FRESENIUS

Quarterly Financial Report of Fresenius Group

applying International Financial Reporting Standards (IFRS)

1st – 3rd Quarter and 3rd Quarter 2013

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FRESENIUS GROUP FIGURES AT A GLANCE

Fresenius is a health care group providing products and services for dialysis, hospitals and the medical care of patients at home. In addition, Fresenius focuses on hospital operation, as well as on engineering and services for hospitals and other health care facilities. In the three quarters of 2013, Group sales were €15.2 billion. As of September 30, 2013, more than 175,000 employees have dedicated themselves to the service of health in about 100 countries worldwide.

SALES, EARNINGS, AND CASH FLOW

€ in millions	Q3/2013	Q3/2012	Change	Q1–3/2013	Q1–3/2012	Change
Sales	5,100	4,919	4%	15,187	14,261	7%
EBIT [1]	711	786	-10%	2,160	2,229	-3%
Net income [2]	244	248	-2%	726	683	6%
Earnings per share in € [2]	1.37	1.40	-2%	4.07	3.99	2%
Operating cash flow	620	673	-8%	1,575	1,815	-13%

BALANCE SHEET AND INVESTMENTS

€ in millions	Sept. 30, 2013	Dec. 31, 2012	Change
Total assets	30,800	30,889	0%
Non-current assets	22,978	23,198	-1%
Equity	13,262	13,149	1%
Net debt	10,117	10,038	1%
Investments [3]	1,126	2,810	-60%

RATIOS

€ in millions	Q3/2013	Q3/2012	Q1–3/2013	Q1–3/2012
EBITDA margin [1]	18.9%	20.0%	18.7%	19.6%
EBIT margin [1]	13.9%	16.0%	14.2%	15.6%
Depreciation and amortization in % of sales	4.9	4.0	4.4	4.0
Operating cash flow in % of sales	12.2	13.7	10.4	12.7
Equity ratio (September 30/December 31)			43.1%	42.6%
Net debt/EBITDA (September 30/December 31) [4]			2.6	2.5

[1] 2013 excluding one-time integration costs of Fenwal Holdings, Inc. ("Fenwal"). 2012 before one-time items.
[2] Net income attributable to shareholders of Fresenius SE & Co. KGaA. 2013 excluding one-time integration costs of Fenwal. 2012 before one-time items.
[3] Investments in property, plant and equipment and intangible assets, acquisitions (Q1–3). 2012 excluding an investment of cash in the amount of € 801 million by Fresenius SE & Co. KGaA.
[4] 2013 pro forma including Fenwal; before one-time costs (non-financing expenses) related to the takeover offer to Rhön-Klinikum AG shareholders, one-time costs at Fresenius Medical Care and one-time integration costs of Fenwal. 2012 pro forma including Damp Group, Liberty Dialysis Holdings, Inc. and Fenwal; before one-time costs (non-financing expenses) related to the takeover offer to Rhön-Klinikum AG shareholders, and one-time costs at Fresenius Medical Care.

INFORMATION BY BUSINESS SEGMENT

(all segment data according to U.S. GAAP)

FRESENIUS MEDICAL CARE – Dialysis products, Dialysis services

US$ in millions	Q1–3/2013	Q1–3/2012	Change
Sales	10,743	10,095	6%
EBIT	1,595	1,659	-4%
Net income [1]	761	790	-4%
Operating cash flow	1,446	1,467	-1%
Investments/Acquisitions	818	2,244	-64%
R & D expenses	95	83	13%
Employees, per capita on balance sheet date (September 30/December 31)	94,080	90,866	4%

FRESENIUS KABI – Infusion therapy, IV drugs, Clinical nutrition, Medical devices/Transfusion technology

€ in millions	Q1–3/2013 [2]	Q1–3/2012	Change
Sales	3,742	3,363	11%
EBIT	695	700	-1%
Net income [3]	367	330	11%
Operating cash flow	303	452	-33%
Investments/Acquisitions	246	189	30%
R & D expenses	177	136	30%
Employees, per capita on balance sheet date (September 30/December 31)	31,010	30,214	3%

FRESENIUS HELIOS – Hospital operations

€ in millions	Q1–3/2013	Q1–3/2012	Change
Sales	2,537	2,347	8%
EBIT	282	232	22%
Net income [4]	194	148	31%
Operating cash flow	186	157	18%
Investments/Acquisitions	92	655	-86%
Employees, per capita on balance sheet date (September 30/December 31)	42,980	42,881	0%

FRESENIUS VAMED – Engineering and services for hospitals and other health care facilities

€ in millions	Q1–3/2013	Q1–3/2012	Change
Sales	654	536	22%
EBIT	25	24	4%
Net income [5]	16	16	0%
Operating cash flow	-13	68	-119%
Investments/Acquisitions	16	48	-67%
Order intake	380	322	18%
Employees, per capita on balance sheet date (September 30/December 31)	6,365	4,432	44%

[1] Net income attributable to shareholders of Fresenius Medical Care AG & Co. KGaA; 2012 adjusted for a non-taxable investment gain of US$140 million.
[2] Excluding one-time integration costs of Fenwal
[3] Net income attributable to shareholders of Fresenius Kabi AG
[4] Net income attributable to shareholders of HELIOS Kliniken GmbH
[5] Net income attributable to shareholders of VAMED AG

FRESENIUS SHARE

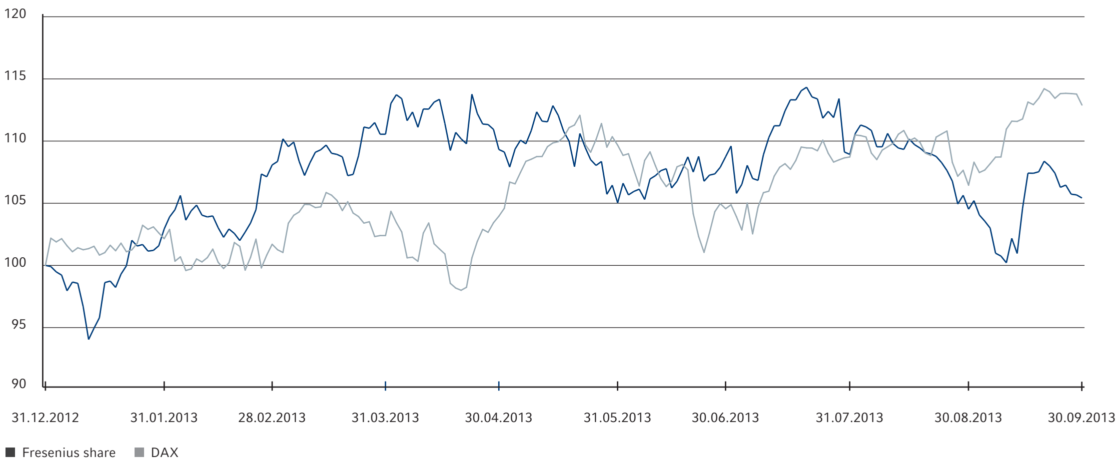
The Fresenius share price maintained its positive trend of the first half into early third quarter, reaching an all-time high of €99.58. The company's September announcement that it was acquiring 43 hospitals from Rhön-Klinikum AG was well received by the capital market. Over the first three quarters of the year the share price rose 5%.

During the first nine months of 2013, political events continued to be the primary driver of the international capital markets. The expected end of the European recession and prospects for a continued global economic recovery increased the focus on growth opportunities. Combined with the continuation of expansionary monetary policies in Europe, the United States and Japan, this led to a largely positive sentiment on the world's stock markets. On September 19, Germany's leading index, the DAX, reached an all-time high of 8,694.

Fresenius shares resumed their upward trend at the beginning of the third quarter, to reach an all-time high of €99.58 on July 19. In the following weeks, uncertainty surrounding the development of the reimbursement rate for dialysis treatments in the United States heavily influenced the Fresenius share price. However, the September 13 announcement that the company would acquire 43 hospitals from Rhön-Klinikum AG was well received, and the share price stabilized. It ended the third quarter at €91.82, an increase of 5% compared with the 2012 closing price.

RELATIVE SHARE PRICE PERFORMANCE VS. DAX

31.12.2012 = 100



KEY DATA OF THE FRESENIUS SHARE

	Q1–3/2013	2012	Change
Number of shares (September 30/December 31)	**178,839,237**	178,188,260	
Half year-end quotation in €	**91.82**	87.10	105,4%
High in €	**99.58**	96.38	103,3%
Low in €	**81.91**	72.07	113,7%
Ø Trading volume (number of shares per trading day)	**437,589**	482,030	-9,2%
Market capitalization, € in millions (September 30/December 31)	**16,421**	15,520	5,8%

MANAGEMENT REPORT

Fresenius posted the highest nine-month earnings in the company's history. We also made significant progress regarding the Group's strategic posture. Our landmark acquisition of 43 hospitals from Rhön-Klinikum AG will enable us to build a hospital network across Germany offering innovative approaches to health care.

CONTINUED STRONG SALES AND NET INCOME GROWTH – FRESENIUS FULLY CONFIRMS 2013 OUTLOOK

	Q1–3/2013	at actual rates	in constant currency
Sales	€15.2 bn	+7%	+9%
EBIT [1]	€2.2 bn	-3%	-1%
Net income [2]	€726 m	+6%	+7%

HEALTH CARE INDUSTRY

The health care sector is one of the world's largest industries. It is relatively insensitive to economic fluctuations compared to other sectors and has posted above-average growth over the past several years.

The main growth factors are: rising medical needs deriving from aging populations, growing number of chronically ill or multi-morbid patients, a stronger demand for innovative products and therapies, advances in medical technology as well as growing health consciousness, which increases the demand for health care services and facilities.

In the emerging countries, additional drivers are: expanding availability and correspondingly greater demand for basic health care and increasing national incomes and hence, higher spending on health care.

Health care structures are being reviewed and cost-cutting potential identified in order to contain the steadily rising health care expenditures. However, such measures cannot compensate for the cost pressures arising from medical advances and demographic change. Market-based elements are increasingly being introduced into the health care system to create incentives for cost- and quality-conscious behavior. Overall treatment costs shall be reduced through improved quality standards and optimized medical processes.

In addition, ever greater importance is being placed on disease prevention and innovative reimbursement models linked to treatment quality standards.

[1] 2013 excluding one-time integration costs of Fenwal. 2012 before one-time items.
[2] Net income attributable to shareholders of Fresenius SE & Co. KGaA. 2013 excluding one-time integration costs of Fenwal. 2012 before one-time items.

RESULTS OF OPERATIONS, FINANCIAL POSITION, ASSETS AND LIABILITIES

SALES

Group sales increased by 7% (9% in constant currency) to €15,187 million (Q1 – 3 2012: €14,261 million). Organic sales growth was 5%. Acquisitions contributed 5%. Divestitures reduced sales growth by 1%.

Organic sales growth was 5% in North America and 2% in Europe. In Latin America (13%) and Africa (27%) organic sales growth was particularly strong. In Asia-Pacific organic sales growth was 6%.

EARNINGS

Group EBITDA[1] grew by 1% (3% in constant currency) to €2,834 million (Q1 – 3 2012: €2,801 million). Group EBIT[1] decreased by 3% to €2,160 million (Q1 – 3 2012: €2,229 million). In constant currency EBIT decreased by 1%. The EBIT margin of 14.2% (Q1 – 3 2012: 15.6%) was impacted by a margin reduction at Fresenius Medical Care as well as the first-time consolidation of Fenwal. The Q3/2013 Group EBIT margin was 13.9%.

Group net interest decreased to -€449 million (Q1 – 3 2012: -€480 million), although this figure includes €14 million one-time costs resulting from the early redemption of the Senior Notes originally due in 2016.

The Group tax rate[1] improved to 28.1% (Q1 – 3 2012: 30.1%).

SALES BY REGION

€ in millions	Q1 – 3/2013	Q1 – 3/2012	Change at actual rates	Currency translations effects	Change at constant rates	Organic growth	Acquisitions/ divestitures	% of total sales
North America	**6,602**	6,138	8%	-3%	11%	5%	6%	43%
Europe	**6,016**	5,711	5%	-1%	6%	2%	4%	40%
Asia-Pacific	**1,437**	1,372	5%	-3%	8%	6%	2%	9%
Latin America	**860**	815	6%	-10%	16%	13%	3%	6%
Africa	**272**	225	21%	-8%	29%	27%	2%	2%
Total	**15,187**	14,261	7%	-2%	9%	5%	4%	100%

SALES BY BUSINESS SEGMENT

€ in millions	Q1 – 3/2013	Q1 – 3/2012	Change at actual rates	Currency translations effects	Change at constant rates	Organic growth	Acquisitions/ divestitures	% of total sales
Fresenius Medical Care	**8,156**	7,882	3%	-4%	7%	5%	2%	54%
Fresenius Kabi	**3,742**	3,363	11%	-3%	14%	5%	9%	25%
Fresenius Helios	**2,537**	2,347	8%	0%	8%	4%	4%	17%
Fresenius Vamed	**654**	536	22%	0%	22%	13%	9%	4%

All segment data according to U.S. GAAP

EARNINGS

€ in millions	Q3/2013	Q3/2012	Q1 – 3/2013	Q1 – 3/2012
EBIT[1]	**711**	786	**2,160**	2,229
Net income[2]	**244**	248	**726**	683
Net income[3]	**238**	243	**700**	686
Earnings per share in €[2]	**1.37**	1.40	**4.07**	3.99
Earnings per share in €[3]	**1.33**	1.37	**3.92**	4.00

[1] 2013 excluding one-time integration costs of Fenwal. 2012 before one-time items.
[2] Net income attributable to shareholders of Fresenius SE & Co. KGaA. 2013 excluding one-time integration costs of Fenwal. 2012 before one-time items.
[3] Net income attributable to shareholders of Fresenius SE & Co. KGaA including one-time costs.

Noncontrolling interest was €505 million (Q1–3 2012: €540 million), of which 95% was attributable to the noncontrolling interest in Fresenius Medical Care.

Group net income[1] increased by 6% (7% in constant currency) to €726 million (Q1–3 2012: €683 million). Earnings per share[1] increased by 2% to €4.07 (Q1–3 2012: €3.99). The weighted average number of shares outstanding in Q1–3 2013 was 178,455,438 (Q1–3 2012: 171,263,663).

Group net income attributable to shareholders of Fresenius SE & Co. KGaA including one-time integration costs for Fenwal was €700 million or €3.92 per share.

RECONCILIATION

The Group's IFRS financial results as of September 30, 2013 and September 30, 2012 comprise special items. Net income attributable to shareholders of Fresenius SE & Co. KGaA in the first three quarters of 2013 excludes one-time integration costs of Fenwal; 2012 before a non-taxable investment gain at Fresenius Medical Care as well as one-time costs related to the offer to the shareholders of Rhön-Klinikum AG. Adjusted earnings represent the Group's business operations in the reporting period.

RECONCILIATION

€ in millions	**Q1–3/2013 before special items**	one-time integration costs of Fenwal	**Q1–3/2013 according to IFRS (incl. special items)**	Q1–3/2012 before special items	non-taxable investment gain at Fresenius Medical Care	one-time costs related to the takeover offer to the shareholders of Rhön-Klinikum AG	Q1–3/2012 according to IFRS (incl. special items)
Sales	**15,187**		**15,187**	14,261			14,261
EBIT	**2,160**	-34	**2,126**	2,229		-7	2,222
Investment gain	**0**		**0**	0	109		109
Interest result	**-449**		**-449**	-480			-480
Other financial result	**0**		**0**	0		-37	-37
Net income before taxes	**1,711**	-34	**1,677**	1,749	109	-44	1,814
Income taxes	**-480**	8	**-472**	-526		13	-513
Net income	**1,231**	-26	**1,205**	1,223	109	-31	1,301
Less noncontrolling interest	**-505**		**-505**	-540	-75		-615
Net income attributable to shareholders of Fresenius SE & Co. KGaA	**726**	-26	**700**	683	34	-31	686

€ in millions	**Q3/2013 before special items**	one-time integration costs of Fenwal	**Q3/2013 according to IFRS (incl. special items)**	Q3/2012 before special items	non-taxable investment gain at Fresenius Medical Care	one-time costs related to the takeover offer to the shareholders of Rhön-Klinikum AG	Q3/2012 according to IFRS (incl. special items)
Sales	**5,100**		**5,100**	4,919			4,919
EBIT	**711**	-7	**704**	786		0	786
Investment gain	**0**		**0**	0	1		1
Interest result	**-136**		**-136**	-167			-167
Other financial result	**0**		**0**	0		-8	-8
Net income before taxes	**575**	-7	**568**	619	1	-8	612
Income taxes	**-158**	1	**-157**	-179		3	-176
Net income	**417**	-6	**411**	440	1	-5	436
Less noncontrolling interest	**-173**		**-173**	-192	-1		-193
Net income attributable to shareholders of Fresenius SE & Co. KGaA	**244**	-6	**238**	248	0	-5	243

[1] Net income attributable to shareholders of Fresenius SE & Co. KGaA. 2013 excluding one-time integration costs of Fenwal. 2012 before one-time items.

INVESTMENTS

The Fresenius Group spent €685 million on property, plant and equipment (Q1 – 3 2012: €619 million). Acquisition spending was €441 million (Q1 – 3 2012: €2,191 million).

CASH FLOW

Operating cash flow was €1,575 million (Q1 – 3 2012: €1,815 million). The decrease relates primarily to a one-time payment by Fresenius Medical Care regarding the amendment of the supply agreement for the iron product Venofer in North America. In Q1 – 3 2012, the operating cash flow was positively influenced by extraordinary payments on trade accounts receivable. The cash flow margin reached 10.4% (Q1 – 3 2012: 12.7%). Net capital expenditure increased to €668 million (Q1 – 3 2012: €572 million). Free cash flow before acquisitions and dividends was €907 million (Q1 – 3 2012: €1,243 million). Free cash flow after acquisitions and dividends increased to €151 million (Q1 – 3 2012: -€822 million).

INVESTMENTS BY BUSINESS SEGMENT

€ in millions	Q1 – 3/2013	Q1 – 3/2012	thereof property, plant and equipment	thereof acquisitions	Change	% of total
Fresenius Medical Care	**621**	1,688	389	232	-63%	55%
Fresenius Kabi	**246**	189	187	59	30%	22%
Fresenius Helios	**92**	655	85	7	-86%	8%
Fresenius Vamed	**16**	48	8	8	-67%	1%
Corporate/Other	**143**	223	7	136	-36%	13%
IFRS Reconciliation	8	7	9	-1	14%	1%
Total	**1,126**	2,810	685	441	-60%	100%

All segment data according to U.S. GAAP

CASH FLOW STATEMENT (SUMMARY)

€ in millions	Q1 – 3/2013	Q1 – 3/2012	Change
Net income	**1,205**	1,301	-7%
Depreciation and amortization	**674**	572	18%
Change in accruals for pensions	**19**	15	27%
Cash flow	**1,898**	1,888	1%
Change in working capital	**-323**	-73	--
Operating cash flow	**1,575**	1,815	-13%
Property, plant and equipment	**-689**	-591	-17%
Proceeds from the sale of property, plant and equipment	**21**	19	11%
Cash flow before acquisitions and dividends	**907**	1,243	-27%
Cash used for acquisitions, net	**-298**	-1,654	82%
Dividends paid	**-458**	-411	-11%
Free cash flow paid after acquisitions and dividends	**151**	-822	118%
Financial investments	**0**	-801	100%
Cash provided by/used for financing activities	**-142**	1,957	-107%
Effect of exchange rates on change in cash and cash equivalents	**-21**	-1	--
Net change in cash and cash equivalents	**-12**	333	-104%

ASSET AND LIABILITY STRUCTURE

The Group's total assets were €30,800 million (Dec. 31, 2012: €30,899 million). In constant currency, Group's total assets increased by 2%. Current assets grew by 2% (4% in constant currency) to €7,822 million (Dec. 31, 2012: €7,701 million). Non-current assets were €22,978 million (Dec. 31, 2012: €23,198 million). In constant currency, non-current assets increased by 1%.

Total shareholders' equity increased by 1% (4% in constant currency) to €13,262 million (Dec. 31, 2012: €13,149 million). The equity ratio was 43.1% (Dec. 31, 2012: 42.6%).

