

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 2013 ended on December 31, 2013

Agenda item 2 of the Annual General Meeting 2014 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 224,649,743.65, shown in the annual financial statements for the financial year 2013, as follows:

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| Payment of a dividend of Euro 1.25 per share on the 179,694,829 shares entitled to a dividend | Euro 224,618,536.25 |
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The dividend is payable on May 19, 2014.

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| Balance to be carried forward | <u>Euro 31,207.40</u> |
| | Euro 224,649,743.65 |

Bad Homburg v.d.H., April 2014

Fresenius SE & Co. KGaA

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