

# The Depository Trust Company

# **IMPORTANT**

**B#:** 1907

**DATE:** April 27, 2001

**TO:** All Participants

**CATEGORY:** Proxy

**FROM:** DTC Proxy Department

**ATTENTION:** Proxy/Reorganization Manager

**SUBJECT:** FRESENIUS MEDICAL CARE AG CUSIP # 358029 10 6  
FRESENIUS MEDICAL CARE PFD CUSIP # 358029 20 5

Morgan Guaranty Trust Company of New York, Depository for the above captioned American Depositary Receipts, has advised DTC that Fresenius Medical Care AG, the issuer of the shares underlying these ADR's, is holding its Annual Shareholders' Meeting on May 23, 2001. Fresenius advises Morgan that under German Law, shareholders wishing to vote at the meeting must, among other matters, effectively own shares on the day of the meeting itself.

To enable U.S. holders of Fresenius Medical Care AG ADRs to vote at the meeting, Morgan has established a record date of April 18, 2001. Persons who hold Fresenius Medical Care AG ADR's on April 18, 2001, and on the day of the meeting and wish to vote the Shares underlying their ADRs (subject to any applicable requirements or restrictions under German Law or Fresenius Medical Care AG, Articles of Association) may provide instructions to Morgan. Participants should obtain the voting instruction forms for that purpose from Morgan by calling (781) 575-4004, Attention Jessica McWhinnie. Participants are advised that under German Law, the name, address and TIN number of the beneficial owner must be included for all shares voted. In addition, Participants must follow the procedure described below.

To provide Morgan with assurance that ADRs on which it has received voting instructions from a Participant will still be held in that Participant's account on the meeting date, DTC has agreed to segregate positions on which voting instructions have been filed under a separate contra-CUSIP number. The number to be used for this purpose is (358029 99 9) for the common shares and (358029 98 1) for the preferred shares.

A Participant filing voting instructions with Morgan on a position in its DTC account will be asked to provide Morgan as a part of those instructions a letter authorizing DTC to have its nominee, Cede & Co., execute a proxy on the Participant's behalf and to take certain other actions (described below). The form of the authorization letter and the proxy are attached, extra copies will be available from Morgan. Voting instructions must be presented by May 7, 2001.

Morgan will advise DTC of all voting instructions received under this procedure and provide DTC with the proxy forms and the authorization letters signed by Participants relating to those instructions. For each such instruction, DTC will then execute the proxy, temporarily deduct the position being voted from the Participant's holdings under the Fresenius Medical Care AG, ADRs CUSIP (358029 10 6 and 358029 20 5), temporarily credit the position to an account maintained for Morgan, ADR Contra-CUSIP #(358029 99 9 and 358029 98 1). DTC will return this position to the Participant's account under the base CUSIP numbers upon instructions from Morgan once the blocking process has been completed, this should occur on May 24, 2001.

Inquiries regarding this notice should be directed to Steven McGregor at (212) 855-5198 or Kathy Caziarc at (212) 855-5201.

Joseph Raniere

Manager

Attachments

**THE DEPOSITORY TRUST COMPANY  
55 WATER STREET  
NEW YORK, NY 10041**

MORGAN GUARANTY TRUST COMPANY OF NEW YORK, AS DEPOSITARY ("MGTC")  
P.O. BOX 842006  
BOSTON, MA 02284-2006  
ATTN: Jessica McWhinnie  
VIA FACSIMILE (781) 575-4088

FOR PURPOSES OF ATTENDING THE ANNUAL MEETING OF SHAREHOLDERS OF FRESENU  
CARE A.G. , A CORPORATION ORGANIZED UNDER THE LAWS OF GERMANY ("THE  
COMPANY"), TO BE HELD IN FRANKFURT\MAIN, GERMANY, ON MAY 23, 2001, (THE  
"MEETING"), TO ADDRESS THE MEETING AND TO VOTE THEREAT.