Group debt was €10,990 million (Dec. 31, 2012: €10,923 million). Net debt was €10,117 million (Dec. 31, 2012: €10,038 million). As of September 30, 2013, the net debt/EBITDA ratio was 2.58[1] (Dec. 31, 2012: 2.52[2]).

THIRD QUARTER OF 2013

Group sales increased by 4% to €5,100 million (Q3 2012: €4,919 million). In constant currency, sales increased by 9%. Organic sales growth was 5%, acquisitions contributed a further 4%. EBIT[3] decreased by 10% at actual rates to 711 million (Q3 2012: € 786 million), in constant rates by 5%. Group net income[4] reached €244 million (Q3 2012: €248 million). In constant currency, growth of 1% was achieved. Earnings per share[4] decreased by 2% to €1.37 per share (Q3 2012: €1.40). In constant currency, earnings per share remained unchanged. Group net income[5] including special items reached €238 million (Q3 2012: €243 million). Earnings per share[5] including special items were €1.33.

Investments in property, plant and equipment increased to €252 million (Q3 2012: €225 million). Acquisition spending was €291 million (Q3 2012: €95 million).

[1] Pro forma including Fenwal; before one-time costs (non-financing expenses) related to the takeover offer to Rhön-Klinikum AG shareholders, one-time costs at Fresenius Medical Care and one-time integration costs of Fenwal.
[2] Pro forma including Damp Group, Liberty Dialysis Holdings, Inc. and Fenwal; before one-time costs (non-financing expenses) related to the takeover offer to Rhön-Klinikum AG shareholders, and one-time costs at Fresenius Medical Care.
[3] 2013 excluding one-time integration costs of Fenwal. 2012 before one-time items.
[4] Net income attributable to shareholders of Fresenius SE & Co. KGaA. 2013 excluding one-time integration costs of Fenwal. 2012 before one-time items.
[5] Net income attributable to shareholders of Fresenius SE & Co. KGaA including one-time costs.

BUSINESS SEGMENTS

(all segment data according to U.S. GAAP)

FRESENIUS MEDICAL CARE

Fresenius Medical Care is the world's leading provider of services and products for patients with chronic kidney failure. As of September 30, 2013, Fresenius Medical Care was treating 265,824 patients in 3,225 dialysis clinics.

US$ in millions	Q3/2013	Q3/2012	Change	Q1–3/2013	Q1–3/2012	Change
Sales	**3,666**	3,418	7%	**10,743**	10,095	6%
EBITDA	**722**	720	0%	**2,074**	2,106	-2%
EBIT	**557**	568	-2%	**1,595**	1,659	-4%
Net income [1]	**273**	270	1%	**761**	790	-4%
Employees (Sept. 30/Dec. 31)				**94,080**	90,866	4%

FIRST THREE QUARTERS OF 2013

- Strong organic sales growth of 5%
- Excellent operating cash flow margin of 13.5%
- 2013 guidance confirmed

Sales increased by 6% (7% in constant currency) to US$10,743 million (Q1–3 2012: US$10,095 million). Organic sales growth was 5%. Acquisitions contributed 3%, while divestitures reduced sales growth by 1%.

Sales in dialysis services increased by 7% (8% in constant currency) to US$8,235 million (Q1–3 2012: US$7,688 million). Dialysis product sales grew by 4% (4% in constant currency) to US$2,508 million (Q1–3 2012: US$2,407 million).

In North America, sales grew 8% to US$7,099 million (Q1–3 2012: US$6,602 million). Dialysis services sales grew by 8% to US$6,485 million (Q1–3 2012: US$6,007 million). Dialysis product sales increased by 3% to US$614 million (Q1–3 2012: US$595 million).

Sales outside North America ("International" segment) grew by 4% (5% in constant currency) to US$3,619 million (Q1–3 2012: US$3,470 million). Sales in dialysis services increased by 4% to US$ 1,750 million (Q1–3 2012: US$1,680 million). Dialysis product sales grew by 4% to US$1,869 million (Q1–3 2012: US$1,790 million).

EBIT decreased by 4% to US$1,595 million (Q1–3 2012: US$1,659 million).

Net income attributable to shareholders of Fresenius Medical Care AG & Co. KGaA decreased by 4% to US$761 million (Q1–3 2012 [1]: US$790 million).

The operating cash flow of US$1,446 million was below previous year's US$1,467 million. The decrease relates to a one-time payment regarding the amendment of the supply agreement for the iron product Venofer in North America (US$100 million). The cash flow margin was 13.5% (Q1–3 2012: 14.5%).

THIRD QUARTER OF 2013

Fresenius Medical Care increased sales by 7% to US$3,666 million (Q3 2012: US$3,418 million). Organic sales growth was 6%, acquisitions contributed 3%, while divestments reduced sales by 1%. Currency translation had a negative effect of 1%. EBIT declined by 2% to US$ 557 million (Q3 2012: US$568 million). Net income [1] for the third quarter of 2013 was US$273 million, an increase of 1% (Q3 2012: US$270 million).

Please see page 18 of the Management Report for the 2013 outlook of Fresenius Medical Care.

For further information, please see Fresenius Medical Care's Investor News at www.fmc-ag.com.

[1] Net income attributable to shareholders of Fresenius Medical Care AG & Co. KGaA. 2012 adjusted for a non-taxable investment gain of US$140 million.

FRESENIUS KABI

Fresenius Kabi offers infusion therapies, intravenously administered generic drugs and clinical nutrition for seriously and chronically ill patients in the hospital and outpatient environments. The company is also a leading supplier of medical devices and transfusion technology products.

€ in millions	**Q3/2013**	Q3/2012	Change	**Q1–3/2013**	Q1–3/2012	Change
Sales	**1,223**	1,129	8%	**3,742**	3,363	11%
EBITDA [1]	**277**	287	-3%	**852**	817	4%
EBIT [1]	**226**	248	-9%	**695**	700	-1%
Net income [1, 2]	**125**	120	4%	**367**	330	11%
Employees (Sept. 30/Dec. 31)				**31,010**	30,214	3%

FIRST THREE QUARTERS OF 2013

- 5% organic sales growth, at the upper end of guidance
- 7% organic sales growth in North America in the first nine months
- 2013 guidance fully confirmed

Sales increased by 11% (14% in constant currency) to €3,742 million (Q1–3 2012: €3,363 million). Organic sales growth was 5%. Acquisitions contributed 10% sales growth, while divestitures reduced sales growth by 1%. Currency translation had a negative effect of 3%.

Sales in Europe grew by 5% (organic growth: 2%) to €1,524 million (Q1–3 2012: €1,449 million). Sales in North America increased by 27% to €1,158 million (Q1–3 2012: €910 million), primarily driven by the consolidation of Fenwal. Organic sales growth was 7%. In Asia-Pacific sales increased by 7% (organic growth: 6%) to €689 million (Q1–3 2012: €642 million). Sales in Latin America/Africa increased by 2% (organic growth: 8%) to €371 million (Q1–3 2012: €362 million). Growth in Q1–3 2013 comes over a strong Q1–3/2012 base, posting 10% organic sales growth in North America, 6% in Europe, 15% in Asia-Pacific and 14% in Latin America/Africa.

EBIT [1] was €695 million (Q1–3 2012: €700 million), an increase of 1% in constant currency. EBIT includes one-time charges of €32 million to remediate manufacturing issues following FDA audits at the Grand Island, USA, and Kalyani, India, facilities. The EBIT margin was 18.6%. Excluding Fenwal, the EBIT margin was 19.6% (Q1–3 2012: 20.8%). Margin development is fully in line with guidance. Net income [1,2] increased by 11% to €367 million (Q1–3 2012: €330 million).

Fresenius Kabi's operating cash flow was €303 million (Q1–3 2012: €452 million). Last year's operating cash flow was positively influenced by extraordinary payments on trade accounts receivable. The cash flow margin was 8.1% (Q1–3 2012: 13.4%). Cash flow before acquisitions and dividends was €114 million (Q1–3 2012: €322 million).

The integration of Fenwal progressed as planned with related Q1-Q3 2013 one-time costs of €34 million pre-tax. These costs are reported in the Group Corporate/Other segment.

[1] Excluding Fenwal integration costs.
[2] Net income attributable to shareholders of Fresenius Kabi AG.

On October 1, 2013, Fresenius Kabi has started a joint venture with the leading Indonesian pharmaceutical company PT Soho Global Health. The joint venture operates a production plant in Jakarta and primarily manufactures I.V. generic drugs and infusion solutions. In 2012, the joint venture generated sales of more than €40 million (pro forma). Via the joint venture Fresenius Kabi becomes market leader in I.V. generics in Indonesia.

THIRD QUARTER OF 2013

In the third quarter of 2013, Fresenius Kabi increased sales by 8% to €1,223 million (Q3 2012: €1,129 million). Organic sales growth was 5%, acquisitions contributed 10% sales growth, divestments reduced sales by 1%. Currency translation had a negative effect of 6%. EBIT[1] declined by 9% to €226 million (Q3 2012: €248 million). The EBIT margin was 18.5% (Q2 2012: 22.0%). Fresenius Kabi's net income[1, 2] improved by 4% to €125 million (Q3 2012: €120 million).

Please see page 18 of the Management Report for the 2013 outlook of Fresenius Kabi.

[1] Excluding Fenwal integration costs.
[2] Net income attributable to shareholders of Fresenius Kabi AG.

FRESENIUS HELIOS

Fresenius Helios is one of the largest private hospital operators in Germany. HELIOS owns 74 hospitals, thereof 51 acute care clinics including six maximum care hospitals in Berlin-Buch, Duisburg, Erfurt, Krefeld, Schwerin and Wuppertal and 23 post-acute care clinics. HELIOS treats more than 2.9 million patients per year, thereof more than 780,000 inpatients, and operates more than 23,000 beds.

€ in millions	Q3/2013	Q3/2012	Change	Q1–3/2013	Q1–3/2012	Change
Sales	**842**	822	2%	**2,537**	2,347	8%
EBITDA	**133**	111	20%	**368**	312	18%
EBIT	**103**	82	26%	**282**	232	22%
Net income [1]	**75**	57	32%	**194**	148	31%
Employees (Sept. 30/Dec. 31)				**42,980**	42,881	0%

FIRST THREE QUARTERS OF 2013

- Acquisition of 43 hospitals from Rhön-Klinikum AG announced
- 11.1% EBIT margin, up 120 basis points
- 2013 EBIT now expected in upper half of guidance range

Sales increased by 8% to €2,537 million (Q1–3 2012: €2,347 million). Organic sales growth was 4%, acquisitions contributed 5%. Divestitures reduced sales growth by 1%.

EBIT grew by 22% to €282 million (Q1–3 2012: €232 million). The EBIT margin increased to 11.1% (Q1–3 2012: 9.9%). Net income [1] increased by 31% to €194 million (Q1–3 2012: €148 million).

Sales of the established hospitals grew by 4% to €2,424 million. EBIT improved by 19% to €279 million. The EBIT margin increased to 11.5% (Q1–3 2012: 10.0%). Sales of the acquired hospitals (consolidation <1 year) were €113 million, EBIT was €3 million.

On September 13, 2013, Fresenius announced the acquisition of 43 hospitals and 15 outpatient facilities from Rhön-Klinikum AG. On the basis of 2013 pro forma financials, the acquisition is expected to add sales of approximately €2 billion and an EBITDA of approximately €250 million. The purchase price of €3.07 billion will be entirely debt-financed. Fresenius expects one-time integration costs of approximately €80 million before tax. Substantial cost synergies totaling approximately €85 million p.a. before tax are expected from 2015 onwards. The acquisition is subject to antitrust approval as well as certain approvals of former municipal owners or current minority shareholders. The vast majority of the transaction is expected to close by the end of this year.

THIRD QUARTER OF 2013

In the third quarter of 2013, sales were €842 million (Q3 2012: €822 million), an increase of 2% solely based on organic sales growth. EBIT increased by 26% to € 103 million (Q3 2012: € 82 million). The EBIT margin increased by 220 basis points to 12.2%. Net income grew by 32% to €75 million (Q3 2012: €57 million).

Please see page 19 of the Management Report for the 2013 outlook of Fresenius Helios.

[1] Net income attributable to shareholders of HELIOS Kliniken GmbH.

FRESENIUS VAMED

Fresenius Vamed offers engineering and services for hospitals and other health care facilities.

€ in millions	**Q3/2013**	Q3/2012	Change	**Q1–3/2013**	Q1–3/2012	Change
Sales	**233**	188	24%	654	536	22%
EBITDA	**13**	12	8%	32	30	7%
EBIT	**10**	10	0%	25	24	4%
Net income [1]	**7**	6	17%	16	16	0%
Employees (Sept. 30/Dec. 31)				6,365	4,432	44%

FIRST THREE QUARTERS OF 2013

- 18% order intake increase to €380 million
- 13% organic sales growth
- 2013 sales growth now expected at upper end of guidance range

Sales increased by 22% to €654 million (Q1–3 2012: €536 million). Organic sales growth was 13%, acquisitions contributed 9%. Sales in the project business increased by 16% to €332 million (Q1–3 2012: €285 million). Sales in the service business grew by 28% to €322 million (Q1–3 2012: €251 million).

EBIT grew by 4% to €25 million (Q1–3 2012: €24 million). The EBIT margin reached 3.8% (Q1–3 2012: 4.5%). Net income [1] was at previous year's level of €16 million.

Order intake increased by 18% to €380 million (Q1–3 2012: €322 million). As of September 30, 2013, the company's order backlog was €1,034 million (Dec. 31, 2012: €987 million).

THIRD QUARTER OF 2013

Sales in the third quarter of 2013 grew by 24% to €233 million (Q3 2012: €188 million). EBIT was €10 million (Q3 2012: €10 million). EBIT margin was 4.3% (Q2 2012: 5.3%). Net income [1] increased by 17% to €7 million (Q3 2012: €6 million).

Please see page 19 of the Management Report for the 2013 outlook of Fresenius Vamed.

[1] Net income attributable to shareholders of Vamed AG.

EMPLOYEES

As of September 30, 2013, the number of employees increased by 3% to 175,249 (Dec. 31, 2012: 169,324).

EMPLOYEES BY BUSINESS SEGMENT

Number of employees	Sep 30, 2013	Dec 31, 2012	Change
Fresenius Medical Care	**94,080**	90,866	4%
Fresenius Kabi	**31,010**	30,214	3%
Fresenius Helios	**42,980**	42,881	0%
Fresenius Vamed	**6,365**	4,432	44%
Corporate/Other	**814**	931	-13%
Total	**175,249**	169,324	3%

RESEARCH AND DEVELOPMENT

We place great importance on research and development at Fresenius, where we develop products and therapies for severely and chronically ill patients. High quality is crucial for providing patients with optimal care, improving their quality of life, thus increasing their life expectancy. As an integral part of our corporate strategy, research and development also serves to secure the Company's economic growth and success.

RESEARCH AND DEVELOPMENT EXPENSES
BY BUSINESS SEGMENT

€ in millions	Q1–3/2013	Q1–3/2012	Change
Fresenius Medical Care	**72**	65	11%
Fresenius Kabi	**177**	136	30%
Fresenius Helios	–	–	--
Fresenius Vamed	**0**	0	
Corporate/Other	**3**	13	-77%
IFRS Reconciliation	**42**	2	--
Total	**294**	216	36%

All segment data according to U.S. GAAP

Fresenius focuses its R & D efforts on its core competencies in the following areas:

- Dialysis
- Infusion and nutrition therapies
- Generic IV drugs
- Medical devices

Apart from products, we are concentrating on developing optimized or completely new therapies, treatment methods, and services.

DIALYSIS

The complex interactions and side effects that lead to kidney failure are better explored today than ever before. Technological advances develop in parallel with medical insights to improve the possibilities for treating patients. For the R & D activities at Fresenius Medical Care, this means that our aim is to translate new insights into novel or improved developments and bring them to market as quickly as possible, and thus make an important contribution towards rendering the treatment of patients increasingly comfortable, safe, and individualized.

INFUSION THERAPIES, CLINICAL NUTRITION, GENERIC IV DRUGS, AND MEDICAL DEVICES

Fresenius Kabi's R & D activities concentrate on products for the treatment and care of critically and chronically ill patients. Our focus is on therapy areas with high medical needs, such as in the therapy of oncology patients. We develop products that help to support medical advancements in acute and post acute care and improve the patients' quality of life. At the same time, we want to make high-quality treatments available to patients worldwide through our comprehensive range of generics. Our focus in the medical device segment is to develop products significantly contributing to a safe and effective application of infusion solutions and clinical nutrition.

Our R & D strategy is aligned with this focus:

- develop innovative products in areas where we hold a leading position, such as clinical nutrition
- develop own generic drug formulations ready to launch at the time of market formation
- develop new formulations for non-patented drugs
- continue to develop and refine our existing portfolio of pharmaceuticals
- develop innovative medical devices.

Another important element of our activities is to obtain marketing approval for new products. We work continuously on dossiers for the registration of our products in every major market in the world. This applies both to our established portfolio, where we expand our distribution internationally through marketing approvals in new local markets. In addition, we work to obtain approvals for new products in order to expand our product portfolio.

OPPORTUNITIES AND RISK REPORT

In the third quarter 2013, Fresenius Kabi received a Warning Letter from the U.S. Food and Drug Administration (FDA) related to an April 2013 inspection of its Fenwal blood bag manufacturing plant in Maricao, Puerto Rico. Fresenius Kabi acquired Fenwal in December 2012. The Warning Letter observations are primarily related to complaint-handling procedures, labeling issues, and filing of field alerts not in accordance with FDA regulations. The Warning Letter was not issued as a result of adverse events related to patient safety. Following the inspection, Fresenius Kabi submitted a detailed remediation action plan to the FDA. The company has made significant progress in remedying the issues cited in the Warning Letter including improvements to its procedures and documentation. Production at the plant is continuing.

In addition, Fresenius Kabi received a Warning Letter, dated July 1, from the FDA related to an inspection of its oncolytic API plant in Kalyani, India, in January 2013. As a precautionary measure, production at the plant had been put on hold in January 2013. The Warning Letter observations are related to GMP non-conformities regarding manufacturing, documentation practices and data integrity. Many of the data integrity items cited in the Warning Letter were self-identified by Fresenius Kabi post-inspection and shared with the FDA. The company has made significant progress in remedying the issues cited in the Warning Letter. Based on a detailed remediation action plan submitted to the FDA, Fresenius Kabi has begun the process of restarting manufacture at the facility.

As part of its product portfolio, Fresenius Kabi sells hydroxyethyl starch (HES) solutions for blood volume replacement therapy. In October 2013, the Co-ordination Group for Mutual Recognition and Decentralised Procedures – Human (CMDh) endorsed the recommendation by the European Medicines Agency's Pharmacovigilance Risk Assessment Committee (PRAC) to limit the use of HES solutions. HES solutions may continue to be used in restricted patient populations. The final decision, which will be valid throughout the European Union, will be taken by the European Commission.

Aside from this, compared to the presentation in the consolidated financial statements and management report as of December 31, 2012, applying Section 315a HGB in accordance with IFRS, there have been no material changes in Fresenius' overall opportunities and risk situation.

In the ordinary course of Fresenius Group's operations, the Fresenius Group is subject to litigation, arbitration and investigations relating to various aspects of its business. The Fresenius Group regularly analyzes current information about such claims for probable losses and provides accruals for such matters, including estimated expenses for legal services, as appropriate.

We report on legal proceedings, currency and interest risks on pages 48 to 54 in the Notes of this report.

SUBSEQUENT EVENTS

On October 15, 2013, Fresenius SE & Co. KGaA entered into a Bridge Financing Facility in the amount of €1,800 million with a group of banks. It is planned to temporarily utilize this facility to fund the acquisition of 43 hospitals and 15 outpatient facilities from Rhön-Klinikum AG. Further sources of financing will be the increase of the 2013 Senior Credit Agreement by €1,200 million along with available cash and credit lines. Amounts drawn under the Bridge Financing Facility shall be refinanced through capital markets transactions in the first half of 2014.

There have been no significant changes in the Fresenius Group's operating environment following the end of the first three quarters of 2013. No other events of material importance on the assets and liabilities, financial position, and results of operations of the Group have occurred following the end of the first three quarters of 2013.

RATING

Fresenius is covered by the rating agencies Moody's, Standard & Poor's and Fitch.

