

FRESENIUS MEDICAL CARE AG & CO KGAA

MEETING DATE	Thu, 17 May 2018 10:00 am	TYPE	AGM	ISSUE DATE	Mon, 30 Apr 2018
MEETING LOCATION	Congress Center Messe Frankfurt, Ludwig-Erhard-Anlage 1, 60327 Frankfurt am Main, Germany				
CURRENT INDICES	FTSE EuroFirst				
SECTOR	Health Care Providers				

	PROPOSALS	ADVICE
1	Approve Financial Statements Disclosure is adequate. The financial statements were made available sufficiently before the meeting and have been audited and certified. No serious governance concerns have been identified.	For
2	Approve the Dividend The Board proposes a dividend of EUR 1.06 per share. The dividend is covered by earnings. Acceptable proposal.	For
3	Discharge the General Partner Standard proposal. No serious governance concerns have been identified.	For
4	Discharge the Supervisory Board Standard proposal. No serious governance concerns have been identified.	For
5	Appoint the Auditors KPMG proposed. Non-audit fees represented 17.92% of audit fees during the year under review and 49.01% on a three-year aggregate basis. This level of non-audit fees raises some concerns about the independence of the statutory auditor. Triodos abstains.	Abstain
6*	Amend Articles It is proposed to amend Articles 3, 5, 9, 10, 11 and 14 of the Article of Association. The amendment of the Articles of Association is intended to make a number of adjustments to the Company's Articles of Association which mostly include changing of wording within the Articles. The proposed amendments have no adverse effect shareholder value or shareholder rights and are in accordance with local legal requirements. Triodos supports this resolution.	For

* = *Special resolution*

SUPPORTING INFORMATION FOR RESOLUTIONS

Proposal 6 - Amend Articles

Amendment to Article 3: Art. 3 (2) of the Articles of Association shall be deleted without replacement.

Amendment to Article 5: Art. 5 (3) of the Articles of Association shall be deleted without replacement. The current Art. 5 (4) shall be renumbered as Art. 5 (3). In all other respects Art. 5 of the Articles of Association of the Company remains unchanged.

Amendment to Article 9: Art. 9 (1) of the Articles of Association of the Company shall be amended to read: Following a general meeting in which all members of the supervisory board have been newly elected, the supervisory board shall hold a meeting without special notice of such meeting and shall elect in such meeting from among its members a chairman and a deputy chairman for the whole term of office of the elected persons as supervisory board members.

Amendment to Article 10: Change of wording to Art. 10 Sections 1, 2 and 4/

Amendment to Article 11: Art. 11 (1) of the Articles of Association of the Company shall be amended to read as follows : "The Supervisory Board shall have all rights and duties assigned to it by law, Articles of Association or otherwise."

Amendment to Article 14: Art. 14 (2) of the Articles of Association shall be deleted without replacement.

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