



INVITATION TO AN

EXTRAORDINARY GENERAL MEETING

FRIDAY, 14 JULY 2023



INVITATION

- 03 Invitation to an Extraordinary General Meeting

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INVITATION TO AN EXTRAORDINARY GENERAL MEETING

Fresenius Medical Care AG & Co. KGaA
Hof

ISIN: DE0005785802 // Securities Identification No.: 578580
ISIN: US3580291066 // CUSIP: 358029106

We hereby invite our shareholders to the

Extraordinary General Meeting

*of Fresenius Medical Care AG & Co. KGaA (hereinafter also “Company”) to be held as a physical meeting on **Friday, 14 July 2023 at 10:00 hours Central European Summer Time (CEST) at the Congress Center, Messe Frankfurt, Ludwig-Erhard-Anlage 1, 60327 Frankfurt am Main, Germany.***

I. AGENDA

1. Resolution on the conversion of the Company into the legal form of a stock corporation

a) Preliminary Remark

The general partner of the Company, Fresenius Medical Care Management AG (“General Partner”), is a wholly-owned subsidiary of Fresenius SE & Co. KGaA (together with its affiliated companies, “Fresenius Group”). The General Partner and the supervisory board of the Company have each resolved to propose to the Extraordinary General Meeting the conversion of the Company from a partnership limited by shares (Komman-

ditgesellschaft auf Aktien, KGaA) into a stock corporation (Aktiengesellschaft, AG) with the company name “Fresenius Medical Care AG”.

The Company and its affiliated companies (together “FME Group”) currently form a sub-group within the Fresenius Group. Both the Company and Fresenius SE & Co. KGaA are organized in the legal form of a partnership limited by shares, each having a general partner in the legal form of another corporation. In this respect, there are a total of four supervisory boards as well as a large number of mutual legal connections and dependencies. Against this background, the existing group structure of the Fresenius Group and the associated corporate governance of the Company are quite complex.

The objective of the conversion of the Company into a stock corporation is to separate the FME Group from the Fresenius Group and thereby to simplify the Company’s corporate governance. As a result of the conversion of the Company into a stock corporation, the General Partner would cease to be a member of the Company resulting in the loss of the current controlling influence of Fresenius SE & Co. KGaA over the Company. On the basis of the current shareholding, Fresenius SE & Co. KGaA would, however, continue to be the Company’s largest shareholder with a share of around 32.2% of the Company’s share capital.

The General Partner and the supervisory board of the Company are of the opinion that the Company’s conversion into a stock corporation is in the best interests of the Company and its shareholders. The following key considerations support the conversion:

› **Simplification of corporate governance:** The Company does not have its own management board to date. Its business is instead managed by the General Partner. The General Partner, in turn, has a management board, a supervisory board and a general meeting. In addition, the Company has a supervisory board and a general meeting. After the con-

version of the Company into a stock corporation, the Company will only have the three statutory bodies of a stock corporation, i.e. a management board, a supervisory board and a general meeting. Thus, the conversion would lead to a significant simplification of the legal and factual regulatory framework for the management and supervision of the Company (corporate governance).

› **Improvement of decision-making processes:** Currently, a significant amount of time and resources is spent on aligning decisions at the level of the Company and the FME Group with the interests of Fresenius Group. After the conversion of the Company into a stock corporation, decisions can be made with a clearer focus on the interests of FME Group. By reducing the need for coordination between the FME Group and the Fresenius Group, management resources would also be freed up. This may lead to more efficient and faster operational decisions.

› **Increase of the influence of the shareholders in their entirety on the composition of the Company’s management:** Up to now, the Company has been managed by the management board of the General Partner, whose members are appointed by the supervisory board of the General Partner. The Company’s supervisory board, whose members are elected by the Company’s shareholders at the general meeting, has no influence on the composition of the management board of the General Partner. After the conversion of the Company into a stock corporation, the Company’s supervisory board will appoint the members of the management board. Since the Company’s general meeting will elect four of the six shareholder representatives on the Company’s supervisory board in the future, the entirety of the Company’s shareholders will have more influence on the composition of the Company’s management.

› **Improving the independent determination of the financing strategy:** In recent years, it was necessary for the Company to align in particular its financing strategy with the interests of the Fresenius Group. The conversion of the Company into a stock corporation would presumably provide the Company with more flexibility in this respect.

A detailed description of the legal and economic consequences as well as the future shareholding of the shareholders in the Company in the new legal form of a stock corporation is included in the conversion report prepared by the General Partner. This report will be available for inspection by the shareholders at the offices of the Company as of the convening of the Extraordinary General Meeting. Upon request, each shareholder will receive a copy of the conversion report without delay and free of charge. The conversion report will also be available on the Company's website at www.freseniusmedicalcare.com/en/agm/ as of the convening of the Extraordinary General Meeting and also during the Extraordinary General Meeting and will also be available for inspection by the shareholders at the Extraordinary General Meeting on 14 July 2023.

The articles of association of the legal entity in its new legal form - Fresenius Medical Care AG - are attached after the agenda under Section II. and form part of this invitation to the Extraordinary General Meeting. The articles of association of Fresenius Medical Care AG are also available on the Company's website at www.freseniusmedicalcare.com/en/agm/ as of the convening of the Extraordinary General Meeting as well as during the Extraordinary General Meeting and will also be available for inspection by the shareholders at the Extraordinary General Meeting on 14 July 2023.

b) Proposed Resolution

The General Partner and the supervisory board of the Company propose to adopt the following resolution:

(1) Conversion into a stock corporation (AG)

Fresenius Medical Care AG & Co. KGaA will be converted into a stock corporation (AG) by way of a conversion in accordance with the provisions of the German Transformation Act (*Umwandlungsgesetz* - "UmwG") (sections 190 *et seqq.*, 238 *et seqq.* UmwG).

(2) Company name and registered office of the legal entity in its new legal form

The name of the legal entity in its new legal form is:

Fresenius Medical Care AG

The registered office of the legal entity in its new legal form is Hof (Saale).

(3) Articles of association of the legal entity in its new legal form

The articles of association of Fresenius Medical Care AG, which form part of this conversion resolution, are hereby adopted in the wording set out in Section II. following the agenda.

(4) Share capital and shares

The entire share capital of Fresenius Medical Care AG & Co. KGaA (currently: EUR 293,413,449.00) in the amount existing at the time of the registration of the conversion with the commercial register becomes the share capital of Fresenius Medical Care AG. This does not only apply if the amount of the share capital of Fresenius Medical Care AG & Co. KGaA at the time of the registration of the conversion with the commercial register corresponds to its amount at the time of this conversion resolution, but also if the amount of the share capital should change in the meantime. In the event of such change of the share capital in the meantime, the supervisory board is authorized to amend the articles of association of Fresenius Medical Care AG (see Section II.) accordingly.

The number of no-par value shares issued in total (currently: 293,413,449 no-par value shares) as well as the pro rata amount of the share capital of the Company attributable to each no-par value share (currently: EUR 1.00) will remain unchanged by the

conversion. This does not only apply if the number of no-par value shares issued in total at the time of the registration of the conversion with the commercial register corresponds to the number at the time of this conversion resolution, but also if the number of no-par value shares issued in total should change in the meantime. In the event of such a change in the meantime, the supervisory board is authorized to amend the articles of association of Fresenius Medical Care AG (see Section II.) accordingly.

(5) Authorized Capital

With the adoption of the articles of association of Fresenius Medical Care AG, the existing Authorized Capital 2020/I (Article 4 (3) of the articles of association of Fresenius Medical Care AG & Co. KGaA; which became effective upon registration with the commercial register on 23 September 2020) and the existing Authorized Capital 2020/II (Article 4 (4) of the articles of association of Fresenius Medical Care AG & Co. KGaA; which became effective upon registration with the commercial register on 23 September 2020) will after the conversion takes effect continue to exist with the wording provided by Article 4 (3) (Authorized Capital 2020/I) and Article 4 (4) (Authorized Capital 2020/II) of the articles of association of Fresenius Medical Care AG (see Section II.) as corresponding authorizations granted to the management board of Fresenius Medical Care AG resulting from the conversion (instead of the General Partner) and otherwise unchanged in content.

(6) Conditional Capital

With the adoption of the articles of association of Fresenius Medical Care AG, the existing conditional capital (Article 4 (5) of the articles of association of Fresenius Medical Care AG & Co. KGaA; which became effective upon registration with the commercial register on 27 May 2011) will, after the conversion takes effect, continue to exist with the wording provided by Article 4 (5) of the articles of association of Fresenius Medical Care AG (see Section II. below) unchanged in content, whereas the

supervisory board of Fresenius Medical Care AG (instead of the supervisory board of the General Partner) is now exclusively responsible for the granting and processing of options to members of the management board of the General Partner.

The amount of the conditional capital pursuant to Article 4 (5) of the articles of association of Fresenius Medical Care AG & Co. KGaA will remain unchanged by the conversion. This does not only apply if the amount of the conditional capital of Fresenius Medical Care AG & Co. KGaA at the time of the registration of the conversion with the commercial register corresponds to its amount at the time of this conversion resolution, but also if the amount of the conditional capital should decrease in the meantime due to the issuance of shares. In the event of such an amendment of the conditional capital in the meantime, the supervisory board is authorized to amend the articles of association of Fresenius Medical Care AG (see Section II. below) accordingly.

(7) Shareholding of the shareholders in the legal entity in its new legal form

The limited liability shareholders (*Kommanditaktionäre*) who are limited liability shareholders of Fresenius Medical Care AG & Co. KGaA at the time of the registration of the conversion with the commercial register will become shareholders of Fresenius Medical Care AG. They will hold an interest in the share capital of Fresenius Medical Care AG to the same extent and with the same number of no-par value bearer shares as they held an interest in the share capital of Fresenius Medical Care AG & Co. KGaA before the effectiveness of the conversion (principle of continuity of the shareholders). If Fresenius Medical Care AG & Co. KGaA holds treasury shares at the time of registration of the conversion with the commercial register, these shares will become treasury shares of Fresenius Medical Care AG.

(8) Exit of the General Partner from the Company

Pursuant to section 247 (2) UmwG, Fresenius Medical Care Management AG as general partner of Fresenius Medical Care AG & Co. KGaA ceases to be the general partner of the Company upon registration of the conversion with the commercial register. Fresenius Medical Care Management AG will not receive a compensation because it does not hold an interest in the capital of Fresenius Medical Care AG & Co. KGaA.

(9) Supervisory board of the legal entity in its new legal form

Pursuant to the articles of association of Fresenius Medical Care AG & Co. KGaA, the current supervisory board of the Company is composed of six members who are elected by the general meeting. After the effectiveness of the conversion, the Company's supervisory board will, in accordance with sections 95, 96 (1) and (2), 101 (1) of the German Stock Corporation Act (*Aktien-gesetz - "AktG"*), section 7 (1) sentence 1 no. 1 of the German Co-Determination Act (*Mitbestimmungsgesetz - "MitbestG"*) and Article 8 (1) of the articles of association of Fresenius Medical Care AG (see Section II.), be composed on a parity basis of six supervisory board members each representing the shareholders and the employees.

Since the composition of the Company's supervisory board will therefore be different in the future, the offices of the supervisory board members of Fresenius Medical Care AG & Co. KGaA will terminate by law upon the conversion taking effect by registration with the commercial register. All shareholder representatives of the supervisory board of Fresenius Medical Care AG must therefore be newly appointed (for the appointment of the employee representatives of the supervisory board of Fresenius Medical Care AG see the explanations under section (13) of this conversion resolution). The six shareholder representatives of

the supervisory board of Fresenius Medical Care AG are elected by the general meeting subject to the existence of the right of appointment in accordance with Article 8 (2) of the articles of association of Fresenius Medical Care AG (see Section II.).

