

CORPORATE GOVERNANCE DECLARATION.

The Supervisory Board and the Management Board are committed to responsible management that is focused on achieving a sustainable increase in the value of the Company. Long-term corporate strategies, solid financial management, strict adherence to legal and ethical business standards, and transparency in corporate communication are key factors.

In this Corporate Governance Declaration, the Supervisory Board of Fresenius SE & Co. KGaA and the Management Board of the general partner of Fresenius SE & Co. KGaA, Fresenius Management SE (Management Board), report on corporate management pursuant to Sections 289 f and 315 d of the German Commercial Code (HGB) and on the corporate governance of the Company pursuant to the German Corporate Governance Code (Corporate Governance Report). The Corporate Governance Declaration is published on our website, see www.fresenius.com/corporate-governance.

CORPORATE GOVERNANCE DECLARATION

GROUP MANAGEMENT AND SUPERVISION STRUCTURE AND CORPORATE BODIES

GROUP MANAGEMENT AND SUPERVISION STRUCTURE

The Company has the legal structure of a KGaA (Kommanditgesellschaft auf Aktien — partnership limited by shares). The **Annual General Meeting**, the **Supervisory Board**, and the **general partner** Fresenius Management SE are the legal corporate bodies. There have been no

changes in the Group management and the supervision structure in the reporting period. The chart on the following page provides an overview of the Group structure.

The articles of association of Fresenius SE & Co. KGaA, which, in addition to legal provisions, further define the responsibilities of the individual corporate bodies, can be downloaded from our website, see www.fresenius.com/corporate-governance.

SHAREHOLDERS

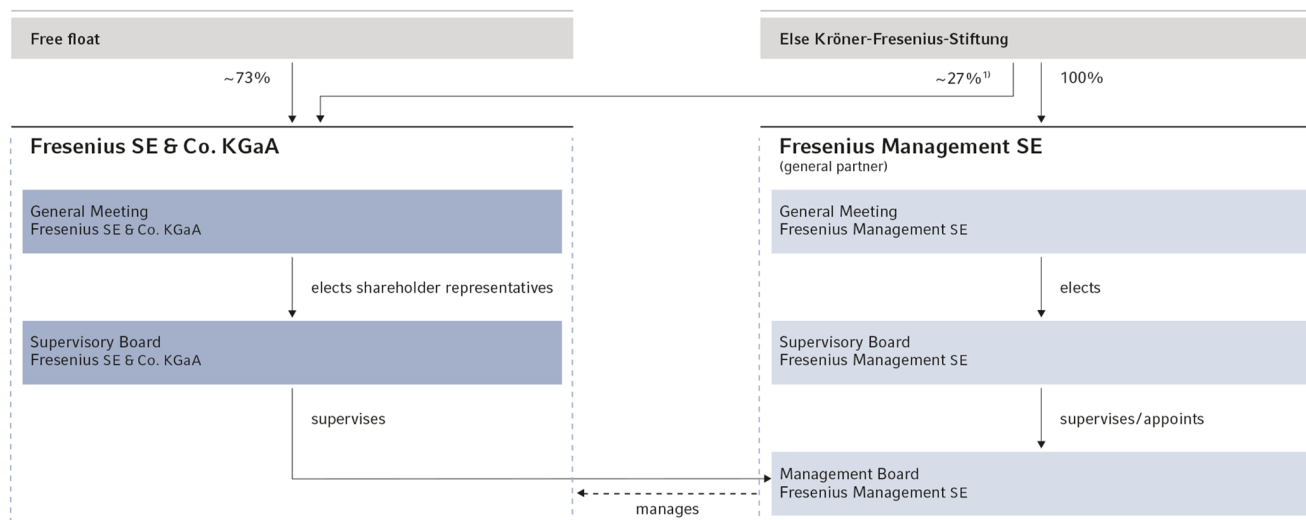
The shareholders uphold their rights at the Annual General Meeting, where they exercise their **voting rights**. Every ordinary share of Fresenius SE & Co. KGaA confers one vote. None of the shares carry multiple or preferential voting rights.

We report on our financial market communications in the "Fresenius share" section on page 22 ff.

ANNUAL GENERAL MEETING

Our Annual General Meeting (AGM) was held on May 17, 2023, in Frankfurt/Main. Approximately 73% of the share capital was represented. After carefully considering all interests, Fresenius made use of the option created by the legislator to hold the Annual General Meeting in the 2023 fiscal year as a virtual Annual General Meeting in accordance with the new statutory provision in Section 118a (1) sentence 1 AktG. Around 97% of the valid votes cast by the shareholders were in favor of the proposal by the general partner and the Supervisory Board to maintain the dividend at the previous year's level of €0.92. A majority of over 89% of shareholders approved the compensation report for the 2022 fiscal year. A majority of over 93% also approved the revised compensation system for the members of the Management Board (2023+ compensation system). A majority of around 88% also approved an amendment to the Company's articles of association, authorizing the Management Board to provide for the Annual General Meeting to be held without the physical presence of shareholders or their proxies at the venue of the Annual General Meeting (virtual Annual General Meeting). This authorization applies to the holding of virtual Annual General Meetings for a period of two years following the entry of this provision of the articles of association in the commercial register. The entry in the commercial register was made in June 2023. In addition, a majority of over 94% voted in

CORPORATE STRUCTURE AT FRESENIUS SE & CO. KGAA



¹ For selected items no voting power, e.g., election of Supervisory Board of Fresenius SE & Co. KGaA, discharge of general partner and Supervisory Board of Fresenius SE & Co. KGaA, election of the auditor.

favor of a further amendment to the articles of association, as a result of which the Supervisory Board members may participate in virtual Annual General Meetings by means of video and sound transmission. The actions of the general partner and the Supervisory Board were approved for 2022 with majorities of around 94% and around 89%, respectively.

With regard to certain subject matters, exclusions exist for the general partner and its sole shareholder, the Else Kröner-Fresenius-Stiftung. These pertain, for example, to the appointment of the Supervisory Board of Fresenius SE & Co. KGaA, the approval of the actions of the general partner and the members of the Supervisory Board, and the selection of the auditor. This guarantees that the remaining shareholders retain the sole authority to decide on

these matters, especially those that pertain to the supervision of management.

Documents and information on the Annual General Meeting, as well as the voting results, are available on our website at www.fresenius.com/annual-general-meeting.

MANAGEMENT BOARD AND SUPERVISORY BOARD PROCEDURES

The **responsibilities** are distributed as follows in Fresenius SE & Co. KGaA: Management is the responsibility of the general partner, represented by its Management Board. The Supervisory Board of Fresenius SE & Co. KGaA supervises the management of the Company's business by the general partner.

General partner – Management and Supervisory Boards

The general partner Fresenius Management SE, represented by its Management Board, manages Fresenius SE & Co. KGaA at its own responsibility and conducts its business. The Management Board formulates the Company's strategy, discusses it with the Supervisory Boards of Fresenius Management SE and Fresenius SE & Co. KGaA, and oversees its implementation. Its actions and decisions are aligned with the best interests of Fresenius SE & Co. KGaA. The Management Board is committed to increasing the value of the Company on a sustainable basis. The rules of procedure for the Management Board were established by the Supervisory Board of Fresenius Management SE. They define the activities within the board more specifically, especially with regard to the individual duties and responsibilities of the members, matters reserved for the full Management Board, and resolutions to be passed by the full Management Board.