The following table shows the company rating of Fresenius SE & Co. KGaA:

	Standard & Poor's	Moody's	Fitch
Company rating	BB+	Ba1	BB+
Outlook	positive	negative	watch evolving

Following the signing of a binding agreement to purchase the majority of the clinics of Rhön-Klinikum AG, the rating agencies reviewed and largely confirmed the company ratings. Fitch placed on September 13, 2013, the rating on "watch evolving" indicating a possible change of the positive outlook. On September 17, 2013, Moody's confirmed the Ba1 company rating and changed the outlook to negative from positive. Standard & Poor's affirmed on October 10, 2013, the BB+ company rating and the positive outlook.

OUTLOOK 2013 [1]

FRESENIUS GROUP

Based on the Group's strong financial results in the first three quarters, Fresenius fully confirms its guidance for 2013. Sales are expected to increase by 7% to 10% and net income [2] is expected to increase by 11% to 14% (both in constant currency).

On September 13, 2013, Fresenius announced the acquisition of 43 hospitals from Rhön-Klinikum AG. The vast majority of the transaction is expected to close by the end of this year. The purchase price of €3.07 billion will be entirely debt-financed. The pro forma Group net debt/EBITDA is expected to temporarily exceed 3.0 in 2013 but remain below 3.5, before returning to the upper end of the 2.5 to 3.0 target range in 2014.

FRESENIUS MEDICAL CARE

Fresenius Medical Care expects revenue to grow to more than US$14.6 billion in 2013. Net income attributable to shareholders of Fresenius Medical Care AG & Co. KGaA is expected to be between US$1.1 billion and US$1.15 billion in 2013, likely at the low end of that range.

FRESENIUS KABI

Fresenius Kabi fully confirms its outlook for 2013 and projects sales growth of 12% to 14% in constant currency. Organic sales growth is expected in the range of 3% to 5%. The company projects an EBIT margin of 19% to 20% [3] excluding the Fenwal operations and of 18% to 19% [3] including the Fenwal operations. EBIT in constant currency is expected to exceed 2012 EBIT. The guidance includes one-time charges to remediate manufacturing issues following FDA audits at the Grand Island, USA, and Kalyani, India, facilities. It also includes a gain related to the sale of the respiratory homecare business in France.

[1] All data according to U.S. GAAP
[2] Net income attributable to shareholders of Fresenius SE & Co. KGaA. 2013 excluding one-time integration costs of Fenwal (~€50 million pre tax). 2012 before one-time items.
[3] Excluding Fenwal integration costs.

FRESENIUS HELIOS

Fresenius Helios fully confirms its outlook for 2013. The company projects organic sales growth of 3% to 5%. EBIT is now expected in the upper half of the €370 to €395 million guidance range.

FRESENIUS VAMED

Fresenius Vamed now expects to achieve sales growth at the upper end of the 8% to 12% guidance range. EBIT growth expectations remain in the range of 5% to 10%.

INVESTMENTS

The Group plans to invest around 5% of sales in property, plant and equipment.

EMPLOYEES

The number of employees in the Group will continue to rise in the future as a result of the expected expansion. We expect that the number of employees will increase to approximately 180,000 in 2013.

RESEARCH AND DEVELOPMENT

Our R & D activities will continue to play a key role in securing the Group's long-term growth through innovations and new therapies.

Given the continued cost-containment efforts in the health care sector, cost efficiency combined with a strong quality focus is acquiring ever greater importance in product development and the improvement of treatment concepts. We are concentrating our R & D activities on products and therapies for the treatment of patients with chronic kidney failure. Another focus is infusion and nutrition therapies and the development of generic IV drugs as well as medical devices.

GROUP FINANCIAL OUTLOOK 2013

	Previous guidance	New guidance
Sales, growth (constant currency)	7% – 10%	confirmed
Net income [1], growth (in constant currancy)	11% – 14%	confirmed

All data according to U.S. GAAP

OUTLOOK 2013 BY BUSINESS SEGMENT

		Previous guidance	New guidance
Fresenius Medical Care	Sales	>US$14.6 bn	confirmed
	Net income [2]	US$1.1 bn – US$1.15 bn	low end of range
Fresenius Kabi	Sales, growth (constant currency)	12% – 14%	confirmed
	Sales, growth (organic)	3% – 5%	confirmed
	EBIT margin excl. Fenwal [3]	19% – 20%	confirmed
	EBIT margin incl. Fenwal [3]	18% – 19%	confirmed
Fresenius Helios	Sales, growth (organic)	3% – 5%	confirmed
	EBIT	€370 m – €395 m	upper half of range
Fresenius Vamed	Sales, growth	8% – 12%	upper end of range
	EBIT, growth	5% – 10%	confirmed

All segment data according to U.S. GAAP

[1] Net income attributable to shareholders of Fresenius SE & Co. KGaA. 2013 excluding one-time integration costs of Fenwal (~€50 million pre tax). 2012 before one-time items.
[2] Net income attributable to shareholders of Fresenius Medical Care AG & Co. KGaA
[3] Fresenius Kabi 2013 guidance excludes Fenwal integration costs (~€50 million pre tax); also see Group guidance.

FRESENIUS SE & CO. KGAA
CONSOLIDATED STATEMENT OF INCOME (UNAUDITED)

€ in millions	Q3/2013	Q3/2012 [1]	Q1–3/2013	Q1–3/2012 [1]
Sales	**5,100**	4,919	**15,187**	14,261
Cost of sales	**-3,464**	-3,284	**-10,333**	-9,496
Gross profit	**1,636**	1,635	**4,854**	4,765
Selling, general and administrative expenses	**-808**	-774	**-2,434**	-2,327
Research and development expenses	**-124**	-75	**-294**	-216
Operating income (EBIT)	**704**	786	**2,126**	2,222
Investment gain	**0**	1	**0**	109
Net interest	**-136**	-167	**-449**	-480
Other financial result	**0**	-8	**0**	-37
Financial result	**-136**	-174	**-449**	-408
Income before income taxes	**568**	612	**1,677**	1,814
Income taxes	**-157**	-176	**-472**	-513
Net income	**411**	436	**1,205**	1,301
Noncontrolling interest	**173**	193	**505**	615
Net income attributable to shareholders of Fresenius SE & Co. KGaA	**238**	243	**700**	686
Earnings per ordinary share in €	**1.33**	1.37	**3.92**	4.00
Fully diluted earnings per ordinary share in €	**1.32**	1.36	**3.88**	3.96

[1] Previous year's figures have been adjusted, see note 1. III, Summary of significant accounting policies, classifications

The following notes are an integral part of the unaudited condensed interim financial statements.

FRESENIUS SE & CO. KGAA
CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME (UNAUDITED)

€ in millions	Q3/2013	Q3/2012 [1]	Q1–3/2013	Q1–3/2012 [1]
Net income	**411**	436	**1,205**	1,301
Other comprehensive income (loss)				
Positions which will be reclassified into net income in subsequent years				
Foreign currency translation	**-276**	-201	**-320**	15
Cash flow hedges	**2**	10	**35**	24
Change of fair value of available for sale financial assets	**8**	-12	**25**	-10
Income taxes on positions which will be reclassified	**9**	-1	**–**	-20
Positions which will not be reclassified into net income in subsequent years				
Actuarial losses on defined benefit pension plans	**–**	–	**–**	–
Income taxes on positions which will not be reclassified	**–**	–	**–**	–
Other comprehensive income (loss), net	**-257**	-204	**-260**	9
Total comprehensive income	**154**	232	**945**	1,310
Comprehensive income attributable to noncontrolling interest	**10**	97	**347**	621
Comprehensive income attributable to shareholders of Fresenius SE & Co. KGaA	**144**	135	**598**	689

[1] Previous year's figures have been adjusted, see note 1. III, Summary of significant accounting policies, classifications

The following notes are an integral part of the unaudited condensed interim financial statements.

FRESENIUS SE & CO. KGAA
CONSOLIDATED STATEMENT OF FINANCIAL POSITION (UNAUDITED)

ASSETS

€ in millions	September 30, 2013	Dec. 31, 2012[1]
Cash and cash equivalents	873	885
Trade accounts receivable, less allowance for doubtful accounts	3,574	3,650
Accounts receivable from and loans to related parties	24	18
Inventories	1,987	1,844
Other current assets	1,364	1,304
I. Total current assets	7,822	7,701
Property, plant and equipment	4,968	4,919
Goodwill	14,962	15,114
Other intangible assets	1,351	1,499
Other non-current assets	1,117	983
Deferred taxes	580	683
II. Total non-current assets	22,978	23,198
Total assets	30,800	30,899

LIABILITIES AND SHAREHOLDERS' EQUITY

€ in millions	September 30, 2013	Dec. 31, 2012[1]
Trade accounts payable	778	961
Short-term accounts payable to related parties	1	2
Short-term accrued expenses and other short-term liabilities	3,260	3,313
Short-term debt	467	205
Short-term loans from related parties	1	4
Current portion of long-term debt and capital lease obligations	772	520
Current portion of Senior Notes	0	500
Short-term accruals for income taxes	261	230
A. Total short-term liabilities	5,540	5,735
Long-term debt and capital lease obligations, less current portion	4,585	4,330
Senior Notes, less current portion	5,165	5,364
Long-term accrued expenses and other long-term liabilities	587	531
Pension liabilities	729	703
Long-term accruals for income taxes	193	213
Deferred taxes	739	874
B. Total long-term liabilities	11,998	12,015
I. Total liabilities	17,538	17,750
A. Noncontrolling interest	5,226	5,293
Subscribed capital	179	178
Capital reserve	3,406	3,342
Other reserves	4,637	4,420
Accumulated other comprehensive loss	-186	-84
B. Total Fresenius SE & Co. KGaA shareholders' equity	8,036	7,856
II. Total shareholders' equity	13,262	13,149
Total liabilities and shareholders' equity	30,800	30,899

[1] Previous year's figures have been adjusted, see note 1. III, Summary of significant accounting policies, classifications

The following notes are an integral part of the unaudited condensed interim financial statements.

FRESENIUS SE & CO. KGAA
CONSOLIDATED STATEMENT OF CASH FLOWS (UNAUDITED)

€ in millions	Q1–3/2013	Q1–3/2012
Operating activities		
Net income	1,205	1,301
Adjustments to reconcile net income to cash and cash equivalents provided by operating activities		
Depreciation and amortization	674	572
Gain on sale of investments and divestitures	-44	0
Change in deferred taxes	-44	32
Loss on sale of fixed assets	1	8
Changes in assets and liabilities, net of amounts from businesses acquired or disposed of		
Trade accounts receivable, net	-25	-145
Inventories	-210	-13
Other current and non-current assets	31	7
Accounts receivable from/payable to related parties	-10	-19
Trade accounts payable, accrued expenses and other short-term and long-term liabilities	-8	125
Accruals for income taxes	5	-53
Net cash provided by operating activities	1,575	1,815
Investing activities		
Purchase of property, plant and equipment	-689	-591
Proceeds from sales of property, plant and equipment	21	19
Acquisitions and investments, net of cash acquired and net purchases of intangible assets	-445	-2,634
Proceeds from sale of investments and divestitures	147	179
Net cash used in investing activities	-966	-3,027
Financing activities		
Proceeds from short-term loans	354	128
Repayments of short-term loans	-79	-116
Proceeds from short-term loans from related parties	–	–
Repayments of short-term loans from related parties	–	–
Proceeds from long-term debt and capital lease obligations	1,944	713
Repayments of long-term debt and capital lease obligations	-1,439	-1,506
Proceeds from the issuance of bearer ordinary shares	0	1,014
Payments of additional costs of the capital increase	0	-16
Proceeds from the issuance of Senior Notes	500	1,755
Repayments of liabilities from Senior Notes	-1,150	0
Payments for the share buy-back program of Fresenius Medical Care	-385	0
Changes of accounts receivable securitization program	28	10
Proceeds from the exercise of stock options	86	110
Dividends paid	-458	-411
Change in noncontrolling interest	-2	-134
Exchange rate effect due to corporate financing	1	-1
Net cash used in/provided by financing activities	-600	1,546
Effect of exchange rate changes on cash and cash equivalents	-21	-1
Net decrease/increase in cash and cash equivalents	-12	333
Cash and cash equivalents at the beginning of the reporting period	885	635
Cash and cash equivalents at the end of the reporting period	873	968

ADDITIONAL INFORMATION ON PAYMENTS THAT ARE INCLUDED IN NET CASH PROVIDED BY OPERATING ACTIVITIES

€ in millions	Q1-3/2013	Q1–3/2012
Received interest	31	33
Paid interest	-487	-505
Income taxes paid	-463	-475

The following notes are an integral part of the unaudited condensed interim financial statements.

FRESENIUS SE & CO. KGAA
CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (UNAUDITED)

	Subscribed Capital			Reserves	
	Number of ordinary shares in thousand	Amount € in thousands	Amount € in millions	Capital reserve € in millions	Other reserves € in millions
As of December 31, 2011	163,237	163,237	163	2,257	3,732
Restatements due to the first time adoption of IAS 19R	0	0	0	0	2
As of December 31, 2011, restated	163,237	163,237	163	2,257	3,734
Issuance of bearer ordinary shares	13,800	13,800	14	989	
Proceeds from the exercise of stock options	908	908	1	58	
Compensation expense related to stock options				16	
Dividends paid					-155
Purchase of noncontrolling interest					
Purchase of ordinary shares of Fresenius Medical Care AG & Co. KGaA					-71
Liabilities for noncontrolling interest subject to put provisions					-28
Comprehensive income (loss)					
Net income					686
Other comprehensive income (loss)					
Cash flow hedges					
Change of fair value of available for sale financial assets					
Foreign currency translation					
Actuarial losses on defined benefit pension plans					
Comprehensive income					686
As of September 30, 2012	177,945	177,945	178	3,320	4,166
As of December 31, 2012	178,188	178,188	178	3,342	4,421
Restatements due to the first time adoption of IAS 19R	0	0	0	0	-1
As of December 31, 2012, restated	178,188	178,188	178	3,342	4,420
Proceeds from the exercise of stock options	651	651	1	46	
Compensation expense related to stock options				18	
Dividends paid					-196
Sale of noncontrolling interest					
Share buy-back program of Fresenius Medical Care AG & Co. KGaA					-265
Liabilities for noncontrolling interest subject to put provisions					-22
Comprehensive income (loss)					
Net income					700
Other comprehensive income (loss)					
Cash flow hedges					
Change of fair value of available for sale financial assets					
Foreign currency translation					
Actuarial losses on defined benefit pension plans					
Comprehensive income (loss)					700
As of September 30, 2013	**178,839**	**178,839**	**179**	**3,406**	**4,637**

FRESENIUS SE & CO. KGAA
CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (UNAUDITED)

	Accumulated other comprehensive income (loss) € in millions	Total Fresenius SE & Co. KGaA shareholders' equity € in millions	Noncontrolling interest € in millions	Total shareholders' equity € in millions
As of December 31, 2011	99	6,251	4,780	11,031
Restatements due to the first time adoption of IAS 19R	-39	-37	-52	-89
As of December 31, 2011, restated	60	6,214	4,728	10,942
Issuance of bearer ordinary shares		1,003	0	1,003
Proceeds from the exercise of stock options		59	51	110
Compensation expense related to stock options		16	11	27
Dividends paid		-155	-256	-411
Purchase of noncontrolling interest		0	130	130
Purchase of ordinary shares of Fresenius Medical Care AG & Co. KGaA		-71	-43	-114
Liabilities for noncontrolling interest subject to put provisions		-28	-61	-89
Comprehensive income (loss)				
Net income		686	615	1,301
Other comprehensive income (loss)				
Cash flow hedges	10	10	-5	5
Change of fair value of available for sale financial assets	-10	-10	–	-10
Foreign currency translation	3	3	11	14
Actuarial losses on defined benefit pension plans	–	–	–	–
Comprehensive income	3	689	621	1,310
As of September 30, 2012	63	7,727	5,181	12,908
As of December 31, 2012	30	7,971	5,381	13,352
Restatements due to the first time adoption of IAS 19R	-114	-115	-88	-203
As of December 31, 2012, restated	-84	7,856	5,293	13,149
Proceeds from the exercise of stock options		47	39	86
Compensation expense related to stock options		18	9	27
Dividends paid		-196	-262	-458
Sale of noncontrolling interest		0	-32	-32
Share buy-back program of Fresenius Medical Care AG & Co. KGaA		-265	-120	-385
Liabilities for noncontrolling interest subject to put provisions		-22	-48	-70
Comprehensive income (loss)				
Net income		700	505	1,205
Other comprehensive income (loss)				
Cash flow hedges	17	17	9	26
Change of fair value of available for sale financial assets	25	25	–	25
Foreign currency translation	-144	-144	-167	-311
Actuarial losses on defined benefit pension plans	–	–	–	–
Comprehensive income (loss)	-102	598	347	945
As of September 30, 2013	**-186**	**8,036**	**5,226**	**13,262**

The following notes are an integral part of the unaudited condensed interim financial statements.

FRESENIUS SE & CO. KGAA
CONSOLIDATED SEGMENT REPORTING FIRST THREE QUARTERS (UNAUDITED)

	Fresenius Medical Care			Fresenius Kabi			Fresenius Helios			Fresenius Vamed		
by business segment, € in millions	**2013**	2012[3]	Change	**2013[4]**	2012	Change	**2013**	2012	Change	**2013**	2012	Change
Sales	**8,156**	7,882	3%	**3,742**	3,363	11%	**2,537**	2,347	8%	**654**	536	22%
thereof contribution to consolidated sales	**8,139**	7,868	3%	**3,711**	3,326	12%	**2,537**	2,347	8%	**629**	536	17%
thereof intercompany sales	**17**	14	21%	**31**	37	-16%	**0**	0		**25**	–	--
contribution to consolidated sales	**54%**	56%		**25%**	23%		**17%**	17%		**4%**	4%	
EBITDA	**1,575**	1,644	-4%	**852**	817	4%	**368**	312	18%	**32**	30	7%
Depreciation and amortization	**364**	348	5%	**157**	117	34%	**86**	80	8%	**7**	6	17%
EBIT	**1,211**	1,296	-7%	**695**	700	-1%	**282**	232	22%	**25**	24	4%
Net interest	**-236**	-243	3%	**-181**	-212	15%	**-39**	-50	22%	**-2**	–	--
Income taxes	**-320**	-361	11%	**-129**	-131	2%	**-45**	-29	-55%	**-6**	-7	14%
Net income attributable to shareholders of Fresenius SE & Co. KGaA	**578**	617	-6%	**367**	330	11%	**194**	148	31%	**16**	16	0%
Operating cash flow	**1,098**	1,146	-4%	**303**	452	-33%	**186**	157	18%	**-13**	68	-119%
Cash flow before acquisitions and dividends	**723**	803	-10%	**114**	322	-65%	**105**	79	33%	**-21**	62	-134%
Total assets[1]	**16,686**	16,921	-1%	**8,764**	8,662	1%	**4,440**	4,408	1%	**734**	676	9%
Debt[1]	**6,242**	6,290	-1%	**4,958**	4,964	0%	**1,340**	1,293	4%	**148**	74	100%
Other operating liabilities[1]	**2,718**	2,731	0%	**1,460**	1,436	2%	**859**	958	-10%	**326**	349	-7%
Capital expenditure, gross	**389**	351	11%	**187**	159	18%	**85**	88	-3%	**8**	6	33%
Acquisitions, gross / investments[2]	**232**	1,337	-83%	**59**	30	97%	**7**	567	-99%	**8**	42	-81%
Research and development expenses	**72**	65	11%	**177**	136	30%	**–**	–	--	**0**	0	
Employees (per capita on balance sheet date)[1]	**94,080**	90,866	4%	**31,010**	30,214	3%	**42,980**	42,881	0%	**6,365**	4,432	44%
Key figures												
EBITDA margin	**19.3%**	20.9%		**22.8%**	24.3%		**14.5%**	13.3%		**4.9%**	5.6%	
EBIT margin	**14.8%**	16.4%		**18.6%**	20.8%		**11.1%**	9.9%		**3.8%**	4.5%	
Depreciation and amortization in % of sales	**4.5%**	4.4%		**4.2%**	3.5%		**3.4%**	3.4%		**1.1%**	1.1%	
Operating cash flow in % of sales	**13.5%**	14.5%		**8.1%**	13.4%		**7.3%**	6.7%		**-2.0%**	12.7%	
ROOA[1]	**10.8%**	11.4%		**11.9%**	12.3%		**9.1%**	8.2%		**11.5%**	12.8%	