Four of the six shareholder representatives of the new supervisory board of Fresenius Medical Care AG will therefore be newly elected by the Extraordinary General Meeting resolving on the conversion under agenda item 2. Two shareholder representatives will be appointed (*entsendet*) by Fresenius SE & Co. KGaA to the supervisory board of Fresenius Medical Care AG in accordance with the right of appointment (*Entsendungsrecht*) of Fresenius SE & Co. KGaA (see the explanations under section (11) of this conversion resolution) provided in Article 8 (2) of the articles of association of Fresenius Medical Care AG (see Section II.).

In addition, the supervisory board of Fresenius Medical Care AG must in future be composed of at least 30% women and at least 30% men pursuant to section 96 (2) sentence 1 AktG (minimum proportion requirement). The supervisory board of Fresenius Medical Care AG must therefore in future in principle comprise at least four women and at least four men. The gender quota must be fulfilled by the supervisory board as a whole unless, pursuant to section 96 (2) sentence 3 AktG, the shareholder or employee representatives object to the overall fulfillment on the basis of a majority resolution passed prior to the election vis-à-vis the chairperson of the supervisory board. In any case, the number of members shall be rounded up or down mathematically to the nearest whole number (section 96 (2) sentence 4 AktG).

(10) Continued validity of resolutions of the general meeting of Fresenius Medical Care AG & Co. KGaA

Authorization to the purchase and use treasury shares

The authorization granted by the annual general meeting of Fresenius Medical Care AG & Co. KGaA on 20 May 2021 under agenda item 7 to purchase and use treasury shares pursuant to section 71 (1) no. 8 AktG and on the exclusion of subscription rights shall continue to apply after the conversion of the Company in favor of the management board of Fresenius Medical Care AG which is created by the conversion (instead of the General Partner) and in favor of the supervisory board of Fresenius Medical Care AG (instead of the supervisory board of the General Partner) and shall be otherwise unchanged in content to the extent that it still exists at the time the conversion takes effect and has not been exercised.

Further resolutions of the general meeting

In addition to the above resolution, all other resolutions of the general meeting of Fresenius Medical Care AG & Co. KGaA, to the extent that they have not yet been settled at the time of the conversion taking effect upon its registration with the commercial register, will continue to apply in Fresenius Medical Care AG, taking into account the changed corporate body structure as a consequence of the conversion and the withdrawal of the General Partner and, in all other respects, unchanged in terms of content.

(11) Special rights

Right of appointment (*Entsendungsrecht*) of Fresenius SE & Co. KGaA

The articles of association of Fresenius Medical Care AG (see Section II.) grant Fresenius SE & Co. KGaA, which currently holds approximately 32.2% of the Company's share capital, the right to appoint (entsenden) up to two shareholder representatives to the supervisory board of Fresenius Medical Care AG in accordance with the statutory option pursuant to section 101 (2) AktG. Pursuant to Article 8 (2) of the articles of association of Fresenius Medical Care AG (see Section II.), this right of appointment depends on the shareholding of Fresenius SE & Co. KGaA in the Company's share capital. As long as Fresenius SE & Co. KGaA holds shares in the Company with a proportionate amount in the subscribed capital of the Company of at least 30%, it is entitled to appoint two of the six shareholder representatives of the supervisory board of Fresenius Medical Care AG. If Fresenius SE & Co. KGaA holds shares in the Company with a proportionate amount of the share capital of the Company of less than 30% but at least 15%, it shall be entitled to appoint exactly one of the supervisory board members representing the shareholders. In case of a participation of less than 15% in the Company's share capital, Fresenius SE & Co. KGaA shall have no right of appointment.

No further special rights

Beyond the right of appointment of Fresenius SE & Co. KGaA, no further rights within the meaning of section 194 (1) no. 5 UmwG will be granted and no measures within the meaning of section 194 (1) no. 5 UmwG are planned.

As a purely precautionary measure, the following facts are outlined:

Stock Option Program 2011

Fresenius Medical Care AG & Co. KGaA has issued options to members of the management board of Fresenius Medical Care Management AG, to members of management boards of affiliated companies and to managerial staff members (*Führungskräfte*) of the Company and affiliated companies on the basis of the Stock Option Program 2011 in accordance with the resolution of the general meeting dated 12 May 2011.

Each option entitles the holder to subscribe for one no-par value bearer share of Fresenius Medical Care AG & Co. KGaA against payment of an exercise price determined in more detail by the Stock Option Program 2011. Provided that the options have not already been exercised or have not expired, they entitle the holder to subscribe for shares in Fresenius Medical Care AG after the conversion takes effect. The corresponding shares will be issued from the conditional capital pursuant to Article 4 (5) of the articles of association of Fresenius Medical Care AG (see Section II.) to the extent that the holders of the options exercise their rights and the Company does not grant treasury shares for the satisfaction of the options, whereas the supervisory board of Fresenius Medical Care AG (instead of the supervisory board of the General Partner) is exclusively responsible for the granting and processing of options to members of the management board of the General Partner.

Subscription rights could be granted for the last time in the fiscal year 2015 on the basis of the Stock Option Program 2011 and can be exercised for the last time in December 2023 if the exercise requirements are met.

Board members

In addition, please note that Fresenius SE & Co. KGaA intends to appoint Mr. Michael Sen and Ms. Sara Lisa Hennicken, who are currently supervisory board members of the General Partner and management board members of Fresenius Management SE (the general partner of Fresenius SE & Co. KGaA), as members of the supervisory board of Fresenius Medical Care AG on the basis of their right of appointment. Furthermore, Mr. Gregory Sorensen, M.D., and Ms. Pascale Witz, who are currently supervisory board members of Fresenius Medical Care AG & Co. KGaA, are proposed for election as supervisory board members of Fresenius Medical Care AG under agenda item 2.

In addition, it is intended to appoint the current management board members of the General Partner, Ms. Helen Giza, Mr. Franklin W. Maddux, M.D., Dr. Katarzyna Mazur-Hofsäß and Mr. William Valle, as management board members of Fresenius Medical Care AG.

(12) No compensation offer under section 207 UmwG

No compensation offer pursuant to section 207 UmwG must be made due to section 250 UmwG.

(13) Consequences of the conversion for the employees and their representative bodies and the measures provided for in this respect

Consequences of the conversion for the employees

The employment relationships existing at FME Group will remain unaffected by the conversion. The conversion will not result in a change of employer. No transfer of business within the meaning of section 613a of the German Civil Code (*Bürgerliches Gesetzbuch* - "BGB") will take place. The employment contracts of the employees will continue to apply unchanged, i.e., all employer and employee obligations arising from the employment

relationships will remain unchanged. The period of employment will not be interrupted by the conversion. The employer's instruction rights exercised by Fresenius Medical Care AG & Co. KGaA will be exercised by Fresenius Medical Care AG, represented by the management board, after the conversion. The organizational allocation, in particular reporting lines, will not change as a result of the conversion.

Upon the conversion taking effect, Fresenius Medical Care Management AG will cease to be general partner of the Company (see the explanations under section (8) of this conversion resolution) and will therefore not be liable for the liabilities of Fresenius Medical Care AG, which accrue after the conversion takes effect; this also applies to the liabilities of the Company towards its employees. With regard to the liabilities of the Company incurred until the effectiveness of the conversion, Fresenius Medical Care Management AG will be subject to a five-year subsequent liability (*Nachhaftung*) (sections 224, 249 UmwG as well as section 278 (2) AktG in conjunction with sections 161 (2), 160 (1), 128 of the German Commercial Code (*Handelsgesetzbuch*)). The liability of the Company for its own liabilities will remain unaffected by the conversion, since the conversion maintains the identity of the Company and the liabilities of Fresenius Medical Care AG & Co. KGaA will become liabilities of Fresenius Medical Care AG upon effectiveness of the conversion.

Consequences of the conversion for works council bodies and the economic committee

On the basis of the "*Collective Agreement pursuant to Sec. 3 para. 1 no. 3 of the German Works Constitution Act (Betriebsverfassungsgesetz, BetrVG) on the regulation of the works council structure and the formation of a cross-company general works council*" dated 17 January 2018 ("Structure CBA"), a cross-company general works council (*Gesamtbetriebsrat*) and cross-company site works councils have been established for (i) Fresenius SE & Co. KGaA and its affiliated companies listed in

annex 1 of the Structure CBA (together "FSE Structure CBA Companies") and (ii) for the Company and its affiliated companies listed in annex 1 of the Structure CBA (together "FME Structure CBA Companies"). Cross-company site works councils involving FME Structure CBA Companies currently exist at the sites Bad Homburg v. d. Höhe (including Oberursel and Berlin), St. Wendel and Schweinfurt/Fürth under the Structure CBA. Inspired by the structure of the Structure CBA, an economic committee (*Wirtschaftsausschuss*) has also been formed at the level of the general works council. In addition to the cross-company site works councils, there are local works councils at individual companies affiliated with the Company.

The conversion will not affect the position of the FME Structure CBA Companies as parties to the Structure CBA.

It is intended that after the conversion takes effect, the FME Structure CBA Companies will withdraw from the Structure CBA.

As a consequence of the withdrawal of the FME Structure CBA Companies from the Structure CBA, the general works council and the economic committee formed at the level of the general works council would be exclusively responsible for the FSE Structure CBA Companies, but no longer also for the FME Structure CBA Companies, from the date of withdrawal. The general works council and the economic committee would for legal reasons also not be entitled to any transitional mandates with regard to the FME Structure CBA Companies.

The cross-company site works councils formed on the basis of the Structure CBA will remain in office unchanged after the effectiveness of the conversion and after the date of withdrawal, also for the FME Structure CBA Companies, insofar as the operational structures do not change as a result of the withdrawal from and/or in connection with the Structure CBA. Should the operational structures change due to the withdrawal and/or in connection with the withdrawal (e.g., due to an operational split),

the respective site works councils would exercise a transitional or residual mandate. Based on these principles, the site works council of the operation in Bad Homburg v. d. Höhe will likely have a transitional mandate pursuant to section 21a of the German Works Constitution Act (*Betriebsverfassungsgesetz - "BetrVG"*) from the time of withdrawal. The cross-company site works councils of the operations in St. Wendel and Schweinfurt/Fürth will presumably remain in office even if the FME Structure CBA Companies withdraw from the Structure CBA.

The local works councils, which are established in accordance with the operational structure of the BetrVG, will remain in office even if the FME Structure CBA Companies withdraw from the Structure CBA. In this respect, the conversion will not lead to any changes.

The FME Structure CBA Companies intend to conduct discussions with IG BCE on a new structural collective agreement in good time before the conversion takes effect and before a declaration of withdrawal from the Structure CBA is submitted. A new structural collective agreement would presumably apply to all FME Structure CBA Companies. Upon conclusion of a new structural collective agreement, the operational structures and the formation of works council bodies would be governed by such new structural collective agreement.

Should the FME Structure CBA Companies not conclude a new structural collective agreement after withdrawal from the Structure CBA, the operational structures of the BetrVG would apply. In this case, among other things, a general works council would have to be set up at the level of the Company.

Consequences of the conversion for the representatives of severely disabled persons and the youth and trainee representatives

On the basis of the Structure CBA, cross-company representatives for severely disabled persons and cross-company youth and trainee representatives have been set up at the sites where cross-company site works councils have been formed in accordance with the same rules. In addition, a joint representative for severely disabled persons (*Gesamtschwerbehindertenvertretung*) has been established on the basis of the Structure CBA. A joint youth and trainee representation (*Gesamt-Jugend- und Auszubildendenvertretung*) has not been set up.

Since the conversion will not affect the position of the FME Structure CBA Companies as parties to the Structure CBA (see above), the conversion will not have any immediate effects on the (joint) representatives of severely disabled persons and (cross-company) youth and trainee representatives existing at the Company and its affiliated companies.