Since the change of structure of Fresenius Medical Care from the legal structure of AG & Co. KGaA into the legal structure of a listed company on November 30, 2023 and the associated deconsolidation of Fresenius Medical Care, the Management Board of Fresenius Management SE consists of five members: the Chief Executive Officer, the Chief Financial Officer, the board member for the Legal, Compliance, Risk Management, ESG, Human Resources departments and for the Fresenius Vamed business segment, the board member for the Fresenius Kabi business segment and the board member for the Fresenius Helios business segment. This ensures that the full Management Board is kept constantly informed about important events, plans, developments, and measures within the business segments. The division of responsibilities stipulates that, in addition to coordinating the business segments and exercising shareholder rights at Fresenius Medical Care AG,

the Chair of the Management Board monitors general business policy and investment policy. The Group-wide topic of sustainability is anchored in the Management Board for Legal, Compliance, Risk Management, ESG, Human Resources and for the Fresenius Vamed business segment. Further information on the topic of sustainability can be found in the Group Non-financial Report on page 103 ff.

In addition to Finance and Accounting and Group Controlling, the Board Member for Finance is also responsible for the Group's Internal Audit and Tax departments. It also coordinates measures in the areas of cybersecurity, IT and corporate real estate management.

As part of their activities, members of the Management Board also chair internal Group advisory bodies, such as the Risk Steering Committee. Further information on these bodies can be found on page 170 of our Group Non-financial Report.

The Management Board has not established any committees. The Management Board is listed on page 372 of the Annual Report.

Members of the Management Board are appointed for a maximum period of five years. In accordance with the recommendation of the Code, initial appointments are made for three years. Effective March 1, 2023, Mr. Pierluigi Antonelli was appointed Chairman of the Management Board of Fresenius Kabi AG and member of the Management Board of Fresenius Management SE. Dr. Michael Moser was appointed as a member of the Management Board of Fresenius Management SE with effect from July 1, 2023 and has been responsible for the Legal, Compliance, Risk Management and ESG departments since then. After Dr. Ernst Wastler resigned as CEO of VAMED AG and thus also from the Management Board of Fresenius Management SE on July 18, 2023, Dr. Michael Moser also assumed responsibility for the Fresenius Vamed business segment, without Dr. Moser becoming a member of the Management

Board of VAMED AG. Dr. Michael Moser also assumed responsibility for Human Resources and Insurance on December 1, 2023. On September 8, 2023, Mr. Robert Möller was appointed as the Management Board member responsible for the Fresenius Helios business segment. He follows Dr. Francesco De Meo, who left the Company on September 8, 2023. In addition, Dr. Sebastian Biedenkopf left the Management Board of Fresenius Management SE at the end of November 30, 2023. With the change of structure of Fresenius Medical Care taking effect on November 30, 2023 and the associated deconsolidation of Fresenius Medical Care at Fresenius, Ms. Helen Giza also left the Management Board of Fresenius Management SE.

A fixed age limit applies to the Management Board of Fresenius Management SE: As a rule, newly appointed members of the Management Board should retire from the Management Board at the end of the calendar year after reaching the age of 65.

The **meetings of the Management Board** are convened and chaired by the Chairman of the Management Board as required, but at least once a month. If he is unable to attend, this task is the responsibility of the Chief Financial Officer; if he is also unable to attend, it is the responsibility of the oldest Board member present. The person chairing the meeting decides the order in which the items on the agenda are dealt with and the form in which the voting is conducted. The Management Board passes resolutions at meetings by a simple majority of the votes cast, outside of meetings by a simple majority of its members. This does not apply to matters in which mandatory legal provisions or the articles of association of Fresenius Management SE impose stricter requirements. The Chairman of the Management Board has the casting vote if a vote is tied. If the Chairman is incapacitated or absent, the motion is deemed rejected if a vote is tied. The rules of procedure for the Management Board also regulate verbal and written

communication between the Management Board and the Supervisory Board of the general partner and between the general partner and the Supervisory Board of Fresenius AG SE & Co. KGaA. It also specifies cases in which the prior approval of the Supervisory Board of the general partner is required.

As a European company (SE – Societas Europaea), Fresenius Management SE has its own **Supervisory Board**. It has seven members. The Supervisory Board appoints the members of the Management Board of Fresenius Management SE and supervises and advises the Management Board by conducting the business. It regularly meets without the Management Board. It has adopted its own rules of procedure.

The Supervisory Board members of Fresenius Management SE can be found on page 373 of the Annual Report. The members of the Management Board are appointed by the Supervisory Board of Fresenius Management SE. This ensures long-term succession planning. This is based on discussions with members of the Management Board and impressions of managers who present at the meetings of the Supervisory Boards of Fresenius Management SE as well as Fresenius SE & Co. KGaA. This allows the Supervisory Board to form a picture of potential successors from within the Company.

Information on the compensation of the Management Board and Supervisory Board of Fresenius Management SE can be found here:

- Compensation system of the Management Board pursuant to Section 87a (1), (2) sentence 1 AktG at www.fresenius.com/corporate-governance 2023 compensation report, including the auditor's remarks, pursuant to Section 162 AktG at www.fresenius.de/corporate-governance

The Supervisory Board of Fresenius SE & Co. KGaA

The Supervisory Board of Fresenius SE & Co. KGaA supervises the management of the Company's business by the general partner Fresenius Management SE. It supervises business operations to ensure that corporate decisions of the Management Board are compliant, suitable, and financially sound. Taking into account the auditor's report, the Supervisory Board also reviews the annual financial statements and the consolidated financial statements. Another important part of the Supervisory Board's activities is the work conducted within the committees formed in accordance with the requirements of the German Stock Corporation Act and the recommendations of the Code. The Management Board of the general partner Fresenius Management SE continuously informs the Supervisory Board of the corporate development, planning, and strategy.

The Supervisory Board of Fresenius SE & Co. KGaA consists of 12 members. The members of the Supervisory Board are listed on page 370 f. of this Annual Report. Half of its members are elected by the AGM. The proposals for the members of the Supervisory Board primarily take account of the knowledge, ability, and expert experience required to perform the tasks. The election proposals provided by the Supervisory Board reflect its designated objectives as well as its profile of expertise and skills. A Nomination Committee has been instituted for election proposals for the **shareholder representatives**. Its activities are aligned with the provisions of law and the Code. The European Works Council elects the **employee representatives** to the Supervisory Board of Fresenius SE & Co. KGaA. If an employee representative retires within their term of office, the substitute member will become a member of the Supervisory Board. With the change of structure of Fresenius Medical Care taking effect on November 30, 2023 and the associated deconsolidation of Fresenius Medical Care, employee representative Ms. Stefanie

Balling left the Supervisory Board. Her successor is Mr. Holger Michel, who was elected in advance at the constituting meeting of the European Works Council as a personal substitute member.

For the Supervisory Board of Fresenius SE & Co. KGaA the law requires a quota of at least 30% women and 30% men. The statutory quotas were met in 2023.

A fixed age limit applies to Fresenius SE & Co. KGaA, under which, as a rule, the Supervisory Board of Fresenius SE & Co. KGaA should only include members who have not yet reached the age of 75 at the time of their election or appointment. The average age of the Supervisory Board as at December 31, 2023 was around 62 years.