FRESENIUS SE & CO. KGAA

CONSOLIDATED SEGMENT REPORTING FIRST THREE QUARTERS (UNAUDITED)

	Corporate/Other			IFRS-Reconciliation			Fresenius Group		
by business segment, € in millions	**2013** [5]	2012 [6]	Change	**2013**	2012	Change	**2013**	2012	Change
Sales	**-57**	-28	-104%	**155**	161	-4%	**15,187**	14,261	6%
thereof contribution to consolidated sales	**16**	23	-30%	**155**	161	-4%	**15,187**	14,261	6%
thereof intercompany sales	**-73**	-51	-43%	**0**	0		**0**	0	
contribution to consolidated sales	**0%**	0%		**0%**	0%		**100%**	100%	
EBITDA	**-37**	-24	-54%	**10**	15	-33%	**2,800**	2,794	0%
Depreciation and amortization	**8**	11	-27%	**52**	10	--	**674**	572	18%
EBIT	**-45**	-35	-29%	**-42**	5	--	**2,126**	2,222	-4%
Net interest	**9**	25	-64%	**0**	0		**-449**	-480	6%
Income taxes	**12**	16	-25%	**16**	-1	--	**-472**	-513	8%
Net income attributable to shareholders of Fresenius SE & Co. KGaA	**-428**	-426	0%	**-27**	1	--	**700**	686	2%
Operating cash flow	**-8**	-16	50%	**9**	8	13%	**1,575**	1,815	-13%
Cash flow before acquisitions and dividends	**-14**	-23	39%	**0**	0		**907**	1,243	-27%
Total assets [1]	**54**	-3	--	**122**	235	-48%	**30,800**	30,899	0%
Debt [1]	**-1,609**	-1,593	-1%	**-89**	-105	15%	**10,990**	10,923	1%
Other operating liabilities [1]	**152**	258	-41%	**294**	221	33%	**5,809**	5,953	-2%
Capital expenditure, gross	**7**	7	0%	**9**	8	13%	**685**	619	11%
Acquisitions, gross/investments [2]	**136**	1,017	-87%	**-1**	-1	0%	**441**	2,992	-85%
Research and development expenses	**3**	13	-77%	**42**	2	--	**294**	216	36%
Employees (per capita on balance sheet date) [1]	**814**	931	-13%	**0**	0		**175,249**	169,324	3%
Key figures									
EBITDA margin							**18.7%** [4]	19.6% [8]	
EBIT margin							**14.2%** [4]	15.6% [8]	
Depreciation and amortization in % of sales							**4.4%**	4.0%	
Operating cash flow in % of sales							**10.4%**	12.7%	
ROOA [1]							**10.4%** [7]	11.0% [9]	

[1] 2012: December 31
[2] 2012: includes an investment of cash in the amount of €801 million by Fresenius SE & Co KGaA
[3] Excluding special item from the acquisition of Liberty Dialysis Holdings, Inc.
[4] Excluding one-time integration costs of Fenwal Holdings, Inc.
[5] Including one-time integration costs of Fenwal Holdings, Inc.
[6] Including special item from the acquisition of Liberty Dialysis Holdings, Inc. and one-time costs related to the takeover offer to the shareholders of Rhön-Klinikum AG
[7] The underlying pro forma EBIT does not include one-time integration costs of Fenwal Holdings, Inc., one-time costs related to the takeover offer to the shareholders of Rhön-Klinikum AG, special items from the renegotiation of the Venofer contract and the donation to the American Society of Nephrology.
[8] Before one-time costs related to the takeover offer to the shareholders of Rhön-Klinikum AG
[9] The underlying pro forma EBIT does not include one-time costs related to the takeover offer to the shareholders of Rhön-Klinikum AG, special items from the renegotiation of the Venofer contract and the donation to the American Society of Nephrology.

The consolidated segment reporting is an integral part of the notes. The following notes are an integral part of the unaudited condensed interim financial statements.

FRESENIUS SE & CO. KGAA
CONSOLIDATED SEGMENT REPORTING THIRD QUARTER (UNAUDITED)

	Fresenius Medical Care			Fresenius Kabi			Fresenius Helios			Fresenius Vamed		
by business segment, € in millions	**2013**	2012	Change	**2013**[2]	2012	Change	**2013**	2012	Change	**2013**	2012	Change
Sales	**2,768**	2,732	1%	**1,223**	1,129	8%	**842**	822	2%	**233**	188	24%
thereof contribution to consolidated sales	**2,763**	2,728	1%	**1,214**	1,117	9%	**842**	822	2%	**225**	188	20%
thereof intercompany sales	**5**	4	25%	**9**	12	-25%	**0**	0		**8**	–	--
contribution to consolidated sales	**55%**	56%		**24%**	23%		**17%**	17%		**4%**	4%	
EBITDA	**545**	575	-5%	**277**	287	-3%	**133**	111	20%	**13**	12	8%
Depreciation and amortization	**124**	121	2%	**51**	39	31%	**30**	29	3%	**3**	2	50%
EBIT	**421**	454	-7%	**226**	248	-9%	**103**	82	26%	**10**	10	0%
Net interest	**-78**	-86	9%	**-51**	-70	27%	**-12**	-17	29%	**-1**	–	--
Income taxes	**-112**	-122	8%	**-45**	-47	4%	**-16**	-7	-129%	**-2**	-3	33%
Net income attributable to shareholders of Fresenius SE & Co. KGaA	**206**	216	-5%	**125**	120	4%	**75**	57	32%	**7**	6	17%
Operating cash flow	**458**	427	7%	**65**	164	-60%	**106**	78	36%	**-16**	10	--
Cash flow before acquisitions and dividends	**326**	295	11%	**-6**	123	-105%	**71**	48	48%	**-19**	8	--
Capital expenditure, gross	**135**	137	-1%	**76**	41	85%	**35**	42	-17%	**3**	2	50%
Acquisitions, gross/investments[1]	**146**	33	--	**4**	24	-83%	**2**	5	-60%	**2**	21	-90%
Research and development expenses	**25**	22	14%	**60**	48	25%	**–**	–	--	**0**	0	
Key figures												
EBITDA margin	**19.7%**	21.1%		**22.6%**	25.4%		**15.8%**	13.5%		**5.6%**	6.4%	
EBIT margin	**15.2%**	16.6%		**18.5%**	22.0%		**12.2%**	10.0%		**4.3%**	5.3%	
Depreciation and amortization in % of sales	**4.5%**	4.5%		**4.2%**	3.5%		**3.6%**	3.5%		**1.3%**	1.1%	
Operating cash flow in % of sales	**16.5%**	15.7%		**5.3%**	14.5%		**12.6%**	9.5%		**-6.9%**	5.3%	

FRESENIUS SE & CO. KGAA
CONSOLIDATED SEGMENT REPORTING THIRD QUARTER (UNAUDITED)

	Corporate/Other			IFRS-Reconciliation			Fresenius Group		
by business segment, € in millions	**2013**[3]	2012[4]	Change	**2013**	2012	Change	**2013**	2012	Change
Sales	**-21**	-7	-200%	**55**	55	0%	**5,100**	4,919	4%
thereof contribution to consolidated sales	**1**	9	-89%	**55**	55	0%	**5,100**	4,919	4%
thereof intercompany sales	**-22**	-16	-38%	**0**	0		**0**	0	
contribution to consolidated sales	**0%**	0%		**0%**	0%		**100%**	100%	
EBITDA	**-11**	-5	-120%	**-1**	4	-125%	**956**	984	-3%
Depreciation and amortization	**2**	5	-60%	**42**	2	--	**252**	198	27%
EBIT	**-13**	-10	-30%	**-43**	2	--	**704**	786	-10%
Net interest	**6**	6	0%	**0**	0		**-136**	-167	19%
Income taxes	**3**	4	-25%	**15**	-1	--	**-157**	-176	11%
Net income attributable to shareholders of Fresenius SE & Co. KGaA	**-148**	-156	5%	**-27**	0		**238**	243	-2%
Operating cash flow	**6**	-8	175%	**1**	2	-50%	**620**	673	-8%
Cash flow before acquisitions and dividends	**4**	-9	144%	**0**	0		**376**	465	-19%
Capital expenditure, gross	**2**	1	100%	**1**	2	-50%	**252**	225	12%
Acquisitions, gross/investments[1]	**138**	-139	199%	**-1**	0		**291**	-56	--
Research and development expenses	**0**	4	-100%	**39**	1	--	**124**	75	65%
Key figures									
EBITDA margin							**18.9%**[2]	20.0%	
EBIT margin							**13.9%**[2]	16.0%	
Depreciation and amortization in % of sales							**4.9%**	4.0%	
Operating cash flow in % of sales							**12.2%**	13.7%	

[1] 2012: includes a reduction in the amount of €150 million of investment of cash by Fresenius SE & Co. KGaA
[2] Excluding one-time integration costs of Fenwal Holdings, Inc.
[3] Including one-time integration costs of Fenwal Holdings, Inc.
[4] Including one-time costs related to the takeover offer to the shareholders of Rhön-Klinikum AG

The consolidated segment reporting is an integral part of the notes.
The following notes are an integral part of the unaudited condensed interim financial statements.

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GENERAL NOTES

1. PRINCIPLES

I. GROUP STRUCTURE

Fresenius is a worldwide operating health care group with products and services for dialysis, the hospital and the medical care of patients at home. Further areas of activity are hospital operations as well as engineering and services for hospitals and other health care facilities. In addition to the activities of the parent company Fresenius SE & Co. KGaA, Bad Homburg v. d. Höhe, the operating activities were split into the following legally independent business segments (subgroups) as of September 30, 2013:

- Fresenius Medical Care
- Fresenius Kabi
- Fresenius Helios
- Fresenius Vamed

The reporting currency in the Fresenius Group is the euro. In order to make the presentation clearer, amounts are mostly shown in million euros. Amounts under €1 million after rounding are marked with "–".

II. BASIS OF PRESENTATION

Fresenius SE & Co. KGaA, as a stock exchange listed company with a domicile in a member state of the European Union, fulfills its obligation to prepare and publish the consolidated financial statements in accordance with the International Financial Reporting Standards (IFRS) applying Section 315a of the German Commercial Code (HGB). Simultaneously, the Fresenius Group voluntarily prepares and publishes the consolidated financial statements in accordance with the United States Generally Accepted Accounting Principles (U.S. GAAP).

The accompanying condensed interim financial statements comply with the International Accounting Standard (IAS) 34. They have been prepared in accordance with the IFRS in force on the reporting date and adopted by the European Union.

The accounting policies underlying these interim financial statements are mainly the same as those applied in the consolidated financial statements as of December 31, 2012, except for IAS 19R which was adopted at January 1, 2013 for the first time (see note 1. IV, Recent pronouncements, applied).

III. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Principles of consolidation

The condensed consolidated financial statements and management report for the first three quarters and the third quarter ended September 30, 2013 have not been audited nor reviewed and should be read in conjunction with the notes included and published in the consolidated financial statements as of December 31, 2012 applying Section 315a HGB in accordance with IFRS.

Except for the reported acquisitions (see note 2, Acquisitions, divestitures and investments), there have been no other major changes in the entities consolidated.

The consolidated financial statements for the first three quarters and the third quarter ended September 30, 2013 include all adjustments that, in the opinion of the Management Board, are of a normal and recurring nature and are necessary to provide an appropriate view of the assets and liabilities, financial position and results of operations of the Fresenius Group.

The results of operations for the first three quarters ended September 30, 2013 are not necessarily indicative of the results of operations for the fiscal year 2013.

Classifications

Certain items in the consolidated financial statements for the first three quarters of 2012 and for the year 2012 have been reclassified to conform with the current year's presentation.

In June 2011, the IASB issued an amended version of IAS 19, Employee Benefits (IAS 19R), which was endorsed by the EU Commission in June 2012. As a result of the first time adoption of IAS 19R at January 1, 2013, the Fresenius Group was required to restate the prior year and carried forward amounts as of January 1, 2013 and January 1, 2012. This change in accounting policy resulted in an increase in pension liabilities of €304 million as of December 31, 2012. Furthermore, deferred tax assets increased by €101 million. As a result of the new calculation of net periodic benefit cost, the net income attributable to shareholders of Fresenius SE & Co. KGaA increased by €1.8 million in the first three quarters of 2012. This increase in net income attributable to shareholders of Fresenius SE & Co. KGaA in the first three quarters of 2012 is due to the reduction in cost of sales, selling, general and administrative expenses as well as research and development expenses of €2.8 million, €3.7 million and €0.5 million, respectively. These changes also resulted in a contrasting effect on tax assets of €2.5 million. Furthermore, noncontrolling interest increased by €2.7 million in the first three quarters of 2012. In the first three quarters of 2012, earnings per share increased by 1 cent.

Use of estimates

The preparation of consolidated financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of income and expenses during the reporting period. Actual results could differ from those estimates.

IV. RECENT PRONOUNCEMENTS, APPLIED

The Fresenius Group has prepared its consolidated financial statements at September 30, 2013 in conformity with IFRS in force for interim periods on January 1, 2013.

The Fresenius Group applied the following standards, as far as they are relevant for Fresenius Group's business, for the first time:

- Disclosures – Offsetting Financial Assets and Financial Liabilities (Amendments to IAS 32 and IFRS 7)
- Amendments to IAS 19, Employee Benefits
- Presentation of Items of Other Comprehensive Income (Amendments to IAS 1)
- IFRS 13, Fair Value Measurement

In December 2011, the IASB issued **Disclosures – Offsetting Financial Assets and Financial Liabilities (Amendments to IAS 32 and IFRS 7)**. The amendments to IAS 32 clarify several requirements for offsetting financial assets and financial liabilities in the statement of financial position. The amendments to IFRS 7 require disclosing and reconciling gross and net amounts for financial instruments that are offset in the statement of financial position, and amounts for financial instruments that are subject to master netting arrangements and other similar clearing and repurchase arrangements. The amendments to IAS 32 are effective for annual periods beginning on or after January 1, 2014 and interim periods within those annual periods. The Fresenius Group will apply the amended version of IAS 32 as of January 1, 2014. The amendments to IFRS 7 are effective for annual periods beginning on or after January 1, 2013 and interim periods within those annual periods. The Fresenius Group has applied the amended version of IFRS 7 as of January 1, 2013. For further information see note 21, Financial instruments.

In June 2011, the IASB issued an amended version of **IAS 19, Employee Benefits**. Among other amendments, this version eliminates the corridor approach to accounting for actuarial gains and losses and requires their recognition in Other Comprehensive Income (OCI) without recycling to profit and loss. Another change in pension accounting according to IAS 19 relates to the return on plan assets. Until now, this return was comprised of the expected profit out of plan assets. In the future, the return will be calculated by discounting the fair value of a plan asset at the beginning of a period. Additionally, several new disclosures are required. The amended version of IAS 19 is effective retrospectively for fiscal years beginning on or after January 1, 2013 with a few simplifications to retrospective implementation. Earlier adoption is permitted. The Fresenius Group has applied the amended version of IAS 19 as of January 1, 2013.

In June 2011, the IASB issued **Presentation of Items of Other Comprehensive Income (Amendments to IAS 1)**. According to the amendments, the statement of comprehensive income shall present items of OCI that can be reclassified to profit and loss separately from items that can not be reclassified. Tax shall be allocated to each of these two groups if OCI items are presented before tax. The amended version of IAS 1 is effective retrospectively for fiscal years beginning on or after July 1, 2012. Earlier adoption is permitted. The Fresenius Group has implemented the amendments to IAS 1 as of January 1, 2013.

In May 2011, the IASB issued **IFRS 13, Fair Value Measurement**. IFRS 13 defines fair value as an exit price in a transaction between market participants at the measurement date and enhances disclosures related to fair value measurements. The new standard gives guidance on performing fair value measurements required by other IFRS. IFRS 13 increases convergence with the U.S. GAAP guidance in the field of fair value measurements. IFRS 13 is effective for fiscal years beginning on or after January 1, 2013. Earlier adoption is permitted. The Fresenius Group has applied IFRS 13 as of January 1, 2013, and there has not been a material impact on the consolidated financial statements of the Fresenius Group.

V. RECENT PRONOUNCEMENTS, NOT YET APPLIED

The IASB issued the following relevant new standards for the Fresenius Group:

- Novation of Derivatives and Continuation of Hedge Accounting (Amendments to IAS 39)
- Recoverable Amount Disclosures for Non-Financial Assets (Amendments to IAS 36)
- Mandatory Effective Date and Transition Disclosures (Amendments to IFRS 9 and IFRS 7)
- IFRS 10, Consolidated Financial Statements
- IFRS 11, Joint Arrangements
- Amendments to IAS 28, Investments in Associates and Joint Ventures
- IFRS 12, Disclosure of Interests in Other Entities
- IFRS 9, Financial Instruments

In June 2013, the IASB issued **Novation of Derivatives and Continuation of Hedge Accounting (Amendments to IAS 39)**. Due to the amendments to IAS 39, a novation of a derivative from one counterparty to a central counterparty, as a consequence of new laws or regulations if specific conditions are met, is not resulting in the discontinuation of hedge accounting. The amendments of IAS 39 are effective for fiscal years beginning on or after January 1, 2014. Earlier adoption is permitted. The Fresenius Group is currently not expecting any impact on its consolidated financial statements.

In May 2013, the IASB issued **Recoverable Amount Disclosures for Non-Financial Assets (Amendments to IAS 36)**. Accordingly, disclosures about a recoverable amount, if that amount is based on fair value less costs of disposal, are only required for impaired assets or cash generating units. The amendments of IAS 36 are effective for fiscal years beginning on or after January 1, 2014. Earlier adoption is permitted. The Fresenius Group is currently not expecting any impact on its consolidated financial statements.

In December 2011, the IASB issued **Mandatory Effective Date and Transition Disclosures (Amendments to IFRS 9 and IFRS 7)**. The amendments to IFRS 9 defer the mandatory effective date of IFRS 9 from January 1, 2013 to January 1, 2015. Earlier adoption is permitted. The amendments to IFRS 7 relieve entities from restating comparative financial statements. Instead, additional disclosures about the transition from IAS 39 to IFRS 9 are required when an entity first applies IFRS 9. The Fresenius Group will apply this guidance when applying IFRS 9 for the first time.

In May 2011, the IASB issued **IFRS 10, Consolidated Financial Statements**, and in June 2012 amended its transition guidance. The new standard provides one single definition of "control". The new standard replaces the previously relevant consolidation guidance in IAS 27 (2008), Consolidated and Separate Financial Statements and SIC-12, Consolidation – Special Purpose Entities. According to IFRS 10, an entity (subsidiary) is controlled by an investor, who is exposed or has rights to variable returns from the involvement with the entity (subsidiary), when the investor has existing rights that give it the ability to direct the activities that significantly affect the investee's returns. In accordance with the standards of the IASB, IFRS 10 is effective retrospectively for fiscal years beginning on or after January 1, 2013. Earlier adoption is permitted concurrently with IFRS 11, IFRS 12 and IAS 28 (as amended in 2011). According to EU law, the date of the first time adoption was postponed to January 1, 2014. The Fresenius Group will apply IFRS 10 as of January 1, 2014.

In May 2011, the IASB issued **IFRS 11, Joint Arrangements**, and in June 2012 amended its transition guidance. The standard defines and regulates the accounting of arrangements under common control (joint arrangements). The new standard replaces the guidance on accounting for joint ventures previously included in IAS 31, Interests in Joint Ventures and SIC-13, Jointly Controlled Entities – Non-Monetary Contributions by Venturers. Joint arrangements are defined as arrangements for which two or more parties have contractually agreed joint control. Joint control exists if decisions about relevant activities must be taken unanimously by all parties. Additionally, IFRS 11 classifies joint arrangements in joint operations and joint ventures and gives guidance on how to account for both types. Parties to a joint operation have rights to the assets and obligations for the liabilities of the arrangement and shall include them in their consolidated financial statements proportionally to their interest. Parties to a joint venture have a right to the net position (asset or liability) of the arrangement and it will be accounted for using the equity method. The option to consolidate using the proportional method of accounting has been eliminated. In accordance with the standards of the IASB, IFRS 11 is effective retrospectively for fiscal years beginning on or after January 1, 2013. Earlier adoption is permitted concurrently with IFRS 10, IFRS 12 and IAS 28 (as amended in 2011). According to EU law, the date of the first time adoption was postponed to January 1, 2014. The Fresenius Group will apply IFRS 11 as of January 1, 2014.

