



– Convenience Translation –

Fresenius SE & Co. KGaA

- Ordinary bearer shares -

- ISIN DE0005785604/German Security Identification Number (WKN) 578 560 -

**Notification According to Section 30b para. 1 No. 2 German Securities Trading Act
(Wertpapierhandelsgesetz – WpHG)
(Authorization to Issue Option and/or Convertible Bonds,
Conditional Capital IV)**

The Annual General Meeting of Fresenius SE & Co. KGaA resolved on May 11, 2012 to authorize the general partner to issue bearer option bonds and/or convertible bonds, or combinations of these instruments, once or several times, with the consent of the Supervisory Board, up until May 10, 2017, for a total nominal amount of up to Euro 2.5 billion, and to grant the bondholders option or conversion rights in respect of up to a total of 16,323,734 ordinary bearer shares of the Company representing Euro 16,323,734.00 of the total share capital in accordance with the specific conditions for the bond.

In order to be able to grant shares to holders of option/convertible bonds issued on the basis of the aforementioned authorization, the Annual General Meeting further resolved on May 11, 2012, to conditionally increase the share capital by up to Euro 16,323,734.00 through issuing up to 16,323,734 ordinary bearer shares (Conditional Capital IV). In accordance with the resolution of the Annual General Meeting on May 11, 2012, the conditional capital increase shall only be implemented to the extent that the holders of convertible bonds or of warrants from option bonds issued against cash by Fresenius SE & Co. KGaA or an affiliated company up until May 10, 2017, on the basis of the authorization granted to the general partner, exercise their conversion/option rights, and to the extent no other forms of settlement are used. The new ordinary bearer shares shall participate in the profits from the start of the financial year in which they are issued.

The authorization and the creation of a Conditional Capital IV are made in accordance with agenda item 9 of the Annual General Meeting's agenda, as published in the Federal Gazette (*Bundesanzeiger*). The authorization further provides details on granting or excluding subscription rights, among others.

The resolution of the Annual General Meeting to conditionally increase the share capital (Conditional Capital IV) and the corresponding changes of Articles of Association were registered in the Commercial Register Bad Homburg v.d.H. on July 4, 2012.

Bad Homburg v. d. Höhe, July 2012

Fresenius SE & Co. KGaA

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