

# THE DEPOSITORY TRUST COMPANY

# IMPORTANT

**B#:** 9984

**DATE:** May 8, 2000

**TO:** ALL PARTICIPANTS

**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 Depository Receipts, has advised DTC that Fresenius Medical Care AG, the issuer of the shares underlying these ADR's, is holding its Annual Shareholders' Meeting in Germany on May 30, 2000, 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 AG "ADR's" to vote at the meeting, Morgan has established a record date of April 25, 2000. Persons who hold Fresenius Medical Care ADR's on April 25, 2000 and on the day of the meeting and wish to vote the shares underlying their ADR's (subject to any applicable requirements or restrictions under German Law or under Fresenius Medical Care Articles of Association) may provide instructions to Morgan. Participants should obtain the voting instruction forms for that purpose from Morgan by calling 781-575-4607, attention Renea Jeffers . 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 procedures 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.

Participants 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 Participants' 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 17, 2000.

Shortly after May 17, 2000, 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 Participants' holdings under the Fresenius Medical Care ADR, CUSIP (358029 10 6 or 358029 20 5), temporarily credit the position to an account maintained for Morgan, ADR CUSIP (358029 99 9 or 358029 98 1). DTC will return this position to the Participant's account under the base CUSIP number upon instructions from Morgan once voting has been completed, this should occur on May 31, 2000.

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

Karl Baker

Manager

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

**VIA FACSIMILE: (781) 575-4088**

MORGAN GUARANTY TRUST COMPANY OF NEW YORK, AS DEPOSITARY ('MGTC')  
P.O. BOX 8205  
BOSTON, MA 02266-8205  
ATTN: RENE JEFFERS

FOR PURPOSES OF ATTENDING THE ANNUAL MEETING OF SHAREHOLDERS OF FRESenius CARE AG, A CORPORATION ORGANIZED UNDER THE LAWS OF GERMANY ("THE COMPANY"), TO BE HELD IN FRANKFURT\MAIN, GERMANY ON MAY 30, 2000, ("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 SHARES ('ADRs'), SPECIFIED BELOW, WHICH ADRs REPRESENT AMERICAN DEPOSITARY SHARES OF THE COMPANY, UNTIL THE MORGAN GUARANTY TRUST COMPANY OF NEW YORK 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 OWNERS (S) OF THE NUMBER OF ADRs SPECIFIED BELOW AND TO ENABLE THE PARTICIPANT OR THE BENEFICIAL OWNERS (S) OF THE ADRs REPRESENTED BY THE ADRs 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 PARTICIPANT

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

DATED: \_\_\_\_\_ 2000 \_\_\_\_\_  
— FACSIMILE SIGNATURE OF CEDE & CO.

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

\_\_\_\_\_, 2000

The Depository Trust Company  
55 Water Street - 50th Floor  
New York, NY 10041

RE: Fresenius Medical Care AG PFD - CUSIP #358029 20 5

DTC Account No.: \_\_\_\_\_

Number of ADRs: \_\_\_\_\_

Gentlemen:

In order to enable the beneficial owner (s) of the number specified above (the 'Deposited ADRs') of Fresenius Medical Care AG American Depository Receipts to vote at the Annual General Meeting of Shareholders of Fresenius Medical Care AG is scheduled to be held on May 30, 2000, 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, ("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 ADRs to the undersigned's above-referenced account.

The undersigned certifies to you that the Deposited ADRs were on April 25, 2000, and are on the date hereof, on deposit in the undersigned's above-referenced account.

Very truly yours,

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

BY:

\_\_\_\_\_  
(Signature)

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

\_\_\_\_\_  
(Title)

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

\_\_\_\_\_, 2000

The Depository Trust Company  
55 Water Street - 50th Floor  
New York, NY 10041

RE: Fresenius Medical Care AG - CUSIP #358029 10 6

DTC Account No.: \_\_\_\_\_

Number of ADRs: \_\_\_\_\_

Gentlemen:

In order to enable the beneficial owner (s) of the number specified above (the 'Deposited ADRs') of Fresenius Medical Care AG American Depositary Receipts to vote at the Annual General Meeting of Shareholders of Fresenius Medical Care AG is scheduled to be held on May 30, 2000, 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, ("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 ADRs to the undersigned's above-referenced account.

The undersigned certifies to you that the Deposited ADRs were on April 25, 2000, and are on the date hereof, on deposit in the undersigned's above-referenced account.

Very truly yours,

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

BY:

\_\_\_\_\_  
(Signature)

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

\_\_\_\_\_  
(Title)