total of 542,820,402 shares issued carry participation rights and voting rights.

# **Participation in the Annual General Meeting and Exercise of Voting Rights**Shareholders who wish to participate in the Annual General Meeting or to exercise their

voting rights must register for the Annual General Meeting and prove their eligibility.

The registration and proof of eligibility must be received by the Company at

Fresenius SE & Co. KGaA c/o Deutsche Bank AG Securities Production General Meetings Postfach 20 01 07 60605 Frankfurt am Main

Fax no.: +49 69 12012-86045 E-mail: WP.HV@db-is.com

at least 6 days prior to the Annual General Meeting, i.e. no later than May 13, 2015, 24:00 hours CEST. For the purpose of proving eligibility, a special proof of share ownership issued by the custodian in writing (*Textform*) in the German or English language is sufficient. The proof of share ownership has to relate to the start of April 29, 2015, i.e. 0:00 hours CEST (record date). The shareholder or his authorized representative shall receive an admission ticket for the Annual General Meeting against submission of the proof of share ownership.

In relation to the Company, a shareholder will only be deemed a shareholder entitled to participate in the Meeting and to exercise voting rights if the shareholder has submitted

the special proof of share ownership. The entitlement to participate in the Meeting and the scope of the voting rights are exclusively determined by the proven shares owned on the record date. The record date shall not result in a blocking period during which it is not allowed to sell shares. Even in the event of a full or partial sale of the shareholding following the record date, only the shares owned by the shareholder on the record date will be relevant for participation in the Meeting and the scope of the voting rights, i.e. a sale of shares, if any, after the record date will not affect entitlement to participate in the Meeting and the scope of the voting rights. This also applies mutatis mutandis if (additional) shares are purchased after the record date. Persons who do not own any shares on the record date, and become shareholders only after the record date, are not entitled to participate in the Meeting and to exercise voting rights. The record date does not constitute a relevant date with respect to the entitlement to dividends.

Each share grants one vote in the Annual General Meeting.

### **Voting Procedure**

### Voting by proxies

A shareholder may also instruct an authorized representative, e.g. the custodian bank, an association of shareholders or any other person of his choice, to exercise his voting right in the Annual General Meeting. A registration of the shareholder, including proof of share ownership, in due time in accordance with the aforesaid will also be necessary in case of a voting by proxy.

Pursuant to sec. 134 para. 3 sent. 3 in conjunction with sec. 278 para. 3 of the German Stock Corporation Act, the power of attorney must be granted and revoked, and the authorization evidenced, to the Company in writing (*Textform*) (sec. 126b German Civil Code (*Bürgerliches Gesetzbuch*). Shareholders wishing to authorize a proxy should use the form of the power of attorney they will receive together with the admission ticket. The power of attorney respectively the evidence of the authorization must either be presented on the day of the Annual General Meeting or be sent to the Company at the following address:

Fresenius SE & Co. KGaA Investor Relations c/o Computershare Operations Center 80249 Munich

Fax no.: +49 89 309037 4675

E-mail: FreseniusSE-HV2015@computershare.de

For organizational reasons, if the power of attorney or the proof of the power of attorney is submitted to the Company in advance at the postal address, fax number or e-mail address stated above, we request that this be done by 6 p.m. CEST on Monday, May 18, 2015.

Pursuant to Article 15 (4)(3) of the Articles of Association, it is determined that a power of attorney can be revoked by appearing in person at the Annual General Meeting.

If the power of attorney is granted to a credit institution or any other individual, association of shareholders or institution treated as equivalent to the aforesaid pursuant to sec. 135 para. 8 and para. 10 in conjunction with sec. 125 para. 5 of the German Stock Corporation Act and sec. 278 para. 3 of the German Stock Corporation Act, in general, particularities are to be considered which are to be requested from the respective authorized proxy. Pursuant to sec. 135 para. 1 sent. 2 of the German Stock Corporation Act, the power of attorney must be kept by the proxy in a verifiable form. Such power of attorney must be complete and may only contain declarations associated with the exercise of voting rights. Shareholders wishing to issue a proxy authorization to

a credit institution, an association of shareholders or any other individual or institution treated as equivalent to the aforesaid are requested to reach agreement with the same on the form of the power of attorney.

### Voting by Company proxies

In addition, in advance of the Annual General Meeting, the Company offers its shareholders the possibility of authorizing Company-nominated employees, who are bound by instructions given to them (weisungsgebundene Stimmrechtsvertreter), as proxies for the exercise of voting rights. Those shareholders who wish to grant a power of attorney to the proxies nominated by the Company also have to register for the Annual General Meeting and prove their eligibility as aforesaid. The power of attorney and the instructions to the proxies nominated by the Company shall be in writing (Textform) and must be granted by using the form the shareholders receive together with the admission ticket to the Annual General Meeting. The completed form may also be submitted to the Company prior to the Annual General Meeting at the following address:

Fresenius SE & Co. KGaA Investor Relations c/o Computershare Operations Center 80249 Munich

Fax no.: +49 89 309037 4675

E-mail: FreseniusSE-HV2015@computershare.de

In this case, for organizational reasons, the form must be received by the Company by 6 p.m. CEST on Monday, May 18, 2015, at the postal address, fax number or e-mail address stated above. This does not affect the option of authorizing the Company-nominated proxies during the course of the Annual General Meeting.

