

**- Convenience Translation -  
Virtual Annual General Meeting of Fresenius SE & Co. KGaA  
on August 28, 2020**

**Explanatory Details regarding the Rights of Shareholders**

The invitation to the General Meeting already contains information regarding the rights of shareholders pursuant to sections 122 para. 2, 126 para. 1, and 127 of the German Stock Corporation Act (each in conjunction with section 278 para. 3 of the German Stock Corporation Act) as well as the right of shareholders to ask questions pursuant to the German Act to Mitigate the Consequences of the COVID-19 Pandemic under Civil, Insolvency and Criminal Procedure Law (COVID-19 Act). The following information shall serve as a further explanation in respect of such provisions.

**I. Addition to the Agenda Pursuant to Section 122 Para. 2 in Conjunction with Section 278 Para. 3 of the German Stock Corporation Act**

Shareholders whose aggregate shareholding equals or exceeds 5% of the share capital or a proportionate amount of EUR 500,000 of the share capital may request that one or several items be included in the agenda of a General Meeting. Since, in the case of Fresenius SE & Co. KGaA, the proportionate amount of EUR 500,000 is lower than 5% of the share capital, a proportionate amount of EUR 500,000 is sufficient for the request. This amount equals 500,000 non-par value shares of the Company with a proportionate amount of the subscribed capital of EUR 1.00 per share. The applicants must prove to the Company that they reach this quorum. In this regard, please note the holding period pursuant to sections 122 para. 2 sentence 1, para. 1 sentence 3 and 4, 121 para. 7 of the German Stock Corporation Act in conjunction with section 278 para. 3 of the German Stock Corporation Act.

The request for an addition to the agenda shall be directed in writing to:

Fresenius SE & Co. KGaA  
The Management Board of the General Partner  
Fresenius Management SE  
Attn. of the Chairman  
Else-Kröner-Straße 1  
61352 Bad Homburg v.d.H.

The request must be received by the Company at the above-mentioned address at least 30 days prior to the General Meeting. Thus, the last permissible day of receipt is July 28, 2020, 24:00 hrs CEST. Each new item must be substantiated or accompanied by a proposal for resolution.

Additions to the agenda which are to be published and have not already been published together with the convening notice will be published in the Federal Gazette (*Bundesanzeiger*) without undue delay following the receipt of the request and transmitted for publication to such media which are reasonably expected to disseminate the information in the entire European Union. Such additions to the agenda – as well as the admissible request for an addition itself – are also published on the Company's website, <https://www.fresenius.com/annual-general-meeting>. The Company will notify about the amended agenda in accordance with section 125 para. 1 sentence 3, para. 2 and 3 of the German Stock Corporation Act in conjunction with section 278 para. 3 of the German Stock Corporation Act.

These shareholder rights are based on the following provisions of the German Stock Corporation Act (excerpts):

Section 122 para. 1 and para. 2 of the German Stock Corporation Act

- (1) A general meeting shall be convened if shareholders having an aggregate shareholding amounting to one-twentieth of the share capital request this in writing, stating the purpose and the reasons therefor; the request shall be directed to the management board. The articles of association may provide that the right to request calling of a general meeting shall require a different form and the holding of a lower portion of the share capital. Persons submitting a request must prove that they have held the shares for at least 90 days before the date the request is received and that they hold the shares until the management board decides on the request. Section 121 para. 7 shall be applied accordingly.
- (2) In the same way, shareholders with an aggregate shareholding of one-twentieth of the share capital or the proportionate amount of EUR 500,000 may request that items be put on the agenda and be published. Each new item must be substantiated or accompanied by a proposal for resolution. The request within the meaning of sentence 1 must have been received by the company at least 24 days, and in the case of listed companies at least 30 days, prior to the

meeting; for the purpose of calculating the above time period, the day of receipt shall not be counted.

#### Section 121 para. 7 of the German Stock Corporation Act

For periods and deadlines counted backwards from the date of the meeting, the day of the meeting shall not be included in the calculation. Any move from a Sunday, Saturday or public holiday to a preceding or subsequent business day shall not be possible. Sections 187 to 193 of the German Civil Code (BGB) shall not be applied accordingly. In case of non-listed companies, the articles of association may determine a different calculation of the period.

