



CONVENIENCE TRANSLATION INVITATION TO THE ANNUAL GENERAL MEETING

FRESENIUS SE & Co. KGaA
Bad Homburg v. d. H.

ISIN: DE0005785604 //

German Security Identification Number WKN: 578560

ISIN: DE0005785620 // WKN: 578562

ISIN: DE000A2TSV53 // WKN: A2TSV5

We hereby invite our shareholders to the

Annual General Meeting

to be held on Friday, May 17, 2019, at 10 a. m. at the Congress Center Messe Frankfurt, Ludwig-Erhard-Anlage 1, 60327 Frankfurt am Main.

Agenda

- 1. Presentation of the Annual Financial Statements and the Consolidated Financial Statements each approved by the Supervisory Board, the Management Reports for Fresenius SE & Co. KGaA and the Group and the Report of the Supervisory Board of Fresenius SE & Co. KGaA for the Fiscal Year 2018; Resolution on the Approval of the Annual Financial Statements of Fresenius SE & Co. KGaA for the Fiscal Year 2018**

The Supervisory Board approved the annual financial statements drawn up by the General Partner and the consolidated financial statements pursuant to sec. 171 of the German Stock Corporation Act (Aktiengesetz). The annual financial statements are to be formally approved by the Annual General Meeting pursuant to sec. 286 para. 1 of the German Stock Corporation Act; the aforementioned documents are to be made available to the Annual General Meeting without requiring any additional resolution.

The General Partner and the Supervisory Board propose that the annual financial statements of Fresenius SE & Co. KGaA for the fiscal year 2018 as presented, showing a distributable profit of Euro 445,916,469.49, be approved

2. 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 445,916,469.49 reported in the annual financial statements for the fiscal year 2018, as follows:

Payment of a dividend of Euro 0.80 per share on the 556,225,154 shares entitled to a dividend	Euro 444,980,123.20
The dividend is payable on May 22, 2019.	
Balance to be carried forward	Euro 936,346.29
	Euro 445,916,469.49

The number of shares entitled to a dividend may change prior to the Annual General Meeting. In such cases, an appropriately adjusted proposal for the resolution on the allocation of the distributable profit shall be put to the Annual General Meeting, based on an unchanged distribution of Euro 0.80 per share entitled to a dividend.

3. Resolution on the Approval of the Actions of the General Partner for the Fiscal Year 2018

The General Partner and the Supervisory Board propose to approve the actions of the General Partner for the fiscal year 2018.

4. Resolution on the Approval of the Actions of the Supervisory Board for the Fiscal Year 2018

The General Partner and the Supervisory Board propose to approve the actions of the members of the Supervisory Board of the Company for the fiscal year 2018.

5. Election of the Auditor and Group Auditor for the Fiscal Year 2019 and of the Auditor for the potential Review of the Half-Yearly Financial Report for the first Half-Year of the Fiscal Year 2019 and other Financial Information during the course of the year

The Audit Regulation (EU) No. 537/2014 introduced the obligation for regular external rotation of the auditor and the group auditor. For Fresenius SE & Co. KGaA, such external rotation is intended for the coming fiscal year 2020. Accordingly, the envisaged future auditor and group auditor, PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Frankfurt am Main, will be elected in this year as auditor for the review of financial information in the course of the fiscal year 2020 that is prepared prior to the Annual General Meeting 2020.

Supported by the recommendation of its Audit Committee, the Supervisory Board proposes,

- a) to elect KPMG AG Wirtschaftsprüfungsgesellschaft, Berlin, as the auditor and group auditor for the fiscal year 2019 and as the auditor for the potential review of the half-yearly financial report for the first half-year of the fiscal year 2019 and any other financial information during the course of the year within the meaning of sec. 115 para. 7 of the German Securities Trading Act (WpHG) for the fiscal year 2019, and
- b) to elect PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Frankfurt am Main, as auditor for the potential review of any financial information during the course of the year for the fiscal year 2020 that is prepared prior to the Annual General Meeting 2020.

The Audit Committee declared that its recommendation was not subject to improper influence by third parties and no clauses restricting its choice within the meaning of Article 16 (6) of the EU Audit Regulation (Regulation (EU) No. 537/2014) were imposed on it.

Total Number of Shares and Voting Rights

At the time of convening the Annual General Meeting, 556,323,366 shares out of a total of 556,323,366 shares issued carry participation rights and voting rights.

Participation in the Annual General Meeting and Exercise of Voting Rights

Shareholders who wish to participate in the Annual General Meeting or to exercise their voting rights must register for the Annual General Meeting and prove their eligibility.