CEDE & CO., THE NOMINEE OF THE DEPOSITORY TRUST COMPANY, ('DTC') CERTIFIES  
THAT ON THE INSTRUCTIONS OF THE PARTICIPANT NAMED BELOW, DTC HAS DELIVERED  
TO A DTC ACCOUNT MAINTAINED ON BEHALF OF "MGTC" THE NUMBER OF AMERICAN  
DEPOSITARY RECEIPTS ('ADRs'), SPECIFIED BELOW, WHICH ADRs REPRESENT AMERICAN  
DEPOSITARY SHARES OF THE COMPANY, UNTIL "MGTC" ADVISES DTC THAT THE  
MEETING HAS CONCLUDED. CEDE & CO. HEREBY APPOINTS SUCH PARTICIPANTS AS ITS  
AGENT AND PROXY TO GIVE OR CONFIRM ALL SUCH INSTRUCTIONS TO "MGTC" AS MAY  
BE NECESSARY OR APPROPRIATE TO IDENTIFY THE BENEFICIAL OWNER (S) OF THE  
NUMBER OF ADRs SPECIFIED BELOW AND TO ENABLE THE PARTICIPANT OR THE  
BENEFICIAL OWNER (S) OF THE ADR'S REPRESENTED BY THE ADR'S SPECIFIED BELOW TO  
ATTEND AND ADDRESS THE MEETING AND VOTE THEREAFTER.

THIS PROXY IS REVOCABLE ANY TIME AND IN ANY MANNER, INCLUDING BUT NOT  
LIMITED TO THE FILING BY CEDE & CO., WITH "MGTC" OF AN INSTRUMENT SIMILAR TO  
THIS INSTRUMENT RELATING TO THE VOTING OF ADRS SPECIFIED BELOW AT THE  
MEETING. THE FILING OF WHICH INSTRUMENT SHALL REVOKE ALL THE AGREEMENTS  
AND INSTRUCTIONS SPECIFIED HEREIN.

\_\_\_\_\_  
NAME OF PARTICPANTS

\_\_\_\_\_  
NUMBER OF AMERICAN DEPOSITARY RECEIPTS

DATED: \_\_\_\_\_ 2001

\_\_\_\_\_  
FACSIMILE SIGNATURE OF CEDE & CO.

(PARTICIPANT LETTERHEAD)

\_\_\_\_\_, 2001

The Depository Trust Company  
55 Water Street – 50<sup>th</sup> Floor  
New York, NY 10041

RE: Fresenius Medical Care AG, CUSIP # 358029 10 6  
DTC Account #: \_\_\_\_\_  
Number of ADRs \_\_\_\_\_

Gentlemen:

In order to enable the beneficial owner (s) of the number of specified above (the ‘Deposited ADRs) of Fresenius Medical Care AG, American Depositary Receipts to vote at the Annual Shareholders Meeting of Fresenius Medical Care AG, scheduled to be held on May 23, 2001, please take the following actions:

- (1) Have your nominees, Cede & Co., complete and sign the attached Proxy with respect to the deposited ADRs and make the signed Proxy available for pick-up by Morgan Guaranty Trust Company of New York (“MGTC”) and
- (2) Deliver the Deposited ADRs from the undersigned’s above-referenced account to an account with you maintained on behalf of “MGTC” until “MGTC” instructs you to return the Deposited ADR’s to the undersigned’s above-referenced account.

The undersigned certifies to you that the Deposited ADRs were on April 18, 2001 and are on the date hereof, on deposit in the undersigned’s above-referenced account.

Very truly yours,

\_\_\_\_\_  
(Print Participant’s Name)

BY:

\_\_\_\_\_  
(Signature) and (Medallion Stamp)

\_\_\_\_\_  
(Print Name)

\_\_\_\_\_  
Title

(PARTICIPANT LETTERHEAD)

\_\_\_\_\_, 2001

The Depository Trust Company  
55 Water Street – 50<sup>th</sup> Floor  
New York, NY 10041

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- (3) Have your nominees, Cede & Co., complete and sign the attached Proxy with respect to the deposited ADRs and make the signed Proxy available for pick-up by Morgan Guaranty Trust Company of New York ("MGTC") and
- (4) Deliver the Deposited ADRs from the undersigned's above-referenced account to an account with you maintained on behalf of "MGTC" until "MGTC" instructs you to return the Deposited ADR's to the undersigned's above-referenced account.

The undersigned certifies to you that the Deposited ADRs were on April 18, 2001 and are on the date hereof, on deposit in the undersigned's above-referenced account.

Very truly yours,

\_\_\_\_\_  
(Print Participant's Name)

BY:

\_\_\_\_\_  
(Signature) and (Medallion Stamp)

\_\_\_\_\_  
(Print Name)

\_\_\_\_\_  
Title