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February 1, 2021

FRESENIUS SE & CO. KGAA ANNOUNCES CONSENT SOLICITATION

€450,000,000 4.000% Senior Notes due 2024

(ISIN (Regulation S): XS1026109204 / ISIN (Regulation 144A): XS1026109543)
(the *Notes*)

originally issued by Fresenius Finance B.V.

as succeeded by Fresenius SE & Co. KGaA (the *Issuer* or *Company*)

The Notes are admitted to the Official List of the Luxembourg Stock Exchange and to trading on the Bourse de Luxembourg market segment thereof.

The Issuer has today commenced a consent solicitation (the *Consent Solicitation*) in respect of all of its outstanding Notes pursuant to a consent solicitation statement dated the date hereof (the *Consent Solicitation Statement*). The Notes are governed by the Indenture dated as of February 11, 2014 by and among, *inter alios*, Fresenius SE & Co. KGaA, and Deutsche Trustee Company Limited as trustee (the *Trustee*) (as amended, modified and supplemented from time to time, including by the First Supplemental Indenture dated July 29, 2016, the *Indenture*). References to the *Group* are to the Company and its subsidiaries.

The Issuer is soliciting certain consents from holders of the Notes (*Holder*s) in order to amend the Indenture. Capitalized terms used but not defined in this announcement have the same meaning ascribed to them in the Consent Solicitation Statement.

The Consent Solicitation is a proposal by the Issuer to amend the Indenture to (i) permit the Company to report its results in IFRS without requiring a reconciliation to U.S. GAAP and (ii) amend certain defined terms (as further described in the Consent Solicitation Statement) to refer to “Accounting Principles” instead of “U.S. GAAP” (together, the *Proposed Amendments*). A full background to the Consent Solicitation is set out in the Consent Solicitation Statement under the heading “*Background and Purpose of the Consent Solicitation*”.

Consent Payment

Upon the terms and subject to the satisfaction or waiver of all of the relevant conditions set forth in the Consent Solicitation Statement, the consideration for each €1,000 principal amount of the Notes for which a Consent (*Consent* or *Consents*) is validly delivered prior to the Expiration Time (*Expiration*

Time), and not validly revoked prior to the Effective Time, will be €1.00, which will be payable by the Issuer in consideration for and in respect of the Consents to the Proposed Amendments.

Key Dates

The term “Expiration Time” means 4:00 P.M., London time, on February 5, 2021 unless the Issuer, in its sole and absolute discretion, extends the Expiration Time, in which case such Expiration Time shall be the latest date and time for which an extension is effective. In order to amend or extend the Expiration Time, the Issuer will notify the Trustee and the Information and Tabulation Agent of any amendment or extension by written notice and will notify the Holders, each prior to 9:00 a.m., London time, on the next business day after the previously scheduled Expiration Time.

Set out below is an indicative timetable showing the timing of the Consent Solicitation for the Notes, which will depend, among other things, on timely receipt (and non-revocation) of instructions from the Holders, the rights of the Company (where applicable) to amend and/or terminate the Consent Solicitation as described in the Consent Solicitation Statement. Accordingly, the actual timetable may differ significantly from the timetable below.

Event Name	Timing	Description
Launch	February 1, 2021	Commencement of the Consent Solicitation. The Issuer makes the corresponding announcement.
Expiration Time	4:00 P.M., London time, on February 5, 2021, unless extended or amended, or unless the Consent Solicitation is earlier terminated by the Issuer, in each case, in its sole and absolute discretion.	The time prior to which Holders must validly deliver Consents to the Proposed Amendments in order to be eligible to receive the Consent Payment.
Effective Time	The time at which the Second Supplemental Indenture is executed following receipt of the Requisite Consents.	Following the receipt of the Requisite Consents and subject to the conditions set out herein and in the Indenture, the Second Supplemental Indenture will be executed and as such the Proposed Amendments will become effective. <u>Consents may be validly revoked by Holders prior to but not after the Effective Time.</u> <u>HOLDERS SHOULD NOTE THAT THE EFFECTIVE TIME MAY FALL PRIOR TO THE EXPIRATION TIME, AND, IF SO, HOLDERS MAY NOT BE GIVEN PRIOR NOTICE OF SUCH EFFECTIVE TIME.</u>
Consent Results Announcement	No later than the business day following the Expiration Time.	The Issuer announces whether or not the Requisite Consents have been received, the Second Supplemental Indenture has been executed and the Proposed Amendments have become effective. Holders may not be given prior notice of the Effective Time.
Payment Date	Five Business Days following the Expiration Time, expected to be February 12, 2021.	The date on which the Issuer, or an agent on its behalf, pays the Consent Payment to Holders who validly delivered Consents prior to the Expiration Time and did not validly revoke such Consents prior to the Effective Time, as determined by the Issuer in its sole discretion. The Proposed Amendments will become

operative upon the payment of the Consent Payment to Euroclear and Clearstream on behalf of the relevant Holders.

Holders are advised to check with any bank, securities broker or other intermediary through which they hold their Notes when such intermediary would need to receive instructions from a Holder in order for such Holder to participate in, or to validly revoke their instruction to participate in, the Consent Solicitation by the deadlines specified above. The deadlines set by any such intermediary and each Clearing System for the submission and (where permitted) revocation of Electronic Consent Instructions (*Electronic Consent Instructions*) will be earlier than the relevant deadlines above.

