Notice of adjustment of conversion price of the € 500,000,000 convertible bonds due 2019 (the Bonds) (ISIN: DE000A1YC3T6, WKN A1YC3T)

Fresenius SE & Co. KGaA hereby gives notice to the holders of an adjustment to the conversion price pursuant to the terms and conditions (the Terms and Conditions) of the Bonds, as calculated by Credit Suisse International in its capacity as Calculation Agent under the Bonds.

On 17 May 2019, the Fresenius shareholders’ meeting resolved on the payment of a dividend of € 0.80 per share.

As a result of this, the Conversion Price and the Conversion Ratio (as defined in the Terms and Conditions) has been adjusted as follows pursuant to § 9(a)(ii) of the Terms and Conditions: The Conversion Price from €49.0848 to € 48.6457. The Conversion Ratio from 2,037.29057 to 2,055.68015.

The adjusted Conversion Price and Conversion Ratio is effective on 20 May 2019.

Fresenius SE & Co. KGaA

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Disclaimers:

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This announcement may include statements that are, or may be deemed to be, "forward-looking statements". These forward-looking statements may be identified by the use of forward-looking terminology, including the terms "believes", "estimates", "plans", "projects", "anticipates", "expects", "intends", "may", "will" or "should" or, in each case, their negative or other variations or comparable terminology, or by discussions of strategy, plans, objectives, goals, future events or intentions. Forward-looking statements may and often do differ materially from actual results. Any forward-looking statements reflect the Issuer’s current view with respect to future events and are subject to risks relating to future events and other risks, uncertainties and assumptions. Forward-looking statements speak only as of the date they are made.

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Acquiring investments to which this announcement relates may expose an investor to a significant risk
of losing all of the amount invested. Persons considering making such investments should consult an authorized person specializing in advising on such investments. This announcement does not constitute a recommendation concerning the Bond offering. The value of securities can decrease as well as increase. Potential investors should consult a professional advisor as to the suitability of the Bonds for the person concerned.

This release contains forward-looking statements that are subject to various risks and uncertainties. Future results could differ materially from those described in these forward-looking statements due to certain factors, e.g. changes in business, economic and competitive conditions, regulatory reforms, results of clinical trials, foreign exchange rate fluctuations, uncertainties in litigation or investigative proceedings, and the availability of financing. Fresenius does not undertake any responsibility to update the forward-looking statements in this release.

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Chairman of the Supervisory Board: Dr. Gerd Krick

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