The skills and experience of all Supervisory Board members help to ensure a balanced exchange within the Board. In 2023, the objectives for the composition and skills and expertise profile of the Board were met. Further information is provided on page 211 ff. of the Annual Report.

The Supervisory Board of Fresenius SE & Co. KGaA fulfills its tasks in accordance with the provisions of law, the articles of association of Fresenius SE & Co. KGaA, and its rules of procedure. The Chairman of the Supervisory Board is responsible for coordinating the activities of the Supervisory Board, chairing the **meetings**, and representing its interests externally. The Supervisory Board should convene once each calendar quarter, and must convene twice each calendar half-year. The meetings are convened and chaired by the Chairman or, if he is incapacitated, by a chairperson named by the Chairman. The person chairing the meeting decides the order in which the items on the agenda are dealt with and the form in which the voting is conducted. Unless other majorities are mandatory by law, the Supervisory Board passes its resolutions by a simple majority of the votes submitted in the voting. If a vote is tied, the Chairman has the casting vote or, if he does not take part

in the voting, the matter is decided by the vote of the Deputy Chairman, who represents the shareholders. The shareholder representatives and the employee representatives within the Supervisory Board conduct separate preliminary meetings on a regular basis.

The **articles of association** of Fresenius SE & Co. KGaA and the rules of procedure of the Supervisory Board of Fresenius SE & Co. KGaA regulate the details with regard to the Supervisory Board's election, constitution, term of office, meetings and resolutions, and rights and duties. Both documents are published on our website, see www.fresenius.com/corporate-governance.

Information on the compensation of Fresenius SE & Co. KGaA is available here:

- ▶ Compensation system of the Supervisory Board of Fresenius SE & Co. KGaA including the compensation resolution pursuant to Section 113 (3) AktG at www.fresenius.com/corporate-governance
- ▶ 2023 compensation report, including the auditor's remarks, pursuant to Section 162 AktG at www.fresenius.de/corporate-governance

Independence and conflicts of interest

In the opinion of the Supervisory Board of Fresenius SE & Co. KGaA, all of its members are independent. The Supervisory Board shall include what it deems to be an appropriate number of **independent members** who do not have any business or personal relationship with the Company, its corporate bodies, a controlling shareholder, or a party related to the latter that may give grounds for a material and not merely temporary conflict of interest. This also applies to Dr. Michael Albrecht, who has been a member of the Supervisory Board for more than 12 years. His conduct in office demonstrates the necessary critical distance to properly advise and monitor the management by the general partner in every respect.

The general partner, acting through the Management Board, and the Supervisory Board of Fresenius SE & Co. KGaA have a duty to act in the best interests of the Company. In performing their activities, the members of the corporate bodies do not pursue personal interests or bestow unjustified benefits on others. Any sideline activities or transactions with the Company by members of the corporate bodies must be reported to, and approved by, the Supervisory Board. The Supervisory Board of Fresenius SE & Co. KGaA reports to the AGM on any **conflicts of interest** and how they are dealt with. There were no conflicts of interest involving members of the Supervisory Board in the past fiscal year.

Fresenius publishes information on related parties in the Annual Report on page 355 f.

Supervisory Board training and further education measures

The members of the Supervisory Board independently undertake necessary training and further education measures required to carry out their tasks. They keep themselves regularly informed, through internal and external sources, about the latest requirements with regard to their supervisory activities. The Supervisory Board at all times ensures that its members are suitably qualified, keep their professional knowledge up to date and further develop their judgment and expertise. They are supported appropriately by the Company in accordance with the Code. External experts as well as experts from Fresenius continuously provide information about important developments, for example about relevant new laws and precedents or changes in the IFRS accounting and auditing standards. In the 2023 fiscal year, the topics addressed included the hospital market in Spain and cybersecurity. In addition, new Supervisory Board members are offered individual onboarding.

The members of the Supervisory Board of Fresenius SE & Co. KGaA can be found on page 370 f. of the Annual Report. On page 14 ff. of the Annual Report, the Supervisory Board reports on the main focuses of its activities and those of its committees in 2023.

Supervisory Board efficiency evaluation/ self-assessment

The Supervisory Board of Fresenius SE & Co. KGaA regularly conducts an assessment, most recently in December 2022, of how effectively it as a whole and its committees fulfill their duties. The Supervisory Board of Fresenius SE & Co. KGaA intends to conduct another self-assessment in 2024.

The Supervisory Board conducts the assessment using a **company-specific questionnaire**, which covers the key aspects for a self-assessment, and discusses the anonymized evaluation of the responses in an open discussion in the plenary session. The most recent self-assessment showed that both the organization and the work of the Supervisory Board, including its committees, are considered to be efficient and the fulfillment of tasks effective.

Cooperation between the general partner and Supervisory Board of Fresenius SE & Co. KGaA

Good corporate governance requires **trusting and efficient cooperation** between the Management and the Supervisory Board. The Management Board of the general partner and the Supervisory Board of Fresenius SE & Co. KGaA closely cooperate for the benefit of the Company. Open communication is essential. The common goal is to sustainably increase the company value in line with the corporate governance and compliance principles. The Management Board of the general partner and the Supervisory Board of Fresenius SE & Co. KGaA coordinate with each other, especially with regard to the Company's strategic focus. As the monitoring body, the Supervisory Board of Fresenius SE & Co. KGaA also needs to be fully informed about operating performance and corporate planning, as well as the risk situation, risk management, and compliance. Again in the past fiscal year, the Management Board of the general partner provided this information in full and in compliance with its duties.

The representatives of the shareholders and of the employees may prepare the Supervisory Board meetings separately, and, if applicable, with members of the Management Board. Pre-meetings of the employee representatives as well as consultations of the shareholder representatives take place on a regular basis. The Supervisory Board meets regularly without the Management Board.

COMPOSITION AND PROCEDURES OF THE SUPERVISORY BOARD COMMITTEES

The Supervisory Board of Fresenius SE & Co. KGaA has formed two **permanent committees** from among its members: the Audit Committee, consisting of five members, and the Nomination Committee, consisting of three members. The committee members were elected for the duration of their term as a member of the Supervisory Board of Fresenius SE & Co. KGaA. In accordance with the articles of association of Fresenius SE & Co. KGaA, only members of the Audit Committee receive additional compensation (Section 13 (4)). There is no Personnel Committee in the KGaA because the Supervisory Board of Fresenius SE & Co. KGaA is not responsible for appointing members of the Management Board of the general partner or for their employment contracts. Responsibility for these personnel matters lies with the Supervisory Board of the general partner.

The provisions for the Supervisory Board of Fresenius SE & Co. KGaA apply analogously to the committees. The committees hold meetings as required. The meetings are convened by the committee chairmen. They report during the following Supervisory Board meeting about the work of the respective committee. The rules of procedure for the committees are regulated in the rules of procedure of the Supervisory Board of Fresenius SE & Co. KGaA. For this reason, the committees do not have their own rules of procedure.

The members of the Supervisory Board's committees are listed on page 371 of the Annual Report.

