

NOT FOR DISTRIBUTION OR RELEASE IN OR INTO THE UNITED STATES OF AMERICA (OR TO US PERSONS), CANADA, AUSTRALIA OR JAPAN, OR IN ANY OTHER JURISDICTION IN WHICH OFFERS OR SALES WOULD BE PROHIBITED BY APPLICABLE LAW

## Press Release

Matthias Link Corporate Communications

Fresenius SE & Co. KGaA Else-Kröner-Straße 1 61352 Bad Homburg Germany T +49 6172 608-2872 F +49 6172 608-2294 matthias.link@fresenius.com www.fresenius.com

January 19, 2017

## Fresenius successfully places equity-neutral convertible bonds

Fresenius successfully placed €500 million equity-neutral convertible bonds due 2024.

The bonds will not bear any interest. The issue price was fixed at 101.00% of the nominal value, corresponding to an annual yield to maturity of -0.142%. The initial conversion price will be set at 45% above Fresenius' reference share price<sup>1</sup>.

This was the last component of the debt financing for the acquisition of Quirónsalud, Spain's largest private hospital operator.

The average interest rate over all financing instruments used for the acquisition of Quirónsalud will be significantly below the originally projected 2.0%.

The bonds were offered through an international private placement solely to qualified investors outside the United States. The initial conversion price is expected to be determined after market close on February 2, 2017 once the reference share price has been determined. Settlement and closing will take place on January 31, 2017.

<sup>&</sup>lt;sup>1</sup> The reference share price will be the arithmetic average of Fresenius' daily volume-weighted average XETRA share prices over a period of ten consecutive XETRA trading days, starting on January 20, 2017.

NOT FOR DISTRIBUTION OR RELEASE IN OR INTO THE UNITED STATES OF AMERICA (OR TO US PERSONS), CANADA, AUSTRALIA OR JAPAN, OR IN ANY OTHER JURISDICTION IN WHICH OFFERS OR SALES WOULD BE PROHIBITED BY APPLICABLE LAW

Fresenius intends to apply for the bonds to be included in the Open Market (Freiverkehr) segment of the Frankfurt Stock Exchange.

Credit Suisse Securities (Europe) Limited and Société Générale Corporate & Investment Banking are acting as Joint Global Coordinators for the offering together with Crédit Agricole Corporate and Investment Bank as Joint Bookrunners.

The Fresenius' counterparties will hedge their positions under the call options through the purchase or sale of Fresenius shares, or any other transactions.

# # #

Fresenius is a global health care group, providing products and services for dialysis, hospital and outpatient medical care. In 2015, Group sales were €27.6 billion. On September 30, 2016, the Fresenius Group had 231,432 employees worldwide.

For more information visit the Company's website at <a href="www.fresenius.com">www.fresenius.com</a>.
Follow us on Facebook and Twitter: <a href="www.facebook.com/fresenius.group">www.facebook.com/fresenius.group</a> and <a href="http://www.twitter.com/fresenius">http://www.twitter.com/fresenius</a>.

## Disclaimers:

The information contained in this announcement is for background purposes only and does not purport to be full or complete. No reliance may be placed for any purpose on the information contained in this announcement or its accuracy or completeness. None of Credit Suisse Securities (Europe) Limited, Société Générale Corporate & Investment Banking and Crédit Agricole Corporate and Investment Bank (the "Joint Bookrunners") or any of their respective directors, officers, employees, advisers or agents accepts any responsibility or liability whatsoever for or makes any representation or warranty, express or implied, as to the truth, accuracy or completeness of the information in this announcement (or whether any information has been omitted from the announcement) or any other information relating to the Issuer or any of its subsidiaries or associated companies, whether written, oral or in a visual or electronic form, and howsoever transmitted or made available or for any loss howsoever arising from any use of this announcement or its contents or otherwise arising in connection therewith.