The registration and proof of eligibility must be received by the Company at

Fresenius SE & Co. KGaA
c/o Computershare Operations Center
80249 Munich

Fax no.: +49 89 309 0374 675
Email: anmeldestelle@computershare.de

at least 6 days prior to the Annual General Meeting, i. e. no later than May 10, 2019, 24:00 CEST. For the purpose of proving eligibility, a special proof of share ownership issued by the custodian bank in writing (text form) in the German or English language shall suffice. The proof of share ownership must relate to the start of April 26, 2019, i. e. 0:00 CEST (record date). The shareholder or his authorized representative shall receive an admission ticket for the Annual General Meeting against submission of the proof of share ownership.

In relation to the Company, a shareholder will only be deemed a shareholder entitled to participate in the Annual General Meeting and to exercise voting rights if the shareholder has submitted the special proof of share ownership. The entitlement to participate in the Annual General Meeting and the scope of the voting rights are exclusively determined by the shares verifiably owned on the record date. The record date shall not result in a blocking period during

which it is not allowed to sell shares. Even in the event of a full or partial sale of the shareholding following the record date, only the shares owned by the shareholder on the record date will be relevant for participation in the Annual General Meeting and the scope of the voting rights, i. e. a sale of shares after the record date will not affect entitlement to participate in the Annual General Meeting and the scope of the voting rights. This also applies *mutatis mutandis* if (additional) shares are purchased after the record date. Persons who do not own any shares on the record date, and become shareholders only after the record date, are not entitled to participate in the Annual General Meeting and to exercise voting rights. The record date does not constitute a relevant date with respect to the entitlement to dividends.

Each share grants one vote in the Annual General Meeting.

Voting Procedure

Voting by Proxies

A shareholder may also instruct an authorized representative, e. g. the custodian bank, an association of shareholders or any other person of his choice, to exercise his voting right in the Annual General Meeting. Registration of the shareholder, including proof of share ownership, in due time in accordance with the aforesaid will also be necessary in case of a voting by proxy.

Pursuant to sec. 134 para. 3 in conjunction with sec. 278 para. 3 of the German Stock Corporation Act, the power of attorney must be granted and revoked, and the authorization evidenced, to the Company in writing (text form) (sec. 126b of the German Civil Code (Bürgerliches Gesetzbuch)). Shareholders wishing to authorize a proxy should use the power of attorney form they will receive together with the admission ticket. The power of attorney or the proof of authorization must either be presented on the day of the Annual General Meeting or be sent to the Company at the following address:

Fresenius SE & Co. KGaA
Investor Relations
c/o Computershare Operations Center
80249 Munich
Fax no. +49 89 309 0374 675
Email: FreseniusSE-HV2019@computershare.de

For organizational reasons, if the power of attorney or the proof of the power of attorney is submitted to the Company in advance at the postal address, fax number or email address stated above, we request that this be done by 6 p. m. CEST on Wednesday, May 15, 2019.

Pursuant to Article 15 (4)(3) of the Articles of Association, it is determined that a power of attorney can be revoked by appearing in person at the Annual General Meeting.

If the power of attorney is granted to a credit institution or any other individual, association of shareholders or institution treated as equivalent to the aforesaid pursuant to sec. 135 para. 8 and para. 10 of the German Stock Corporation Act in conjunction with sec. 125 para. 5 of the German Stock Corporation Act and sec. 278 para. 3 of the German Stock Corporation Act, in general, particularities are to be considered which are to be requested from the respective authorized proxy. Pursuant to sec. 135 para. 1 sent. 2 of the German Stock Corporation Act, the power of attorney must be kept by the proxy in a verifiable form. Such power of attorney must be complete and may only contain declarations associated with the exercise of voting rights. Shareholders wishing to issue a proxy authorization to a credit institution, an association of shareholders or any other individual or institution treated as equivalent to the aforesaid are requested to reach agreement with the same on the form of the power of attorney.

Voting by Company Proxies

In addition, in advance of the Annual General Meeting, the Company offers its shareholders the possibility of authorizing Company-nominated employees, who are bound by instructions given to them (weisungsgebundene Stimm-

rechtsvertreter), as proxies for the exercise of voting rights. Those shareholders who wish to grant a power of attorney to the proxies nominated by the Company also have to register for the Annual General Meeting and prove their eligibility as aforesaid. The power of attorney and the instructions to the proxies nominated by the Company shall be in writing (text form) and must be granted by using the form the shareholders receive together with the admission ticket to the Annual General Meeting. The completed form may also be submitted to the Company prior to the Annual General Meeting at the following address:

Fresenius SE & Co. KGaA
Investor Relations
c/o Computershare Operations Center
80249 Munich
Fax no.: +49 89 309 0374 675
Email: FreseniusSE-HV2019@computershare.de

In this case, for organizational reasons, the form must be received by the Company by 6 p. m. CEST on Wednesday, May 15, 2019, at the postal address, fax number or email address stated above. This does not affect the option of authorizing the Company-nominated proxies during the course of the Annual General Meeting.