If, as planned, the FME Structure CBA Companies withdraw from the Structure CBA after the conversion takes effect (see above), neither the joint representative for severely disabled persons nor the cross-company youth and trainee representation in Bad Homburg v. d. Höhe will be responsible for the FME Structure CBA Companies from this point in time. They would also not have a transitional mandate.

The cross-company representatives for severely disabled persons in Bad Homburg v. d. Höhe would have a transitional mandate pursuant to section 21a BetrVG from the time of withdrawal from the Structure CBA. The other cross-company representatives for severely disabled persons as well as the cross-company youth and trainee representatives formed on the basis of the Structure CBA would presumably remain in office.

The representatives for severely disabled persons, which are established at the FME Structure CBA Companies in accordance with the structures under the BetrVG, will remain in office even if the FME Structure CBA Companies withdraw from the Structure CBA.

Consequences of the conversion for the speaker committee for executive employees

Inspired by the provisions of the Structure CBA on the establishment of a general works council, a cross-company speaker committee (*Sprecherausschuss*) for executive employees has been formed which is also responsible for the Company. Local speaker committees do not exist at Fresenius Medical Care AG & Co. KGaA and its affiliated companies.

Upon the conversion taking effect, the cross-company speaker committee will no longer be responsible for Fresenius Medical Care AG and its affiliated companies. The speaker committee will also not have a transitional mandate.

FME Group employs currently approximately 160 executive employees in Germany, allowing for the formation of one or more speaker committees in accordance with the relevant legal requirements after the conversion takes effect.

Consequences of the conversion for representation on the European Works Council of Fresenius SE Co. KGaA

On the basis of an "Agreement on the European Works Council and Cross-Border Information and Consultation of employees in Fresenius SE & Co. KGaA" dated 3 November 2011 ("EWC Agreement"), a European Works Council has been established at Fresenius SE & Co. KGaA, which also represents the employees of Fresenius Medical Care & Co. KGaA and its affiliated companies within the European Economic Area. The European Works Council also includes members from companies of FME Group.

Upon effectiveness of the conversion, Fresenius Medical Care AG and its affiliated companies will fall out of the scope of the EWC Agreement. The European Works Council established on the basis of the EWC Agreement will no longer be responsible for Fresenius Medical Care AG and the employees of FME-Group upon the conversion taking effect. The mandates of European Works Council members who are employed at Fresenius Medical Care AG & Co. KGaA or its affiliated companies will end upon the conversion taking effect.

Consequences of the conversion for collective bargaining coverage

Fresenius Medical Care AG & Co. KGaA is a member of the Employers' Association of the Chemical and Allied Industries for the State of Hessen (*Arbeitgeberverband Chemie und verwandte Industrien für das Land Hessen e.V. - "AGV Hessen"*) and, as a member of the association, is subject to the normative collective bargaining coverage. This will not change by the conversion, i.e., Fresenius Medical Care AG will be a member of AGV Hessen and, as a member of the association, will be subject to the normative collective bargaining coverage with the conversion taking effect. The conversion will have no influence on any collective bargaining agreements of companies affiliated with the Company.

If provisions of collective bargaining agreements are applicable at Fresenius Medical Care AG & Co. KGaA on the basis of a reference clause in the employment contract, these reference clauses will remain unaffected by the conversion as provisions in the employment contract. The provisions of the collective bargaining agreement applicable as a result of the corresponding reference clauses after the conversion depend on the content of the reference in the employment contract in each individual case.

Consequences of the conversion for the applicability of works agreements

The conversion will not affect the position of the FME Structure CBA Companies as parties to the Structure CBA (see above). The conversion therefore will have no immediate effect on the applicability of general works agreements and works agreements currently in force at the Company and its affiliated companies.

If, as planned, the FME Structure CBA Companies withdraw from the Structure CBA after the conversion takes effect (see above), this will not change the applicability of works agreements; these will in principle continue to apply collectively. By contrast, the type of continued collective applicability of general works agreements will depend on whether the future works council structures are based on a new structural collective agreement or the BetrVG. If no new structural collective agreement is concluded, the type of continued collective applicability of general works agreements will depend on whether a general works council is formed in the future in the operations and companies covered by their scope. If this is the case, all general works agreements shall continue to apply under collective law while maintaining their character as general works agreements.

Notwithstanding the legal mechanism of continued applicability of (general) works agreements currently in force at the FME Structure CBA Companies, the FME Structure CBA Companies intend to continue to apply the provisions of such (general) works agreements even after the conversion takes effect.

Consequences of the conversion for the applicability of speaker committee agreements

The speaker committee agreements in force at the Company and its affiliated companies will continue to apply collectively after the conversion takes effect.

Consequences of the conversion for employee co-determination in the supervisory board

The conversion has the following effects on the co-determination of employees in the supervisory board:

As a result of the conversion, the applicable co-determination regime will change. Currently, neither the supervisory board of the General Partner nor the supervisory board of Fresenius Medical Care AG & Co. KGaA are subject to corporate co-determination. For the purposes of corporate co-determination, the employees of Fresenius Medical Care AG & Co. KGaA and its group companies are currently attributed to Fresenius SE & Co. KGaA. This attribution will cease to apply after the conversion takes effect because Fresenius Medical Care AG will no longer be a dependent company of Fresenius SE & Co. KGaA within the meaning of group and co-determination law. Employees of Fresenius Medical Care AG and its group companies will then no longer be considered employees of Fresenius SE & Co. KGaA within the meaning of the MitbestG and will therefore no longer be entitled to vote at the election of the employee representatives on the supervisory board of Fresenius SE & Co. KGaA. The current representative of FME Group on the supervisory board of Fresenius SE & Co. KGaA will lose her eligibility as employee representative on the supervisory board of Fresenius SE & Co. KGaA upon the conversion taking effect by its registration with the commercial register and will therefore leave the supervisory board of Fresenius SE & Co. KGaA.

After the conversion, corporate co-determination in the supervisory board will exist directly at the level of Fresenius Medical Care AG and will be governed by the provisions of the MitbestG. A supervisory board with equal representation will have to be formed, half of which will be composed of shareholder representatives and half of which will be composed of employee representatives. Since the Company and its group companies

employ more than 2,000 but not more than 10,000 employees in domestic plants and no measures have been decided or are planned which will lead to these thresholds being exceeded or not reached, the supervisory board will, in accordance with section 7 (1) no. 1 sentence 1 MitbestG, be composed of six supervisory board members representing the shareholders and six supervisory board members representing the employees. Pursuant to the provisions of the MitbestG, the employee representatives of the supervisory board must include four employees of the Company and two representatives of trade unions. One of the four employees of the Company must be an executive employee pursuant to section 15 (1) sentence 2 MitbestG. In addition, pursuant to section 96 (2) sentence 1 AktG, the supervisory board must be composed of at least 30% women and at least 30% men (minimum proportion requirement). The minimum proportion must be fulfilled by the supervisory board as a whole (section 96 (2) sentence 2 AktG). If, on the basis of a resolution passed by a majority, the shareholder representatives or the employee representatives object to the supervisory board chairperson fulfilling this requirement as a whole prior to the election, the minimum proportion for this election must be fulfilled separately by the shareholder representatives and the employee representatives (section 96 (2) sentence 3 AktG). In all cases, it shall be rounded up or down mathematically to full numbers of persons (section 96 (2) sentence 4 AktG). For the election of the employee representatives on the supervisory board of Fresenius Medical Care AG, solely the employees of the group belonging to a domestic operation are entitled to vote and stand for election under the MitbestG. The two representatives of trade unions do neither need to be employees of FME Group nor need to work in Germany.

The supervisory board of Fresenius Medical Care AG & Co. KGaA is currently not subject to corporate co-determination. The office of the members of the supervisory board of Fresenius Medical Care AG & Co. KGaA will end by operation of law when the conversion takes effect by its registration with the commercial reg-

ister. All shareholder representatives of the supervisory board of Fresenius Medical Care AG must therefore be newly appointed. Two shareholder representatives are appointed by the shareholder Fresenius SE & Co. KGaA on the basis of its right of appointment (see the explanations under section (11) of this conversion resolution), four shareholder representatives are elected by the general meeting. This election is planned under agenda item 2.

Prior to the election of the employee representatives on the supervisory board of Fresenius Medical Care AG, a status procedure within the meaning of section 97 AktG will have to be conducted. This procedure will be initiated by the management board of Fresenius Medical Care AG without undue delay after the effectiveness of the conversion (upon registration with the commercial register). In the course of this status procedure, the management board of Fresenius Medical Care AG will announce according to which statutory provisions the supervisory board of Fresenius Medical Care AG will be composed in its opinion. If the competent court pursuant to section 98 (1) AktG is not seized within one month after the announcement in the Federal Gazette (*Bundesanzeiger*), the new supervisory board of Fresenius Medical Care AG will be composed in accordance with the statutory provisions specified in the announcement of the management board. If the competent court is seized and the court proceedings are completed, the supervisory board of Fresenius Medical Care AG must be composed in accordance with the decision of the court after the final conclusion of the procedure.

After the conclusion of the status procedure, the procedure for the election of the employee representatives on the supervisory board shall be initiated without delay. Further, an application shall be made to appoint the employee representatives on the supervisory board judicially in accordance with section 104 (2) sentence 2 AktG for the period after the end of the status procedure until the conclusion of the employee representative elections.

Appointment of a labor director

Pursuant to section 33 (1) sentence 1 MitbestG, a labor director will have to be appointed as an equal member of the management board of Fresenius Medical Care AG, who is mainly responsible for social and personnel matters. The appointment of the labor director will be made as soon as the supervisory board of Fresenius Medical Care AG is composed in accordance with the provisions of the MitbestG.

Other measures affecting employees or their representatives

Other measures that would have an impact on the situation of the employees of FME Group or their representations are not envisaged or planned with regard to the conversion.

Forwarding of the conversion resolution

The information of all (possibly) competent works councils is given pursuant to section 194 (2) UmwG by forwarding a draft of this conversion resolution to the respective (general) works council within the statutory period.

(14) Costs

The costs of the conversion are borne by the Company in the total amount of up to EUR 100,000,000.00 (in words: one hundred million Euro).

(15) Founder

The General Partner replaces the founders of the stock corporation for the application of the formation provisions pursuant to section 245 (3) sentence 1 UmwG.

(16) Application for registration with the commercial register

The General Partner is authorized to file the conversion for registration with the commercial register irrespective of the other resolutions of the Extraordinary General Meeting.

Note:

In connection with section (5) of this conversion resolution (Authorized Capital), the General Partner, as a matter of precaution, submitted a written report on the reasons for the authorization to exclude shareholders' subscription rights upon the issue of the new shares pursuant to section 278 (3) AktG in conjunction with sections 203 (2) sentence 2, 186 (4) sentence 2 AktG. This report is provided in section 4.3.5.2 of the conversion report.

In connection with section (6) of this conversion resolution (Conditional Capital), the General Partner, as a matter of precaution, submitted a written report on the reasons for the authorization to settle exercised options under the Stock Option Program 2011 with new shares from the Conditional Capital. This report is provided in section 4.3.6.2 of the conversion report.

In connection with section (10) of this conversion resolution (Continued validity of resolutions of the general meeting of Fresenius Medical Care AG & Co. KGaA - Authorization to acquire and use treasury shares), the General Partner, as a matter of precaution, a written report on the reasons for the authorization to exclude shareholders' subscription rights when using treasury shares pursuant to section 278 (3) AktG in conjunction with sections 71 (1) no. 8 sentence 5, 186 (4) sentence 2 AktG. This report is provided in section 4.3.10.2 of the conversion report.

The General Partner and the supervisory board advise that the conversion to be resolved by the Extraordinary General Meeting under this agenda item 1 is not subject to any condition precedent. The conversion will therefore be filed for registration with

the commercial register by the General Partner and will become effective upon registration with the commercial register even if the measures proposed for resolution under agenda items 2 and 3 are not resolved or do not become effective.

