

The Depository Trust Company

IMPORTANT

B#: 3405

DATE: May 10, 2002

TO: All Participants

CATEGORY: Proxy

FROM: DTC Proxy Department

ATTENTION: Proxy/Reorganization Manager

SUBJECT: FRESENIUS MEDICAL CARE AG CUSIP # 358029 10 6

J.P.Morgan Chase Bank (“JPMC”), 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 22, 2002. Fresenius advises J.P. Morgan Chase 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, J.P. Morgan Chase has established a record date of April 17, 2002. Persons who hold Fresenius Medical Care AG ADR’s on April 17, 2002, 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 J.P. Morgan Chase. Participants should obtain the voting instruction forms for that purpose from J.P.Morgan Chase by calling (781) 575-4607, Attention Patricia Stevens. 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 J.P. Morgan Chase 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.

A Participant filing voting instructions with J.P. Morgan Chase on a position in its DTC account will be asked to provide J.P. Morgan Chase 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 14, 2002.

J.P. Morgan Chase 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). temporarily credit the position to an account maintained for J.P. Morgan Chase, ADR Contra-CUSIP #(358029 99 9. 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 22, 2002.

Inquiries regarding this notice should be directed to Ralph Graves at (212) 855-5187 or Steven McGregor at (212) 855-5198.

Joseph Raniere

Manager

Attachments

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

J.P. MORGAN CHASE, AS DEPOSITARY ("JPMC")
P.O. BOX 43062
Providence, RI 02940-5115
ATTN: Patricia Stevens
VIA FACSIMILE (781) 575-4088

FOR PURPOSES OF ATTENDING THE ANNUAL MEETING OF SHAREHOLDERS OF FRESENUS CARE A.G. , A CORPORATION ORGANIZED UNDER THE LAWS OF GERMANY ("THE COMPANY"), TO BE HELD IN FRANKFURT\MAIN, GERMANY, ON MAY 22, 2002, (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 "JPMC" THE NUMBER OF AMERICAN DEPOSITORY RECEIPTS ('ADRs'), SPECIFIED BELOW, WHICH ADRs REPRESENT AMERICAN DEPOSITORY SHARES OF THE COMPANY, UNTIL "JPMC" 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 "JPMC" 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 "JPMC" 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 DEPOSITORY RECEIPTS

DATED: _____ 2002

FACSIMILE SIGNATURE OF CEDE & CO.

(PARTICIPANT LETTERHEAD)

_____, 2002

The Depository Trust Company
55 Water Street – 50th 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 22, 2002, 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 J.P..Morgan Chase (“JPMC”) and
- (2) Deliver the Deposited ADRs from the undersigned’s above-referenced account to an account with you maintained on behalf of “JPMC” until “JPMC” 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 17, 2002 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