The Company proxies are to vote in accordance with the instructions issued by the shareholders. If no instructions are issued, the power of attorney shall be invalid. Please note that the proxies are unable to accept any authority or instructions for exercising the right to speak and to ask questions, to submit motions or to file objections against shareholders' resolutions adopted at the Annual General Meeting. Proxies will always abstain from voting in respect of resolutions proposed by shareholders during the Annual General Meeting which have not been announced prior to the Annual General Meeting.

***Electronic Transmission of Powers of Attorney and Instructions,
Revocation of Powers of Attorney and Proof of Authorization***

Powers of attorney and instructions, revocations of powers of attorney and proof of authorization can – subject to technical availability – also be trans-

mitted electronically to the Company via an Internet-based authorization and instruction system. This system is accessible to shareholders at:

www.fresenius.com/annual-general-meeting

Further information on the use of this system and time limits can be found at the link provided. Prior registration for the Annual General Meeting is also required for the use of the Company's Internet-based authorization and instruction system.

Shareholder Rights

Motions by Shareholders to Amend the Agenda pursuant to Sec. 122 para. 2 in Conjunction with Sec. 278 para. 3 of the German Stock Corporation Act

Shareholders whose aggregate shareholding equals or exceeds 5% of the share capital or a pro-rata amount of Euro 500,000 may request that items be included in the agenda and published. In this case shareholders must prove that they held the shares at least 90 days before the day of the receipt of the request and that they will hold the shares until the decision of the Management Board on the application. Any such request must be made in writing to:

Fresenius SE & Co. KGaA
Management Board of the General Partner
Fresenius Management SE
Attn. Dr. Jürgen Götz
Else-Kröner-Straße 1
61352 Bad Homburg v. d. H.

The request must be received by the Company at the above address at least 30 days prior to the Annual General Meeting, i. e. the request must be received by April 16, 2019, 24:00 CEST. Each new item must be substantiated or accompanied by a proposal for resolution.

Motions and Election Proposals by Shareholders pursuant to Secs. 126 para. 1 and 127 of the German Stock Corporation Act in Conjunction with Sec. 278 para. 3 of the German Stock Corporation Act

Shareholders may submit motions on the individual items of the agenda (cf. sec. 126 para. 1 in conjunction with sec. 278 para. 3 of the German Stock

Corporation Act); this shall also apply to proposals for the election of members of the Supervisory Board or of auditors (cf. sec. 127 in conjunction with sec. 278 para. 3 of the German Stock Corporation Act).

Pursuant to sec. 126 para. 1 in conjunction with sec. 278 para. 3 of the German Stock Corporation Act, motions by shareholders, including the shareholder's name, a statement of grounds for the motion and any comments by the management, if any, are to be made available to the relevant authorized persons listed in sec. 125 paras. 1 to 3 in conjunction with sec. 278 para. 3 of the German Stock Corporation Act (as for example shareholders, among others who so request) in accordance with the conditions set forth therein, provided that the shareholder has sent a counter motion opposed to a proposal of the General Partner and/or the Supervisory Board in respect of a certain agenda item, including a statement of grounds for the counter motion, to the Company at the address set forth below, no later than 14 days prior to the Annual General Meeting, i. e. the counter motion must be received by May 2, 2019, 24:00 CEST. The aforementioned information must be made available via the Company's website. A counter motion need not be made available if one of the exceptions pursuant to sec. 126 para. 2 of the German Stock Corporation Act in conjunction with sec. 278 para. 3 of the German Stock Corporation Act applies. The statement of grounds need not be made available if it exceeds a total of 5,000 characters.

The right of each shareholder to make counter motions regarding the various agenda items during the Annual General Meeting without advance communication to the Company remains unaffected. Please note that any counter motions which have been sent to the Company in advance and in due time will only be considered in the Annual General Meeting if they are submitted orally during the Annual General Meeting.