In May 2011, the IASB issued an amended version of **IAS 28, Investments in Associates and Joint Ventures**. This version stipulates that joint ventures as described in IFRS 11, Joint Arrangements, shall be accounted for using the equity method guidance in IAS 28, among others. In accordance with the standards of the IASB, the amended version of IAS 28 is effective retrospectively for fiscal years beginning on or after January 1, 2013. Earlier adoption is permitted concurrently with IFRS 10, IFRS 11 and IFRS 12. According to EU law, the date of the first time adoption was postponed to January 1, 2014. The Fresenius Group will apply the amended version of IAS 28 as of January 1, 2014.

In May 2011, the IASB issued **IFRS 12, Disclosure of Interests in Other Entities**, and in June 2012 amended its transition guidance. The standard gathers all disclosure requirements for interests held in other entities including joint arrangements. In accordance with the standards of the IASB, IFRS 12 is effective retrospectively for fiscal years beginning on or after January 1, 2013. Earlier adoption is permitted concurrently with IFRS 10, IFRS 11 and IAS 28 (as amended in 2011). According to EU law, the date of the first time adoption was postponed to January 1, 2014. The Fresenius Group will apply IFRS 12 as of January 1, 2014.

In October 2010, the IASB issued additions to **IFRS 9, Financial Instruments for the accounting of financial liabilities**. These additions complete the classification and measurement of financial instruments phase of the project to replace IAS 39, Financial Instruments: Recognition and Measurement. The new guidance requires entities that choose to measure financial liabilities at fair value to generally present changes in the entity's own credit risk within other comprehensive income (loss). Other current accounting guidance for financial liabilities has been maintained. In November 2009, the IASB issued **IFRS 9, Financial Instruments for the accounting of financial assets**, which replaces the IAS 39 financial asset categories with two categories. Financial assets that have basic loan features and are managed on a contractual yield basis must be measured at amortized cost. All other financial assets are measured at fair value through profit and loss, whereby for strategic equity investments there is an option to record changes in fair value through other comprehensive income (loss). IFRS 9 is effective for fiscal years beginning on or after January 1, 2015. Earlier adoption is permitted. Entities shall only apply the changes to financial liabilities in earlier periods if the guidance on financial assets is also applied.

The Fresenius Group is currently evaluating the impact of the not yet applied recent pronouncements on its consolidated financial statements.

The EU Commission's endorsement of IFRS 9, of the amendments to IFRS 9 and IFRS 7 and of the amendments to IAS 36 and IAS 39 are still outstanding.

2. ACQUISITIONS, DIVESTITURES AND INVESTMENTS

The Fresenius Group made acquisitions and investments of €441 million and €2,992 million in the first three quarters of 2013 and 2012, respectively. Of this amount, €431 million was paid in cash and €10 million was assumed obligations in the first three quarters of 2013. Furthermore, in the first three quarters of 2013, €14 million was paid in cash for acquisitions made in 2012.

FRESENIUS MEDICAL CARE

In the first three quarters of 2013, Fresenius Medical Care spent €232 million on acquisitions, mainly for the purchase of dialysis clinics.

Acquisition of Liberty Dialysis Holdings, Inc.

On February 28, 2012, Fresenius Medical Care acquired 100% of the equity of Liberty Dialysis Holdings, Inc. (LD Holdings), the owner of Liberty Dialysis and owner of a 51% stake in Renal Advantage Partners, LLC (the Liberty Acquisition). Fresenius Medical Care accounted for this transaction as a business combination and finalized the acquisition accounting on February 28, 2013.

Total consideration for the Liberty Acquisition was US$2,181 million, consisting of US$1,696 million cash, net of cash acquired and US$485 million non-cash consideration. Accounting standards for business combinations require previously held equity interests to be fair valued at the time of the acquisition with the difference to book value to be recognized as a gain or loss in income. Prior to the Liberty Acquisition, Fresenius Medical Care had a 49% equity investment in Renal Advantage Partners, LLC, the fair value of which, US$202 million, was included as part of the non-cash consideration. The fair value was determined based on the discounted cash flow method, utilizing a discount rate of approximately 13%. In addition to Fresenius Medical Care's investment, it also had a loan receivable from Renal Advantage Partners, LLC of US$279 million, at a fair value of US$283 million, which was retired as part of the transaction.

The following table summarizes the final fair values of assets acquired and liabilities assumed at the date of the acquisition. Any adjustments to acquisition accounting from December 31, 2012 until finalization, net of related income tax effects, were recorded with a corresponding adjustment to goodwill.

	US$ in millions	€ in millions
Assets held for sale	164	122
Trade accounts receivable	150	111
Other current assets	17	13
Deferred tax assets	15	11
Property, plant and equipment	168	125
Intangible assets and other assets	85	63
Goodwill	2,003	1,489
Accounts payable, accrued expenses and other short-term liabilities	-105	-78
Income tax payable and deferred taxes	-34	-25
Short-term borrowings and other financial liabilities and long-term debt and capital lease obligations	-72	-54
Other liabilities	-40	-30
Noncontrolling interests (subject and not subject to put provisions)	-170	-126
Total acquisition cost	**2,181**	**1,621**
Less, at fair value, non-cash contributions		
Investment at acquisition date	-202	-150
Long-term Notes Receivable	-283	-210
Total non-cash items	-485	-360
Net Cash paid	**1,696**	**1,261**

The amortizable intangible assets acquired in this acquisition have weighted-average useful lives of 6–8 years.

Goodwill in the amount of US$2,003 million was acquired as part of the Liberty Acquisition. Goodwill is an asset representing the future economic benefits arising from other assets acquired in a business combination that are not individually identified and separately recognized. Goodwill arises principally due to the fair value placed on an estimated stream of future cash flows versus building a similar franchise. Of the goodwill recognized in this acquisition, approximately US$436 million is deductible for tax purposes and will be amortized over a 15 year period beginning on the date of the acquisition.

The noncontrolling interests acquired as part of the acquisition are stated at fair value based upon contractual multiples typically utilized by Fresenius Medical Care for such arrangements as well as Fresenius Medical Care's overall experience.

The fair valuation of Fresenius Medical Care's investment at the time of the Liberty Acquisition resulted in a non-taxable gain of US$140 million (€109 million). The retirement of the loan receivable resulted in a gain of US$9 million (€7 million).

Divestitures

In connection with the United States Federal Trade Commission consent order relating to the Liberty Acquisition, Fresenius Medical Care agreed to divest a total of 62 renal dialysis centers. By the end of the third quarter of 2012 and by December 31, 2012, 61 clinics were sold, 24 of which were FMC-AG & Co. KGaA clinics, which generated a gain of US$33.5 million (€26.0 million). In the second quarter of 2013, the remaining clinic was sold for a gain of US$7.7 million (€5.9 million). The 38 clinics acquired and subsequently sold were categorized as assets held for sale in the previous table at the time of the Liberty Acquisition.

FRESENIUS KABI

In the first three quarters of 2013, Fresenius Kabi spent €59 million on acquisitions, mainly for production plants in India and China as well as for compounding companies in Germany.

Acquisition of Fenwal Holdings, Inc.

On July 20, 2012, Fresenius Kabi announced the signing of a purchase agreement to acquire 100% of the share capital in Fenwal Holdings, Inc. (Fenwal), a leading U.S.-based provider of transfusion technology products for blood collection, separation and processing.

The transaction could be closed on December 13, 2012 after approval by the antitrust authorities. The Fresenius Group has consolidated Fenwal as of December 2012.

The transaction was accounted for as a business combination. The following table summarizes the current estimated fair values of assets acquired and liabilities assumed at the date of the acquisition. This allocation of the purchase price is based upon the best information available to management at present. Due to the relatively short interval between the closing date of the acquisition and the date of the statement of financial position, this information may be incomplete. Any adjustments to acquisition accounting, net of related income tax effects, will be recorded with a corresponding adjustment to goodwill.

€ in millions	
Trade accounts receivable	61
Working capital and other assets	210
Assets	120
Liabilities	-519
Goodwill	383
Identifiable immaterial assets	331
Consideration transferred	**586**
Net debt acquired	259
Transaction amount	**845**

It is currently estimated that amortizable intangible assets acquired in this acquisition will have weighted-average useful lives of 10 to 15 years. The acquired amortizable intangible assets primarily consist of customer relationships in the amount of €70 million and technology in the amount of €237 million.

The goodwill in the amount of €383 million that was acquired as part of the Fenwal Acquisition is not deductible for tax purposes.

Divestitures

In December 2012, Fresenius Kabi announced that it had signed an agreement to sell its subsidiary Calea France SAS (Calea) to The Linde Group. Calea is active in the French homecare market and focuses on respiratory therapy, which is not a core business of Fresenius Kabi.

The transaction was completed in January 2013. The assets and liabilities of Calea were thus shown as held for sale in the consolidated statement of financial position as of December 31, 2012 under other assets and other liabilities.

FRESENIUS HELIOS

In the first three quarters of 2013, Fresenius Helios spent €7 million on acquisitions, mainly for the purchase of the St. Josef Krankenhaus, Wipperfürth, Germany.

Acquisition of hospitals of Rhön-Klinikum AG

On September 13, 2013, Fresenius Helios announced the signing of a binding agreement to purchase 43 hospitals with a total of approximately 11,800 beds as well as 15 outpatient facilities of Rhön-Klinikum AG, Germany. In the fiscal year 2013, the acquisition is expected to add sales of approximately €2,000 million and an EBITDA of approximately €250 million.

The purchase price of €3,070 million will be entirely debt-financed. Under the transaction, Fresenius will not assume any financial debt of Rhön-Klinikum AG.

The acquisition is subject to antitrust approval as well as certain approvals of former municipal owners or current minority shareholders. The vast majority of the transaction is expected to close by the end of 2013.

Acquisition of Damp Holding AG

In March 2012, Fresenius Helios closed the acquisition of Damp Holding AG (Damp), Germany. 100% of the share capital was acquired.

The Fresenius Group has consolidated Damp as of March 31, 2012. The transaction was accounted for as a business combination and the acquisition accounting was finalized on March 31, 2013.

The following table summarizes the final fair values of assets acquired and liabilities assumed at the date of the acquisition. Any adjustments to acquisition accounting from December 31, 2012 until finalization, net of related income tax effects, were recorded with a corresponding adjustment to goodwill.

€ in millions	
Trade accounts receivable	43
Working capital and other assets	56
Assets	241
Liabilities	-431
Goodwill	445
Consideration transferred	**354**
Net debt acquired	207
Transaction amount	**561**

The goodwill in the amount of €445 million that was acquired as part of the Damp Acquisition is not deductible for tax purposes.

Damp's results have been included in the consolidated statement of income since April 1, 2012.

FRESENIUS VAMED

In the first three quarters of 2013, Fresenius Vamed spent €8 million on acquisitions, mainly for the purchase of the hospital Nemocnice sv. Zdislavy a. s., Czech Republic.

CORPORATE / OTHER

In the third quarter of 2013 short-term securities in the amount of €136 million were acquired. Furthermore, during the first three quarters of 2013, German government securities in the amount of €37 million were divested.

On June 28, 2013, the sale of Fresenius Biotech to the Fuhrer family, owners of Neopharm, Israel's second-largest pharmaceutical company, was closed. The transaction includes both the trifunctional antibody Removab as well as the immunosuppressive drug ATG-Fresenius S.

Already in December 2012, Fresenius has decided to focus on its four established business segments Fresenius Medical Care, Fresenius Kabi, Fresenius Helios and Fresenius Vamed.

As a result of this decision, the assets and liabilities of Fresenius Biotech were shown as held for sale in the consolidated statement of financial position as of December 31, 2012 under other assets and other liabilities.

PRO FORMA FINANCIAL INFORMATION

The following unaudited financial information, on a pro forma basis, reflects the consolidated results of operations as if the acquisitions of Liberty, Damp and Fenwal had been consummated on January 1, 2012.

With respect to the Liberty Acquisition, the pro forma information is based on the assumption that the divestiture of the clinics had already been consummated on January 1, 2012.

With respect to the acquisition of Damp and Fenwal, the pro forma financial information mainly includes adjustments for interest expenses in connection with the acquisition of Damp and income taxes.

The pro forma financial information is not necessarily indicative of the results of operations as it would have been had the transactions been consummated on January 1, 2012.

	Q1–3/2012	
€ in millions	as reported	pro forma
Sales	14,261	14,796
Net income attributable to shareholders of Fresenius SE & Co. KGaA	686	680
Basic earnings per ordinary share in €	4.00	3.97
Fully diluted earnings per ordinary share in €	3.96	3.93

NOTES ON THE CONSOLIDATED STATEMENT OF INCOME

3. SPECIAL ITEMS

Net income attributable to shareholders of Fresenius SE & Co. KGaA for the first three quarters of 2013 in the amount of €700 million includes as special item one-time costs from the integration of Fenwal Holdings, Inc. in the amount of €26 million (€34 million before tax).

4. SALES

Sales by activity were as follows:

€ in millions	Q1–3/2013	Q1–3/2012
Sales of services	9,265	8,800
Sales of products and related goods	5,576	5,156
Sales from long-term production contracts	337	287
Other sales	9	18
Sales	15,187	14,261

5. RESEARCH AND DEVELOPMENT EXPENSES

Research and development expenses of €294 million (Q1–3 2012: €216 million) included expenditure for research and non-capitalizable development costs as well as depreciation and amortization expenses relating to capitalized development costs of €51 million (Q1–3 2012: €10 million). In the first three quarters of 2013, research and development expenses included impairments on capitalized development expenses of €40 million. These related to in-process R & D of product approval projects, which were acquired through the acquisition of Fresenius Kabi USA, Inc.

6. INVESTMENT GAIN

Fresenius Medical Care's acquisition of the remaining 51% stake in Renal Advantage Partners, LLC, in addition to its 49% equity investment held previously, represents a business combination achieved in stages in the course of the acquisition of Liberty Dialysis Holdings, Inc. The previous equity investment was measured at its fair value at the date of the acquisition of Liberty Dialysis Holdings, Inc. by Fresenius Medical Care. In the first three quarters of 2012, the resultant non-taxable income of US$140 million (€109 million) was presented in the separate line item investment gain in the consolidated statement of income.

7. TAXES

In the United States, Fresenius Medical Care filed claims for refunds contesting the Internal Revenue Service's (IRS) disallowance of Fresenius Medical Care Holdings, Inc.'s (FMCH) civil settlement payment deductions taken by FMCH in prior year tax returns. As a result of a settlement agreement with the IRS, Fresenius Medical Care received a partial refund in September 2008 of US$37 million, inclusive of interest, and preserved its right to pursue claims in the United States Courts for refunds of all other disallowed deductions, which totaled approximately US$126 million. On December 22, 2008, Fresenius Medical Care filed a complaint for complete refund in the United States District Court for the District of Massachusetts, styled as Fresenius Medical Care Holdings, Inc. v. United States. On August 15, 2012, a jury entered a verdict for FMCH granting additional deductions of US$95 million. On May 31, 2013, the District Court entered final judgment for FMCH in the amount of US$50 million. On September 18, 2013, the IRS appealed the District Court's ruling to the United States Court of Appeals for the First Circuit (Boston).

During the first three quarters of 2013, there were no further material changes relating to tax audits, accruals for income taxes as well as recognized and accrued payments for interest and penalties. Explanations regarding the tax audits and further information can be found in the consolidated financial statements as of December 31, 2012 applying Section 315a HGB in accordance with IFRS.

8. EARNINGS PER SHARE

The following table shows the earnings per share including and excluding the dilutive effect from stock options issued:

	Q1–3/2013	Q1–3/2012
Numerators, € in millions		
Net income attributable to shareholders of Fresenius SE & Co. KGaA	**700**	686
less effect from dilution due to Fresenius Medical Care shares	**1**	2
Income available to all ordinary shares	**699**	684
Denominators in number of shares		
Weighted-average number of ordinary shares outstanding	**178,455,438**	171,263,663
Potentially dilutive ordinary shares	**1,628,473**	1,563,508
Weighted-average number of ordinary shares outstanding assuming dilution	**180,083,911**	172,827,171
Basic earnings per ordinary share in €	**3.92**	4.00
Fully diluted earnings per ordinary share in €	**3.88**	3.96

NOTES ON THE CONSOLIDATED STATEMENT OF FINANCIAL POSITION

9. CASH AND CASH EQUIVALENTS

As of September 30, 2013 and December 31, 2012, cash and cash equivalents were as follows:

€ in millions	Sept. 30, 2013	Dec. 31, 2012
Cash	**856**	865
Time deposits and securities (with a maturity of up to 90 days)	**17**	20
Total cash and cash equivalents	**873**	885

As of September 30, 2013 and December 31, 2012, earmarked funds of €57 million and €38 million, respectively, were included in cash and cash equivalents.

10. TRADE ACCOUNTS RECEIVABLE

As of September 30, 2013 and December 31, 2012, trade accounts receivable were as follows:

€ in millions	Sept. 30, 2013	Dec. 31, 2012
Trade accounts receivable	**4,020**	4,056
less allowance for doubtful accounts	**446**	406
Trade accounts receivable, net	**3,574**	3,650

11. INVENTORIES

As of September 30, 2013 and December 31, 2012, inventories consisted of the following:

€ in millions	Sept. 30, 2013	Dec. 31, 2012
Raw materials and purchased components	**465**	437
Work in process	**324**	291
Finished goods	**1,264**	1,216
less reserves	**66**	100
Inventories, net	**1,987**	1,844

12. OTHER CURRENT AND NON-CURRENT ASSETS

As of September 30, 2013, investments, securities and long-term loans comprised investments of €474 million (December 31, 2012: €484 million), mainly regarding the joint venture between Fresenius Medical Care and Galenica Ltd., that were accounted for under the equity method. In the first three quarters of 2013, income of €11 million (Q1–3 2012: €11 million) resulting from this valuation was included in selling, general and administrative expenses in the consolidated statement of income. Moreover, investments, securities and long-term loans included €316 million financial assets available for sale as of September 30, 2013 (December 31, 2012: €182 million). Furthermore, investments and long-term loans included €123 million as of September 30, 2013 that Fresenius Medical Care loaned to a middle-market dialysis provider.

13. GOODWILL AND OTHER INTANGIBLE ASSETS

As of September 30, 2013 and December 31, 2012, intangible assets, split into amortizable and non-amortizable intangible assets, consisted of the following:

AMORTIZABLE INTANGIBLE ASSETS

	Sept. 30, 2013			Dec. 31, 2012		
€ in millions	Acquisition cost	Accumulated amortization	Carrying amount	Acquisition cost	Accumulated amortization	Carrying amount
Patents, product and distribution rights	**570**	**233**	**337**	585	216	369
Technology	**312**	**47**	**265**	321	32	289
Non-compete agreements	**241**	**173**	**68**	242	162	80
Capitalized development costs	**377**	**208**	**169**	375	160	215
Other	**701**	**366**	**335**	689	324	365
Total	**2,201**	**1,027**	**1,174**	2,212	894	1,318

Estimated regular amortization expenses of intangible assets for the next five years are shown in the following table:

€ in millions	Q4/2013	2014	2015	2016	2017	Q1–3/2018
Estimated amortization expenses	49	143	137	129	126	85

NON-AMORTIZABLE INTANGIBLE ASSETS

	Sept. 30, 2013			Dec. 31, 2012		
€ in millions	**Acquisition cost**	**Accumulated amortization**	**Carrying amount**	Acquisition cost	Accumulated amortization	Carrying amount
Tradenames	**171**	**0**	**171**	175	0	175
Management contracts	**6**	**0**	**6**	6	0	6
Goodwill	**14,962**	**0**	**14,962**	15,114	0	15,114
Total	**15,139**	**0**	**15,139**	15,295	0	15,295

The carrying amount of goodwill has developed as follows:

€ in millions	Fresenius Medical Care	Fresenius Kabi	Fresenius Helios	Fresenius Vamed	Corporate/Other	**Fresenius Group**
Carrying amount as of January 1, 2012	**7,095**	**3,909**	**1,715**	**48**	**6**	**12,773**
Additions	1,705	396	447	11	0	2,559
Disposals	0	-1	–	0	0	-1
Reclassifications	0	0	-18	18	0	0
Foreign currency translation	-150	-67	0	0	0	-217
Carrying amount as of December 31, 2012	**8,650**	**4,237**	**2,144**	**77**	**6**	**15,114**
Additions	96	34	15	6	0	151
Disposals	0	-4	0	0	0	-4
Reclassifications	–	0	0	0	0	–
Foreign currency translation	-222	-77	0	0	0	-299
Carrying amount as of September 30, 2013	**8,524**	**4,190**	**2,159**	**83**	**6**	**14,962**

As of September 30, 2013 and December 31, 2012, the carrying amounts of the other non-amortizable intangible assets were €161 million and €168 million, respectively, for Fresenius Medical Care as well as €16 million, respectively, for Fresenius Kabi.