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Further Information

A complete description of the terms and conditions of the Consent Solicitation is set out in the Consent Solicitation Statement. A copy of the Consent Solicitation Statement is available to Holders upon request from the Information and Tabulation Agent.

Before making a decision with respect to the Consent Solicitation, Holders should carefully consider all of the information in the relevant Consent Solicitation Statement.

Further details about the transaction can be obtained from:

The Solicitation Agent:

Deutsche Bank Aktiengesellschaft

Mainzer Landstraße 11-17
60329 Frankfurt am Main
Federal Republic of Germany
Telephone: +44 20 7545 8011

Attention: Liability Management Group

The Information and Tabulation Agent

Lucid Issuer Services Limited

Tankerton Works
12 Argyle Walk
London WC1H 8HA
United Kingdom
Telephone: +44 207 704 0880
Email: fresenius@lucid-is.com

Attention: Arlind Bytyqi / Mu-yen Lo

The deadlines set by Euroclear Bank SA/NV or Clearstream Banking, société anonyme for the submission of Consents will be earlier than the Expiration Time. Holders are advised to read carefully the Consent Solicitation Statement for full details of, and information on, the Consent Solicitation.

The Issuer is expected to make the Consent Payment with respect to the Notes. Unless waived by the Issuer, if any Consent Payment is to be paid, the Holder must comply with the terms and conditions set forth in the Consent Solicitation Statement for the payment of the Consent Payment.

Disclaimers

This announcement has been prepared by the Issuer exclusively for information purposes. It does not constitute or include any advice or recommendation by the Issuer, the Solicitation Agent, the Information and Tabulation Agent or the Trustee (or any other person) regarding the securities of the Issuer or as to the merits of any transaction or the making of any investment decision. It does not constitute or include any confirmation or commitment by the Issuer, the Solicitation Agent, the Information and Tabulation Agent or the Trustee (or any other person) regarding the present or future value of the business of the Issuer, its securities, its affiliates or any of the Issuer's or their assets.

This announcement does not constitute an offer to sell or a solicitation of an offer to buy any securities of the Issuer or any other person in the United States or any other jurisdiction. This announcement is not directed at, or intended for distribution, publication, availability to or use by, any person or entity that is a citizen or resident or located in any locality, state, country or other jurisdiction, where such distribution, publication, availability or use would be contrary to law or regulation, or which would

require any registration or licensing within such jurisdiction. Nothing in this announcement constitutes or contemplates an invitation to participate in the Consent Solicitation by a Holder in any circumstances in which such participation is unlawful.

Forward-Looking Statements

This announcement includes statements, estimates, opinions and projections with respect to anticipated future performance of the Issuer (“forward-looking statements”) which reflect various assumptions concerning anticipated results taken from the Issuer’s current business plan or from public sources, which may or may not prove to be correct. Such forward-looking statements reflect the Issuer’s expectations as of the date of this announcement, based on the Issuer’s then current business plan and various other assumptions and involve significant risks and uncertainties and should not be read as guarantees of future performance or results and will not necessarily be accurate indications of whether or not such results will be achieved.

Although the Issuer believes that the expectations reflected in the forward-looking statements were reasonable at the time they were made, the Issuer can give no assurances that they will materialize or prove to be correct. Because these statements are based on assumptions or estimates and are subject to risks and uncertainties, the actual results or outcome could differ materially from those set out in the forward-looking statements. It is up to the recipient of this announcement to make its own assessment of the validity of such forward-looking statements and assumptions and no liability is accepted by the Issuer or any director, officer, employee, agent, partner, affiliate, manager or adviser of the Issuer or any other person in respect of the achievement of such forward-looking statements and assumptions. In particular, the Issuer and any director, officer, employee, agent, partner, affiliate, manager or adviser of the Issuer do not accept any liability whatsoever to any person, regardless of the form of action, including for any lost profits or lost opportunity, or for any indirect, special, consequential, incidental or punitive damages arising from any use of announcement, its contents or preparation or otherwise in connection with it, even if the Issuer or any director, officer, employee, agent, partner, affiliate, manager or adviser of the Issuer has been advised of the possibility of such damages.

Cautionary Statement

The communication of the Consent Solicitation Statements and any other documents or materials relating to the Consents is not being made, and such documents and/or materials have not been approved, by an authorized person for the purposes of section 21 of the Financial Services and Markets Act 2000 (the “FSMA”). Accordingly, the Consent Solicitation Statement is for distribution only to persons who: (a) have professional experience in matters relating to investments falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (as amended, the “Order”); (b) are persons falling within Article 43 of the Order; (c) are persons falling within Article 49(2)(a) to (d) (“high net worth companies, unincorporated associations etc.”) of the Order; (d) are outside the United Kingdom; or (e) are persons to whom an invitation or inducement to engage in investment activity (within the meaning of section 21 of the FSMA) in connection with the issue or sale of any securities may otherwise lawfully be communicated or caused to be communicated (all such persons together being referred to as “relevant persons”). The Consent Solicitation Statement is directed only at relevant persons and must not be acted on or relied on by persons who are not relevant persons. Any investment or investment activity to which the Consent Solicitation Statement relates is available only to relevant persons and will be engaged in only with relevant persons.

The making of the consent solicitation may be restricted by laws and regulations in some jurisdictions. Persons into whose possession the Consent Solicitation Statement comes must inform themselves about and observe these restrictions.

Any deadline by any intermediary of clearing system may be earlier than the deadlines specified in the Consent Solicitation Statement.