

**Report of the Joint Committee  
of Fresenius Medical Care AG & Co. KGaA  
pursuant to Article 13e para. 2 of the Articles of Association**

Pursuant to Article 13a of the Articles of Association of Fresenius Medical Care AG & Co. KGaA, the Company has a Joint Committee which consists of two members of the Supervisory Board of the Company and two members of the Supervisory Board of the General Partner, Fresenius Medical Care Management AG. The Joint Committee resolves in particular on the approval of certain important transactions between the Company and Fresenius SE & Co. KGaA or any of its affiliates. In 2013, the Joint Committee met twice and in the following reports to the Annual General Meeting on its work pursuant to Article 13e para. 2 of the Articles of Association:

The subject of the meeting of March 3, 2013 was the approval of the execution of a contract on IT services between Fresenius Medical Care AG & Co. KGaA and Fresenius Netcare GmbH in a volume of about EUR 170 million over five years or, as the case may be, about EUR 320 million over ten years. Since Fresenius Netcare GmbH is an affiliate of Fresenius SE & Co. KGaA, the contract was subject to the consent of the Joint Committee pursuant to Article 13c para. 1 lit. a) of the Articles of Association.

The subject of the meeting of December 12, 2013 was the approval of a contract entered into between Fenwal, Inc. and Renal Solutions, Inc. with regard to the production and supply of various products, in particular Aurora™, a plasma collection system. The contract provides for the supply of 3,500 units within the eighteen months following March 2014 in a total volume of more than USD 35 million. Since Fenwal, Inc. is an affiliate of Fresenius Kabi AG, whose sole shareholder is Fresenius SE & Co. KGaA, and Renal Solutions, Inc. is an affiliate of the Company, the consent of the Joint Committee pursuant to Article 13c para. 1 lit. a) of the Articles of Association was obtained for such contract by way of precaution.

In connection with the execution of the aforementioned contracts, Fresenius Medical Care AG & Co. KGaA obtained fairness opinions by the independent auditors Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft, which in each case confirmed that the economic and legal framework was in conformity with market standards. After detailed deliberation, the Joint Committee in each case unanimously decided to approve the execution of the aforementioned contracts, in particular based on the results of the Fairness Opinions.

For the General Partner, its Supervisory Board members Dr. Ulf M. Schneider and Dr. Gerd Krick are delegated to the Company's Joint Committee, for Fresenius Medical Care AG & Co. KGaA Dr. Walter L. Weisman and Mr. William P. Johnston are elected to the Joint Committee. All members of the Joint Committee have participated in the deliberations and resolutions.

Bad Homburg v. d. Höhe, March 12, 2014  
The Joint Committee of the Company

Signed Dr. Ulf M. Schneider  
Chairman