

FRESENIUS MEDICAL CARE AG & CO KGAA

MEETING DATE	Tue, 19 May 2015 10:00 am	TYPE	AGM	ISSUE DATE	Fri, 08 May 2015
MEETING LOCATION	Congress Center Messe Frankfurt, Ludwig-Erhard-Anlage 1, 60327 Frankfurt am Main, Germany				
CURRENT INDICES	FTSE EuroFirst				
SECTOR					

PROPOSALS		ADVICE
1	Receive the Annual Report Disclosure is acceptable and the report was made available sufficiently before the meeting. The auditors have not qualified their opinion. No serious corporate governance concerns have been identified. Acceptable proposal.	For
2	Approve the dividend The Board proposes a dividend of EUR 0.78 per share. The dividend is covered by earnings. Acceptable proposal.	For
3	Discharge the General Partner Standard proposal. No concerns have been identified that would lead to a recommendation to oppose the proposal to discharge the General Partner. Acceptable proposal.	For
4	Discharge the Supervisory Board Standard proposal. No concerns have been identified that would lead to a recommendation to oppose the proposal to discharge the Supervisory Board. Acceptable proposal.	For
5	Appoint the auditors KPMG proposed. Non-audit fees represented 117.58% of audit fees during the year under review and 43.95% on a three-year aggregate basis. This level of non-audit fees raises major concerns about the independence of the statutory auditor. Triodos opposes this resolution.	Oppose
6*	Amend Articles: In respect of the Object of the company being adjusted It is proposed to amend section 2 of the Articles, regarding the object of the Company. The object of the Company will be the development, production and distribution of, as well as the trading in, products, systems and procedures in the areas of medical care and health care, including dialysis and associated forms of treatment, as well as the provision of any services in such areas. No serious concerns have been identified and this is not considered to have a negative impact on shareholders. Acceptable proposal.	For
7	Approve authority to increase authorised share capital and issue shares without pre-emptive rights The company requests the authority to cancel the existing authorised capital, create a new authorised capital and make the relevant amendments to the Articles. The authority would allow the company to increase the share capital up to EUR 35 million, with the authorisation to exclude pre-emptive rights to up to 20% of the share capital. The potential exceptions allowing disapplication of pre-emptive rights exceed guidelines. Opposition is recommended.	Oppose
8*	Amend Articles: In respect of Section 8(1)3 being deleted It is proposed to delete Section 8(1)3, regarding vote requirements. The election of Supervisory Board members will no longer require 75 per cent of the votes cast, a simple majority will henceforth be sufficient. No serious concerns have been identified and this is not considered to have a negative impact on shareholders. Acceptable proposal.	For
* = Special resolution		

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