Declaration by the General Partner

The General Partner and the supervisory board of the Company advise that the conversion proposed under agenda item 1 requires the consent of the General Partner pursuant to section 240 (3) sentence 1 UmwG. The declaration of consent requires notarization (sections 240 (3) sentence 1, 193 (3) sentence 1 UmwG). The corresponding declaration of the General Partner shall be made in the Extraordinary General Meeting on 14 July 2023 for notarial recording.

2. Resolution on the election of the members of the supervisory board of Fresenius Medical Care AG

Upon effectiveness of the conversion of the Company into the legal form of a stock corporation to be resolved under agenda item 1, the office of each member of the supervisory board of Fresenius Medical Care AG & Co. KGaA will end.

Pursuant to sections 95, 96 (1) and (2), 101 (1) AktG, section 7 (1) sentence 1 no. 1 MitbestG and Article 8 (1) of the articles of association of Fresenius Medical Care AG (see Section II.), the supervisory board of the future Fresenius Medical Care AG is composed on a parity basis of six supervisory board members each representing the shareholders and the employees. At least 30% of the supervisory board members must be women and at least 30% of the supervisory board members must be men. Accordingly, the supervisory board of the Company must in future in principle include at least four women and at least four men. The gender quota must be fulfilled by the supervisory board as a whole unless, in accordance with section 96 (2) sentence 3 AktG, the shareholder or employee representative side

objects to the overall fulfillment on the basis of a majority resolution passed before the election vis-à-vis the chairman of the supervisory board.

Fresenius SE & Co. KGaA intends to exercise its right to appoint two supervisory board members to which it is entitled - subject to the resolution under agenda item 1 - pursuant to Article 8 (2) of the articles of association of Fresenius Medical Care AG (see Section II.). For this purpose, Fresenius SE & Co. KGaA will appoint Mr. Michael Sen and Ms. Sara Lisa Hennicken to supervisory board members of Fresenius Medical Care AG for the period until the end of the general meeting resolving on the approval of actions of the supervisory board members for the fiscal year 2026. For the first supervisory board of Fresenius Medical Care AG, four supervisory board members are therefore to be elected by the general meeting.

The supervisory board of the Company proposes the election of the following persons as members of the supervisory board of Fresenius Medical Care AG:

- 2.1 Mr. Shervin J. Korangy, President and Chief Executive Officer (CEO) of BVI Medical, Inc., Waltham, Massachusetts, U.S., residing in New York City, New York, U.S.,
- 2.2 Dr. Marcus Kuhnert, member of the Executive Board (general partner) and Chief Financial Officer (CFO) of MERCK Kommanditgesellschaft auf Aktien, Darmstadt, Germany (until 30 June 2023), and member of the Executive Board (general partner) of E. Merck KG, Darmstadt, Germany (until 31 July 2024), residing in Königstein, Germany,
- 2.3 Mr. Gregory Sorensen, M.D., Chief Executive Officer of DeepHealth, Inc., Cambridge, Massachusetts, U.S., and Executive Chairman of the Board of Directors of IMRIS (Deerfield Imaging, Inc.), Minnetonka, Minnesota, U.S., residing in Belmont, Massachusetts, U.S., and

2.4 Ms. Pascale Witz, President of PWH Advisors LLC, New York City, New York, U.S., residing in Paris, France.

The election takes effect for the period until the end of the annual general meeting which resolves on the approval of the actions of the supervisory board members for the fiscal year 2026.

It is intended to hold the election of the new supervisory board members as individual elections.

The supervisory board assured itself of each of the proposed candidate's ability to devote the expected amount of time serving on the supervisory board of Fresenius Medical Care AG.

Further information on the candidates proposed for election, in each case including a curriculum vitae providing information on relevant knowledge, skills and professional experience, information on memberships in other statutory supervisory boards and comparable domestic and foreign supervisory bodies of business enterprises (section 125 (1) sentence 5 AktG) and information in accordance with recommendations C.7 and C.13 of the German Corporate Governance Code (*Deutscher Corporate Governance Kodex* - "DCGK") is set out in Section III. following the agenda. This section also provides information on the two persons who, according to Fresenius SE & Co. KGaA, shall be appointed by it to the supervisory board of Fresenius Medical Care AG. Such information on the four candidates proposed for election and the two candidates to be appointed is also available on the Company's website at www.freseniusmedicalcare.com/en/agm/ from the time the Extraordinary General Meeting is convened and also during the Extraordinary General Meeting. They will also be available for inspection by the shareholders at the Extraordinary General Meeting on 14 July 2023.

All six candidates have expertise in the field of auditing as well as in the field of accounting, in each case in accordance with section 100 (5) AktG and recommendation D.3 DCGK. In addition,

the selection of the six candidates takes into account the diversity concept and the competence profile for the Company's supervisory board.

It is intended that Mr. Michael Sen shall run for the office of chairman of the supervisory board after his appointment to the supervisory board by Fresenius SE & Co. KGaA.

3. Resolution on the confirmation of the election of the auditor and group auditor for fiscal year 2023 as well as the auditor for the potential review of the half-year financial report for fiscal year 2023 and other interim financial information

The Company's supervisory board - based on the recommendation of its Audit and Corporate Governance Committee (*Prüfungs- und Corporate-Governance-Ausschuss*) - proposes to adopt the following resolution:

The resolution adopted under agenda item 5 of the annual general meeting of the Company on 16 May 2023 regarding the election of PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Frankfurt am Main, as auditor and group auditor for fiscal year 2023, auditor for the potential review of the half-year financial report and other interim financial information for fiscal year 2023 prepared after the Annual General Meeting 2023, as well as as auditor for the potential review of interim financial information for fiscal year 2024 prepared prior to the Annual General Meeting 2024 is confirmed and shall continue to apply unchanged for Fresenius Medical Care AG.

The Audit and Corporate Governance Committee stated that its recommendation is given free from undue influence by a third party and that no clause restricting the choices of the general meeting within the meaning of article 16 (6) of the EU Statutory Audit Regulation (Regulation (EU) No. 537/2014) has been imposed upon it.

II. ARTICLES OF ASSOCIATION OF FRESENIUS MEDICAL CARE AG

I. GENERAL TERMS

Article 1 Name and Registered Office

- (1) The name of the Company is:

Fresenius Medical Care AG

- (2) The registered office of the Company is in Hof (Saale).

Article 2 Objects of the Company

- (1) The objects of the Company are:

- a) the development, production and distribution of, as well as the trading in, products, systems and procedures in the areas of Medical care and health care, including dialysis and associated forms of treatment, as well as the provision of any services in such areas;
- b) the projecting, planning, establishment, acquisition and operation of health care businesses, including dialysis centers, also in separate enterprises or through third parties as well as the participation in such dialysis centers;
- c) the development, production and distribution of other pharmaceutical products and the provision of services in this field;

- d) the provision of advice in the Medical and pharmaceutical areas as well as scientific information and documentation;
 - e) the provision of laboratory services for dialysis and non-dialysis patients and homecare Medical services.
- (2) The Company shall be entitled to enter into any and all business transactions and take any and all measures which seem to be necessary or useful to achieve the objects of the Company and may, in particular, establish or acquire other enterprises of the same or similar kind, participate in such enterprises, take over the management and/or the representation of such enterprises, transfer company divisions, including essential company divisions, to enterprises in which the Company holds an interest and establish branches at home and abroad.
- (3) The Company may limit its activities to a part of the activities specified in Article 2 (1). The Company may also pursue its corporate objects pursuant to Article 2 (1), in whole or in part, through affiliated companies within the meaning of sections 15 et seqq. of the German Stock Corporation Act (*Aktiengesetz - AktG*) or companies in which the Company holds an interest (including joint ventures).

Article 3 Notifications and Transmission of Information

- (1) Notifications of the Company shall be published in the German Federal Gazette (*Bundesanzeiger*) unless provided otherwise by mandatory law.
- (2) Information to the holders of admitted securities in the Company may also be transmitted by means of remote data transmission subject to the conditions prescribed by law.

II. SHARE CAPITAL AND SHARES

Article 4 Share Capital

- (1) The share capital of the Company amounts to EUR 293,413,449.00 (in words: two hundred ninety-three million four hundred thirteen thousand four hundred and forty-nine Euro) and is divided into 293,413,449 (in words: two hundred ninety-three million four hundred thirteen thousand four hundred and forty-nine) no-par value shares.
- (2) The share capital in the amount of DM 100,000.00 (in words: one hundred thousand Deutsche Mark) existing at the time of the conversion of the Company into a stock corporation (AG) was provided by way of a change of legal form of the legal entity in its former legal form, Fresenius Medical Care GmbH with registered office in Hof an der Saale.

The share capital in the amount of EUR 250,271,178.24 (in words: two hundred and fifty million two hundred and seventy-one thousand one hundred seventy-eight Euro and twenty-four Cent) existing at the time of the conversion of the Company into a partnership limited by shares (KGaA) was provided by way of a change of legal form of the legal entity in its former legal form, Fresenius Medical Care AG with registered office in Hof an der Saale.

The share capital in the amount of EUR 293,413,449.00 (in words: two hundred ninety-three million four hundred thirteen thousand four hundred and forty-nine Euro) existing at the time of the conversion of the Company into a stock corporation (AG) was provided by way of a change of legal form of the legal entity in its previous legal form, Fresenius Medical Care AG & Co. KGaA with registered office in Hof an der Saale.

(3) The Management Board is authorized until August 26, 2025, to increase the share capital of the Company with the approval of the Supervisory Board by up to a total of EUR 35,000,000.00 (in words: thirty-five million Euro) for cash by issuing new bearer shares with no-par value on one or more occasions (Authorized Capital 2020/I). The number of shares must be increased in the same proportion as the share capital. In principle, the shareholders have subscription rights. The new shares can also be underwritten by a credit institution or a company operating in accordance with section 53 (1) sent. 1 or section 53b (1) sent. 1 or (7) of the German Banking Act (*Kreditwesengesetz - KWG*) (financial institution) or a consortium of such credit institutions and/or financial institutions retained by the Management Board with the obligation to offer the shares to the Company's shareholders for subscription.

However, the Management Board is authorized with the approval of the Supervisory Board to exclude the shareholders' subscription rights in order to eliminate fractional amounts from the subscription right.

The Management Board may only exercise the aforementioned authorization to exclude subscription rights to the extent that the proportional amount of the total shares issued subject to an exclusion of subscription rights exceeds 10% of the share capital neither at the time of this authorization coming into effect nor at the time of the exercise of this authorization. If, during the period of validity of the Authorized Capital 2020/I until its utilization, other authorizations on the issuance or on the sale of shares of the Company or the issuance of rights which authorize or bind to the subscription of shares of the Company are exercised and the subscription rights are excluded, such subscription rights will be taken into account with regard to the aforementioned limit.

The Management Board is also authorized with the approval of the Supervisory Board to determine the further details for the implementation of capital increases from the Authorized Capital 2020/I. Following a total or partial implementation of the increase of the share capital from the Authorized Capital 2020/I, the Supervisory Board is authorized to amend the wording of the corresponding provisions of the Articles with respect to the volume of such capital increase.

(4) The Management Board is authorized until August 26, 2025 to increase the share capital of the Company with the approval of the Supervisory Board by up to a total of EUR 25,000,000.00 (in words: twenty-five million Euro) for cash and/or contributions in kind by issuing new bearer shares with no-par value on one or more occasions (Authorized Capital 2020/II). The number of shares must be increased in the same proportion as the share capital. In principle, the shareholders have subscription rights. The new shares can also be underwritten by a credit institution or a company operating in accordance with section 53 (1) sent. 1 or section 53b (1) sent. 1 or (7) KWG (financial institution) or a consortium of such credit institutions and/or financial institutions retained by the Management Board with the obligation to offer the shares to the Company's shareholders for subscription.

