

**Declaration by the Executive Board and Supervisory Board of
Fresenius Medical Care AG
on the German Corporate Governance Code
as amended on May 21, 2003 and in accordance with Art. 161 German Stock
Corporation Act (AktG)**

§ 161 of the German Stock Corporation Act (AktG) requires the Board of Management and the Supervisory Board of a listed stock corporation to declare each year that the recommendations of the "German Corporate Governance Code Government Commission", published by the Federal Ministry of Justice in the official section of the electronic Federal Gazette have been and are being met or, if not, which recommendations have not been or are not being applied. This declaration must be made available to shareholders at all times.

The German Corporate Governance Code presents essential statutory regulations for the management and supervision (governance) of German listed companies and contains legal requirements that describe the applicable German Law as well as recommendations and suggestions from the commission. Only the legal requirements are binding for German companies. Concerning the recommendations the German Stock Corporation Act, section 161, determined that listed companies have to state on an annual basis publicly to which extent they have implemented the recommendations of the German Corporate Governance Code. From the suggestions mentioned companies can deviate without making any public statements.

(see German Corporate Governance Code --> www.corporate-governance-code.de)

Fresenius Medical Care AG complies with the recommendations of the German Corporate Governance Code as amended on May 21, 2003 with the following exceptions:

Codex clause 4.2.4

"Individual compensation"

The German Corporate Governance Codex determines that for each member of the Managing Board the compensation has to be disclosed individually. From our point of view this will limit the possibility for the company to structure the compensation of the management board members differentiated by individual performance and entrepreneurial responsibility.

Codex clause 5.1.2 and 5.4.1

"Age limit Executive and Supervisory Board"

Based on the German Corporate Governance Code the Supervisory Board has to introduce an age limit for the members of the Management Board. For now, we will abstain from introducing an age limit for the members of the Management Board since that will limit the Supervisory Board in general selecting suitable management board members. We further abstain from introducing such an age limit for the Supervisory Board as we consider the Supervisory Board as an institution that inherits knowledge, abilities and expertise that are decisive for the Company.

Codex clause 5.4.5

"Compensation Supervisory Board"

Based on the German Corporate Governance Code Members of the Supervisory Board shall receive fixed as well as performance-related compensation. Performance-related compensation should also contain components based on the long-term performance of the company. Fresenius Medical Care AG does not pay any performance-related compensation to the members of the Supervisory Board in addition to the annual fixed compensation. For now, we do not intend to deviate from this compensation procedure as a performance-related compensation linked to the long term performance of the company is not common in our worldwide competitive environment.

Bad Homburg, December 2004

Supervisory and Management Board

Fresenius Medical Care AG