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## Investor News

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May 10, 2012

### **Fresenius resolves on capital increase of approx. €1 billion**

Fresenius resolved today to issue 13.8 million new ordinary shares from authorized capital excluding subscription rights. The new shares will be placed with institutional investors through an accelerated bookbuilt offering. There will be no public offering.

The capital increase is the first component of the financing for the planned acquisition of RHÖN-KLINIKUM AG. On April 26, 2012, Fresenius had announced its intention to make a voluntary public takeover offer of €22.50 per share in cash. The Company also stated it intends to finance the acquisition through a syndicated loan, a bond issue and equity instruments.

The Else Kröner-Fresenius-Foundation has informed Fresenius that it will participate in the capital increase with an amount of at least €90 million.

Fresenius is confident it can successfully complete the voluntary takeover under the announced terms. However, even if the offer is not successful, the Group's net debt/EBITDA ratio following the capital increase will be at the lower end of the 2.5 to 3.0 target range and will therefore provide for an optimal capital structure. Fresenius has a proven track record of responsible capital management and continues to view equity as a scarce and precious resource.

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After issuance of the new shares, the total number of outstanding ordinary shares of Fresenius SE & Co. KGaA will increase from currently 163,366,002 to 177,166,002.

The new shares will have full dividend entitlement for the fiscal year 2012. They will not be entitled to the proposed dividend for the fiscal year 2011, to be paid on May 14, 2012.

Deutsche Bank, J.P. Morgan and Société Générale are Joint Global Coordinators and Joint Bookrunners of the offering.

#### **Capital Increase Data**

- Issuer: Fresenius SE & Co. KGaA
- Transaction Structure: Capital increase without subscription rights
- Offering: 13.8 million new ordinary shares
- Placement of Shares: Private placement to institutional investors
- Stock Exchanges: Regulated Market Frankfurt (Prime Standard), Munich, Düsseldorf
- Joint Global Coordinators and Bookrunners: Deutsche Bank, J.P. Morgan and Société Générale

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Fresenius is a health care group with international operations, providing products and services for dialysis, hospital and outpatient medical care. In 2011, Group sales were €16.5 billion. As of March 31, 2012, the Fresenius Group had 160,249 employees worldwide.

For more information visit the company's website at [www.fresenius.com](http://www.fresenius.com).

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This release contains forward-looking statements that are subject to various risks and uncertainties. Future results could differ materially from those described in these forward-looking statements 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. This includes the risk that the transaction will not be consummated or on other terms. Fresenius does not undertake any responsibility to update the forward-looking statements in this release.

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Fresenius SE & Co. KGaA  
Registered Office: Bad Homburg, Germany  
Commercial Register: Amtsgericht Bad Homburg, HRB 11852  
Chairman of the Supervisory Board: Dr. Gerd Krick

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General Partner: Fresenius Management SE  
Registered Office: Bad Homburg, Germany  
Commercial Register: Amtsgericht Bad Homburg, HRB 11673  
Management Board: Dr. Ulf M. Schneider (Chairman), Rainer Baule, Dr. Francesco De Meo,  
Dr. Jürgen Götz, Dr. Ben Lipps, Stephan Sturm, Dr. Ernst Wastler  
Chairman of the Supervisory Board: Dr. Gerd Krick