However, the Management Board is authorized with the approval of the Supervisory Board to exclude the shareholders' subscription rights in the following cases:

- in the case of one or more capital increases for contributions in kind for the purpose of acquiring companies, parts of companies, interests in companies or other assets, or
- in the case of one or more capital increases for cash if the issue price for the shares does not significantly fall below the stock exchange price of the shares already listed and the proportionate amount of the share capital of the Company attributable to the shares issued with exclusion of

subscription rights exceeds 10% of the share capital neither at the time of this authorization coming into effect nor at the time of the exercise of this authorization. To be set off against this limitation is the proportionate amount of share capital attributable to new shares or treasury shares previously acquired by the Company which are issued or sold during the period of validity of this authorization with exclusion of subscription rights in direct, analogous or corresponding application of section 186 (3) sent. 4 AktG and the proportionate amount of the share capital attributable to shares issued or to be issued to satisfy option or conversion rights or discharge option or conversion obligations from bonds, if the bonds are issued during the period of validity of this authorization with exclusion of subscription rights in analogous application of section 186 (3) sent. 4 AktG.

The Management Board may only exercise the aforementioned authorizations to exclude subscription rights to the extent that the proportional amount of the total shares issued subject to an exclusion of subscription rights exceeds 10% of the share capital neither at the time of these authorizations coming into effect nor at the time of the exercise of these authorizations. If, during the period of validity of the Authorized Capital 2020/II until its utilization, other authorizations on the issuance or on the sale of shares of the Company or the issuance of rights which authorize or bind to the subscription of shares of the Company are exercised and the subscription rights are excluded, such subscription rights will be taken into account with regard to the aforementioned limit.

The Management Board is also authorized with the approval of the Supervisory Board to determine the further details for the implementation of capital increases from the Authorized Capital 2020/II. Following a total or partial implementation of the increase of the share capital from the Authorized Capital 2020/II, the Supervisory Board is authorized to amend the wording of the corresponding provisions of the Articles with respect to the volume of such capital increase.

(5) The share capital of the Company is conditionally increased by up to EUR 8,956,675.00 (in words: eight million nine hundred fifty-six thousand six hundred and seventy-five Euro) by the issuance of up to 8,956,675 (in words: eight million nine hundred fifty-six thousand six hundred and seventy-five) new bearer shares with no-par value. The conditional capital increase will be implemented only to the extent that options have been issued in accordance with the Stock Option Program 2011 under the resolution of the General Meeting of May 12, 2011, the holders of options exercise their right and the Company for the satisfaction of the options does not grant any of its own shares; for the granting and processing of options of members of the management board of Fresenius Medical Care Management AG, the former general partner of the Company in its previous legal form of a German partnership limited by shares, the Company's supervisory board is exclusively competent. The new bearer shares with no-par value participate in profits from the beginning of the fiscal year in which they are issued.

Article 5 Shares

- (1) The shares are no-par value bearer shares.
- (2) To the extent legally permissible and unless required under the rules of a stock exchange where the shares are admitted to trading, the entitlement of a shareholder to claim individual certification of the ownership interest held and to the issue of dividend and renewal coupons is excluded. The Company may issue share certificates representing individual shares or global share certificates for multiple shares. The form and content of such share certificates shall be determined by the Management Board with the approval of the Supervisory Board.
- (3) In case of a capital increase, the profit participation may be determined in derogation from section 60 (2) AktG.

III. CONSTITUTION OF THE COMPANY

A. Management Board

Article 6 Composition and Rules of Procedure

- (1) The Management Board shall consist of at least two members. The number of members of the Management Board shall be determined by the Supervisory Board.
- (2) The Supervisory Board may appoint one member of the Management Board as chairperson and another member as deputy chairperson of the Management Board.
- (3) The Supervisory Board shall adopt rules of procedure for the Management Board.

Article 7 Management and Representation of the Company

- (1) The Management Board shall manage the Company in its own responsibility. It manages the Company in accordance with applicable law, these Articles of Association and the rules of procedure for the Management Board.
- (2) The Company shall be legally represented by two members of the Management Board or by one member of the Management Board jointly with an authorized signatory (*Prokurist*).
- (3) The Supervisory Board may, generally or in specific cases, exempt all or specific members of the Management Board from the prohibition on multiple representation (*Mehrfachvertretung*) pursuant to section 181 2nd alternative of the German Civil Code (*Bürgerliches Gesetzbuch - BGB*); section 112 AktG remains unaffected.

B. Supervisory Board

Article 8 Composition, Appointment and Term of Office

- (1) The Supervisory Board shall be composed of twelve members, of whom - subject to the existence of the appointment right pursuant to Article 8 (2) - six are to be elected by the General Meeting and six are to be elected by the employees in accordance with the provisions of the German Co-Determination Act (*Mitbestimmungsgesetz - MitbestG*).
- (2) If Fresenius SE & Co. KGaA holds shares in the Company with a proportionate amount of the share capital of the Company of at least 15 percent, it shall be entitled to appoint one of the Supervisory Board members representing the shareholders; if Fresenius SE & Co. KGaA holds shares in the Company with a proportionate amount of the share capital of the Company of at least 30 percent, it shall be entitled to appoint two of the Supervisory Board members representing the shareholders. The right of appointment shall be exercised by written declaration to the Management Board.
- (3) Unless the General Meeting specifies a shorter term of office, the Supervisory Board members shall be elected until the end of the ordinary General Meeting which resolves on the discharge of the Supervisory Board members for the fourth fiscal year after commencement of the term of office. The fiscal year in which the term of office commences shall not be considered for this calculation. Re-election of Supervisory Board members shall be permissible.
- (4) If a Supervisory Board member elected by the General Meeting withdraws from the Supervisory Board before expiration of such member's term of office, a successor for the withdrawing member shall be elected at the next General Meeting. The newly elected Supervisory Board member shall hold office for the remaining term of office of the withdrawing

member unless the General Meeting specifies a different term of office, which may not exceed the term of office pursuant to Article 8 (3) sent. 1.

- (5) The General Meeting may, for the Supervisory Board members to be elected by it (shareholder representatives), elect substitute members who become members of the Supervisory Board if and when shareholder representatives withdraw before expiration of their term of office without a successor having been elected for them. Their position as substitute members shall revive if and when the General Meeting elects a successor for the withdrawing Supervisory Board member. The term of office of the substitute member shall end upon completion of the General Meeting in which an election according to Article 8 (4) is made, at the latest by the end of the term of office of the withdrawing Supervisory Board member. The election of substitute members with respect to the Supervisory Board members of the employees shall occur pursuant to the MitbestG.
- (6) Each member of the Supervisory Board and substitute member 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 of the Supervisory Board shall be informed of the resignation. The notice period pursuant to sentence 1 may be shortened by mutual agreement or compliance with this notice period may be waived by mutual agreement.

Article 9 Chairperson of the Supervisory Board

- (1) In accordance with section 27 (1) and (2) MitbestG, the Supervisory Board shall elect a chairperson and a 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 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.

- (2) 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.
- (3) 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.
- (4) Subject to other provisions in these Articles of Association, the deputy chairperson has the same rights as the chairperson in all cases in which the chairperson is unable to act.

Article 10 Meetings and Resolutions of the Supervisory Board

- (1) The meetings of the Supervisory Board shall be called by the chairperson by notice subject to a notice period of fourteen days. The meetings may be called in text form or by electronic means of communication (for example email). The items on the agenda must be stated in the invitation to the meeting. In urgent cases, the period pursuant to sentence 1 may be adequately shortened and the meeting may also be called orally or by telephone.

- (2) The meetings of the Supervisory Board can be held by 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. Outside of meetings, resolutions in writing, by electronic means of communication (for example email) or telephone are admissible, if this is ordered by the chairperson of the Supervisory Board, or in the event of his or her being unable to act, by the deputy chairperson.
- (3) The Supervisory Board shall constitute a quorum if at least one half of the members of which it shall be composed take part in the adoption of the resolution.
- (4) If members of the Supervisory Board are prevented from attending the meeting, they may have another member of the Supervisory Board submit their written votes. A vote delivered by electronic means of communication (for example email) is deemed a written vote. Such delivery of the written vote shall be deemed to be participation in the adoption of the resolution.
- (5) Unless provided otherwise by law, resolutions of the Supervisory Board shall require the majority of the votes cast. In the event of a tied vote, the chairperson of the Supervisory Board shall in accordance with section 29 (2) and section 31 (4) MitbestG have two votes in a new vote on the same matter, if this also results in a tie. Article 10 (4) shall also 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.
- (6) Minutes of the meetings of the Supervisory Board shall be prepared in the English and German language. The minutes shall be signed by the chairperson of the meeting. Any minutes of resolutions adopted outside of meetings shall be signed by the chairperson of the Supervisory Board.

Article 11 Rights and Duties of the Supervisory Board

- (1) The Supervisory Board shall have all rights and duties assigned to it by law, these Articles of Association or otherwise. The members of the Supervisory Board are not bound by specific assignments or instructions.
- (2) The Supervisory Board shall be entitled, without resolution of the General Meeting, to make any amendments to the Articles of Association which concern only the wording (Fassungsänderungen).

Article 12 Rules of Procedure for the Supervisory Board

The Supervisory Board shall provide itself with rules of procedure.

Article 13 Committees of the Supervisory Board

- (1) The Supervisory Board shall form a Mediation Committee and an Audit Committee. It may form further committees from among its members and determine their powers in the rules of procedure for the Supervisory Board or in the rules of procedure enacted for the respective committee. Powers of the Supervisory Board to render decisions may - to the extent permitted by law - be delegated to such committees of the Supervisory Board (decision-making committees).
- (2) Each committee may elect a chairperson and a deputy chairperson from among its members unless such chairperson and deputy chairperson are appointed by the Supervisory Board. Unless mandatory statutory provisions provide otherwise or the Supervisory Board adopts a deviating regulation, Article 10 shall apply mutatis mutandis to the meetings and the adoption of resolutions of the committees of the Supervisory Board.

Article 14 Remuneration of Supervisory Board Members

- (1) Each member of the Supervisory Board shall receive a fixed fee of USD 160,000.00 per annum for each full fiscal year.
- (2) The chairperson of the Supervisory Board shall receive an additional remuneration in the amount of USD 160,000.00 and the deputy chairperson shall receive an additional remuneration in the amount of USD 80,000.00.
- (3) As a member of a committee, a Supervisory Board member shall receive an additional amount of USD 40,000.00 per year. As chairperson of a committee, a member of the committee shall receive an additional remuneration in the amount of USD 40,000.00 per year and as deputy chairperson an additional remuneration in the amount of USD 20,000.00 respectively.
- (4) If a fiscal year is not a complete calendar year, the remuneration relating to a full fiscal year shall be paid on a pro rata temporis basis. This shall apply accordingly if members of the Supervisory Board hold their office in the Supervisory Board or in a committee of the Supervisory Board or hold the office as chairperson or deputy chairperson only during a part of a full fiscal year.
- (5) The remuneration pursuant to Article 14 (1) to (3) shall be payable in four equal instalments at the end of each calendar quarter.
- (6) The members of the Supervisory Board shall be reimbursed for the expenses incurred in the exercise of their office, including any statutory value-added tax owed by them.
- (7) The members of the Supervisory Board shall be covered by insurance against pecuniary damage, taken out by and in the interest of the Company in an appropriate amount for corporate bodies and certain executives. The insurance premiums shall be borne by the Company.