No statement of grounds need be provided for election proposals made by shareholders pursuant to sec. 127 in conjunction with sec. 278 para. 3 of the German Stock Corporation Act. Election proposals need not be made available by the General Partner if they do not contain the name, the exercised profession and the place of residence of the nominees and, in case of an election of members of the Supervisory Board, information on their membership in other supervisory boards, the constitution of which is required under existing law (cf. sec. 127 sent. 3 in conjunction with sec. 124 para. 3 sent. 4 and sec. 125

para. 1 sent. 5 of the German Stock Corporation Act in conjunction with sec. 278 para. 3 of the German Stock Corporation Act). Pursuant to sec. 127 sent. 1 in conjunction with sec. 126 para. 2 in conjunction with sec. 278 para. 3 of the German Stock Corporation Act, there are further circumstances under which election proposals do not need to be made available via the website. In all other respects, the requirements and provisions for making motions available apply mutatis mutandis.

Motions and election proposals by shareholders pursuant to secs. 126 para. 1 and 127 of the German Stock Corporation Act in conjunction with sec. 278 para. 3 of the German Stock Corporation Act shall be sent exclusively to:

Fresenius SE & Co. KGaA
Investor Relations
Else-Kröner-Straße 1
61352 Bad Homburg v.d.H.
Fax no.: +49 (0) 61 72 608 2488
Email: ir-fre@fresenius.com

Any motions and election proposals submitted by shareholders which are to be made available will be published in accordance with the aforesaid conditions on the Company's website at www.fresenius.de under Investor Relations/Annual General Meeting. Comments of the management, if any, will also be published on that website.

Information Right pursuant to Sec. 131 para. 1 in Conjunction with Sec. 278 para. 3 of the German Stock Corporation Act

At the Annual General Meeting, the General Partner shall, upon request, provide each shareholder with information regarding the matters of the Company to the extent such information is necessary for proper evaluation of a relevant item on the agenda (cf. sec. 131 para. 1 in conjunction with sec. 278 para. 3 of the German Stock Corporation Act). The General Partner's duty to provide information also extends to the Company's legal and business relationships with any affiliated company as well as to the situation of the Group and the companies included in the consolidated financial statements. Any request for information must, in principle, be submitted orally at the Annual General Meeting during the course of discussion.

The information shall comply with the principles of conscientious and accurate accountability. The General Partner may refuse to provide information under the conditions set forth in sec. 131 para. 3 in conjunction with sec. 278 para. 3 of the German Stock Corporation Act. Pursuant to Article 17 (2) of the Articles of Association, the chairman of the Annual General Meeting may reasonably restrict the time granted to shareholders within the scope of their right to ask questions and to speak; in particular, he/she shall have the right to determine a reasonable time frame for the conduct of the Annual General Meeting, for individual agenda items, or for individual speakers either at the beginning or during the Annual General Meeting.

Annual General Meeting Documents

As of the day of publication of this invitation, the following documents will be available, together with this notice, for inspection by the shareholders at the offices of Fresenius SE & Co. KGaA (Else-Kröner-Straße 1, 61352 Bad Homburg v. d. H.):

- Financial statements of Fresenius SE & Co. KGaA for the year ended December 31, 2018, approved by the Supervisory Board
- Management Report of Fresenius SE & Co. KGaA for the fiscal year 2018
- Consolidated financial statements of Fresenius SE & Co. KGaA in accordance with IFRS for the year ended December 31, 2018, approved by the Supervisory Board
- Consolidated Management Report of Fresenius SE & Co. KGaA in accordance with IFRS for the fiscal year 2018
- Annual Report 2018 of the Fresenius Group pursuant to IFRS, including, inter alia, the report of the Supervisory Board, the corporate governance declaration and the compensation report for the fiscal year 2018
- Proposal of the General Partner and the Supervisory Board on the allocation of the distributable profit for the fiscal year 2018 ended December 31, 2018

The above documents will also be made available at the Annual General Meeting of the Company. In addition, the explanatory report of the General Partner on the disclosures pursuant to secs. 289a para. 1, 315a para. 1 HGB shall be made accessible to the Annual General Meeting of the Company.

Publications on the Website

The information pursuant to sec. 124a in conjunction with sec. 278 para. 3 of the German Stock Corporation Act regarding the Annual General Meeting (inter alia, the invitation, documents to be made available, proxy forms and forms for issuing instructions, applications by shareholders, if applicable) as well as further explanations concerning the rights of shareholders pursuant to sec. 122 para. 2 in conjunction with sec. 278 para. 3 of the German Stock Corporation Act, and pursuant to secs. 126 para. 1, 127 and 131 para. 1 of the German Stock Corporation Act in conjunction with secs. 278 para. 3 of the German Stock Corporation Act, are made available to shareholders on the Company's website at www.fresenius.de under Investor Relations/Annual General Meeting. It is intended to broadcast the speech of the Chairman of the Management Board in audio and video form on the Internet.

