



**FRESENIUS
MEDICAL CARE**



**Rules of Procedure
for the Supervisory Board
Fresenius Medical Care AG**

RULES OF PROCEDURE

for the Supervisory Board of Fresenius Medical Care AG ("Company")

resolved by the Supervisory Board of Fresenius Medical Care AG

dated July 14, 2023

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Article 1

Rights and Duties of the Supervisory Board and the Chairperson

- (1) The supervisory board of the Company ("**Supervisory Board**") shall conduct its activities in compliance with the provisions of the German Stock Corporation Act (*Aktiengesetz* – "**AktG**"), the Company's articles of association ("**Articles of Association**") and these rules of procedure ("**Rules of Procedure**") as well as in due consideration of the recommendations of the German Corporate Governance Code, as may be applicable from time to time.
- (2) In accordance with section 27 (1) and (2) of the German Co-Determination Act (*Mitbestimmungsgesetz*), the Supervisory Board shall elect a chairperson ("**Chairperson**") and a deputy chairperson ("**Deputy Chairperson**") of the Supervisory Board from among its members. The election shall take place under the chairpersonship of the oldest Supervisory Board member in terms of age in a meeting of the Supervisory Board not requiring separate convening and immediately following the general meeting of the Company ("**General Meeting**") at which the Supervisory Board members to be elected by the General Meeting have been elected. The Chairperson's and the Deputy Chairperson's respective term of office corresponds to their respective term of office as Supervisory Board members unless a shorter term of office is determined at the time of election.
- (3) If the Chairperson or the Deputy Chairperson resigns from office prematurely, this shall not affect the continuation of the office of the Deputy Chairperson or the Chairperson, respectively. The Supervisory Board shall then immediately elect a new Chairperson or Deputy Chairperson, as applicable, for the remaining term of office of the resigning person.
- (4) Statements on behalf of the Supervisory Board shall be made by the Chairperson. The Chairperson is authorized to receive declarations addressed to the Supervisory Board and to take the measures that are required to implement the resolutions passed by the Supervisory Board and its committees, provided that the implementation is within the responsibility of the Supervisory Board.
- (5) Subject to the provisions of the Articles of Association and unless stipulated otherwise in these Rules of Procedure, the Deputy Chairperson has the same rights as the Chairperson in all cases in which the Chairperson is unable to act.
- (6) If any reports or information are supplied to a member of the Supervisory Board outside a Supervisory Board meeting, such reports or information shall be forwarded to the Chairperson who shall then inform the other members.
- (7) Reports and information by the management board of the Company ("**Management Board**") shall be submitted in English, unless otherwise resolved generally by the Supervisory Board or determined in the individual case by the Chairperson; the right of an individual Supervisory Board member to request submission of aforesaid reports and information also in German shall remain unaffected.

Article 2 Convocation of Meetings

- (1) The meetings of the Supervisory Board shall be called by the Chairperson with a notice period of fourteen days. In calculating the notice period, the day on which the convocation notice is sent out and the day of the meeting itself are not included. The meetings may be called in text form or by electronic means of communication (e.g., by email). In urgent cases, the period pursuant to sentence 1 may be adequately shortened and the meeting may also be called orally or by telephone. The reason for such shortening of the period shall be explained in the meeting at the latest. The Chairperson may, other than in the cases of Article 2 para. (3) and para. (4), cancel or reschedule a meeting that he or she has called.
- (2) The items on the agenda must be stated in the invitation to the meeting. As far as possible, the Supervisory Board members shall at the same time, otherwise as soon as possible, be provided with appropriate documentation for discussion of all agenda items. Such appropriate documentation shall in principle be uploaded into an electronic data room accessible to all Supervisory Board members and the Supervisory Board members shall be notified of such upload without undue delay. Resolution proposals pertaining to the announced agenda items shall be provided in due time prior to the meeting, so that Supervisory Board members who cannot participate in the meeting are able to have another member of the Supervisory Board submit their written votes pursuant to Article 3 para. (3).
- (3) Each Supervisory Board member or the Management Board may, while stating the purpose and the reasons therefor, request in text form (e.g., by email) that the Chairperson calls a meeting of the Supervisory Board without undue delay. The meeting must be held within fourteen days after being called; Article 2 para. (1) sentence 2 shall apply *mutatis mutandis* to the calculation of the time limit.
- (4) If a request pursuant to Article 2 para. (3) expressed by at least one Supervisory Board member or by the Management Board is not met, the petitioners may call a meeting of the Supervisory Board themselves while stating the reasons and agenda items.
- (5) The Supervisory Board shall be called for a meeting at least twice during a calendar half-year.
- (6) The convocation notice, the agenda, the corresponding documentation and the resolution proposals shall be submitted in English unless otherwise resolved generally by the Supervisory Board or determined in the individual case by the person calling the Supervisory Board meeting; the right of an individual Supervisory Board member to request resolution proposals and other relevant documentation also in German shall remain unaffected.
- (7) In case an agenda item was not duly announced, resolutions on such agenda item will take effect only if none of the Supervisory Board members present at such meeting objects to such resolutions adopted and none of the Supervisory

Board members absent objects to such resolutions adopted within a period of fourteen days after receipt of the minutes or any shorter reasonable objection period determined by the chairperson of the meeting in the individual case.