C. General Meeting**Article 15 Convening of the General Meeting**

- (1) General Meetings must be convened at least within the statutory minimum periods.
- (2) General Meetings shall be held at the place where the registered office of the Company is located, or in a German city where a stock exchange is situated, or at the place where the registered office of a domestic affiliated company is located.
- (3) The Management Board is authorized to provide for the General Meeting to be held without the physical presence of the shareholders or their proxies at the place of the General Meeting (virtual General Meeting). The authorization shall apply to the holding of virtual General Meetings within a period of two years after registration of this provision of the Articles of Association with the commercial register.

Article 16 Attendance at the General Meeting and Exercise of the Voting Right

- (1) Only those shareholders are entitled to attend the General Meeting and to exercise the voting right who have registered and provided evidence of their entitlement. As evidence of entitlement, evidence of the shareholding by the ultimate intermediary is required. The evidence must relate to the beginning of the 21st day (12:00 a.m. (midnight) at the registered office of the Company) prior to the General Meeting. The registration and the evidence of entitlement must be received by the Company in text form in the German or English language at least six days prior to the General Meeting under the address specified in the invitation to the General Meeting for that purpose. In the invitation, a shorter period measured in days can be provided. The day of the General Meeting and the day of the receipt of the registra-

tion and the evidence shall not be included in the calculation of the period.

- (2) The members of the Management Board and of the Supervisory Board should personally attend the General Meeting. If it is not possible for a member of the Supervisory Board to attend at the place of the General Meeting, in particular, because such member is abroad for cause, such member may participate in the General Meeting by way of video and audio transmission.
- (3) The voting right can be exercised by a proxy. To the extent no simplification is specified in the invitation to the General Meeting, the issue of the proxy, its revocation and the evidence of authorization to the Company require text form; section 135 AktG remains unaffected.
- (4) The Management Board is authorized to allow shareholders to participate in the General Meeting even without attending in person and without granting power of proxy, and to exercise all or parts of their rights in part or in full via electronic communication. In case the Management Board avails itself of this authorization, it is also authorized to determine the details of the scope and process of such online participation.
- (5) The Management Board is authorized to allow the shareholders to pass their votes in writing or by way of electronic communication even without attending the General Meeting (postal vote). In case the Management Board avails itself of this authorization, it is also authorized to determine the procedural details of the postal vote.

Article 17 Date of the Ordinary General Meeting

The General Meeting that resolves on the discharge of the Management Board and the Supervisory Board, on the appropriation of the balance sheet profits and on the election of the auditor (ordinary General Meeting) shall be held annually within the first eight months of a fiscal year.

Article 18 Chairperson of the General Meeting and Voting

- (1) The General Meeting shall be chaired by the chairperson of the Supervisory Board or by another member of the Supervisory Board to be designated by the chairperson. If neither the chairperson of the Supervisory Board or the person designated by him or her as chairperson of the General Meeting is present or agrees to chair the General Meeting, another member of the Supervisory Board to be designated by the Supervisory Board shall preside over the General Meeting.
- (2) The chairperson shall chair the General Meeting and determine the order of items to be dealt with as well as the kind and form of the voting. The chairperson is entitled to reasonably limit the speaking time of the shareholders and the time to ask questions at the beginning or in the course of the General Meeting, if such limitation is allowed by law. In particular, at the beginning or in the course of the General Meeting, the chairperson of the General Meeting may set reasonable time limits for the General Meeting itself, individual agenda items or for individual questions or statements.
- (3) The majorities of the votes cast and of the share capital represented for the adoption of the resolution which are required for the resolutions of the General Meeting shall be governed by the statutory provisions, unless otherwise provided for in these Articles of Association. Notwithstanding sentence 1, resolutions of the General Meeting on the dismissal of Supervisory Board members elected by the General Meeting shall be adopted by a simple majority of the votes cast.

- (4) Each share shall grant one vote at the General Meeting.
- (5) The chairperson can decide that the entire General Meeting or extracts therefrom be transmitted by way of video and audio transmission. Such transmission can even be in a form to which the public has unlimited access. The form of the transmission should be announced in the convocation of the General Meeting.

IV. ANNUAL FINANCIAL STATEMENTS AND APPROPRIATION OF THE BALANCE SHEET PROFITS

Article 19 Fiscal Year, Rendering of Accounts

- (1) The fiscal year is the calendar year.
- (2) Within the first three months of the fiscal year but no later than within the maximum period required by mandatory law, the Management Board shall prepare the annual financial statements and the management report as well as, to the extent required by law, the consolidated financial statements and the group management report for the preceding fiscal year and submit the same to the Supervisory Board without undue delay together with proposal for the resolution of the General Meeting on the appropriation of the balance sheet profits.

Article 20 Appropriation of the balance sheet profits

- (1) The General Meeting shall resolve on the appropriation of the balance sheet profits.
- (2) The General Meeting may resolve to make a distribution in kind instead of, or in addition to, a distribution in cash.
- (3) Upon expiration of a fiscal year, the Management Board may distribute to the shareholders an interim dividend, subject to the approval by the Supervisory Board and in accordance with section 59 AktG.

V. MISCELLANEOUS

Article 21 Formation Expenses

- (1) The formation expenses (Notary's fees, court costs, costs of notification) amount up to DM 5,000.00 (in words: five thousand German Marks).
- (2) Additionally, the Company has to bear the expenses for the conversion of Fresenius Medical Care AG into Fresenius Medical Care AG & Co. KGaA in an amount of up to EUR 7,500,000.00 (in words: seven million five hundred thousand Euro).
- (3) Additionally, the Company has to bear the expenses for the conversion of Fresenius Medical Care AG & Co. KGaA into Fresenius Medical Care AG in an amount of up to EUR 100,000,000.00 (in words: one hundred million Euro).

III. INFORMATION ON THE CANDIDATES FOR THE SUPERVISORY BOARD OF FRESENIUS MEDICAL CARE AG (SHAREHOLDER REPRESENTATIVES)

1. Information on the candidates proposed for election under agenda item 2

a) Shervin J. Korangy

Personal data:

Born: 1974
 Gender: Male
 Nationality: U.S.-American
 Member since: -

Education:

Bachelor of Science (B.S.) in Economics (The Wharton School, University of Pennsylvania, Philadelphia, Pennsylvania, U.S.)

Professional experience:

2017 - present BVI Medical, Inc., Waltham, Massachusetts, U.S.

- 2019 - present: President and Chief Executive Officer (CEO)
- 2017 - 2019: Chief Financial Officer (CFO) and Chief Strategy Officer (CSO)

2011 Co-founder of Sight Sciences, Inc., Menlo Park, California, U.S.

2010 - 2017 Various positions (including Country/Region Head and Global Head of Corporate Finance) at Novartis AG, Basel, Switzerland

1996 - 2010 Various positions (lastly Managing Director) at The Blackstone Group Inc., New York City, New York, U.S.

Information on memberships of other statutory supervisory boards:

None

Information on memberships in comparable domestic and foreign supervisory bodies of business enterprises:

- BVI Group Ltd., Warwickshire, United Kingdom (non-listed company), member of the Board of Directors (group mandate)
- The Hain Celestial Group, Inc., Lake Success, New York, U.S. (listed company), member of the Board of Directors
- Motus GI Holdings, Inc., Fort Lauderdale, Florida, U.S. (listed company), member of the Board of Directors

Other major activities:

None

Disclosures in accordance with the recommendations of the German Corporate Governance Code (DCGK):

According to the assessment of the supervisory board, there are no personal or business relationships of Mr. Shervin J. Korangy with the Company, its group companies, the governing bodies of the Company or a shareholder with a material interest in the Company that would require disclosure within the meaning of recommendation C.13 DCGK. According to the assessment of the supervisory board, Mr. Shervin J. Korangy is independent within the meaning of recommendation C.7 DCGK.

b) Dr. Marcus Kuhnert

Personal data:

Born: 1968
 Gender: Male
 Nationality: German/U.S.-American
 Member since: -

Education:

- Degree in Industrial Engineering (*Diplom-Wirtschaftsingenieur*) (Technische Universität Darmstadt, Darmstadt, Germany)
- Dr. rer. pol. (Technische Universität Darmstadt, Darmstadt, Germany)

Professional experience:

2014 - present Member of the Executive Board (general partner) and Chief Financial Officer (CFO) of MERCK Kommanditgesellschaft auf Aktien, Darmstadt, Germany (until 30 June 2023), and member of the Executive Board (general partner) of E. Merck KG, Darmstadt, Germany (until 31 July 2024)

1999 - 2014 Various positions (lastly Chief Financial Officer (CFO) of the Laundry & Home Care business unit) at Henkel AG & Co. KGaA, Dusseldorf, Germany

Information on memberships of other statutory supervisory boards:

None

Information on memberships in comparable domestic and foreign supervisory bodies of business enterprises:

Döhler Group SE, Darmstadt, Germany (non-listed company), member of the Board of Directors

Other major activities:

None

Disclosures in accordance with the recommendations of the German Corporate Governance Code (DCGK):

According to the assessment of the supervisory board, there are no personal or business relationships of Dr. Marcus Kuhnert with the Company, its group companies, the governing bodies of the Company or a shareholder with a material interest in the Company that would require disclosure within the meaning of recommendation C.13 DCGK. According to the assessment of the supervisory board, Dr. Marcus Kuhnert is independent within the meaning of recommendation C.7 DCGK.

c) Gregory Sorensen, M.D.**Personal data:**

Born: 1962
 Gender: Male
 Nationality: U.S.-American
 Member since: 2021

Education:

- Doctor of Medicine (M.D.) (Harvard Medical School, Boston, Massachusetts, U.S., and Massachusetts Institute of Technology, Cambridge, Massachusetts, U.S.)
- Master of Science (M.S.) in Computer Science (Brigham Young University, Provo, Utah, U.S.)
- Bachelor of Science (B.S.) in Biology (California Institute of Technology, Pasadena, California, U.S.)

Professional experience:

2015 - present Chief Executive Officer (CEO) of DeepHealth Inc., Cambridge, Massachusetts, U.S.
 Executive Chairman of the Board of Directors of IMRIS (Deerfield Imaging, Inc.), Minnetonka, Minnesota, U.S.

2011 - 2015 President and Chief Executive Officer (CEO) of Siemens Medical Solutions USA, Inc., Malvern, Pennsylvania, U.S.

1995 - 2011 Lecturer and Professor at Harvard Medical School, Boston, Massachusetts, U.S.
 Neuroradiologist at Massachusetts General Hospital, Boston, Massachusetts, U.S.

Information on memberships of other statutory supervisory boards:

Fresenius Medical Care Management AG, Hof (Saale), Germany (non-listed company), member of the supervisory board (group mandate)

Information on memberships in comparable domestic and foreign supervisory bodies of business enterprises:

REALM IDx, Inc., Aliso Viejo, California, U.S. (non-listed company), Non-Executive Director

Other major activities:

None

Disclosures in accordance with the recommendations of the German Corporate Governance Code (DCGK):

Mr. Gregory Sorensen, M.D., is currently a member of the supervisory board of Fresenius Medical Care Management AG, the general partner of the Company, from which he will resign upon effectiveness of the conversion. In addition, Fresenius Medical Care Management AG will cease to be the Company's general partner upon effectiveness of the conversion. According to the assessment of the supervisory board, upon effectiveness of the conversion, there are no personal or business relations of Mr. Gregory Sorensen, M.D., with the Company, its group companies, the governing bodies of the Company or a shareholder with a material interest in the Company that would require disclosure within the meaning of recommendation C.13 DCGK. According to

the assessment of the supervisory board, Mr. Gregory Sorensen, M.D., is independent within the meaning of recommendation C.7 DCGK.

d) Pascale Witz**Personal data:**

Born: 1967
 Gender: Female
 Nationality: French
 Member since: 2016

Education:

- Diplome d'Ingenieur in Biochemistry (Institut National des Sciences Appliquées (INSA), France)
- M.B.A. in Business Administration (INSEAD, France)

Professional experience:

2016 - present President of PWH Advisors LLC, New York City, New York, U.S.
 2013 - 2016 Executive Vice President of Sanofi S.A., Paris, France
 2009 - 2013 President and Chief Executive Officer (CEO) of GE Healthcare, Medical Diagnostics Division, London, United Kingdom
 2008 - 2009 President and General Manager, Interventional Radiology & Cardiology of GE Healthcare Corporation, Milwaukee, Wisconsin, U.S.
 1996 - 2007 Various positions in France and the U.S. at GE Healthcare Corporation, Milwaukee, Wisconsin, U.S.
 1991 - 1996 Marketing Manager, Pharmaceuticals Systems Europa, at Becton Dickinson Corporation, Franklin Lakes, New Jersey, U.S.