Audit Committee

The Audit Committee's function is, among other things, to prepare the Supervisory Board's approval of the financial statements – and the consolidated financial statements – and the Supervisory Board's proposal to the AGM on the appointment of the auditor for the financial statements, and to make a preliminary review of the proposal on the allocation of distributable profits. It also reviews the quarterly reports before they are published and – following discussions with the Management Board – engages the auditor for the financial statements (and concludes the agreement on the auditor's fees), determines the main focuses of the audit, and defines the auditor's reporting duties in relation to the Supervisory Board of Fresenius SE & Co. KGaA. In addition, it must monitor the quality of the audit and review the effectiveness of the internal control system, the risk management system, the internal audit system and the compliance management system. The Audit Committee also must deal with regulatory changes, such as the reporting requirements resulting from implementation of the Corporate Sustainability Reporting Directive (CSRD) and from the EU Taxonomy Regulation.

The members of the Audit Committee are Ms. Susanne Zeidler (Chairwoman), Mr. Bernd Behlert, Ms. Grit Genster, Mr. Wolfgang Kirsch and Dr. Christoph Zindel. Mr. Bernd Behlert was elected as the successor to Mr. Konrad Kölbl with effect from February 17, 2023. Three members of the Audit Committee, Ms. Susanne Zeidler as Chairwoman of the Audit Committee, Mr. Wolfgang Kirsch and Dr. Christoph Zindel, have expertise in the field of accounting. This expertise includes special knowledge and experience in the application of accounting principles and internal control and risk management systems. Accounting also

includes sustainability reporting. Three members of the Audit Committee, Ms. Susanne Zeidler as Chairwoman of the Audit Committee, Mr. Wolfgang Kirsch and Dr. Christoph Zindel, also have expertise in the field of auditing. This expertise includes special knowledge and experience in auditing, including auditing sustainability reporting. Further information on the expertise of the members of the Audit Committee in the areas of accounting and auditing can be found in the section "Implementation of the objectives and of the skills and expertise profile" on page 214 f. of the Annual Report.

The Audit Committee also dealt in detail with the approval of non-audit services by PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Frankfurt/Main.

Nomination Committee

The Nomination Committee proposes suitable persons to the Supervisory Board for the nominations it makes to the AGM for the election of Supervisory Board members on the shareholders' side. The committee consists exclusively of persons representing the shareholders. In making its proposals, the Nomination Committee is guided by the requirements of the Code.

The members of the Nomination Committee are Mr. Wolfgang Kirsch (Chairman), Mr. Michael Diekmann and Ms. Susanne Zeidler.

Mediation Committee

Fresenius SE & Co. KGaA does not have a Mediation Committee because the provisions of the German Co-Determination Act that require such a committee do not apply to a partnership limited by shares.

Joint Committee

Pursuant to Sections 13a et seq. of the articles of association of Fresenius SE & Co. KGaA, the Supervisory Board of Fresenius SE & Co. KGaA has formed a Joint Committee together with the Supervisory Board of Fresenius Management SE. For some matters, which are defined in further detail in Section 13c (1) of the articles of association of Fresenius SE & Co. KGaA, the general partner requires the approval of the Joint Committee if 40% of the consolidated sales, the consolidated balance sheet total, and the consolidated profit are affected by the matter. These include, for example, the divestiture and acquisition of large investments and business units or the divestiture of large business units from the assets of Fresenius SE & Co. KGaA or a wholly owned company. The approval of the Joint Committee is also required for certain legal transactions between Fresenius SE & Co. KGaA or its affiliates and the Else Kröner-Fresenius-Stiftung.

The members of the Joint Committee are Mr. Michael Diekmann and Ms. Susanne Zeidler. The other members are Dr. Dieter Schenk (Chairman) and Mr. Wolfgang Kirsch, who were appointed by the general partner. The Joint Committee did not meet during the reporting year.

OBJECTIVES FOR THE COMPOSITION, PROFILE OF SKILLS AND EXPERTISE, AND DIVERSITY CONCEPT

The Supervisory Board of Fresenius SE & Co. KGaA has set specific targets for its composition. It has further developed these existing targets and adopted them together with a revised skills and expertise profile for the entire Board in December 2022. The status of implementation is disclosed in the form of a qualification matrix. The Supervisory Board has also adopted a diversity concept for itself and for the Management Board of Fresenius Management SE.

OBJECTIVES FOR THE COMPOSITION OF THE SUPERVISORY BOARD AND PROFILE OF SKILLS AND EXPERTISE FOR THE ENTIRE BOARD

The Supervisory Board of Fresenius SE & Co. KGaA is to be composed in such a way that its members in entirety have the required knowledge, skills, and professional experiences for duly observing the tasks. Thereby, it is necessary to differentiate between the requirements for the individual Supervisory Board members and the requirements for the composition of the entire Board.

Requirements for the individual Supervisory Board members

The Supervisory Board members have to be professionally as well as personally qualified to advise and supervise the Management Board of a globally active health care Group.

Good corporate governance

Each Supervisory Board member is to have the knowledge of good corporate governance of a capital-market-oriented company required for duly observing its tasks. This includes knowledge of the main features of accounting, risk management, internal control mechanisms, and of compliance matters.

Sector experience and internationality

Each Supervisory Board member is to have general knowledge of the health care sector, as well as a basic understanding of the global activities of Fresenius.

Independence

A minimum of half of the Supervisory Board members and a minimum of the half of the shareholder representatives in the Supervisory Board are to be independent within the meaning of the German Corporate Governance Code. Independent in this meaning is someone who does not have a personal or business relationship with the Company, its governing bodies, a controlling shareholder, or a company affiliated with such that may cause a substantial and not merely temporary conflict of interest. The shareholder structure may be appropriately taken into account.

When assessing independence, in the view of the Supervisory Board, neither an appointment to the Management Board lapsed for more than two years nor the duration of the membership to the Supervisory Board exclude the classification as independent per se.

With regard to the employee representatives, the independence is not contested by the fact of representing employees nor by the employment relationship.

Individuals exercising an office in a body of a significant competitor of Fresenius or who hold, directly or indirectly, more than 3% of the voting capital in such are not to be a member of the Supervisory Board.

In cases where a Supervisory Board member is active for another company having business relationships with Fresenius, this activity is described in the section “Legal relationships with members of the corporate bodies” of the Annual Report.

Time availability and limit to the numbers of offices held

Each Supervisory Board member is to have sufficient time available for duly observing the office as Supervisory Board member and to comply with the limit to the offices held as recommended by the German Corporate Governance Code. Under the assumption of five meetings being held annually in the future, the expected time expenditure of new members amounts to approximately 15 to 30 days a year. This includes the preparation and follow-up of the Supervisory Board’s meetings, the review of reports to the Supervisory Board, the participation in the Annual General Meeting, and regular training. Thereby, it is to be considered that the time expenditure also depends on the membership of one or several Supervisory Board committees.

Age limit and duration limit on the term of membership

A balance between experience and new ways of thinking is important for the activities of the Supervisory Board of Fresenius SE & Co. KGaA. For this reason, the Supervisory Board of Fresenius SE & Co. KGaA should have a balanced mix of experienced and new members. This not only allows different perspectives to be incorporated into the decision-making process, but also promotes a continuous transfer of knowledge. As a rule, the Supervisory Board of Fresenius SE & Co. KGaA should only include members who have not yet reached the age of 75 at the time of their election or appointment. In addition, a regular limit for the length of membership of the Supervisory Board set out in the rules of procedure must be observed.