The Company proxies are to vote in accordance with the instructions issued by the shareholders. If no instructions are issued, the power of attorney shall be invalid. Please note that the proxies are unable to accept any authority or instructions for exercising the right to speak and to ask questions, to submit motions or to file objections against shareholders' resolutions adopted at the Annual General Meeting and that proxies will always abstain from voting in respect of resolutions proposed by shareholders during the Annual General Meeting which have not been announced prior to the Annual General Meeting.

### **Shareholder Rights**

Motions by shareholders to amend the agenda pursuant to sec. 122 para. 2 in conjunction with sec. 278 para. 3 of the German Stock Corporation Act

Shareholders whose aggregate shareholding equals or exceeds 5% of the share capital or a pro-rata amount of Euro 500,000 may request that items be included in the agenda and published. Any such request must be made in writing to:

Fresenius SE & Co. KGaA Management Board of the General Partner Fresenius Management SE Attn.: Dr. Jürgen Götz Else-Kröner-Strasse 1 61352 Bad Homburg v.d.H.

The request must be received by the Company at the above address at least 30 days prior to the Annual General Meeting, i.e. the request must be received by April 19, 2015, 24:00 hours CEST. Each new item must be substantiated or accompanied by a proposal for resolution.

# Motions and election proposals by shareholders pursuant to secs. 126 para. 1 and 127 in conjunction with sec. 278 para. 3 of the German Stock Corporation Act

Shareholders may file motions regarding individual agenda items (cf. sec. 126 para. 1 of the German Stock Corporation Act in conjunction with sec. 278 para. 3 of the German Stock Corporation Act); this also applies to proposals for the election of members of the Supervisory Board or of auditors (cf. sec. 127 in conjunction with sec. 278 para. 3 of the German Stock Corporation Act).

Pursuant to sec. 126 para. 1 in conjunction with sec. 278 para. 3 of the German Stock Corporation Act, motions by shareholders, including the shareholder's name, a statement of grounds for the motion and any comments by the Management, if any, are to be made available to the relevant authorized persons listed in sec. 125 paras. 1 to 3 in conjunction with sec. 278 para. 3 of the German Stock Corporation Act (as for example shareholders, among others, who so request) in accordance with the conditions set forth therein, provided that the shareholder has sent a counter motion opposed to a proposal of the General Partner and/or the Supervisory Board in respect of a certain agenda item, including a statement of grounds for the counter motion, to the Company at the address set forth below, no later than 14 days prior to the Annual General Meeting, i.e. the counter motion must be received by May 5, 2015, 24:00 hours CEST. The aforementioned information must be made available via the Company's website. A counter motion need not be made available if one of the exceptions pursuant to sec. 126 para. 2 in conjunction with sec. 278 para. 3 of the German Stock Corporation Act applies. The statement of grounds need not be made available if it exceeds a total of 5,000 characters.

The right of each shareholder to make counter motions regarding the various agenda items during the Annual General Meeting without advance communication to the Company remains unaffected. Please note that any counter motions which have been sent to the Company in advance and in due time will only be considered in the Annual General Meeting if they are submitted orally during the Meeting.

No statement of grounds need be provided for election proposals made by shareholders pursuant to sec. 127 in conjunction with sec. 278 para. 3 of the German Stock Corporation Act. Election proposals need not be made available by the General Partner if they do not contain the name, the exercised profession and the place of residence of the nominees and, in case of an election of members of the Supervisory Board, information on their membership in other supervisory boards, the constitution of which is required

under existing law (cf. sec. 127 sent. 3 in conjunction with sec. 124 para. 3 sent. 3 and sec. 125 para. 1 sent. 5 of the German Stock Corporation Act in conjunction with sec. 278 para. 3 of the German Stock Corporation Act). Pursuant to sec. 127 sent. 1 in conjunction with sec. 126 para. 2 of the German Stock Corporation Act in conjunction with sec. 278 para. 3 of the German Stock Corporation Act, there are further circumstances under which election proposals do not need to be made available via the website. In all other respects, the requirements and provisions for making motions available apply mutatis mutandis.

Any motions or election proposals of shareholders pursuant to sec. 126 para. 1 and sec. 127 in conjunction with sec. 278 para. 3 of the German Stock Corporation Act shall be sent exclusively to:

Fresenius SE & Co. KGaA Investor Relations Else-Kröner-Strasse 1 61352 Bad Homburg v.d.H.

Fax no.: +49 (0) 61 72 / 608 24 88

E-mail: ir-fre@fresenius.com

Any motions and election proposals of shareholders which are to be made available will be published in accordance with the aforesaid conditions on the Company's website at www.fresenius.com under Investor Relations/Annual General Meeting. Comments of the management, if any, will also be published on that website.