14. DEBT AND CAPITAL LEASE OBLIGATIONS

SHORT-TERM DEBT

The Fresenius Group had short-term debt of €467 million and €205 million at September 30, 2013 and December 31, 2012, respectively. As of September 30, 2013, this debt consisted of borrowings by certain entities of the Fresenius Group under lines of credit with commercial banks of €181 million. Furthermore, €286 million were outstanding under the commercial paper program of Fresenius SE & Co. KGaA.

LONG-TERM DEBT AND CAPITAL LEASE OBLIGATIONS

As of September 30, 2013 and December 31, 2012, long-term debt and capital lease obligations consisted of the following:

€ in millions	Sept. 30, 2013	Dec. 31, 2012
Fresenius Medical Care 2012 Credit Agreement	**2,125**	2,016
2013 Senior Credit Agreement	**1,761**	0
2008 Senior Credit Agreement	**0**	1,170
Euro Notes	**859**	739
European Investment Bank Agreements	**192**	498
Accounts receivable facility of Fresenius Medical Care	**147**	123
Capital lease obligations	**95**	94
Other	**267**	316
Subtotal	**5,446**	4,956
less current portion	**772**	520
less financing cost	**89**	106
Long-term debt and capital lease obligations, less current portion	**4,585**	4,330

Fresenius Medical Care 2012 Credit Agreement

Fresenius Medical Care AG & Co. KGaA (FMC-AG & Co. KGaA) entered into a US$3,850 million syndicated credit facility (Fresenius Medical Care 2012 Credit Agreement) with a large group of banks and institutional investors on October 30, 2012 which replaced the 2006 Senior Credit Agreement.

The following tables show the available and outstanding amounts under the Fresenius Medical Care 2012 Credit Agreement at September 30, 2013 and at December 31, 2012:

	Sept. 30, 2013			
	Maximum amount available		Balance outstanding	
		€ in millions		€ in millions
Revolving Credit (in US$)	US$600 million	444	**US$49 million**	**37**
Revolving Credit (in €)	€500 million	500	**€200 million**	**200**
Term Loan A	US$2,550 million	1,888	**US$2,550 million**	**1,888**
Total		2,832		**2,125**

	Dec. 31, 2012			
	Maximum amount available		Balance outstanding	
		€ in millions		€ in millions
Revolving Credit (in US$)	US$600 million	454	**US$59 million**	**45**
Revolving Credit (in €)	€500 million	500	**€0 million**	**0**
Term Loan A	US$2,600 million	1,971	**US$2,600 million**	**1,971**
Total		2,925		**2,016**

In addition, at September 30, 2013 and December 31, 2012, Fresenius Medical Care had letters of credit outstanding in the amount of US$11 million and US$77 million, respectively, which were not included above as part of the balance outstanding at those dates but which reduce available borrowings under the Revolving Credit Facility.

As of September 30, 2013, FMC-AG & Co. KGaA and its subsidiaries were in compliance with all covenants under the Fresenius Medical Care 2012 Credit Agreement.

2013 Senior Credit Agreement

On December 20, 2012, Fresenius SE & Co. KGaA and various subsidiaries entered into a delayed draw syndicated credit agreement (2013 Senior Credit Agreement) in the amount of US$1,300 million and €1,250 million. The 2013 Senior Credit Agreement was funded on June 28, 2013 and replaced the 2008 Senior Credit Agreement. On August 7, 2013, the 2013 Senior Credit Agreement was extended by a term loan B facility in the amount of US$500 million.

The following tables show the available and outstanding amounts under the 2013 Senior Credit Agreement at September 30, 2013 and under the 2008 Senior Credit Agreement at December 31, 2012:

2013 SENIOR CREDIT AGREEMENT

	Sept. 30, 2013			
	Maximum amount available		**Balance outstanding**	
		€ in millions		**€ in millions**
Revolving Credit Facilities (in €)	€600 million	600	**€0 million**	**0**
Revolving Credit Facilities (in US$)	US$300 million	222	**US$0 million**	**0**
Term Loan A (in €)	€650 million	650	**€650 million**	**650**
Term Loan A (in US$)	US$1,000 million	741	**US$1,000 million**	**741**
Term Loan B	US$500 million	370	**US$500 million**	**370**
Total		2,583		**1,761**

2008 SENIOR CREDIT AGREEMENT

	Dec. 31, 2012			
	Maximum amount available		**Balance outstanding**	
		€ in millions		**€ in millions**
Revolving Credit Facilities	US$550 million	416	**US$0 million**	**0**
Term Loan A	US$375 million	284	**US$375 million**	**284**
Term Loan D (in US$)	US$959 million	728	**US$959 million**	**728**
Term Loan D (in €)	€158 million	158	**€158 million**	**158**
Total		1,586		**1,170**

The 2013 Senior Credit Agreement consists of:

- 5-year revolving credit facilities in the aggregate principal amount of US$300 million, €400 million and a €200 million multicurrency facility with a final repayment date on June 28, 2018.
- 5-year term loan facilities in the aggregate principal amount of US$1,000 million and €650 million (together Term Loan A). Term Loan A amortizes and is repayable in unequal quarterly installments with a final maturity on June 28, 2018.
- a 6-year term loan facility in the aggregate principal amount of US$500 million (Term Loan B). Term Loan B amortizes and is repayable in quarterly installments with a final maturity on June 28, 2019.

The 2013 Senior Credit Agreement may be increased by establishing additional incremental facilities if certain conditions are met.

The interest rate on each borrowing under the 2013 Senior Credit Agreement is a rate equal to either (i) LIBOR or EURIBOR (as applicable) plus an applicable margin or (ii) the Base Rate as defined in the 2013 Senior Credit Agreement plus an applicable margin. The applicable margin is variable and depends on the leverage ratio as defined in the 2013 Senior Credit Agreement.

In addition to scheduled principal payments, indebtedness outstanding under the 2013 Senior Credit Agreement will be reduced by mandatory prepayments in the case of certain sales of assets and the incurrence of certain additional indebtedness, with the amount to be prepaid depending on the proceeds which are generated by the respective transaction.

The 2013 Senior Credit Agreement is guaranteed by Fresenius SE & Co. KGaA, Fresenius ProServe GmbH, Fresenius Kabi AG and certain U.S. subsidiaries of Fresenius Kabi AG. Obligations under the 2013 Senior Credit Agreement are secured by pledges of capital stock of certain material subsidiaries of Fresenius Kabi AG in favor of the lenders.

The 2013 Senior Credit Agreement contains a number of customary affirmative and negative covenants and other payment restrictions. These covenants include limitations on liens, sale of assets, incurrence of debt, investments and acquisitions and restrictions on the payment of dividends, among other items. The 2013 Senior Credit Agreement also includes financial covenants – as defined in the agreement – that require Fresenius SE & Co. KGaA and its subsidiaries (other than Fresenius Medical Care and its subsidiaries) to maintain a maximum leverage ratio and a minimum interest coverage ratio.

As of September 30, 2013, the Fresenius Group was in compliance with all covenants under the 2013 Senior Credit Agreement.

Euro Notes

As of September 30, 2013 and December 31, 2012, Euro Notes (Schuldscheindarlehen) of the Fresenius Group consisted of the following:

			Book value / nominal value € in millions	
	Maturity	Interest rate	**Sept. 30, 2013**	Dec. 31, 2012
Fresenius Finance B.V. 2008/2014	April 2, 2014	5.98%	**112**	112
Fresenius Finance B.V. 2008/2014	April 2, 2014	variable	**88**	88
Fresenius Finance B.V. 2007/2014	July 2, 2014	5.75%	**38**	38
Fresenius Finance B.V. 2007/2014	July 2, 2014	variable	**62**	62
Fresenius SE & Co. KGaA 2012/2016	April 4, 2016	3.36%	**156**	156
Fresenius SE & Co. KGaA 2012/2016	April 4, 2016	variable	**129**	129
Fresenius SE & Co. KGaA 2013/2017	Aug. 22, 2017	2.65%	**51**	0
Fresenius SE & Co. KGaA 2013/2017	Aug. 22, 2017	variable	**74**	0
Fresenius SE & Co. KGaA 2012/2018	April 4, 2018	4.09%	**72**	72
Fresenius SE & Co. KGaA 2012/2018	April 4, 2018	variable	**43**	43
Fresenius Medical Care AG & Co. KGaA 2009/2014	Oct. 27, 2014	8.38%	**11**	12
Fresenius Medical Care AG & Co. KGaA 2009/2014	Oct. 27, 2014	variable	**23**	27
Euro Notes			**859**	739

On February 22, 2013, Fresenius SE & Co. KGaA issued Euro Notes in an amount of €125 million. Proceeds were used for general corporate purposes. The new Euro Notes are guaranteed by Fresenius Kabi AG and Fresenius ProServe GmbH.

The Euro Notes issued by Fresenius Finance B.V. in the amount of €200 million and €100 million, which are due on April 2, 2014 and on July 2, 2014, respectively, are shown as current portion of long-term debt and capital lease obligations in the consolidated statement of financial position.

As of September 30, 2013, the Fresenius Group was in compliance with all of its covenants under the Euro Notes.

European Investment Bank Agreements

The following table shows the amounts outstanding under the European Investment Bank (EIB) facilities as of September 30, 2013 and December 31, 2012:

		Book value € in millions	
	Maturity	Sept. 30, 2013	Dec. 31, 2012
Fresenius SE & Co. KGaA	2013	0	196
Fresenius Medical Care AG & Co. KGaA	2013/2014	140	246
HELIOS Kliniken GmbH	2019	52	56
Loans from EIB		**192**	498

The majority of the loans are denominated in euros. At September 30, 2013, all credit lines were utilized.

At June 14, 2013, €96 million borrowings of Fresenius SE & Co. KGaA and US$91 million borrowings of FMC-AG & Co. KGaA were due. The loans were repaid as scheduled. In addition, loans borrowed by Fresenius SE & Co. KGaA of €100 million and FMC-AG & Co. KGaA of US$49 million, which were due at September 10 and 13, 2013, respectively, were repaid as scheduled.

The loans borrowed by FMC-AG & Co. KGaA which are due in February 2014 are shown as current portion of long-term debt and capital lease obligations in the consolidated statement of financial position.

As of September 30, 2013, the Fresenius Group was in compliance with the respective covenants.

CREDIT LINES

In addition to the financial liabilities described before, the Fresenius Group maintains additional credit facilities which have not been utilized, or have only been utilized in part, as of the reporting date. At September 30, 2013, the additional financial cushion resulting from unutilized credit facilities was approximately €2.4 billion.

15. SENIOR NOTES

As of September 30, 2013 and December 31, 2012, Senior Notes of the Fresenius Group consisted of the following:

				Book value € in millions	
	Notional amount	Maturity	Interest rate	Sept. 30, 2013	Dec. 31, 2012
Fresenius Finance B.V. 2006/2013	€500 million	Jan. 31, 2013	5.00%	0	500
Fresenius Finance B.V. 2006/2016	€650 million	Jan. 31, 2016	5.50%	0	645
Fresenius Finance B.V. 2012/2019	€500 million	Apr. 15, 2019	4.25%	500	500
Fresenius Finance B.V. 2013/2020	€500 million	July 15, 2020	2.875%	500	0
Fresenius US Finance II, Inc. 2009/2015	€275 million	July 15, 2015	8.75%	270	267
Fresenius US Finance II, Inc. 2009/2015	US$500 million	July 15, 2015	9.00%	363	369
FMC Finance VI S.A. 2010/2016	€250 million	July 15, 2016	5.50%	249	248
FMC Finance VII S.A. 2011/2021	€300 million	Feb. 15, 2021	5.25%	295	294
FMC Finance VIII S.A. 2011/2016	€100 million	Oct. 15, 2016	variable	100	100
FMC Finance VIII S.A. 2011/2018	€400 million	Sept. 15, 2018	6.50%	396	396
FMC Finance VIII S.A. 2012/2019	€250 million	July 31, 2019	5.25%	243	243
Fresenius Medical Care US Finance, Inc. 2007/2017	US$500 million	July 15, 2017	6.875%	368	376
Fresenius Medical Care US Finance, Inc. 2011/2021	US$650 million	Feb. 15, 2021	5.75%	478	489
Fresenius Medical Care US Finance II, Inc. 2011/2018	US$400 million	Sept. 15, 2018	6.50%	293	300
Fresenius Medical Care US Finance II, Inc. 2012/2019	US$800 million	July 31, 2019	5.625%	592	606
Fresenius Medical Care US Finance II, Inc. 2012/2022	US$700 million	Jan. 31, 2022	5.875%	518	531
Senior Notes				**5,165**	5,864

On January 7, 2013, Fresenius announced the early redemption of the 5.5% Senior Notes due in 2016 that were issued in 2006. The aggregate principal amount of €650 million was completely repaid on February 7, 2013 at a price of 100.916% plus accrued and unpaid interest. Initially, the redemption was financed by utilizing existing credit lines. From the end of June 2013, the 2013 Senior Credit Agreement was used for the refinancing.

On January 24, 2013, Fresenius Finance B.V. issued unsecured Senior Notes of €500 million at par which are due in 2020. Net proceeds were used to refinance the Senior Notes which were due in January 2013.

The Senior Notes are guaranteed by Fresenius SE & Co. KGaA, Fresenius Kabi AG and Fresenius ProServe GmbH.

The Senior Notes issued by Fresenius Finance B.V. which were due on January 31, 2013 were shown as current portion of Senior Notes in the consolidated statement of financial position as of December 31, 2012.

As of September 30, 2013, the Fresenius Group was in compliance with all of its covenants.

16. PENSIONS AND SIMILAR OBLIGATIONS

DEFINED BENEFIT PENSION PLANS

At September 30, 2013, the pension liability of the Fresenius Group was €743 million. The current portion of the pension liability of €14 million is recognized in the consolidated statement of financial position within short-term accrued expenses and other short-term liabilities. The non-current portion of €729 million is recorded as pension liability.

Contributions to Fresenius Group's pension fund were €13 million in the first three quarters of 2013. The Fresenius Group expects approximately €15 million contributions to the pension fund during 2013.

Defined benefit pension plans' net periodic benefit costs of €42 million (Q1–3 2012: €32 million) were comprised of the following components:

€ in millions	Q1–3/2013	Q1–3/2012
Service cost	21	14
Net interest cost	21	18
Net periodic benefit cost	**42**	32

17. NONCONTROLLING INTEREST

As of September 30, 2013 and December 31, 2012, noncontrolling interest in the Fresenius Group was as follows:

€ in millions	Sept. 30, 2013	Dec. 31, 2012
Noncontrolling interest in Fresenius Medical Care AG & Co. KGaA	4,590	4,641
Noncontrolling interest in VAMED AG	36	36
Noncontrolling interest in the business segments		
Fresenius Medical Care	399	417
Fresenius Kabi	83	86
Fresenius Helios	115	111
Fresenius Vamed	3	2
Total noncontrolling interest	**5,226**	5,293

Noncontrolling interest changed as follows:

€ in millions	Q1–3/2013
Noncontrolling interest as of January 1, 2013	**5,293**
Noncontrolling interest in profit	505
Stock options	48
Sale of noncontrolling interest	-32
Share buy-back program of Fresenius Medical Care AG & Co. KGaA	-120
Dividend payments	-262
Currency effects, first-time consolidations and other changes	-206
Noncontrolling interest as of September 30, 2013	**5,226**

18. FRESENIUS SE & CO. KGAA SHAREHOLDERS' EQUITY

SUBSCRIBED CAPITAL

During the first three quarters of 2013, 650,977 stock options were exercised. Consequently, as of September 30, 2013, the subscribed capital of Fresenius SE & Co. KGaA consisted of 178,839,237 bearer ordinary shares. The shares are issued as non-par value shares. The proportionate amount of the subscribed capital is €1.00 per share.

AUTHORIZED CAPITAL

By resolution of the Annual General Meeting on May 17, 2013, the previous Authorized Capital I was revoked and a new Authorized Capital I was created.

In accordance with the new provision in the articles of association of Fresenius SE & Co. KGaA, the general partner, Fresenius Management SE, is authorized, with the approval of the Supervisory Board, until May 16, 2018, to increase Fresenius SE & Co. KGaA's subscribed capital by a total amount of up to €40,320,000 through a single issue or multiple issues of new bearer ordinary shares against cash contributions and/or contributions in kind (Authorized Capital I). A subscription right must be granted to the shareholders in principle. In defined cases, the general partner is authorized, with the consent of the Supervisory Board, to decide on the exclusion of the shareholders' subscription right (e.g. to eliminate fractional amounts). For cash contributions, the authorization can only be exercised if the issue price is not significantly below the stock exchange price of the already listed shares at the time the issue price is fixed with final effect by the general partner. Furthermore, the proportionate amount of the shares issued with exclusion of subscription rights may not exceed 10% of the subscribed capital neither at the time of the resolution on the authorization nor at the time of the utilization of the authorization. In the case of a contribution in kind, the subscription right can be excluded only in order to acquire a company, parts of a company or a participation in a company. The authorizations granted concerning the exclusion of subscription rights can be used by the general partner only to such extent that the proportional amount of the total number of shares issued with exclusion of the subscription rights does not exceed 20% of the subscribed capital, neither at the time of the resolution on the authorization nor at the time of the utilization of the authorization.

The changes to the Authorized Capital became effective upon registration of the amendments to the articles of association with the commercial register on June 3, 2013.

CONDITIONAL CAPITAL

Corresponding to the stock option plans, the Conditional Capital of Fresenius SE & Co. KGaA is divided into Conditional Capital I, Conditional Capital II, Conditional Capital III and Conditional Capital IV. These are used to satisfy the subscription rights in connection with previously issued stock options or convertible bonds, as the case may be, for bearer ordinary shares under the stock option plans of 2003, 2008 and 2013 (see note 25, Stock options).

By resolution of the Annual General Meeting on May 17, 2013, the previous Conditional Capital I was revoked. Additionally, the change of the previous Conditional Capital II in Conditional Capital I, the change of the previous Conditional Capital III in Conditional Capital II as well as the change of the previous Conditional Capital IV in Conditional Capital III were resolved.

By resolution on May 17, 2013, the Annual General Meeting of Fresenius SE & Co. KGaA authorized the general partner until May 16, 2018, to issue up to 8,400,000 subscription rights for up to 8,400,000 non-par value bearer ordinary shares of Fresenius SE & Co. KGaA in the framework of the 2013 Stock Option Plan. The authorization shall fall to the Supervisory Board alone, if members of the Management Board of the general partner are concerned. To fulfill the granted subscription rights, the subscribed capital of Fresenius SE & Co. KGaA was increased conditionally by up to €8,400,000 through issuing of up to 8,400,000 new bearer ordinary shares (Conditional Capital IV). The change of Fresenius SE & Co. KGaA's articles of association with regard to the Conditional Capital I, II, III and IV became effective upon registration with the commercial register on June 3, 2013. The conditional capital increase shall only be implemented to the extent that subscription rights were or are issued according to the 2013 Stock Option Plan, the holders of subscription rights exercise their option rights and as long as no other forms of settlement are used. The new bearer ordinary shares shall participate in the profits from the start of the fiscal year in which they are issued.

The following table shows the development of the Conditional Capital:

in €	Ordinary shares
Conditional Capital I Fresenius AG Stock Option Plan 1998 (until June 3, 2013)	857,970
Conditional Capital I Fresenius AG Stock Option Plan 2003 (until June 3, 2013: Conditional Capital II)	2,497,254
Conditional Capital II Fresenius SE Stock Option Plan 2008 (until June 3, 2013: Conditional Capital III)	5,383,434
Conditional Capital III, approved on May 11, 2012 (until June 3, 2013: Conditional Capital IV)	16,323,734
Total Conditional Capital as of January 1, 2013	**25,062,392**
Cancellation of the previous Conditional Capital I Fresenius AG Stock Option Plan 1998	-857,970
Fresenius AG Stock Option Plan 2003 – options exercised	-163,893
Fresenius SE Stock Option Plan 2008 – options exercised	-487,084
Creation of Conditional Capital IV Fresenius SE & Co. KGaA Stock Option Plan 2013	8,400,000
Total Conditional Capital as of September 30, 2013	**31,953,445**

DIVIDENDS

Under the German Stock Corporation Act (AktG), the amount of dividends available for distribution to shareholders is based upon the unconsolidated retained earnings of Fresenius SE & Co. KGaA as reported in its statement of financial position determined in accordance with the German Commercial Code (HGB).