Requirements for the entire Board

Sector experience

The Supervisory Board in its entirety needs to be familiar with the health care sector. An appropriate number of Supervisory Board members are to have in-depth knowledge and/or experience in the important sectors of the Company’s operations:

- essential medicines, medical devices, and services for the critically and chronically ill
- operation of hospitals

The Supervisory Board is to include an appropriate number of members with management experience in the health care sector.

Financial knowledge

The Supervisory Board in its entirety needs to have financial knowledge, in particular in the fields of accounting, reporting, and auditing. At least one member must have expertise in the area of accounting and at least one other member must have expertise in the area of auditing. The Chair of the Audit Committee should be an expert in at least one of the two fields.

Knowledge of relevant legal issues as well as relevant regulatory and compliance matters

The Supervisory Board in its entirety is to be familiar with the relevant legal issues, as well as relevant regulatory and compliance matters.

Experience in the field of digitalization

The Supervisory Board in its entirety is to have the required understanding of the requirements of digitalization.

Internationality

Fresenius has subsidiaries in more than 60 countries. Therefore, the Supervisory Board in its entirety is to have knowledge and experience in the regions important for Fresenius. The Supervisory Board is to include an appropriate number of members with, due to their origin or business experience, a particular relation to the international markets relevant for Fresenius.

Management experience

The Supervisory Board is to include an appropriate number of members with experience in managing or supervising a medium-sized or large company.

Diversity and appropriate representation of women

The Supervisory Board is to rely on as different as possible expert knowledge, skills, and experiences. Therefore, diversity is to be appropriately considered for its composition, and when making election proposals, in the Company's interest, attention should be paid to ensuring that the candidates' profiles reasonably complement each other.

At least 30% of the Supervisory Board are women and at least 30% are men. In general, the participation of women is a joint responsibility of the shareholder and employee sides. For nominations, both the shareholder and employee sides will consider, to the extent possible – until equal representation is achieved – whether the proportion of women can be increased with qualified female candidates. Please note that the responsibility for electing employee representatives is with the European Works Council. Therefore, the Supervisory Board cannot provide a recommendation here.

DIVERSITY CONCEPT

A diversity concept applies for the Management Board of Fresenius Management SE and the Supervisory Board of Fresenius SE & Co. KGaA. The concept is outlined below. The objectives of the diversity concept, the way in which they are implemented, and the results achieved in the fiscal year are also explained.

Diversity enables us to look at matters from different perspectives and against the background of different experiences. Fresenius seeks diversity in the Management Board of Fresenius Management SE as well as in the Supervisory Board of Fresenius SE & Co. KGaA in terms of age, gender, education, professional background, and international experience.

Age

Finding a balance between expertise and novel approaches is important for the Management Board of Fresenius Management SE and the Supervisory Board of Fresenius SE & Co. KGaA. For this reason, both the Management Board of Fresenius Management SE and the Supervisory Board of Fresenius SE & Co. KGaA should have a balanced mix of experienced and new members. This not only allows different perspectives to be incorporated into the decision-making process, but also promotes a continuous transfer of knowledge.

Gender

Fresenius believes that a mix of women and men on both the Management Board of Fresenius Management SE and the Supervisory Board of Fresenius SE & Co. KGaA is desirable. At least 30% of the Supervisory Board are women and at least 30% are men. For nominations, both the shareholder and employee sides will consider, to the extent possible – until equal representation is achieved – whether the proportion of women can be increased with qualified female candidates. Please note that the responsibility for electing employee representatives is with the European Works Council. Therefore, the Supervisory Board cannot provide a recommendation here. Besides, qualification is the decisive criterion for filling board positions.

Professional background

For each one of the Company's key business areas, one member of the Management Board of Fresenius Management SE shall have long-standing experience:

- essential medicines, medical devices, and services for the critically and chronically ill
- operation of hospitals

In addition, one of the members shall have longstanding experience and expertise in finance and one in corporate governance, law, and compliance. This takes into account the special requirements of a capital-market-oriented company.

The Supervisory Board of Fresenius SE & Co. KGaA shall have a reasonable number of members experienced in the management or supervision of a medium-sized or large company. A reasonable number of Supervisory Board members should have leadership experience in the health care industry. At least one member must have expertise in the area of accounting and at least one other member must have expertise in the area of auditing.

International experience

Fresenius has subsidiaries in more than 60 countries. Against this background, the majority of the members of the Management Board of Fresenius Management SE are expected to have international experience in at least one of the markets relevant to Fresenius, based on their background, professional training or career.

An appropriate number of members of the Supervisory Board of Fresenius SE & Co. KGaA should also have a special connection to international markets relevant to Fresenius as a result of their origin or business experience.

Implementation of objectives

In the opinion of the Supervisory Board, it meets the objectives for its composition and fulfills both the skills and expertise profile and the diversity concept. The members of the Supervisory Board also fulfill the personal and professional requirements deemed necessary.

In particular, the Supervisory Board members as a whole are familiar with the sector in which the Company operates. In addition, the Supervisory Board has the knowledge, skills and experience essential to the Company, including in production and profitability, digitalization and transformation, innovation and strategy development as well as human resources and leadership. The Supervisory Board also has knowledge and experience in the Company's key business areas, including, in particular, medical products and services for critically and chronically ill patients, and the operation of hospitals.

The Supervisory Board's expertise in sustainability issues of importance to the Company puts it in a position to monitor significant sustainability issues, particularly with regard to environmental, social and governance (ESG) aspects, both in terms of corporate planning and strategic orientation.

The diverse composition of the Supervisory Board ensures appropriate consideration of diversity in line with the diversity concept. Numerous Supervisory Board members have international experience. Following the end of Ms. Stefanie Balling's term of office due to the change of structure of Fresenius Medical Care taking effect and her succession by Mr. Holger Michel on November 30, 2023, the Supervisory Board had four female members and eight male members in the 2023 fiscal year. This corresponds to a gender ratio of 33% to 67% of Supervisory Board members. Both the shareholder representatives and the employee representatives are made up of two women and four men.

In the opinion of the Supervisory Board, all Supervisory Board members are to be considered independent. The agreed age limit will be taken into account at the time of the Supervisory Board's nominations to the Annual General Meeting.

Three members of the Audit Committee, Ms. Susanne Zeidler as Chairwoman of the Audit Committee, Mr. Wolfgang Kirsch and Dr. Christoph Zindel, have expertise in the field of accounting. This expertise includes special knowledge and experience in the application of accounting principles and internal control and risk management systems. Accounting also includes sustainability reporting.

Ms. Susanne Zeidler has the necessary expertise in the areas of accounting and auditing due to her many years of experience as an auditor. She was able to deepen this expertise during her many years as a member of the management board and chief financial officer of a listed company.

Mr. Wolfgang Kirsch gained his expertise in the areas of accounting and auditing through his many years of work in the banking sector and his membership of the board of a financial institution, of which he was chairman.

Dr. Christoph Zindel has the necessary expertise in the areas of accounting and auditing due to his many years of management activities, including his membership of the management board of a listed company. As a member of the management board of a listed company with responsibility for sustainability, he also has expertise in sustainability reporting and the auditing thereof. Dr. Christoph Zindel was appointed by the Audit Committee of Fresenius SE & Co. KGaA as an ESG expert.

