

Update of the Declaration by the Management Board of the general partner of Fresenius SE & Co. KGaA, Fresenius Management SE, and by the Supervisory Board of Fresenius SE & Co. KGaA on the German Corporate Governance Code pursuant to Section 161 German Stock Corporation Act (Aktiengesetz) of December 2014:

The Management Board of the general partner of Fresenius SE & Co. KGaA, Fresenius Management SE, (hereafter the Management Board) and the Supervisory Board of Fresenius SE & Co. KGaA declare, with regard to a particular event pursuant to Section 161 German Stock Corporation Act (*Aktiengesetz*), as an amendment to the existing declaration of conformity of the Company of December 2014, that the following recommendation of the Government Commission on the German Corporate Governance Code in the version of June 24, 2014 will also not be met in one single case:

- **Code number 5.3.3: Obtaining a proposal from the Nomination Committee**

Pursuant to code number 5.3.3, the Supervisory Board shall form a nomination committee which proposes suitable candidates to the Supervisory Board for recommendation to the General Meeting.

Supervisory Board member Dr. Gerhard Rupprecht died in a fatal accident on August 8, 2014. On May 20, 2015, the Annual General Meeting of Fresenius SE & Co. KGaA will adopt a resolution on the election of a successor. The Supervisory Board will recommend to the General Meeting that Mr. Michael Diekmann, who is currently the CEO of Allianz SE and resides in Munich, be elected to the Supervisory Board. The Supervisory Board has adopted this nomination without previously obtaining a proposal from its Nomination Committee.

In this one case, the handling of this matter by the Nomination Committee was waived: On the one hand, the Nomination Committee currently does not have a quorum, because the deceased Dr. Rupprecht himself belonged to this committee. The Supervisory Board will only appoint a new member to the Nomination Committee once it again has a full complement of members after the 2015 Annual General Meeting. On the other hand, there was a consensus in the Supervisory Board that Mr. Diekmann be recommended for election as Dr. Rupprecht's successor. Against this background, an interim appointment to and action by the Nomination Committee appeared to be a pointless formality.

To this extent, the corresponding recommendation pursuant to code number 5.3.3 was not met. With regard to future cases, the intention is to once again fully comply with the recommendation of code number 5.3.3.

Bad Homburg, March 2015

Management Board of the general partner of Fresenius SE & Co. KGaA, Fresenius Management SE, and Supervisory Board of Fresenius SE & Co. KGaA