Bad Homburg v. d. H., March 2019

Fresenius SE & Co. KGaA

The General Partner

Fresenius Management SE

The Management Board

Privacy Notice

1. Controller, categories of processed data and purposes of data processing

Fresenius SE & Co. KGaA, Else-Kröner-Straße 1, 61352 Bad Homburg v. d. H., Germany (the “Company”), e-mail: ir-fre@fresenius.com, processes personal data (in particular name, first name, address, e-mail address, number of shares, type of ownership of shares, number of the admission ticket, and voting, or, as the case may be, name, first name and address of a proxy authorized by the respective shareholder) as controller in accordance with applicable data protection laws to enable shareholders to participate in the General Meeting and to exercise their rights in the course of the General Meeting. If shareholders or proxies contact the Company, the Company also processes the personal data necessary to respond to any requests (for example the contact data provided by the shareholder or proxies, such as e-mail address or telephone number). If applicable, the Company also processes personal data relating to motions, questions, election proposals and requests of shareholders or proxies in the context of the General Meeting.

2. Legal basis for data processing

The legal basis for the processing are Art. 6 (1) sentence 1 lit. c) as well as Art. 6 (1) sentence 1 lit. f) of the General Data Protection Regulation (“GDPR”).

3. Categories of recipients of personal data, data sources and retention period

The Company and, respectively, the service providers of the Company that are engaged in connection with the General Meeting receive the personal data of the shareholders or proxies from the registration office, which receives the data either from the shareholders or proxies themselves or from the depositary banks of the shareholders. The service providers engaged by the Company receive only personal data from the Company that are required to provide the requested services, and process data only based on instructions by the Company. Additional personal data relating to motions, questions, election proposals and requests of shareholders or proxies may also be collected at the General Meeting. In addition, personal data will be made available to shareholders and proxies in connection with the General Meeting

within the framework of statutory provisions, namely via the list of participants. The personal data will be stored by the Company in accordance with legal obligations and for the avoidance of potential liability risks and will be deleted afterwards.

4. Rights of data subjects and contact details of the data protection officer

In accordance with the statutory provisions, shareholders and proxies are at any time entitled as data subjects to exercise their rights of access, of rectification, of restriction, of objection and of erasure regarding the processing of their personal data and are also entitled to exercise their right to data portability in accordance with chapter III of the GDPR. Shareholders and proxies can assert these rights towards the Company free of charge via the contact details indicated above or directly vis-à-vis the data protection officer: Fresenius SE & Co. KGaA, Mr. Dr. Christoph Bausewein, Else-Kröner-Straße 1, 61352 Bad Homburg v. d. H., Germany, e-mail: datenschutzbeauftragter@fresenius.com. In addition, shareholders have the right to lodge a complaint with a supervisory authority pursuant to Art. 77 GDPR.

FURTHER INFORMATION

The Annual Report 2018 and the financial statements of Fresenius SE & Co. KGaA are available on our website as pdf-file and as online version, see: <https://annualreport.fresenius.com>

You will find further information and current news about our company on our website at: www.fresenius.com



Please scan the QR-Code to access the Annual Report 2018 directly.

FINANCIAL CALENDAR

Report on 1st quarter 2019 Conference call, live webcast	May 2, 2019
Annual General Meeting, Frankfurt am Main, Germany	May 17, 2019
Payment of dividend ¹	May 22, 2019
Report on 2nd quarter 2019 Conference call, live webcast	July 30, 2019
Report on 3rd quarter 2019 Conference call, live webcast	October 29, 2019

¹ Subject to prior approval by the Annual General Meeting

Schedule updates, information on live webcasts, and other events at www.fresenius.com/events-and-presentations

FRESENIUS SHARE / ADR

	Ordinary share		ADR
Securities identification no.	578 560	CUSIP	35804M105
Ticker symbol	FRE	Ticker symbol	FSNUY
ISIN	DE0005785604	ISIN	US35804M1053
			Sponsored Level 1
Bloomberg symbol	FRE GR	Structure	ADR
Reuters symbol	FREG.de	Ratio	4 ADR = 1 share
Main trading location	Frankfurt/Xetra	Trading platform	OTCQX

CONTACT

Corporate Headquarters

Eise-Kröner-Straße 1
Bad Homburg v. d. H.
Germany

Postal address

Fresenius SE & Co. KGaA
61346 Bad Homburg v. d. H.
Germany

Contact for shareholders

Investor Relations
Telephone: ++49 61 72 6 08-24 87
Telefax: ++49 61 72 6 08-24 88
E-mail: ir-fre@fresenius.com