The status of implementation of the skills and expertise profile is disclosed in the form of the following qualification matrix, which includes the implementation of the diversity concept for the Supervisory Board:

The evaluation for the creation of the qualification matrix was based on an individual self-assessment of the

Supervisory Board members using standardized definitions and examples. If, in the opinion of the Supervisory Board, individual skills contained in the skills and expertise profile of the Supervisory Board are no longer available to a sufficient extent in the future, the Supervisory Board will take this into account when proposing candidates to the Annual General Meeting

► Corporate Governance Declaration | Further information on Corporate Governance

		Wolfgang Kirsch	Prof. Dr. med. D. Michael Albrecht	Dr. Frank Appel	Stefanie Balling	Bernd Behlert	Michael Diekmann	Grit Genster	Dr. Heinrich Hiesinger	Konrad Kölbl	Frauke Lehmann	Prof. Dr. med. Iris Löw-Friedrich	Holger Michel	Oscar Romero de Paco	Dr. Dieter Schenk	Susanne Zeidler	Dr. Christoph Zindel
KGaA Duration of membership and function	Member since	2021	2011	-	2016	2018	2015	2020	-	2007	2016	2016	2023	2016	-	2022	2022
	Term until	2025	2025	-	2025	2025	2025	2025	-	2025	2025	2025	2025	2025	-	2025	2025
	Function	Chair	Member	-	Member until 30.11.2023**	Member	Deputy Chair	Deputy Chair	-	Member	Member	Member	Member since 30.11.2023	Member	-	Member	Member
FMSE Duration of membership and function	Member since	2021	-	2021	-	-	2015	-	2020	-	-	-	-	-	1998	2021	-
	Term until	2025	-	2025	-	-	2025	-	2025	-	-	-	-	-	2025	2025	-
	Function	Chair	-	Member	-	-	Member	-	Member	-	-	-	-	-	Deputy Chair	Member	-
Personal fit	Independence*	✓	✓	✓	✓	✓	✓	✓	✗	✓	✓	✓	✓	✓	✗	✓	✓
	No Overboarding*	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✗	✓	✓	✓	✓	✓
Diversity	Gender	Male	Male	Male	Female	Male	Male	Female	Male	Male	Female	Female	Male	Male	Male	Female	Male
	Year of birth	1955	1949	1961	1968	1958	1954	1973	1960	1959	1963	1960	1969	1974	1952	1961	1961
	Nationality	German	German	German	German	German	German	German	German	Austrian	German	German	German	Spanish	German	German	German
	International experience	1-2 years	1-2 years	More than 6 years	None	None	More than 6 years	None	More than 6 years	None	None	3-5 years	None	3-5 years	1-2 years	None	3-5 years
Professional competence	Professional background	Business graduate	Medical professional	Chemist, neurobiologist	Commercial business	Engineering technician	Legal professional	Commercial business	Engineer	Skilled worker	Nurse	Medical professional	Specialist for Occupational Health Management	Skilled worker	Lawyer, tax consultant	Business graduate, auditor, tax consultant	Medical professional
	Change Management	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓
	Innovation	✓✓	✓✓	✓✓	✓✓	✓✓	✓	✓✓	✓✓	✓	✓✓	✓✓	✓✓	✓✓	✓✓	✗	✓✓
	Leadership & management experience	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓
	Quality	✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✗	✓✓
	Increase profitability/organic growth	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✗	✓✓	✓	✓✓	✓✓	✓✓	✓✓
	Strategy development and implementation	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓
Healthcare Competence	Sector experience (Healthcare)	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓	✓	✓✓	✓✓	✓✓	✗	✓✓	✓✓	✓✓
	Dialysis products & services	✓	✓✓	✓✓	✓✓	✓✓	✓	✓✓	✗	✗	✓✓	✓✓	✓✓	✗	✓✓	✓✓	✓✓
	Hospital supplies & services	✓	✓✓	✓✓	✓✓	✓✓	✓	✓✓	✓	✓✓	✓✓	✓	✓✓	✗	✓✓	✓✓	✓✓
	Hospital projects & services	✓	✓✓	✓✓	✓✓	✓✓	✓	✓✓	✓	✓✓	✓✓	✓	✓✓	✗	✓✓	✓✓	✓✓
	Hospital operations	✓	✓✓	✓✓	✓✓	✓✓	✓	✓✓	✓	✗	✓✓	✗	✓✓	✗	✓✓	✓✓	✓✓
Finance expertise	Financial expertise	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓	✓✓	✗	✓✓	✗	✓✓	✓✓	✓✓
	Financial expert (accounting) according to sec. 100 para. 5 Stock Cooperation Act (AktG)	✓✓	✗	✓✓	✗	✗	✓✓	✗	✓✓	✗	✗	✓	✗	✗	✓✓	✓✓	✓✓
	Financial expert (annual audit) according to sec. 100 para. 5 Stock Cooperation Act (AktG)	✓	✓	✓✓	✗	✗	✓✓	✗	✓✓	✗	✗	✗	✗	✗	✓✓	✓✓	✓
Functional competencies	Digitalization	✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓	✓✓	✓✓	✓✓	✗	✓	✓✓	✓✓
	ESG & sustainability	✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✗	✓✓	✓✓	✓✓
	Marketing	✓✓	✓✓	✓✓	✓	✓	✓✓	✓	✓	✗	✓	✓	✓✓	✗	✓✓	✗	✓✓
	M & A/ Integration	✓✓	✓	✓✓	✓✓	✓✓	✓✓	✓	✓✓	✗	✓	✓✓	✓✓	✗	✓✓	✓✓	✓✓
	Human resources	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✗	✓✓	✓✓	✓✓
	Production	✗	✓✓	✓✓	✓✓	✓✓	✓	✓	✓✓	✗	✓	✓✓	✓✓	✗	✓✓	✗	✓✓
	Legal & Compliance, Corporate Governance	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓	✓✓	✓✓	✓✓	✓✓	✗	✓✓	✓✓
	Risk management	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✗	✓✓	✓✓
	Transformation	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓	✓✓	✓✓	✓✓	✗	✓✓	✗	✓✓
Committee membership	Human Resources Committee (FMSE)	Chair	-	-	-	-	✓	-	-	-	-	-	-	-	✓	-	-
	Nomination Committee (KGaA)	Chair	-	-	-	-	✓	-	-	-	-	-	-	-	-	✓	-
	Audit Committee (KGaA)	✓	-	-	-	-	-	✓	-	✓	-	-	-	-	-	Chair	✓
	Joint Committee (FMSE & KGaA)	✓	-	-	-	-	✓	-	-	-	-	-	-	-	Chair	✓	-

* In light of the German Corporate Governance Code

**Left due to the registration of the legal form change of Fresenius Medical Care AG

✓✓ Special competence

✓ General competence

✗ Not specified

RELEVANT DISCLOSURES ON CORPORATE GOVERNANCE PRACTICES

The general partner, represented by its Management Board, manages the Company's business with the due care and diligence of a prudent and conscientious company director in compliance with the provisions of the law, the articles of association, the rules of procedure for the Management Board, the resolutions passed by the full Management Board, and the Supervisory Board of the general partner. The basic rules of corporate conduct, partly extending beyond the requirements of law, are defined in the **Fresenius Code of Conduct**. It defines the framework of our rules and specifies the key principles for our conduct within the Company and in our relations with external partners and the public. We have published the Fresenius Code of Conduct on our website at www.fresenius.com/compliance. In addition, all Fresenius business segments have implemented their own Codes of Conduct. They cover the specifics of their businesses and reflect the values of the Fresenius Code of Conduct.

