

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 2011 ended on December 31, 2011

Agenda item 2 of the Annual General Meeting 2012 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 454,816,258.12, shown in the annual financial statements for the financial year 2011, as follows:

Payment of a dividend of Euro 0.95 per share on the 163,237,336 shares entitled to a dividend	Euro 155,075,469.20
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The dividend is payable on May 14, 2012.

Additions to other reserves	Euro 299,700,000.00
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Balance to be carried forward	<u>Euro 40,788.92</u>
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	Euro 454,816,258.12
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Bad Homburg v.d.H., March 2012

Fresenius SE & Co. KGaA

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