In May 2013, a dividend of €1.10 per bearer ordinary share was approved by Fresenius SE & Co. KGaA's shareholders at the Annual General Meeting and paid. The total dividend payment was €196 million.

SHARE BUY-BACK PROGRAM OF FRESENIUS MEDICAL CARE

Fresenius Medical Care completed a share buy-back program in the third quarter of 2013. At September 30, 2013, 7,548,951 ordinary shares were repurchased in the intended amount of €385 million (US$505 million).

19. OTHER COMPREHENSIVE INCOME (LOSS)

Other comprehensive income (loss) comprises all amounts recognized directly in equity (net of tax) resulting from the currency translation of foreign subsidiaries' financial statements and the effects of measuring financial instruments at their fair value as well as the change in benefit obligation.

Changes in accumulated other comprehensive income (loss) net of tax by component were as follows:

€ in millions	Cash flow hedges	Change of fair value of available for sale financial assets	Foreign currency translation	Actuarial gains/losses on defined benefit pension plans	Total, before non-controlling interest	Non-controlling interest	Total
Balance as of December 31, 2011	-143	-8	250	-39	60	141	201
Other comprehensive income (loss) before reclassifications	0	-9	3	–	-6	1	-5
Amounts reclassified from accumulated other comprehensive income (loss)	10	0	–	0	10	5	15
Other comprehensive income (loss), net	10	-9	3	–	4	6	10
Balance as of September 30, 2012	-133	-17	253	-39	64	147	211
Balance as of December 31, 2012	-120	-17	167	-114	-84	22	-62
Other comprehensive income (loss) before reclassifications	9	25	-144	–	-110	–	-110
Amounts reclassified from accumulated other comprehensive income (loss)	8	0	–	0	8	7	15
Other comprehensive income (loss), net	17	25	-144	–	-102	-158	-260
Balance as of September 30, 2013	**-103**	**8**	**23**	**-114**	**-186**	**-136**	**-322**

Reclassifications out of accumulated other comprehensive income (loss) were as follows:

€ in millions	Amount of gain or loss reclassified from accumulated other comprehensive (income) loss		
	Q1–3/2013	Q1–3/2012	Affected line item in the consolidated statement of income
Details about accumulated other comprehensive (income) loss components			
Cash flow hedges			
Interest rate contracts	**23**	23	Interest income/expense
Foreign exchange contracts	**-1**	-3	Cost of sales
Foreign exchange contracts	**-1**	-2	Selling, general and administrative expenses
Foreign exchange contracts	**–**	–	Interest income/expense
Other comprehensive income	**21**	18	
Tax expense or benefit	**-6**	-3	
Other comprehensive income, net	**15**	15	
Total reclassifications for the period	**15**	15	

OTHER NOTES

20. LEGAL PROCEEDINGS

The Fresenius Group is routinely involved in numerous claims, lawsuits, regulatory and tax audits, investigations and other legal matters arising, for the most part, in the ordinary course of its business of providing health care services and products. Legal matters that the Fresenius Group currently deems to be material are described below. For the matters described below in which the Fresenius Group believes a loss is both reasonably possible and estimable, an estimate of the loss or range of loss exposure is provided. For the other matters described below, the Fresenius Group believes that the loss probability is remote and/or the loss or range of possible losses cannot be reasonably estimated at this time. The outcome of litigation and other legal matters is always difficult to predict accurately and outcomes that are not consistent with Fresenius Group's view of the merits can occur. The Fresenius Group believes that it has valid defenses to the legal matters pending against it and is defending itself vigorously. Nevertheless, it is possible that the resolution of one or more of the legal matters currently pending or threatened could have a material adverse effect on its business, results of operations and financial condition.

Further information regarding legal disputes, court proceedings and investigations can be found in detail in the consolidated financial statements as of December 31, 2012 applying Section 315a HGB in accordance with IFRS. In the following, only the changes during the first three quarters ended September 30, 2013 compared to the information provided in the consolidated financial statements are described. These changes should be read in conjunction with the overall information in the consolidated financial statements as of December 31, 2012 applying Section 315a HGB in accordance with IFRS; defined terms or abbreviations having the same meaning as in the consolidated financial statements as of December 31, 2012 applying Section 315a HGB in accordance with IFRS.

BAXTER PATENT DISPUTE "TOUCHSCREEN INTERFACES" (1)

On July 2, 2013, the Federal Circuit denied Baxter's appeal and ordered the District Court to dismiss the case. Baxter has requested a rehearing before the full Federal Circuit.

PRODUCT LIABILITY LITIGATION

On April 5, 2013, the U.S. Judicial Panel on Multidistrict Litigation ordered that lawsuits filed in various federal courts alleging wrongful death and personal injury claims against Fresenius Medical Care Holdings, Inc.'s (FMCH) and certain of its affiliates relating to FMCH's dialysate concentrate products NaturaLyte® and Granuflo® be transferred and consolidated for pretrial management purposes into a consolidated multidistrict litigation in the United States District Court for the District of Massachusetts, styled In Re: Fresenius Granuflo/Naturalyte Dialysate Products Liability Litigation, Case No. 2013-md-02428. These lawsuits allege generally that inadequate labeling and warnings for these products caused harm to patients. In addition, similar cases have been filed in several state courts that will not be formally consolidated with the federal multidistrict litigation. FMCH believes that these lawsuits are without merit, and will defend them vigorously.

In several further cases with the same subject matter in dispute, complaints were formally served on Fresenius SE & Co. KGaA and Fresenius Management SE causing both companies to become formally involved in the litigation. Also for these cases, both companies believe the lawsuits to be without merit and intend to defend them vigorously.

RENAL CARE GROUP – CLASS ACTION "ACQUISITION"

On January 11, 2013, the period for objection to a settlement agreed to by plaintiff expired. The settlement calls for dismissal of the complaint with prejudice against the plaintiff and all other class members in exchange for a payment that is not material to Fresenius Medical Care. The settlement has been funded and distribution is being overseen by the Nashville Chancery Court.

SUBPOENA "AMERICAN ACCESS CARE, LLC"

In May 2013, a fourth subpoena was served by the United States Attorney for the Eastern District of Virginia (Richmond). Also in May 2013, updated document productions were requested by the U.S. Attorneys for Rhode Island and Connecticut. Although the subpoenas cover a wide range of documents and activities of AAC, the focus of the investigation is procedure coding and related billing practices and procedures. As of October 18, 2013, a group of the prior owners of AAC assumed responsibility for responding to the subpoenas and committed to indemnify Fresenius Medical Care pursuant to the terms of the acquisition agreement.

INTERNAL REVIEW

The review has identified conduct that Fresenius Medical Care has reported to the U.S. Securities and Exchange Commission (SEC) and the U.S. Department of Justice (DOJ). Fresenius Medical Care's review and dialogue with the SEC and DOJ are ongoing. Fresenius Medical Care cannot predict the final outcome of this matter. Fresenius Medical Care's independent counsel, in conjunction with Fresenius Medical Care's Compliance Department, have reviewed Fresenius Medical Care's anti-corruption compliance program, including internal controls related to compliance with international anti-bribery laws, and appropriate enhancements are being implemented.

The Fresenius Group regularly analyzes current information about claims for probable losses and provides accruals for such matters, including estimated expenses for legal services, as appropriate.

The Fresenius Group, like other health care providers, conducts its operations under intense government regulation and scrutiny. It must comply with regulations which relate to or govern the safety and efficacy of medical products and supplies, the marketing and distribution of such products, the operation of manufacturing facilities, laboratories and dialysis clinics, and environmental and occupational health and safety. With respect to its development, manufacture, marketing and distribution of medical products, if such compliance is not maintained, the Fresenius Group could be subject to significant adverse regulatory actions by the U.S. Food and Drug Administration (FDA) and comparable regulatory authorities outside the U.S. These regulatory actions could include warning letters or other enforcement notices from the FDA and/or comparable foreign regulatory authority, which may require the Fresenius Group to expend significant time and resources in order to implement appropriate corrective actions. If the Fresenius Group does not address matters raised in warning letters or other enforcement notices to the satisfaction of the FDA and/or comparable regulatory authorities outside the U.S., these regulatory authorities could take additional actions, including product recalls, injunctions against the distribution of products or operation of manufacturing plants, civil penalties, seizures of Fresenius Group's products, and/or criminal prosecution. The Fresenius Group must also comply with the laws of the United States, including the federal Anti-Kickback Statute, the federal False Claims Act, the federal Stark Law and the federal Foreign Corrupt Practices Act as well as other federal and state fraud and abuse laws. Applicable laws or regulations may be amended, or enforcement agencies or courts may make interpretations that differ from Fresenius Group's interpretations or the manner in which it conducts its business. Enforcement has become a high priority for the federal government and some states. In addition, the provisions of the False Claims Act authorizing payment of a portion of any recovery to the party bringing the suit encourage private plaintiffs to commence "qui tam" or "whistle blower" actions. In May 2009, the scope of the False Claims Act was expanded and additional protections for whistle blowers and procedural provisions to aid whistle blowers' ability to proceed in a False Claims Act case were added. By virtue of this regulatory environment, Fresenius Group's business activities and practices are subject to extensive review by regulatory authorities and private parties, and continuing audits, investigative demands, subpoenas, other inquiries, claims and litigation relating to Fresenius Group's compliance with applicable laws and regulations. The Fresenius Group may not always be aware that an inquiry or action has begun, particularly in the case of "whistle blower" actions, which are initially filed under court seal.

21. FINANCIAL INSTRUMENTS

VALUATION OF FINANCIAL INSTRUMENTS

The following table presents the carrying amounts and fair values as well as the fair value hierarchy levels of Fresenius Group's financial instruments as of September 30, 2013 and December 31, 2012, classified into classes:

€ in millions	Fair value hierarchy level	**Sept. 30, 2013** Carrying amount	**Sept. 30, 2013** Fair value	Dec. 31, 2012 Carrying amount	Dec. 31, 2012 Fair value
Cash and cash equivalents	1	**873**	**873**	885	885
Assets recognized at carrying amount	3	**3,721**	**3,726**	3,668	3,668
Assets recognized at fair value	1	**316**	**316**	182	182
Liabilities recognized at carrying amount	2	**11,769**	**12,156**	11,886	12,488
Liabilities recognized at fair value	2	**2**	**2**	8	8
Noncontrolling interest subject to put provisions recognized at fair value	3	**385**	**385**	321	321
Derivatives for hedging purposes	2	**6**	**6**	-35	-35

The significant methods and assumptions used to estimate the fair values of financial instruments as well as classification of fair value measurements according to the three-tier fair value hierarchy are as follows:

Cash and cash equivalents are stated at nominal value, which equals the fair value.

The nominal value of short-term financial instruments such as accounts receivable and payable and short-term debt represents its carrying amount, which is a reasonable estimate of the fair value due to the relatively short period to maturity for these instruments.

The fair values of major long-term financial instruments are calculated on the basis of market information. Financial instruments for which market quotes are available are measured with the market quotes at the reporting date. The fair values of the other long-term financial liabilities are calculated at the present value of respective future cash flows. To determine these present values, the prevailing interest rates and credit spreads for the Fresenius Group as of the date of the statement of financial position are used.

The class assets recognized at carrying amount consists of a loan which Fresenius Medical Care granted to a middle-market dialysis provider and of trade accounts receivable. The fair value of the loan is based on significant unobservable inputs of comparable instruments and thus the class is classified as fair value hierarchy Level 3.

The class assets recognized at fair value comprises European government bonds and shares as well as shares in funds. The fair values of these assets are calculated on the basis of market information. Therefore, this class is classified as Level 1.

The class liabilities recognized at carrying amount is classified as hierarchy Level 2.

The class liabilities recognized at fair value is classified as hierarchy Level 2.

The valuation of the class noncontrolling interest subject to put provisions recognized at fair value is determined using significant unobservable inputs. It is therefore classified as Level 3.

Following is a roll forward of noncontrolling interest subject to put provisions:

€ in millions	Q1–3/2013
Noncontrolling interest subject to put provisions as of January 1, 2013	**321**
Noncontrolling interest subject to put provisions in profit	59
Purchase of noncontrolling interest subject to put provisions	18
Dividend payments	-67
Currency effects, first-time consolidations and other changes	54
Noncontrolling interest subject to put provisions as of September 30, 2013	**385**

Derivatives, mainly consisting of interest rate swaps and foreign exchange forward contracts, are valued as follows: The fair value of interest rate swaps is calculated by discounting the future cash flows on the basis of the market interest rates applicable for the remaining term of the contract as of the date of the statement of financial position. To determine the fair value of foreign exchange forward contracts, the contracted forward rate is compared to the current forward rate for the remaining term of the contract as of the date of the statement of financial position. The result is then discounted on the basis of the market interest rates prevailing at the date of the statement of financial position for the respective currency.

Fresenius Group's own credit risk is incorporated in the fair value estimation of derivatives that are liabilities. Counterparty credit-risk adjustments are factored into the valuation of derivatives that are assets.

For the fair value measurement of the class derivatives for hedging purposes, significant other observable inputs are used. Therefore, they are classified as Level 2 in accordance with the defined fair value hierarchy levels.

Currently, there is no indication that a decrease in the value of Fresenius Group's financing receivables is probable. Therefore, the allowances on credit losses of financing receivables are immaterial.

FAIR VALUES OF DERIVATIVE FINANCIAL INSTRUMENTS

	Sept. 30, 2013		Dec. 31, 2012	
€ in millions	Assets	Liabilities	Assets	Liabilities
Interest rate contracts (current)	0	9	0	50
Interest rate contracts (non-current)	0	3	0	18
Foreign exchange contracts (current)	14	3	15	11
Foreign exchange contracts (non-current)	–	1	1	–
Derivatives designated as hedging instruments [1]	**14**	**16**	**16**	**79**
Interest rate contracts (current)	0	1	0	6
Interest rate contracts (non-current)	0	1	0	2
Foreign exchange contracts (current) [1]	15	7	37	9
Foreign exchange contracts (non-current) [1]	1	1	–	–
Derivatives not designated as hedging instruments	**16**	**10**	**37**	**17**

[1] Derivatives designated as hedging instruments and foreign exchange contracts not designated as hedging instruments are classified as derivatives for hedging purposes.

Derivative financial instruments are marked to market each reporting period, resulting in carrying amounts equal to fair values at the reporting date.

Derivatives not designated as hedging instruments, which are derivatives that do not qualify for hedge accounting, are also solely entered into to hedge economic business transactions and not for speculative purposes.

Derivatives for hedging purposes were recognized at gross value within other assets in an amount of €30 million and other liabilities in an amount of €24 million.

The current portion of interest rate contracts and foreign exchange contracts indicated as assets in the previous table is recognized within other current assets in the consolidated statement of financial position, while the current portion of those indicated as liabilities is included in short-term accrued expenses and other short-term liabilities. The non-current portions indicated as assets or liabilities are recognized in other non-current assets or in long-term accrued expenses and other long-term liabilities, respectively.

EFFECT OF DERIVATIVES DESIGNATED AS HEDGING INSTRUMENTS ON THE CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

	Q1–3/2013		
€ in millions	Gain or loss recognized in other comprehensive income (loss) (effective portion)	Gain or loss reclassified from accumulated other comprehensive income (loss) (effective portion)	Gain or loss recognized in the consolidated statement of income
Interest rate contracts	17	23	2
Foreign exchange contracts	-3	-2	0
Derivatives in cash flow hedging relationships [1]	**14**	**21**	**2**
Foreign exchange contracts			-2
Derivatives in fair value hedging relationships			**-2**
Derivatives designated as hedging instruments	**14**	**21**	**0**

	Q1–3/2012		
€ in millions	Gain or loss recognized in other comprehensive income (loss) (effective portion)	Gain or loss reclassified from accumulated other comprehensive income (loss) (effective portion)	Gain or loss recognized in the consolidated statement of income
Interest rate contracts	-20	23	1
Foreign exchange contracts	26	-5	0
Derivatives in cash flow hedging relationships [1]	**6**	**18**	**1**
Foreign exchange contracts			-1
Derivatives in fair value hedging relationships			**-1**
Derivatives designated as hedging instruments	**6**	**18**	**0**

[1] The amount of gain or loss recognized in the consolidated statement of income solely relates to the ineffective portion.

EFFECT OF DERIVATIVES NOT DESIGNATED AS HEDGING INSTRUMENTS ON THE CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

	Gain or loss recognized in the consolidated statement of income	
€ in millions	**Q1–3/2013**	Q1–3/2012
Interest rate contracts	**6**	-2
Foreign exchange contracts	**6**	-10
Derivatives not designated as hedging instruments	**12**	-12

Gains from derivatives in fair value hedging relationships and from foreign exchange contracts not designated as hedging instruments recognized in the consolidated statement of income are faced by losses from the underlying transactions in the corresponding amount.

The Fresenius Group expects to recognize a net amount of €1 million of the existing gains for foreign exchange contracts deferred in accumulated other comprehensive income (loss) in the consolidated statement of income within the next 12 months. For interest rate contracts, the Fresenius Group expects to recognize €37 million of losses in the course of normal business during the next 12 months in interest expense.

Gains and losses from foreign exchange contracts and the corresponding underlying transactions are accounted for as cost of sales, selling, general and administrative expenses and net interest. Gains and losses resulting from interest rate contracts are recognized as net interest in the consolidated statement of income.

In the first three quarters of 2013, gains of €25 million (Q1–3 2012: losses of €10 million) for available for sale financial assets were recognized in other comprehensive income (loss).

MARKET RISK

General

The Fresenius Group is exposed to effects related to foreign exchange fluctuations in connection with its international business activities that are denominated in various currencies. In order to finance its business operations, the Fresenius Group issues senior notes and commercial papers and enters into mainly long-term credit agreements and euro notes (Schuldscheindarlehen) with banks. Due to these financing activities, the Fresenius Group is exposed to interest risk caused by changes in variable interest rates and the risk of changes in the fair value of statement of financial position items bearing fixed interest rates.

In order to manage the risk of interest rate and foreign exchange rate fluctuations, the Fresenius Group enters into certain hedging transactions with highly rated financial institutions as authorized by the Management Board. Derivative financial instruments are not entered into for trading purposes.

The Fresenius Group defines benchmarks for individual exposures in order to quantify interest and foreign exchange risks. The benchmarks are derived from achievable and sustainable market rates. Depending on the individual benchmarks, hedging strategies are determined and generally implemented by means of micro hedges.

Securities, which are predominantly held as European government bonds, shares and shares in funds, are generally subject to the risk of changing stock exchange prices. Therefore, the stock exchange prices of these securities are continuously monitored to identify possible price risks on time.

Derivative financial instruments

Classification

To reduce the credit risk arising from derivatives, the Fresenius Group concluded Master Netting Agreements with banks. Through such agreements, positive and negative fair values of the derivative contracts could be offset against one another if a partner becomes insolvent. This offsetting is valid for transactions where the aggregate amount of obligations owed to and receivable from are not equal. If insolvency occurs, the party which owes the larger amount is obliged to pay the other party the difference between the amounts owed in the form of one net payment.

These master netting agreements do not provide a basis for offsetting the fair values of derivative financial instruments in the statement of financial position as the offsetting criteria under International Financial Reporting Standards are not satisfied.

At September 30, 2013 and December 31, 2012, the Fresenius Group had €26 million and €51 million of derivative financial assets subject to netting arrangements and €25 million and €92 million of derivative financial liabilities subject to netting arrangements. Offsetting these derivative financial instruments would have resulted in net assets of €20 million and €34 million as well as net liabilities of €19 million and €75 million at September 30, 2013 and December 31, 2012, respectively.

Foreign exchange risk management

Solely for the purpose of hedging existing and foreseeable foreign exchange transaction exposures, the Fresenius Group enters into foreign exchange forward contracts and, on a small scale, foreign exchange options. To ensure that no foreign exchange risks result from loans in foreign currencies, the Fresenius Group enters into foreign exchange swap contracts.