COMPLIANCE MANAGEMENT SYSTEMS

For Fresenius, compliance means doing the right thing. Because our core ethical values go beyond regulatory requirements, it means acting not only in accordance with the law, but also with applicable industry codes, internal policies, and our values. Compliance is part of our corporate culture and, consequently, our daily work.

Each of our business segments has appointed a **Chief Compliance Officer**, or a dedicated Compliance function, responsible for overseeing the development, implementation, and monitoring of the Compliance Management System (CMS) of the business segment. Furthermore, in line with the business structure and organization, the business segments have established compliance responsibilities at the respective organizational levels. The respective

compliance organization supports management and employees in all compliance-related principles.

Our **Compliance Management Systems** are designed to achieve the implementation of and adherence to our rules within the Company. We have implemented risk-based Compliance Management Systems in all our business segments and at Fresenius SE & Co. KGaA's corporate level. They comprise three pillars: Prevent, Detect, and Respond. Emphasis is placed on actively preventing any acts of noncompliance before they occur. Such systems consider the markets Fresenius is operating in. They are tailored to the specific requirements of each business segment.

Essential **measures for prevention** include comprehensive risk recording and risk assessment, effective policies as well as adequate and effective procedures, regular training, and continuous advice. Through objective indicators, we try to detect potential compliance risks early on. To this end, we have implemented tools for early risk detection and internal control structures, e.g., for cash and bank transactions, and monitor these measures regularly in workshops and internal audits.

We take even potential misconduct seriously. This is why Fresenius employees who are aware of potential misconduct can contact their superior or the responsible compliance function or report a potential compliance case anonymously through whistleblowing systems or dedicated e-mail addresses. Most whistleblowing systems are open not only to employees, but also to third parties, such as customers, suppliers, and other partners, via the corporate website in many languages.

Any illegal actions or violations of the rules may harm the individual and Fresenius. We do not tolerate non-compliance. If a violation of applicable regulations is detected, we will take the necessary actions to remediate the violation and prevent any recurrence. We also take all reports as

an opportunity to review our company processes for possible improvements. Further information on compliance and the Compliance Management Systems can be found on pages 169 ff. of our Group Non-financial Report.

RISK MANAGEMENT AND CONTROL SYSTEM

In our view, responsible risk management is a crucial element of good corporate governance. Fresenius has a systematic risk management and control system that allows the Management Board to identify risks and market trends at an early stage and to react promptly to relevant changes in our risk profile. It consists of the following elements:

- ▶ internal control system,
- ▶ early warning system for risks,
- ▶ steering of financial, operational, and strategic risks,
- ▶ quality management systems,
- ▶ compliance management systems,
- ▶ reporting on legal risks, and
- ▶ risk assessment in investment and acquisition processes.

The well-being of our patients is important to us. Our risk management and control system, as well as efficiently designed processes, help to enhance the Company's performance. Our early risk detection system is reviewed as part of the annual audit of the financial statements. The auditor assesses whether the monitoring system set up by the Management Board is suitable for the early identification of risks that could jeopardize the Company's existence. The risk management and control systems are regularly reviewed by the Management Board and the Internal Audit department. The adequacy and effectiveness of our risk management and control system is the responsibility of the Management Board and is regularly audited by Internal Audit. Findings from these audits are incorporated into the

ongoing development of the risk management and control system, the effectiveness of which is also monitored by the Audit Committee of the Supervisory Board. Further information is available on page 16 f. of the Report of the Supervisory Board within the Annual Report 2023.

In line with the German Corporate Governance Code, our risk management and control system also covers the sustainability-related objectives anchored in our corporate strategy to the extent that this is not already required by law. This includes the processes and systems for recording and processing sustainability-related data. Further information (including the description of the main features of the overall internal control system and risk management system recommended by the Code and the statement on the appropriateness and effectiveness of these systems also recommended by the Code) can be found in the Group Management Report on pages 87 ff.

The Internal Audit department supports the Management Board as an independent function outside the Company's day-to-day operations. The department assesses internal processes from an objective viewpoint and with the necessary distance. Their goal is to create added value for Fresenius, and thus to help achieve organizational goals through improved internal controls, optimized business processes, and efficiency increases. Results from internal audits are analyzed both by the business segments and by the compliance organization to continuously improve preventive measures, for example to prevent corruption.

GERMAN CORPORATE GOVERNANCE AND DECLARATION OF CONFORMITY

The German Corporate Governance Code aims to provide more transparency for investors with regard to existing regulations covering the management and monitoring of companies. Our value-enhancing strategies, as well as the majority of the guidelines, recommendations, and suggestions for **responsible management** contained in the Code, have been basic components of our activities for many years. Extensive information on Corporate Governance can be found on our website at www.fresenius.com/corporate-governance.

The Management Board of the general partner of Fresenius SE & Co. KGaA, Fresenius Management SE, and the Supervisory Board of Fresenius SE & Co. KGaA issued the required **Declaration of Conformity** pursuant to Section 161 of the German Stock Corporation Act (AktG) in December 2023 and have made it available to shareholders on the website of the Company:

“Declaration by the Management Board of the General Partner of Fresenius SE & Co. KGaA, Fresenius Management SE, and the Supervisory Board of Fresenius SE & Co. KGaA on the German Corporate Governance Code pursuant to Section 161 German Stock Corporation Act (Aktengesetz)

The Management Board of the General Partner of Fresenius SE & Co. KGaA, Fresenius Management SE (hereafter the Management Board) and the Supervisory Board of Fresenius SE & Co. KGaA declare that since the issuance of the previous Declaration of Conformity in December 2022 the recommendations of the Government Commission on the German Corporate Governance Code published by the Federal Ministry of Justice (Bundesministerium der Justiz) in the official section of the Federal Gazette (Bundesanzeiger) (hereafter the Code) in the version of April 28, 2022

have been met and that the Code will also be met in the future.

Only the following recommendation of the Code has not been and will not be met as explained in the following:

► **Code recommendation C.5: protection against overboarding**

Pursuant to Code recommendation C.5, a member of the Management Board of a listed company shall not be a member of more than two Supervisory Boards in listed non-group companies or hold comparable positions and shall not chair the Supervisory Board of a listed non-group company.

Prof. Dr. med. Iris Löw-Friedrich is a member of the Supervisory Board of Fresenius SE & Co. KGaA and elected Chairwoman of the Supervisory Board of Evotec SE. She also serves on the Executive Committee of UCB S.A. as Chief Medical Officer and Executive Vice President Development and Medical Practices. Even if this Committee does not formally correspond to the Management Board of a Stock Corporation or SE, it is nevertheless comparable with such a Board, so that a deviation from Code recommendation C.5 is declared in this respect on a precautionary basis as of the change of the legal form taking effect.

Prof. Dr. med. Iris Löw-Friedrich always had sufficient time to fulfill her mandate as a member of the Supervisory Board of Fresenius SE & Co. KGaA to the extent required. Prof. Dr. med. Löw-Friedrich plausibly demonstrated that this will continue to be the case in the future.