- (8) The meetings shall take place at the seat of the Company or at another place where the Company is doing business or at any other place determined by the Chairperson.
- (9) Simultaneously with the convocation notice to the Supervisory Board members, all members of the Management Board shall be informed of the forthcoming Supervisory Board meeting.
- (10) When setting the date for the Supervisory Board meeting, the persons concerned shall coordinate the dates with the members of the Management Board and, if the convocation is not made by the Chairperson, also with the Chairperson.

Article 3 Meetings and Adoption of Resolutions

- (1) The Chairperson conducts the meetings and determines the order of the items to be discussed and the voting procedure. The discussions will be conducted in English; each member of the Supervisory Board may request a simultaneous translation into German.
- (2) The meetings of the Supervisory Board can be held by way of personal attendance or by way of a telephone or video conference. Individual Supervisory Board members may participate in meetings held by personal attendance by means of video and audio transmission or telephone. In principle, resolutions are adopted in meetings.
- (3) If members of the Supervisory Board are prevented from attending a Supervisory Board meeting, they may have another member of the Supervisory Board submit their written votes. A vote delivered by electronic means of communication (e.g., by email) is deemed a written vote. Such delivery of the written vote shall be deemed to be participation in the adoption of the resolution.
- (4) In individual cases, resolutions may be passed outside of meetings in writing, by electronic means of communication (e.g., by email) or telephone or in combination of these forms upon order of the Chairperson, or in the event of his or her being unable to act, by the Deputy Chairperson. The Chairperson shall arrange for such a resolution to be taken within a reasonable period. Votes adopted in a meeting of the Supervisory Board and votes adopted outside of meetings may be combined. If resolutions are to be adopted without a meeting being held, the Chairperson shall allow the members of the Management Board to speak to the Supervisory Board members before the adoption of the resolution.
- (5) The Supervisory Board shall constitute a quorum if at least one half of the members of which it is composed take part in the adoption of the resolution.

- (6) Unless provided otherwise by law or the Articles of Association, resolutions of the Supervisory Board shall require the majority of the votes cast. Abstentions shall not be considered votes cast for this purpose. In the event of a tied vote, a new vote shall be carried out upon order of the Chairperson or the request of the majority of the Supervisory Board members; if the repeated vote on the same matter again results in a tie, the Chairperson has two votes in the second vote which he/she shall be free to exercise or not. Article 3 para. (3) shall be applicable to the casting of the second vote. The Deputy Chairperson shall not have the right to cast a second vote in the event of a tied vote.

Article 4 Committees

- (1) The Supervisory Board shall form a Presiding Committee, an Audit Committee, a Compensation Committee, a Nomination Committee and a Mediation Committee. The Supervisory Board may form further committees from among its members and determine their powers in these Rules of Procedure or in the rules of procedure or charter enacted for the respective committee.
- (2) Powers of the Supervisory Board to render decisions may – to the extent permitted by law – be delegated to the committees of the Supervisory Board (decision-making committees).
- (3) Each committee may elect a chairperson and a deputy chairperson from among its members unless such chairperson and/or deputy chairperson is appointed by the Supervisory Board. The Chairperson shall not be the chairperson of the Audit Committee, unless otherwise resolved by the Supervisory Board. If the Chairperson belongs to a committee, he or she shall be entitled to cast a second vote in accordance with Article 3 para. (6) sentence 3, provided that such committee is composed of an equal number of Supervisory Board members representing the shareholders and of Supervisory Board members representing the employees; this does not apply to the Mediation Committee.
- (4) The members of the committees will be elected for the term of their office in the Supervisory Board or for any other term as proposed by the Chairperson with a majority of the votes of the Supervisory Board members unless otherwise provided by statutory law or by the Articles of Association. The membership in a committee can be revoked by majority decision of the Supervisory Board unless otherwise provided by statutory law or by the Articles of Association.
- (5) Statutory law and the Articles of Association applicable to the Supervisory Board shall apply accordingly to the committees. The provisions of these Rules of Procedure shall apply accordingly to the committees, insofar as this does not conflict with statutory law and/or the Articles of Association and unless explicitly stated otherwise in these Rules of Procedure or the rules of procedure or charter enacted for the respective committee. Decision-making committees only constitute a quorum if half of their members, but no less than three members, participate in taking the resolution.