This announcement is not for publication or distribution, directly or indirectly, in or into the United States of America or to any US person. The distribution of this announcement may be restricted by law in certain jurisdictions and persons into whose possession any document or other information referred to herein comes should inform themselves about and observe any such restriction. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

This announcement does not contain or constitute an offer of, or the solicitation of an offer to buy, shares or Bonds to any person in the United States of America (or to any US person), Australia, Canada, South Africa or Japan or in any jurisdiction to whom or in which such offer or solicitation is unlawful. The Bonds referred to herein may not be offered or sold in the United States of America unless registered under the US Securities Act of 1933 (the "Securities Act") or offered in a transaction exempt from, or not subject to, the registration requirements of the Securities Act. The offer and sale of the Bonds referred to herein have not been and will not be registered under the Securities Act or under the applicable securities laws of Australia, Canada, South Africa or Japan. Subject to certain exceptions, the

NOT FOR DISTRIBUTION OR RELEASE IN OR INTO THE UNITED STATES OF AMERICA (OR TO US PERSONS), CANADA, AUSTRALIA OR JAPAN, OR IN ANY OTHER JURISDICTION IN WHICH OFFERS OR SALES WOULD BE PROHIBITED BY APPLICABLE LAW

Bonds referred to herein may not be offered or sold in Australia, Canada, South Africa or Japan or to, or for the account or benefit of, any national, resident or citizen of Australia, Canada, South Africa or Japan. There will be no public offer of the Bonds in the United States of America, Australia, Canada, South Africa or Japan.

This announcement may include statements that are, or may be deemed to be, "forward-looking statements". These forward-looking statements may be identified by the use of forward-looking terminology, including the terms "believes", "estimates", "plans", "projects", "anticipates", "expects", "intends", "may", "will" or "should" or, in each case, their negative or other variations or comparable terminology, or by discussions of strategy, plans, objectives, goals, future events or intentions. Forward-looking statements may and often do differ materially from actual results due to certain factors, e.g. changes in business, economic and competitive conditions, regulatory reforms, results of clinical trials, foreign exchange rate fluctuations, uncertainties in litigation or investigative proceedings, and the availability of financing. Any forward-looking statements reflect the Issuer's current view with respect to future events and are subject to risks relating to future events and other risks, uncertainties and assumptions. Forward-looking statements speak only as of the date they are made.

Each of the Issuer and the Joint Bookrunners and their respective affiliates expressly disclaims any obligation or undertaking to update, review or revise any forward looking statement contained in this announcement whether as a result of new information, future developments or otherwise.

No reliance may or should be placed by any person for any purposes whatsoever on the information contained in this announcement or on its completeness, accuracy or fairness. The information in this announcement is subject to change.

The date of admission of the Bonds to trading may be influenced by things such as market conditions. There is no guarantee that admission will occur and you should not base your financial decisions on the Issuer's intentions in relation to admission at this stage. Acquiring investments to which this announcement relates may expose an investor to a significant risk of losing all of the amount invested. Persons considering making such investments should consult an authorised person specialising in advising on such investments. This announcement does not constitute a recommendation concerning the Bond offering. The value of securities can decrease as well as increase. Potential investors should consult a professional advisor as to the suitability of the Bond offering for the person concerned.

Credit Suisse Securities (Europe) Limited, Société Générale Corporate & Investment Banking and Crédit Agricole Corporate and Investment Bank, are acting exclusively for the Issuer and no one else in connection with the Bond offering. They will not regard any other person as their respective clients in relation to the Bond offering and will not be responsible to anyone other than the Issuer for providing the protections afforded to their respective clients, nor for providing advice in relation to the Bond offering, the contents of this announcement or any transaction, arrangement or other matter referred to herein.

In connection with the Bond offering, the Joint Bookrunners and any of their affiliates, acting as investors for their own accounts, may subscribe for or purchase Bonds of the Issuer and in that capacity may retain, purchase, sell, offer to sell or otherwise deal for their own accounts in such Bonds and other securities of the Issuer or related investments in connection with this Bond offering or otherwise. The Joint Bookrunners do not intend to disclose the extent of any such investment or transactions otherwise than in accordance with any legal or regulatory obligations to do so.

Fresenius SE & Co. KGaA

Registered Office: Bad Homburg, Germany

Commercial Register: Amtsgericht Bad Homburg, HRB 11852

Chairman of the Supervisory Board: Dr. Gerd Krick

General Partner: Fresenius Management SE Registered Office: Bad Homburg, Germany

Commercial Register: Amtsgericht Bad Homburg, HRB 11673

Management Board: Stephan Sturm (Chairman), Dr. Francesco De Meo, Dr. Jürgen Götz,

Mats Henriksson, Rice Powell, Dr. Ernst Wastler Chairman of the Supervisory Board: Dr. Gerd Krick