Mr. Michael Sen is Chairman of the Management Board of Fresenius Management SE, the General Partner of Fresenius SE & Co. KGaA. He is also Chairman of the Supervisory Board of Fresenius Medical Care AG,

which is no longer part of the Fresenius Group when its change of legal form into a stock corporation becomes effective. Even though the Code recommendation C.5 refers to the appointment of the chairman of the supervisory board of the listed company outside the Group, a deviation from Code recommendation C.5 is declared as a precaution.

Mr. Sen has plausibly demonstrated to the Company that he has sufficient time available to perform his duties as Chairman of the Management Board of Fresenius Management SE and that he can perform his mandate with due care. This is in line with the fact that Mr. Sen was already Chairman of the Supervisory Board of Fresenius Medical Care Management AG, the General Partner of Fresenius Medical Care AG & Co. KGaA, and in this function he was also able to combine both offices without further ado. Due to this function, Mr. Sen is also very familiar with the Fresenius Medical Care Group and its circumstances.

Fresenius complies with all suggestions of the Code.

Bad Homburg v. d. H., December 2023

Management Board of the General Partner of Fresenius SE & Co. KGaA, Fresenius Management SE, and the Supervisory Board of Fresenius SE & Co. KGaA

FURTHER INFORMATION ON CORPORATE GOVERNANCE

DIVERSITY

Throughout the Fresenius Group, we promote and live diversity and inclusion. We support equal opportunities and actively oppose discrimination of any kind. We have firmly anchored these values in our Code of Conduct.

We always aim to promote employees equally – and we are also committed to this principle when filling vacancies: at Fresenius, qualifications and experience are decisive for every personnel selection, be it recruitment or promotion. We want to ensure that we offer all employees the opportunity to participate in application, selection, and development processes – regardless of their origin, faith, political views, age, gender, ethnicity, skin color, nationality, cultural background, sexual orientation, physical condition, social background, appearance, or other personal characteristics.

The Management Board welcomes the company's efforts to further expand its diversity and inclusion activities in the future.

Fresenius will continue to consistently adhere to the principle of diversity and inclusion. We will also comply with all obligations arising from the Act on Equal Participation of Women and Men in Leadership Positions in the Private and Public Sector ("Gesetz zur gleichberechtigten Teilhabe von Frauen und Männern in Führungspositionen in der Privatwirtschaft und im öffentlichen Dienst"; FÜPoG I) and the Act to Supplement and Amend the Regulations on Equal Participation of Women in Leadership Positions in the Private and Public Sector ("Gesetz zur Ergänzung und Änderung der Regelungen für die gleichberechtigte

Teilhabe von Frauen an Führungspositionen in der Privatwirtschaft und im öffentlichen Dienst"; FÜPoG II):

For the Supervisory Board of Fresenius SE & Co. KGaA, the law requires a quota of at least 30% women and 30% men. These quotas were once again met in 2023.

The legally stipulated targets for the Management Board do not apply to Fresenius Management SE or to Fresenius SE & Co. KGaA. Due to its legal form, Fresenius SE & Co. KGaA does not have a Management Board. Fresenius Management SE is not listed on the stock exchange and is also not subject to codetermination.

Nevertheless, the Management Board has made the following determinations for the first two management levels below the Management Board in accordance with the aforementioned regulations:

For the proportion of women at the first management level, a target of 30.0% for the period ending December 31, 2025, was set by resolution of the Management Board with effect from January 1, 2021. The first management level includes all Senior Vice Presidents and Vice Presidents with an employment contract with Fresenius SE & Co. KGaA who report directly to a member of the Management Board. As of December 31, 2023, the proportion of women at this management level was 30.0%. For the proportion of women at the second management level, a target of 30.0% for the period ending December 31, 2025, was set by resolution of the Management Board with effect from January 1, 2021. The second management level comprises all Vice Presidents with an employment contract with Fresenius SE & Co. KGaA who report directly to a member of the first management level. As of December 31, 2023, the proportion of women at this management level was 24.1%.

From the Management Board's perspective, the group of managers participating in the Group-wide variable remuneration programs is even more representative for determining the proportion of women in management positions: the proportion of women among these top 501 managers was around 27% as of December 31, 2023 (December 31, 2022: 28%).

Further information on diversity, as well as personnel management and personnel development, is included in the Group Management Report on page 48 f. and in the Group Non-financial Report on pages 146 ff.

DISCLOSURES ON DIRECTORS' DEALINGS/MANAGERS' TRANSACTIONS AND SHAREHOLDINGS IN 2023

According to the provisions of Art. 19 Market Abuse Regulation (MAR) regarding managers' transactions, persons discharging managerial responsibilities, as well as persons closely associated with them, shall notify the Company of transactions conducted on their own account relating to the shares or debt instruments of Fresenius SE & Co. KGaA or to derivatives or other financial instruments linked thereto. Managers' transactions in 2023 are disclosed on our website at www.fresenius.com/corporate-governance.

None of the Management or Supervisory Board members of the general partner or of the Supervisory Board of Fresenius SE & Co. KGaA directly or indirectly holds more than 1% of the shares issued by Fresenius or any related financial instruments.

The members of the Management and Supervisory Boards of Fresenius Management SE and the members of the Supervisory Board of Fresenius SE & Co. KGaA together hold around 0.07% of the shares of Fresenius SE & Co. KGaA outstanding as of December 31, 2023, in the form of

shares or related financial instruments and stock options under the Fresenius SE & Co. KGaA stock option plans. Around 0.07% are held by members of the Management Board of Fresenius Management SE, around 0.01% by members of the Supervisory Board of Fresenius Management SE, and around 0.01% by members of the Supervisory Board of Fresenius SE & Co. KGaA. Due to the fact that some persons are members of both Supervisory Boards, the amount of shares or related financial instruments and stock options held by the Boards of Fresenius SE & Co. KGaA and Fresenius Management SE in total can be smaller than the cumulative holdings of the three Boards as reported herein.

There were no notifications that the shareholdings of members of the Management and Supervisory Boards had reached, exceeded, or fallen below the reporting thresholds stipulated in the German Securities Trading Act.

TRANSPARENCY AND COMMUNICATION

Fresenius adheres to all recommendations of the Code. Transparency is guaranteed by continuous communication with the public. In that way, we are able to validate and deepen the trust shown in us. Of particular importance to us is the equal treatment of all recipients. To ensure that all market participants receive the same information at the same time, we post all important publications on our website at www.fresenius.com. We report in detail on investor relations activities on page 23 f. of the Annual Report.

FINANCIAL ACCOUNTING AND REPORTING

Fresenius, as a publicly traded company based in a member country of the European Union, has to prepare and publish its consolidated financial statements, as required, in accordance with International Financial Reporting Standards (IFRS) pursuant to Section 315e of the German Commercial Code (HGB).

According to the Audit Regulation (EU) No. 537/2014 there is an obligation for regular external rotation of the auditor and the Group auditor. For Fresenius SE & Co. KGaA, such external rotation took place for fiscal year 2020. PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Frankfurt am Main, was elected as auditor for the fiscal year 2023 by the Annual General Meeting 2023. The leading auditor Dr. Bernd Roese, PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Frankfurt am Main, has been responsible for the audit of the consolidated financial statements since 2020.