Article 5
Participation in the Supervisory Board Meetings

- (1) At its discretion, the Supervisory Board may consult experts and other informants on particular issues; the Supervisory Board shall, as reasonably practicable and as it considers appropriate, provide adequate transparency on the expected costs to the Management Board.
- (2) Unless the Chairperson decides otherwise in the individual case, each member of the Management Board will be entitled to participate in the Supervisory Board meetings and in the meetings of its committees. If the auditor is consulted as an expert in a Supervisory Board meeting or a meeting of its committees, the Management Board shall not participate in this meeting unless the Supervisory Board or the committee deems its participation necessary. The Supervisory Board shall also meet on a regular basis without the Management Board.

Article 6
Resignation from Office

Each member of the Supervisory Board may resign from office, also without good cause, by giving one month's notice in text form (section 126b BGB) to the Management Board. The Chairperson shall be informed of the resignation; in case of the resignation of the Chairperson the Deputy Chairperson shall be informed thereof. The notice period may be shortened by mutual agreement or compliance with this notice period may be waived by mutual agreement.

Article 7
Conflict of Interest

- (1) The Supervisory Board members are obligated to exclusively serve the interest of the Company. When making decisions, they may neither pursue any personal interest nor use any business opportunities to which the Company or any of its subsidiaries are entitled for their own benefit or the benefit of third parties.
- (2) Each Supervisory Board member is obligated to disclose any conflicts of interest without undue delay to the Supervisory Board, in particular any conflicts of interest that may arise due to the provision of advice to clients, suppliers, lenders or other business partners or in connection with the role within an organ of clients, suppliers, lenders or other business partners.
- (3) All transactions between an enterprise of Fresenius Medical Care group on one side, and members of the Supervisory Board or persons, companies or organizations related to such members on the other side, must be conducted in accordance with the standards that would apply in arm's length transactions. Any such transaction requires the prior approval of the Supervisory Board.
- (4) In its report to the General Meeting, the Supervisory Board will provide information on any conflicts of interests occurred and how they were dealt with. It is intended that any material conflicts of interests regarding the person of a

Supervisory Board member that are not only temporary will lead to the termination of this person's mandate.

- (5) Supervisory Board members shall not take on any roles within a corporate body of, or provide advice to, a main competitor of the Company. Advisory agreements and other service agreements and contracts for work between a Supervisory Board member and the Company require the prior approval of the Supervisory Board.

Article 8 Confidentiality

- (1) Unless they are required to disclose such information by law or a legally binding order, all Supervisory Board members shall observe strict secrecy toward third parties with regard to all confidential discussions, negotiations and other matters of the Supervisory Board and all other confidential matters of the Company which become known to the Supervisory Board member in connection with his or her office. Strict secrecy shall be observed in particular of all matters, data and circumstances which the informing party declares classified or confidential or of which it can be assumed in reasonable judgment that the Company does not wish for such information to be disclosed to third parties. Any exceptions will require the express prior written approval of the Supervisory Board (if and to the extent the relevant information solely relates to confidential matters of the Supervisory Board) and/or of the Management Board (if and to the extent the relevant information relates to other business secrets of the Company).
- (2) Confidentiality is deemed to be maintained if and as far as a Supervisory Board member seeks advice in connection with exercising his or her rights and duties as Supervisory Board member with persons bound by their professional duty of secrecy by virtue of law (lawyers, certified accountants, tax consultants).
- (3) Upon termination of his or her office, each Supervisory Board member shall return to the Company or – in coordination with the Chairperson – irrevocably destroy all documents, files and data provided by the Company, including all copies of and extracts from such documents, files and data. Any right of retention shall be excluded.
- (4) The duty of confidentiality and the inadmissibility of any disclosure of documents shall apply also after termination of the Supervisory Board office without any limitation in time or otherwise.
- (5) The provisions of sections 116, 93 AktG remain unaffected.

Article 9 Minutes

- (1) Minutes of the meetings of the Supervisory Board shall be prepared in the English and German language; the German version of the minutes shall prevail. The minutes shall be signed by the chairperson of the meeting. Any minutes to be prepared outside of meetings shall be signed by the Chairperson.

- (2) The minutes shall state at least the place (or, in case of a non-physical meeting, the applied means of communication) and date of the meeting, the participants, the items of the agenda and the resolutions adopted.
- (3) Each Supervisory Board member may request that his or her vote and/or a summarized formal declaration be included in the minutes.
- (4) Each member of the Supervisory Board shall be provided with a copy of the minutes. Each member of the Management Board shall be provided with a copy of the minutes unless the chairperson of the meeting or the Chairperson decides otherwise in the individual case.
- (5) If none of the Supervisory Board members objects to the minutes within a period of fourteen days after receipt of the minutes or any shorter reasonable objection period determined by the chairperson of the meeting or the Chairperson in the individual case, the minutes are deemed final.

Article 10 Assessment of Effectiveness

The Supervisory Board shall assess at regular intervals how effectively the Supervisory Board and its committees fulfil their tasks.

Article 11 Age limit

The Supervisory Board shall, as a rule, only include persons who have not reached the age of 75 years at the time of their election or appointment.

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