

- Convenience Translation -

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 2016 ended on December 31, 2016

Agenda item 2 of the Annual General Meeting 2017 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 343.649.429,70 shown in the annual financial statements for the fiscal year 2016, as follows:

Payment of a dividend of Euro 0.62 per share

on the 553.316.547 shares entitled to a dividend Euro 343,056,259.14

The dividend is payable on May 17, 2017.

Balance to be carried forward	<u>Euro</u>	<u>593,170.56</u>
	Euro	343,649,429.70

The number of shares entitled to a dividend rights may change prior to the General Meeting. In such cases, an appropriately adjusted proposal for the resolution on the allocation of the distributable profit shall be put to the General Meeting, based on an unchanged distribution of Euro 0.62 per share entitled to a dividend.

Bad Homburg v.d.H., March 2017

Fresenius SE & Co. KGaA

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