Information on memberships of other statutory supervisory boards:

Fresenius Medical Care Management AG, Hof (Saale), Germany, (non-listed company), member of the supervisory board (group mandate)

Information on memberships in comparable domestic and foreign supervisory bodies of business enterprises:

- Horizon Therapeutics plc, Dublin, Ireland (publicly-listed company), Non-Executive Director
- Revvity, Inc., Waltham, Massachusetts, U.S. (publicly-listed company), Non-Executive Director
- Regulus Therapeutics Inc., San Diego, California, U.S. (publicly-listed company), Non-Executive Director

Other major activities:

Advisor to healthcare and life sciences companies and investment firms

Disclosures in accordance with the recommendations of the German Corporate Governance Code (DCGK):

Ms. Pascale Witz is currently a member of the supervisory board of Fresenius Medical Care Management AG, the general partner of the Company, from which she will resign upon effectiveness of the conversion. In addition, Fresenius Medical Care Management AG will cease to be the Company's general partner upon effectiveness of the conversion. According to the assessment of the supervisory board, upon effectiveness of the conversion, there are no personal or business relations of Ms. Pascale Witz with the Company, its group companies, the governing bodies of the Company or a shareholder with a material interest in the Company that would require disclosure within the meaning of recommendation C.13 DCGK. According to the assessment of the supervisory board, Ms. Pascale Witz is independent within the meaning of recommendation C.7 DCGK.

2. Information on the candidates to be appointed by Fresenius SE & Co. KGaA

a) Michael Sen

Personal data:

Born: 1968
 Gender: Male
 Nationality: German
 Member since: -

Education:

- Commercial Assistant (*Industriekaufmann*) (Siemens Aktiengesellschaft, Berlin/Munich, Germany (Siemens apprenticeship))
- Degree in Business Administration (*Diplom-Kaufmann*) (Technische Universität Berlin (TUB), Berlin, Germany)

Professional experience:

- April 2021 - present Fresenius Group, Bad Homburg v. d. Höhe, Germany
- 10/2022 - present: Chairman of the management board of Fresenius Management SE
 - 04/2021 - 02/2023: Chairman of the management board of Fresenius Kabi Aktiengesellschaft and member of the management board of Fresenius Management SE (responsible for the business segment Fresenius Kabi)
- 2017 - 2021 Siemens Aktiengesellschaft, Berlin/Munich, Germany
- 04/2020 - 03/2021: Executive Advisor of the Chief Executive Officer and of the Chairman of the supervisory board
 - 10/2019 - 03/2020: Member of the management board (responsible for Energy, among other responsibilities)

- 04/2017 - 09/2019: Member of the management board ((Executive) Chairman Siemens Healthineers, among other responsibilities)
- 2015 - 2017 Member of the management board (Chief Financial Officer (CFO)) at E.ON SE, Essen, Germany
- 1996 - 2015 Various positions (lastly member of the management board Healthcare Sector and Chief Financial Officer (CFO)) at Siemens Aktiengesellschaft, Munich, Germany

Information on memberships of other statutory supervisory boards:

- Fresenius Kabi Aktiengesellschaft, Bad Homburg v. d. Höhe, Germany (non-listed company), chairman of the supervisory board (group mandate)
- Fresenius Medical Care Management AG, Hof (Saale), Germany (non-listed company), chairman of the supervisory board (group mandate)

Information on memberships in comparable domestic and foreign supervisory bodies of business enterprises:

None

Other major activities:

None

Disclosures in accordance with the recommendations of the German Corporate Governance Code (DCGK):

Mr. Michael Sen is a member and chairman of the supervisory board of Fresenius Medical Care Management AG, the general partner of the Company, which will cease to be a general partner of the Company upon effectiveness of the conversion. He is also a member and chairman of the management board of Fresenius Management SE, the general partner of

Fresenius SE & Co. KGaA. Fresenius SE & Co. KGaA holds approximately 32.2% of the share capital and the voting rights of the Company. Even after the effectiveness of the conversion, the Company will continue to have a material business relationship with Fresenius SE & Co. KGaA or its affiliated companies. Mr. Michael Sen is therefore, as a matter of precaution, not considered independent within the meaning of recommendation C.7 DCGK. According to the assessment of the supervisory board, there are no further personal or business relationships of Mr. Michael Sen with the Company, its group companies, the governing bodies of the Company or a shareholder with a material interest in the Company that would require disclosure pursuant to recommendation C.13 DCGK.

b) Sara Lisa Hennicken

Personal data:

Born: 1980
 Gender: Female
 Nationality: Germany
 Member since: -

Education:

- Diplom-Ökonom (Justus-Liebig-Universität, Gießen, Germany)
- Master of Arts in Economics (University of Wisconsin-Milwaukee (UVM), Milwaukee, Wisconsin, U.S.)

Professional experience:

- 2019 - present Fresenius Group, Bad Homburg v. d. Höhe, Germany
- 09/2022 - present: Member of the management board (Chief Financial Officer)
 - 08/2019 - 2022: Senior Vice President Global Treasury and Corporate Finance

2010 - 2019 Various positions (lastly Managing Director and Senior Client Executive in Corporate Finance Coverage) at Deutsche Bank AG, Frankfurt am Main, Germany, and London, United Kingdom

2005 - 2010 Various positions (lastly Associate, Investment Banking, Corporate Finance) at Citigroup, Frankfurt am Main, Germany, and London, United Kingdom

Information on memberships of other statutory supervisory boards:

- Fresenius Kabi Aktiengesellschaft, Bad Homburg v. d. Höhe, Germany, (non-listed company), Deputy Chair of the supervisory board (group mandate)
- Fresenius Medical Care Management AG, Hof (Saale), Germany, (non-listed company), member of the supervisory board (group mandate)

Information on memberships in comparable domestic and foreign supervisory bodies of business enterprises:

VAMED AG, Vienna, Austria, (non-listed company), Deputy Chair of the supervisory board (group mandate)

Other major activities:

None

Disclosures in accordance with the recommendations of the German Corporate Governance Code (DCGK):

Ms. Sara Lisa Hennicken is a member of the supervisory board of Fresenius Medical Care Management AG, the general partner of the Company, which will cease to be a general partner of the Company upon effectiveness of the conversion. She is also a member of the management board of Fresenius Management SE, the general partner of Fresenius SE & Co. KGaA. Fresenius SE & Co. KGaA holds approximately 32.2% of the share capital and the voting

rights of the Company. Even after the effectiveness of the conversion, the Company will continue to have a material business relationship with Fresenius SE & Co. KGaA or its affiliated companies. Ms. Sara Lisa Hennicken is therefore, as a matter of precaution, not considered independent within the meaning of recommendation C.7 DCGK. According to the assessment of the supervisory board, there are no further personal or business relationships of Ms. Sara Lisa Hennicken with the Company, its group companies, the governing bodies of the Company or a shareholder with a material interest in the Company that would require disclosure pursuant to recommendation C.13 DCGK.

IV. FURTHER INFORMATION REGARDING THE CONVENING

1. Total number of shares and voting rights

At the time of the convening of the Extraordinary General Meeting, the share capital of the Company is composed of 293,413,449 non-par value shares and consists solely of bearer shares, having one vote per share. The Company does not hold any treasury shares at the time of convening the Extraordinary General Meeting. Therefore, there are 293,413,449 voting rights at the time of the convening of the Extraordinary General Meeting.

2. Participation at the Extraordinary General Meeting and exercise of voting rights

Only those shareholders who have registered with the Company in text form in the German or the English language by the end of **7 July 2023 (24:00 hours CEST)**, at the latest, at one of the following contact options:

Fresenius Medical Care AG & Co. KGaA
c/o Computershare Operations Center
80249 Munich
Germany
or e-mail: anmeldestelle@computershare.de

and who have provided the Company with evidence of their entitlement to participate at the Extraordinary General Meeting and to exercise voting rights are entitled to such rights. As evidence of their entitlement to attend the Extraordinary General Meeting and to exercise their voting right, shareholders must, by the end of **7 July 2023 (24:00 hours CEST)**, at the latest, provide ev-

idence of their shareholding issued by the ultimate intermediary (usually their depository institution) in text form in the German or the English language to the aforementioned address referring to the beginning of **23 June 2023 (00:00 hours CEST)** ("Evidence Date"); evidence pursuant to section 67c (3) AktG is sufficient.

Admission tickets to participate in the Extraordinary General Meeting shall be sent to shareholders after the receipt of their registration and evidence of shareholding in due form and in a timely manner using one of the aforementioned contact options. Unlike the registration for the Extraordinary General Meeting and the evidence of shareholding, the admission tickets merely serve as organizational aids and are not required in order to participate in the Extraordinary General Meeting or to exercise voting rights. Most custodian banks will ensure that admission tickets are received in good time, provided that shareholders complete the admission ticket order forms sent to them by their custodian bank and return them to their custodian bank in good time for the latter to be able to register and provide evidence of shareholding for the shareholder in good time. To ensure the timely receipt of the admission tickets, we ask shareholders, in their own interest, to contact their custodian bank as early as possible to ensure early registration and timely receipt of the admission ticket.

As regards the participation at the Extraordinary General Meeting and the exercise of voting rights, only those who have provided evidence of shareholding are considered shareholders in relation to the Company. The right of participation at the Extraordinary General Meeting and the extent of the voting rights are solely determined by the shareholding on the Evidence Date. The Evidence Date is not accompanied by a lock on the sale of shares. Even a full or partial sale of the shareholding after the Evidence Date does not affect the right to participate and the voting right. This also applies accordingly to the acquisition of shares after the Evidence Date. Persons who do not yet hold

shares on the Evidence Date and become shareholders only thereafter are entitled to participate at the Extraordinary General Meeting and exercise voting rights for the shares held by them only to the extent that they are authorized by proxy or otherwise authorized to exercise rights.

3. Proxy voting procedure

Shareholders may also have their rights in connection with the Extraordinary General Meeting exercised by a proxy, e.g., an intermediary, an association of shareholders, a proxy advisor or another person of their choice. If the shareholder authorizes more than one person, the Company may reject one or more of these. For the authorization of the proxies appointed by the Company who are bound by instructions, the special features described below under section 4 apply.

The granting of power of attorney, its revocation and the proof of authorization vis-à-vis the Company must be in text form (section 126b BGB). The text form requirement does not apply to the authorization of intermediaries as defined by section 67a (4) AktG, associations of shareholders, proxy advisors or other persons as defined by section 135 (8) AktG; Intermediaries as defined by section 67a (4) AktG, associations of shareholders, proxy advisors or other persons as defined by section 135 (8) AktG, insofar as power of attorney shall be granted to them, may require different procedures, which would need to be obtained from them in each case.

The proxy may be granted to the proxy or to the Company. The evidence of the appointment of an authorized person may either be presented at the entrance to the meeting venue of the Extraordinary General Meeting on the day of the Extraordinary General Meeting or be submitted in advance to the following contact options:

Fresenius Medical Care AG & Co. KGaA
c/o Computershare Operations Center
80249 Munich
Germany
or e-mail: anmeldestelle@computershare.de

In case the proxy or the evidence of the appointment of an authorized person is submitted to the Company in advance to the postal address or e-mail address stated above, we may for organizational reasons ask for a corresponding submission by **13 July 2023 (24:00 hours CEST)**.