## Information right pursuant to sec. 131 para. 1 in conjunction with sec. 278 para. 3 of the German Stock Corporation Act

At the Annual General Meeting, the General Partner shall, upon request, provide each shareholder with information regarding the matters of the Company to the extent such information is necessary for a proper evaluation of the relevant item on the agenda (cf. sec. 131 para. 1 in conjunction with sec. 278 para. 3 of the German Stock Corporation Act). The General Partner's duty to provide information also extends to the Company's legal and business relationships with any affiliated company as well as to the situation of the Group and the companies included in the consolidated financial statements. Any request for information must, in principle, be submitted orally at the Annual General Meeting during the course of discussion.

The information shall comply with the principles of conscientious and accurate accountability. The General Partner may refuse to provide information under the conditions set forth in sec. 131 (3) in conjunction with sec. 278 para. 3 of the German Stock Corporation Act. Pursuant to Article 17 (2) of the Articles of Association, the chairman of the Meeting may reasonably restrict the time granted to shareholders within the scope of their right to ask questions and to speak; in particular, he shall have the right to determine a reasonable time frame for the conduct of the Annual General Meeting, for individual agenda items, or for individual speakers either at the beginning or during the Annual General Meeting.

### **Annual General Meeting Documents**

As of the day of publication of this invitation, the following documents will be available, together with this notice, for inspection by the shareholders at the offices of Fresenius SE & Co. KGaA (Else-Kröner-Strasse 1, 61352 Bad Homburg v.d.H.):

- Financial statements of Fresenius SE & Co. KGaA for the year ended December 31, 2014, approved by the Supervisory Board
- Management Report of Fresenius SE & Co. KGaA for the fiscal year 2014
- IFRS consolidated financial statements of Fresenius SE & Co. KGaA for the year ended December 31, 2014, approved by the Supervisory Board

- IFRS Group Management Report of Fresenius SE & Co. KGaA for the fiscal year 2014
- U.S. GAAP Annual Report 2014 of the Fresenius Group, including, amongst others, the report of the Supervisory Board, the corporate governance declaration and the remuneration report for the fiscal year 2014
- Proposal of the General Partner and the Supervisory Board on the allocation of the distributable profit for the fiscal year 2014 ended December 31, 2014
- Explanatory report of the General Partner relating to the disclosures provided in accordance with secs. 289 paras. 4 and 5, 315 para. 4 of the German Commercial Code
- The Domination Agreement between Fresenius SE & Co. KGaA and Fresenius Kabi AG dated 12 March 2015;
- The Domination Agreement between Fresenius SE & Co. KGaA and Fresenius Versicherungsvermittlungs GmbH dated 12 March 2015;
- Financial statements and annual reports of the Company for the fiscal years 2012, 2013, 2014;
- Financial statements and annual reports (except where they do not exist due to exemption pursuant to sec. 264 (3) of the German Commercial Code – Handelsgesetzbuch) of Fresenius Kabi AG and Fresenius Versicherungsvermittlungs GmbH 2012, 2013, 2014;
- The joint report on the Domination Agreement dated March 2015 in accordance with sec. 293a of the German Stock Corporation Act by the General Partner of the Fresenius SE& Co. KGaA, Fresenius Management SE, as the controlling company, and the members of the management board of Fresenius Kabi AG
- The joint report on the Domination Agreement dated March 2015 in accordance with sec. 293a of the German Stock Corporation Act by the General Partner of the Fresenius SE& Co. KGaA, Fresenius Management SE, as the controlling company, and the managing directors of Fresenius Versicherungsvermittlungs GmbH

The above documents will also be made available at the Annual General Meeting of the Company.

### **Publications on the Website**

The information pursuant to sec. 124a in conjunction with sec. 278 para. 3 of the German Stock Corporation Act regarding the Annual General Meeting (among other things, the invitation, documents to be made available, forms of proxy and for issuing instructions, applications by shareholders, if applicable) as well as further explanations concerning the rights of shareholders pursuant to sec. 122 para. 2 in conjunction with sec. 278 para. 3 of the German Stock Corporation Act, and pursuant to secs. 126 para. 1, 127 and 131 para. 1 of the German Stock Corporation Act in conjunction with sec. 278 para. 3 of the German Stock Corporation Act, are made available to shareholders on the Company's website at www.fresenius.com under Investor Relations/Annual General Meeting. It is intended to broadcast the speech of the Chairman of the Management Board in audio and video form on the Internet.

Bad Homburg v.d.H., April 2015

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

### Other disclosures

# Disclosures on the choice of candidate for the Supervisory Board proposed under agenda item 7 and the candidate for the Joint Committee proposed under agenda item 8

Michael Diekmann Chairman of the Board of Management of Allianz SE, Munich

Personal details:

Date of birth: December 23, 1954 Place of birth: Bielefeld, Germany

Education:

1973 – 1982 Law and philosophy degree at the University of Göttingen

Professional experience:

1983 – 1988 CEO of Diekmann/Thieme GBR (publishing company)

1988 – 1998 Allianz-Versicherungs AG

Various sales and product development roles

1998 – April 2003 Member of the Management Board of Allianz SE (formerly Allianz

AG)

Responsible for Asia-Pacific, Eastern Europe, Middle East and North

Africa (CEEMA), America

Since April 2003

AG)

Chairman of the Management Board of Allianz SE (formerly Allianz