

## Fresenius Investor News

### **Extraordinary General Meeting of Fresenius Medical Care AG on August 30, 2005 – Voting of Fresenius AG**

On August 12, 2005, Citadel Equity Fund Ltd., London, submitted a countermotion to agenda item 1 of the Extraordinary General Meeting and to the only agenda item of the Separate Meeting of Preference Shareholders – Resolution on the conversion of non-voting bearer preference shares into bearer ordinary shares. Citadel Equity Fund Ltd. hereby requests all shareholders of Fresenius Medical Care AG to approve the conversion only when the conversion premium will be reduced to € 9.75 per bearer preference share.

Fresenius AG as shareholder of Fresenius Medical Care AG will vote in favor of this countermotion in the Extraordinary General Meeting. The Company owns 50.76 % of the ordinary shares of Fresenius Medical Care AG.

The proposed step towards just one share class at Fresenius Medical Care AG was well accepted by the shareholders. This is also reflected in the share price development of Fresenius Medical Care's ordinary and preference shares since the announcement of this measure beginning of May. The conversion of preference shares into ordinary shares is expected to improve trading liquidity of the ordinary shares and Fresenius Medical Care's position in the German stock index (DAX). In addition, it will increase the company's flexibility to finance future growth. Therefore, this initiative is in the interests of

Fresenius Medical Care AG as well as of its preference and ordinary shareholders and accordingly in the interests of Fresenius AG.

The countermotion, however, indicates that the attractiveness of the conversion premium to be paid by the preference shareholders is perceived differently by some shareholders. In order to increase the incentive to the preference shareholders to participate in the conversion, Fresenius AG considers the reduced conversion premium of € 9.75 as proposed in Citadel's countermotion as acceptable. Given the advantages of a single share class, Fresenius AG is convinced that voting in favor of the countermotion is to the benefit of all shareholders of Fresenius Medical Care AG.

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. Fresenius does not undertake any responsibility to update the forward-looking statements in this release.