As of September 30, 2013, the notional amounts of foreign exchange contracts totaled €1,613 million. These foreign exchange contracts have been entered into to hedge risks from operational business and in connection with loans in foreign currency. The predominant part of the foreign exchange forward contracts to hedge risks from operational business was recognized as cash flow hedge, while foreign exchange contracts in connection with loans in foreign currencies are partly recognized as fair value hedges. The fair values of cash flow hedges and fair value hedges were €10 million and €48 thousand, respectively.

As of September 30, 2013, the Fresenius Group was party to foreign exchange contracts with a maximum maturity of 26 months.

Interest rate risk management

The Fresenius Group enters into interest rate swaps and, on a small scale, into interest rate options in order to protect against the risk of rising interest rates. These interest rate derivatives are mainly designated as cash flow hedges and have been entered into in order to convert payments based on variable interest rates into payments at a fixed interest rate.

As of September 30, 2013, the interest rate swaps had a notional volume of US$1,200 million (€889 million) and €271 million as well as fair values of -US$8 million and -€8 million, respectively, which expire between 2013 and 2022.

Stock price risk management

Price risks arise from changing stock prices of available for sale financial assets. Gains and losses arising from available for sale financial assets are recognized directly in the consolidated statement of equity until the asset is disposed of or if it is considered to be impaired. A decline of 10% in prices of the recognized assets would have an effect of less than 0.2% on Fresenius SE & Co. KGaA shareholders' equity.

22. SUPPLEMENTARY INFORMATION ON CAPITAL MANAGEMENT

The Fresenius Group has a solid financial profile. As of September 30, 2013, the equity ratio was 43.1% and the debt ratio (debt/total assets) was 35.7%. As of September 30, 2013, the net debt/EBITDA ratio (before special items), which is measured on the basis of U.S. GAAP figures, was 2.6. Due to the acquisition of 43 hospitals from Rhön-Klinikum AG, this ratio is expected to temporarily exceed 3.0 in 2013 but remain below 3.5, before returning to the upper end of the 2.5 to 3.0 target range in 2014.

The aims of the capital management and further information can be found in the consolidated financial statements as of December 31, 2012 applying Section 315a HGB in accordance with IFRS.

Fresenius is covered by the rating agencies Moody's, Standard & Poor's and Fitch.

The following table shows the company rating of Fresenius SE & Co. KGaA:

	Standard & Poor's	Moody's	Fitch
Company rating	BB+	Ba1	BB+
Outlook	positive	negative	watch evolving

Following the signing of a binding agreement to purchase the majority of the clinics of Rhön-Klinikum AG, the rating agencies reviewed and largely confirmed the company ratings. On September 13, 2013, Fitch placed the rating on "watch evolving" indicating a possible change of the positive outlook. On September 17, 2013, Moody's confirmed the Ba1 company rating and changed the outlook to negative from positive. Standard & Poor's affirmed on October 10, 2013, the BB+ company rating and the positive outlook.

23. SUPPLEMENTARY INFORMATION ON THE CONSOLIDATED STATEMENT OF CASH FLOWS

Cash paid for acquisitions (without investments in licenses) consisted of the following:

€ in millions	Q1–3/2013	Q1–3/2012
Assets acquired	370	3,556
Liabilities assumed	-39	-261
Noncontrolling interest	-16	-150
Notes assumed in connection with acquisitions	-11	-244
Cash paid	304	2,901
Cash acquired	-6	-141
Cash paid for acquisitions, net	298	2,760
Cash paid for investments, net of cash acquired	143	–
Cash paid for intangible assets, net	4	5
Total cash paid for acquisitions and investments, net of cash acquired, and net purchases of intangible assets	445	2,765

24. NOTES ON THE CONSOLIDATED SEGMENT REPORTING

GENERAL

The consolidated segment reporting shown on pages 25 to 28 of this interim report is an integral part of the notes.

The Fresenius Group has identified the business segments Fresenius Medical Care, Fresenius Kabi, Fresenius Helios and Fresenius Vamed, which corresponds to the internal organizational and reporting structures (Management Approach) at September 30, 2013.

The business segments were identified in accordance with IFRS 8, Operating Segments, which defines the segment reporting requirements in the annual financial statements and interim reports with regard to the operating business, product and service businesses and regions. The business segments of the Fresenius Group are as follows:

Fresenius Medical Care is the world's leading provider of dialysis products and dialysis care for the life-saving treatment of patients with chronic kidney failure. Fresenius Medical Care treats 265,824 patients in its 3,225 own dialysis clinics.

Fresenius Kabi is a globally active company, providing infusion therapies, intravenously administered generic drugs, clinical nutrition and the related medical devices. The products are used for the therapy and care of critically and chronically ill patients in and outside the hospital. In Europe, Fresenius Kabi is the market leader in infusion therapies and clinical nutrition, in the United States, the company is a leading provider of intravenously administered generic drugs.

Fresenius Helios is one of the largest private hospital operators in Germany.

Fresenius Vamed provides engineering and services for hospitals and other health care facilities internationally.

The segment Corporate/Other mainly comprises the holding functions of Fresenius SE & Co. KGaA as well as Fresenius Netcare GmbH, which provides services in the field of information technology and, until June 28, 2013, Fresenius Biotech, which does not fulfill the characteristics of a reportable segment. In addition, the segment Corporate/Other includes intersegment consolidation adjustments as well as special items (see note 3, Special items).

The key data used by the Management Board of Fresenius Management SE (the general partner of Fresenius SE & Co. KGaA) to control the segments are based on U.S. GAAP. Therefore, the segment information is given in accordance with U.S. GAAP. The column IFRS-Reconciliation provides a reconciliation from the U.S. GAAP segment data to the IFRS key data. The differences between the U.S. GAAP and the IFRS key data are mainly due to the differing recognition of in-process R & D, the different classification of certain bad debt expenses, gains from sale and leaseback transactions with an operating lease agreement and development costs.

NOTES ON THE BUSINESS SEGMENTS

Explanations regarding the notes on the business segments can be found in the consolidated financial statements as of December 31, 2012 applying Section 315a HGB in accordance with IFRS.

RECONCILIATION OF KEY FIGURES TO CONSOLIDATED EARNINGS

€ in millions	**Q1–3/2013**	Q1–3/2012
Total EBIT of reporting segments	**2,217**	2,252
General corporate expenses Corporate/Other (EBIT)	**-11**	-30
Group EBIT	**2,206**	2,222
Investment gain	**0**	109
Net interest	**-449**	-480
Other financial result	**0**	-37
Income before income taxes	**1,757**	1,814

RECONCILIATION OF NET DEBT WITH THE CONSOLIDATED STATEMENT OF FINANCIAL POSITION

€ in millions	**Sept. 30, 2013**	Dec. 31, 2012
Short-term debt	**467**	205
Short-term loans from related parties	**1**	4
Current portion of long-term debt and capital lease obligations	**772**	520
Current portion of Senior Notes	**0**	500
Long-term debt and capital lease obligations, less current portion	**4,585**	4,330
Senior Notes, less current portion	**5,165**	5,364
Debt	**10,990**	10,923
less cash and cash equivalents	**873**	885
Net debt	**10,117**	10,038

25. STOCK OPTIONS

FRESENIUS SE & CO. KGAA STOCK OPTION PLANS

As of September 30, 2013, Fresenius SE & Co. KGaA had three stock option plans in place: the Fresenius AG Stock Option Plan 2003 (2003 Plan) which is based on convertible bonds, the stock option based Fresenius SE Stock Option Plan 2008 (2008 Plan) and the Fresenius SE & Co. KGaA Long Term Incentive Program 2013 (2013 LTIP) which is based on stock options and phantom stocks. On June 30, 2012, the term of the options granted under the Fresenius AG Stock Option Plan 1998 expired. The 2013 LTIP is the only program under which options can be granted.

2013 LTIP

The 2013 LTIP comprises the Fresenius SE & Co. KGaA Stock Option Plan 2013 (2013 SOP) and the Fresenius SE & Co. KGaA Phantom Stock Plan 2013 (2013 PSP). It combines the granting of stock options with the granting of phantom stock awards which entitle the holder to receive cash payments upon exercising the phantom stock. Each of the 2013 SOP and 2013 PSP making up the 2013 LTIP have been established under a stand-alone legal documentation.

2013 SOP

Under the 2013 SOP, which was approved by the Annual General Meeting of Fresenius SE & Co. KGaA on May 17, 2013, Fresenius Management SE is authorized to issue up to 8.4 million subscription rights for an amount of 8.4 million non-par value ordinary bearer shares of Fresenius SE & Co. KGaA until May 16, 2018.

Of the up to 8.4 million options, up to 1.6 million options are designated for members of the Management Board of Fresenius Management SE; up to 4.4 million options are designated for members of the management of directly or indirectly affiliated companies (except for Fresenius Medical Care) and up to 2.4 million options are designated for executive employees of Fresenius SE & Co. KGaA and its affiliated companies (except for Fresenius Medical Care).

The granting of the options shall occur in five annual tranches, each to the last Monday in July or the first Monday in December. With respect to new options, the Supervisory Board of Fresenius Management SE determines the stock options granted to members of Fresenius Management SE's Management Board, whereas the Management Board of Fresenius Management SE determines the other participants in the 2013 Stock Option Plan and the stock options granted to them.

The exercise price of an option shall equal the volume-weighted average stock market price (closing price) of the non-par value ordinary bearer share of Fresenius SE & Co. KGaA in the electronic XETRA trading of Deutsche Börse AG in Frankfurt am Main, or a comparable successor system, on the last 30 calendar days prior to the respective grant date.

Options granted have an eight-year term but can be exercised only after a four-year vesting period. The exercise of options is subject to the condition precedent, in each case, that the annual success target within a four-year waiting period is achieved. The success target is achieved in each case if, after the granting of the options to the respective entitled person, either (i) the consolidated net income attributable to shareholders of Fresenius SE & Co. KGaA, adjusted for extraordinary effects and on a constant currency basis, has increased by at least 8% per annum in comparison to the previous year in each case within the waiting period, or (ii) – if this is not the case – the compounded annual growth rate of the consolidated net income attributable to shareholders of Fresenius SE & Co. KGaA, adjusted for extraordinary effects and on a constant currency basis, during the four years of the waiting period amounts to at least 8%. In the event that the success target within the four-year waiting period is not achieved for the individual years or for the compounded annual growth rate, the options issued in each case are forfeited in proportion to the non-achievement of the success target within the waiting period, i. e. by one quarter, two quarters, three quarters, or completely.

The adjusted net income attributable to shareholders of Fresenius SE & Co. KGaA (currency adjusted) and changes thereto compared to the adjusted net income (without currency adjustment) of the relevant comparison year shall be verified with binding effect in each case by the auditors of Fresenius SE & Co. KGaA on the basis of the audited consolidated financial statements. Upon exercise of vested options, Fresenius SE & Co. KGaA has the right to grant treasury shares or a cash payment in lieu of increasing capital by the issuance of new shares.

After the expiration of the waiting period, all options in respect of which the success target has been achieved may be exercised at any time outside the designated black-out periods.

2013 PSP

Fresenius SE & Co. KGaA's 2013 PSP was established in May 2013, together with the 2013 SOP. Awards of phantom stock can be granted on each stock option grant date. Phantom stock awarded under the 2013 PSP may be granted to the members of Fresenius Management SE's Management Board, the members of the management of directly or indirectly affiliated companies (except for Fresenius Medical Care) and for executive employees of Fresenius SE & Co. KGaA and its affiliated companies (except for Fresenius Medical Care).

As under the 2013 Stock Option Plan, the Supervisory Board of Fresenius Management SE determines the phantom stock granted to members of Fresenius Management SE's Management Board, whereas the Management Board of Fresenius Management SE determines the other participants in the 2013 PSP and the phantom stock granted to them.

Phantom stock awards under the 2013 PSP entitle the holder to receive a cash payment. Each phantom stock award shall entitle the holder to receive the volume-weighted average stock market price (closing price) of the non-par value ordinary bearer share of Fresenius SE & Co. KGaA in the electronic XETRA trading of Deutsche Börse AG in Frankfurt am Main, or a comparable successor system, during the last three months prior to the date the phantom stock is exercised.

The exercise of phantom stock is subject to the condition precedent, in each case, that the annual success target within a four-year waiting period is achieved. The success target is achieved in each case if, after the granting of the subscription rights to the respective entitled person, either (i) the consolidated net income attributable to shareholders of Fresenius SE & Co. KGaA, adjusted for extraordinary effects and on a constant currency basis, has increased by at least 8% per annum in comparison to the previous year in each case within the waiting period, or (ii) – if this is not the case – the compounded annual growth rate of the consolidated net income attributable to shareholders of Fresenius SE & Co. KGaA, adjusted for extraordinary effects and on a constant currency basis, during the four years of the waiting period amounts to at least 8%. In the event that the success target within the four-year waiting period is not achieved for the individual years or for the compounded annual growth rate, the phantom stock awards issued in each case are forfeited in proportion to the non-achievement of the success target within the waiting-period, i. e. by one quarter, two quarters, three quarters, or completely.

The adjusted net income attributable to shareholders of Fresenius SE & Co. KGaA (currency adjusted) and changes thereto compared to the adjusted net income (without currency adjustment) of the relevant comparison year shall be verified with binding effect in each case by the auditors of Fresenius SE & Co. KGaA on the basis of the audited consolidated financial statements.

After the expiration of the waiting period, all exercisable phantom stock will be deemed to be exercised and cashed out on March 1 following the end of the waiting period (or the following banking day).

Transactions during the first three quarters of 2013

On July 29, 2013, under the LTIP 2013, Fresenius SE & Co. KGaA awarded 615,206 stock options at an exercise price of €96.35, a fair value of €25.77 each and a total fair value of €16 million, which will be amortized over the four year vesting period. Fresenius SE & Co. KGaA also awarded 84,022 shares of phantom stock at a measurement date fair value of €86.33 each and a total fair value of €7 million, which will be revalued if the fair value changes, and amortized over the four year vesting period.

During the first three quarters of 2013, Fresenius SE & Co. KGaA received cash of €29 million from the exercise of 650,977 stock options.

763,666 convertible bonds were outstanding and exercisable under the 2003 Plan at September 30, 2013. The members of the Fresenius Management SE Management Board held 203,838 convertible bonds. At September 30, 2013, out of 3,874,346 outstanding stock options issued under the 2008 Plan, 1,635,386 were exercisable and 786,640 were held by the members of the Fresenius Management SE Management Board. 613,706 stock options and 83,888 phantom stocks issued under the 2013 LTIP were outstanding at September 30, 2013.

As of September 30, 2013, 2,399,052 options for ordinary shares were outstanding and exercisable. On September 30, 2013, total unrecognized compensation cost related to non-vested options granted under the 2008 Plan and the 2013 LTIP was €32 million. This cost is expected to be recognized over a weighted-average period of 2.5 years.

FRESENIUS MEDICAL CARE AG & CO. KGAA STOCK OPTION PLANS

On July 30, 2013, Fresenius Medical Care AG & Co. KGaA (FMC-AG & Co. KGaA) awarded 2,110,388 options under the Long Term Incentive Program 2011, including 328,680 stock options granted to members of the Management Board of Fresenius Medical Care Management AG, at an exercise price of €49.76, a fair value of €8.92 each and a total fair value of €19 million, which will be amortized over the four-year vesting period. FMC-AG & Co. KGaA awarded 183,661 shares of phantom stock, including 25,006 shares of phantom stock granted to members of the Management Board of Fresenius Medical Care Management AG, at a measurement date fair value of €44.61 each and a total fair value of €8 million, which will be revalued if the fair value changes, and amortized over the four-year vesting period.

During the first three quarters of 2013, 1,602,226 stock options for ordinary shares and 2,200 options for preference shares were exercised. FMC-AG & Co. KGaA received cash of €52.6 million upon exercise of these stock options and €4.8 million from a related tax benefit.

26. RELATED PARTY TRANSACTIONS

Prof. Dr. med. D. Michael Albrecht, a member of the Supervisory Board of Fresenius SE & Co. KGaA, is medical director and spokesman of the management board of the Universitätsklinikum Carl Gustav Carus Dresden and a member of the supervisory boards of the Universitätsklinika Aachen, Magdeburg and Rostock. The Fresenius Group maintains business relations with these hospitals in the ordinary course and under customary conditions.

Prof. Dr. h. c. Roland Berger, a member of the Supervisory Board of Fresenius Management SE and of Fresenius SE & Co. KGaA, is a partner of Roland Berger Strategy Consultants Holding GmbH. In the first three quarters of 2013, after discussion and approval by the Supervisory Board of Fresenius Management SE, the Fresenius Group paid €0.6 million to affiliated companies of the Roland Berger group for consulting services rendered.

Klaus-Peter Müller, a member of the Supervisory Board of Fresenius Management SE and of Fresenius SE & Co. KGaA, is the chairman of the supervisory board of Commerzbank AG. The Fresenius Group maintains business relations with Commerzbank under customary conditions. In the first three quarters of 2013, the Fresenius Group paid in aggregate €0.7 million to Commerzbank for financing commitments, in connection with Senior Notes issuances and the share conversion of Fresenius Medical Care AG & Co. KGaA.

Dr. Dieter Schenk, deputy chairman of the Supervisory Board of Fresenius Management SE, is a partner in the international law firm Noerr LLP, which provides legal services to the Fresenius Group. In the first three quarters of 2013, after discussion and approval of each mandate by the Supervisory Board of Fresenius Management SE, the Fresenius Group paid €1 million to this law firm for legal services rendered.

The payments mentioned in this note are net amounts. In addition, VAT and insurance tax were paid.

27. SUBSEQUENT EVENTS

On October 15, 2013, Fresenius SE & Co. KGaA entered into a Bridge Financing Facility in the amount of €1,800 million with a group of banks. It is planned to temporarily utilize this facility to fund the acquisition of 43 hospitals and 15 outpatient facilities from Rhön-Klinikum AG. Further sources of financing will be the increase of the 2013 Senior Credit Agreement by €1,200 million along with available cash and credit lines. Amounts drawn under the Bridge Financing Facility shall be refinanced through capital markets transactions in the first half of 2014.

There have been no significant changes in the Fresenius Group's operating environment following the end of the first three quarters of 2013. No other events of material importance on the assets and liabilities, financial position, and results of operations of the Group have occurred following the end of the first three quarters of 2013.

28. CORPORATE GOVERNANCE

For each consolidated stock exchange listed entity, the declaration pursuant to Section 161 of the German Stock Corporation Act (Aktiengesetz) has been issued and made available to shareholders on the website of Fresenius SE & Co. KGaA www.fresenius.com under Who we are – Corporate Governance – Declaration of Conformity and of Fresenius Medical Care AG & Co. KGaA www.fmc-ag.com under Investor Relations – Corporate Governance – Declaration of Compliance, respectively.

FINANCIAL CALENDAR

Report on Fiscal Year 2013	February 25, 2014
Report on 1st quarter 2014 Conference call, Live webcast	May 6, 2014
Annual General Meeting, Frankfurt am Main Live webcast of the speech of the Chairman of the Management Board	May 16, 2014
Report on 1st half 2014 Conference call, Live webcast	August 5, 2014
Report on 1st – 3rd quarter 2014 Conference call, Live webcast	November 4, 2014

2014 dates are subject to change

FRESENIUS SHARE / ADR

	Ordinary share
Securities identification no.	578 560
Ticker symbol	FRE
ISIN	DE0005785604
Bloomberg symbol	FRE GR
Reuters symbol	FREG.de
Main trading location	Frankfurt / Xetra

	ADR
CUSIP	35804M105
Ticker symbol	FSNUY
ISIN	US35804M1053
Structure	Sponsored Level 1 ADR
Ratio	8 ADR = 1 Share
Trading location	OTC-market

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Chairman of the Supervisory Board: Dr. Gerd Krick

General Partner: Fresenius Management SE
Registered Office and Commercial Register: Bad Homburg v. d. H.; HRB 11673
Management Board: Dr. Ulf M. Schneider (President and CEO), Dr. Francesco De Meo, Dr. Jürgen Götz, Mats Henriksson, Rice Powell, Stephan Sturm, Dr. Ernst Wastler
Chairman of the Supervisory Board: Dr. Gerd Krick