This does not affect the possibility of granting proxy to a third party at the Extraordinary General Meeting on site.

To be able to clearly assign the power of attorney, the full name or company, place of residence or business address, and admission ticket number of the shareholder must be stated.

After registration has been completed, the Company will provide the form that can be used to grant power of attorney together with the admission ticket. The corresponding form for granting power of attorney can also be downloaded from the Company's website at www.freseniusmedicalcare.com/en/agm/.

Registration in due form and in a timely manner and evidence of shareholding in due form and in a timely manner in accordance with the above provisions are also required in case a power of attorney is granted. This does not preclude the granting of a power of attorney after registration has been completed.

4. Procedure regarding Company-named proxies acting on shareholders' voting instructions

The Company offers its shareholders or their proxies to authorize proxies appointed by the Company and bound by instructions to exercise their voting rights. The proxies of the Company are employees of the Company or of an affiliated company who vote on the individual agenda items in accordance with the instructions issued to them on the basis of authorizations by shareholders or their proxies. The proxies named by the Company must, for this purpose, be issued powers of attorney in text form as well as express and unambiguous instructions for the exercise of the voting right. The proxies of the Company are obliged to vote as instructed. They cannot exercise voting rights at their own discretion. In the absence of explicit and unambiguous instructions, the proxies of the Company will abstain from voting on the respective voting item. The proxies of the Company may not be instructed to exercise shareholder rights beyond the exercise of voting rights in accordance with instructions.

After registration has been completed, the Company will provide the form that can be used to grant power of attorney and to issue instructions together with the admission ticket. The corresponding form for granting power of attorney and issuing instructions can also be downloaded from the Company's website at www.freseniusmedicalcare.com/en/agm/.

Registration in due form and in a timely manner and evidence of shareholding in due form and in a timely manner in accordance with the above provisions are also required in case a power of attorney and instructions are issued to the proxies of the Company. This does not preclude the issue of a power of attorney and instructions after registration has been completed.

Powers of attorney including voting instructions for the proxies named by the Company may already be submitted to the Company prior to the Extraordinary General Meeting. In this case,

powers of attorney and voting instructions must be received by the Company for organizational reasons by **13 July 2023 (24:00 hours CEST)** at the following contact options:

Fresenius Medical Care AG & Co. KGaA
c/o Computershare Operations Center
80249 Munich
Germany
or e-mail: anmeldestelle@computershare.de

Irrespective of the above, shareholders may issue powers of attorney and voting instructions to proxies named by the Company during the Extraordinary General Meeting until the commencement of the casting of the votes.

5. Electronic transmission of powers of attorney and instructions, revocation of powers of attorney and proof of authorization

Powers of attorney and instructions, the revocation of powers of attorney and proof of authorization can by **13 July 2023 (24:00 hours CEST)** - subject to technical availability - also be transmitted electronically to the Company via an internet-based authorization and instruction system. This password-protected authorization and instruction system of the Company is accessible to shareholders who have properly registered and properly provided evidence of their shareholding on the Company's website at:

www.freseniusmedicalcare.com/en/agm/

Further information on the use of this authorization and instruction system and time limits can be found at the link provided. Access to the password-protected authorization and instruction system of the Company requires the entry of access data, which will be sent to shareholders or their proxies after proper registration and evidence of shareholding.

6. Information on shareholders' rights pursuant to section 278 (3) AktG in conjunction with section 122 (2), section 126 (1), section 127, section 131 (1) AktG

a) Supplements to the agenda at the request of a minority according to section 278 (3) AktG in conjunction with section 122 (2) AktG

Shareholders whose total combined shares amount to the twentieth part of the share capital or the proportionate amount of the share capital of EUR 500,000.00 (that is equivalent to 500,000 non-par value shares), can request, according to section 278 (3) AktG in conjunction with section 122 (2) AktG, that items be placed on the agenda and notice thereof be given. For each new item, reasons or a draft resolution must be attached.

Supplemental requests must be received by the Company at least 30 days prior to the Extraordinary General Meeting in writing; the day of receipt and the day of the Extraordinary General Meeting are not included in that calculation. Therefore, the last possible date for receipt is **13 June 2023 (24:00 hours CEST)**. Supplemental requests received after that date cannot be taken into account.

Applicants must provide evidence that they have held the minimum quantity of shares for at least ninety days prior to the day of the receipt of the supplemental request by the Company and that they hold the shares until the General Partner's decision on the supplemental request (section 278 (3) AktG in conjunction with section 122 (2), (1) sentence 3 AktG). When calculating the shareholding period, section 70 AktG must be observed.

We ask shareholders to submit any supplemental requests to the following address:

Fresenius Medical Care AG & Co. KGaA
Die persönlich haftende Gesellschafterin
Fresenius Medical Care Management AG
- Vorstand -
Else-Kröner-Straße 1
61352 Bad Homburg v. d. Höhe
Germany

Unless made public at the same time as the convening notice of the Extraordinary General Meeting, supplements to the agenda that are required to be published are published without undue delay upon receipt of the request in the German Federal Gazette (*Bundesanzeiger*). In addition, such requests are made accessible to shareholders on the Company's website at www.freseniusmedicalcare.com/en/agm/ without undue delay and communicated pursuant to section 125 (1) sentence 3 AktG.

b) Motions and election proposals by shareholders according to section 278 (3) AktG in conjunction with section 126, section 127 AktG

Prior to the Extraordinary General Meeting shareholders may submit countermotions to the Company regarding proposals made by the General Partner and/or the supervisory board of the Company pertaining to a specific item on the agenda. Shareholders may also submit election proposals. Countermotions and proposals for election to be made accessible that have been received by the Company at the contact options mentioned below at least 14 days prior to the Extraordinary General Meeting, not counting the day of receipt and the day of the Extraordinary General Meeting, i.e., until **29 June 2023 (24:00 hours CEST)** at the latest, will be made available on the Company's website to the other sharehold-

ers, including the name of the submitting shareholder and any reasons given, at www.freseniusmedicalcare.com/en/agm/.

Any comments of the management of the Company on countermotions or proposals for election will also be published under the internet address provided above.

Countermotions and proposals for election must be sent to one of the following contact options:

Fresenius Medical Care AG & Co. KGaA
- Investor Relations -
Else-Kröner-Straße 1
61352 Bad Homburg v. d. Höhe
Germany
or e-mail: hauptversammlung@fmc-ag.com

Countermotions and any reasons given do not need to be made accessible under the prerequisites of section 126 (2) sentence 1 AktG. Pursuant to section 126 (2) sentence 2 AktG, any reasons for a countermotion also do not need to be made accessible if they amount to more than 5,000 characters in total. Section 126 AktG applies analogously to election proposals of a shareholder pursuant to section 127 AktG.

In addition, the General Partner is not obligated to publish an election proposal pursuant to section 278 (3), section 127 AktG if such election proposal fails to contain the information required by section 124 (3) sentence 4 and section 125 (1) sentence 5 AktG.

c) Right to information pursuant to section 278 (3) AktG in conjunction with section 131 (1) AktG

Upon request, each shareholder shall at the Extraordinary General Meeting be provided with information by the General Partner on the affairs of the Company including the legal and business relationships with affiliated companies and on the situation of the group and the companies included in the consolidated financial statements. This applies only to the extent the information is necessary for a proper evaluation of the item on the agenda and there is no right to refuse information.

Pursuant to section 131 (2) sentence 2 AktG in conjunction with Article 17 (2) sentence 2 of the articles of association of the Company, the chairman of the meeting is entitled to reasonably limit the shareholders' speaking time and the time to ask questions from the beginning of the Extraordinary General Meeting on, if such limitation is allowed by law.

d) Further information on the rights of the shareholders

Further explanations on the rights of the shareholders under section 278 (3) AktG in conjunction with section 122 (2), section 126 (1), section 127 and section 131 (1) AktG are available on the Company's website at www.freseniusmedicalcare.com/en/agm/.

7. Availability of documents and information

The documents to be made available to the Extraordinary General Meeting in accordance with section 278 (3) AktG in conjunction with section 124a AktG as well as any other information relating to the General Meeting are accessible on the Company's website at:

www.freseniusmedicalcare.com/en/agm/

These documents will also be available for inspection by the shareholders at the Extraordinary General Meeting.

These documents will also be available for inspection by the shareholders at the offices of the Company, Fresenius Medical Care AG & Co. KGaA, Else-Kröner-Straße 1, 61352 Bad Homburg v. d. Höhe, Germany, from the date of the convening of the Extraordinary General Meeting.

Notice of Availability of U.S. Prospectus - The shares of Fresenius Medical Care AG have been registered under the U.S. Securities Act of 1933, as amended, and a prospectus prepared in accordance with applicable U.S. law (U.S. Prospectus), including the documents incorporated by reference into the prospectus with respect to the registration of the shares of Fresenius Medical Care AG is available for download at www.sec.gov and at www.freseniusmedicalcare.com/en/agm/. Shareholders may request a printed copy of the U.S. Prospectus (which will be provided to them without cost) from the one of the following contact options of the Company:

Fresenius Medical Care AG & Co. KGaA
- Investor Relations -
Else-Kröner-Straße 1
61352 Bad Homburg v. d. Höhe
Germany
or e-mail: ir@fmc-ag.com

The U.S. Prospectus has not been submitted to or reviewed or approved by any German or European Union financial regulatory authority.

The voting results will be published on the aforementioned website of the Company after the Extraordinary General Meeting.

8. Audio and visual broadcast

The chairperson of the meeting is expected to arrange that all shareholders of the Company and interested members of the public can follow the introductory statement of the chairperson of the meeting and the speech of the chairperson of the management board of the General Partner live in the internet in video and audio from 10:00 hours CEST on the day of the Extraordinary General Meeting. In this case, unrestricted access to the live broadcast will be made available via the website www.freseniusmedicalcare.com/en/agm/

9. Time specifications in this convening notice

The time specifications in this convening notice refer to the Central European Summer Time (CEST) unless explicitly stated otherwise. With regard to the Coordinated Universal Time (UTC) this translates to UTC = CEST minus two hours.

10. Information for holders of American Depositary Receipts (ADR) regarding the Extraordinary General Meeting

Holders of ADR will generally submit their voting instructions to The Bank of New York Mellon, in its capacity as Depositary Bank. The Bank of New York Mellon will distribute to ADR holders (a) a notice informing ADR holders of the electronic availability of the EGM invitation and agenda, and the materials referred to in the agenda, and (b) a voting instruction card for ADR holders. Voting instructions must be received by The Bank of New York Mellon by **3 July 2023 (prior to 12:00 hours (noon) (EDT))** (UTC = EDT plus four hours) at the latest. Persons whose ADR are held of record by bank, broker or other intermediary may be required to provide their voting instructions through their intermediaries, who will in turn forward such instructions to the Depositary Bank.

11. Data protection information for shareholders and their proxies

When shareholders register for the Extraordinary General Meeting and exercise their shareholder rights in relation to the Extraordinary General Meeting or grant a power of attorney, the Company collects personal data about the shareholders and/or their proxies in order to enable the shareholders and their proxies to exercise their rights in relation to the Extraordinary General Meeting. The Company processes personal data as a data controller in accordance with the provisions of the General Data Protection Regulation ("GDPR") and all other applicable laws.

Details on the processing of personal data and the rights of shareholders and/or their proxies under the GDPR can be found on the Company's website at www.freseniusmedicalcare.com/en/agm/.

Hof (Saale), June 2023

Fresenius Medical Care AG & Co. KGaA

The General Partner

Fresenius Medical Care Management AG

The Management Board