## **II. Motions and Election Proposals by Shareholders (Sections 126 Para. 1 and 127 German Stock Corporation Act)**

The legal concept of the COVID-19 Act excludes the rights of shareholders to submit motions and election proposals regarding items on the agenda as well as the rules of procedure. Nevertheless, the Company will provide shareholders with the opportunity to submit countermotions and election proposals prior to the Annual General Meeting in accordance with sections 126 and 127 of the German Stock Corporation Act, as set out below:

The Company will publish corresponding countermotions and election proposals, including the name of the shareholder, the reasons, which are, however, not required for election proposals, and any statements of position of the Management at

<https://www.fresenius.com/annual-general-meeting>

provided that they are received by the Company at the address fax number or email address:

Fresenius SE & Co. KGaA  
Investor Relations & Sustainability  
Else-Kröner-Straße 1  
61352 Bad Homburg v.d.H.  
Fax no.: +49 6172 / 608 2488  
Email: [ir-fre@fresenius.com](mailto:ir-fre@fresenius.com)

at least 14 days prior to the Annual General Meeting, i.e. no later than August 13, 2020, 24:00 hrs CEST, and that the other prerequisites under section 126 or section 127 of the German Stock Corporation Act are met.

A counter motion and the grounds therefor need not be made available if one of the exclusions pursuant to section 126 para. 2 of the German Stock Corporation Act in conjunction with section 278 para. 3 of the German Stock Corporation Act exists. The provisions of section 126 para. 2 German Stock Corporation Act read as follows:

- (2) A counter motion and the grounds therefor need not be made available where
  1. the management board would become criminally liable by reason of making available the counter motion and the grounds therefor,
  2. the counter motion would result in a resolution of the general meeting which is illegal or violates the articles of association,
  3. the grounds contain statements which are manifestly false or misleading in material respects or which are libellous,
  4. a counter motion of such shareholder based on the same facts has already been made available regarding a general meeting of the Company pursuant to section 125,
  5. the same counter motion of such shareholder on essentially identical grounds has already been made available pursuant to section 125 in respect of at least two general meetings of the company within the past five years and at such general meetings less than one-twentieth of the share capital represented voted in favour of such counter motion,
  6. the shareholder indicates that he will neither attend nor be represented at the general meeting, or
  7. the shareholder failed within the past two years at two general meetings to make or cause to be made on his behalf a counter motion communicated by him.

The statement of grounds need not be made available if it exceeds a total of 5,000 characters.

Pursuant to section 126 para. 3 of the German Stock Corporation Act in conjunction with section 278 para. 3 of the German Stock Corporation Act the

general partner may combine several counter motions and their statements of grounds if several shareholders make counter motions in respect of the same subject matter to be resolved.

The above explanations apply accordingly to election proposals regarding a member of the Supervisory Board or an external auditor to be elected at the General Meeting (section 127 of the German Stock Corporation Act in conjunction with section 278 para. 3 of the German Stock Corporation Act). Unlike counter motions, shareholders do not have to provide a statement of grounds for election proposals. Election proposals do not have to be made available in the cases provided for in section 126 para. 2 of the German Stock Corporation Act and if they do not contain the information pursuant to section 124 para. 3 sentence 4 and section 125 para. 1 sentence 5 of the German Stock Corporation Act in conjunction with section 278 para. 3 of the German Stock Corporation Act. Accordingly, an admissible proposal for the election of a natural person has to contain the name, the exercised profession and the place of residence of the nominee, in case of a proposal for the election of a company the corporate name and registered office (section 124 para. 3 sentence 4 of the German Stock Corporation Act in conjunction with section 278 para. 3 of the German Stock Corporation Act). Furthermore, in case of an election of members of the Supervisory Board, information on their membership in other supervisory boards the constitution of which is required by law has to be added; information on their membership in comparable domestic and foreign supervisory bodies of business undertakings should be added (section 125 para. 1 sentence 5 of the German Stock Corporation Act in conjunction with section 278 para. 3 of the German Stock Corporation Act).

Countermotions and election proposals that have been received by the Company at the above address in due time and which are to be made accessible will be considered as having been submitted at the Annual General Meeting, provided that they were sent by shareholders who have registered and provided proof of share ownership in due time in accordance with the above provisions.

The above shareholder rights are based on the following provisions of the German Stock Corporation Act (in addition to the provisions of section 126 para. 2 German Stock Corporation Act which have already been cited above).

#### Section 126 para. 1 and 3 of the German Stock Corporation Act

- (1) Motions by shareholders, including the shareholder's name, a statement of grounds for the motion and any comments of the management, are to be made available to the relevant persons to be notified in accordance with section 125 para. 1 to 3 German Stock Corporation Act under the conditions set forth therein, provided that the shareholder has sent to the relevant address stated in the convening notice a counter motion against a proposal of the management board and the supervisory board with respect to a particular item of the agenda, including a statement of grounds for the counter motion, no later than 14 days prior to the meeting of the company. For the purposes of calculating such time period, the day of receipt shall not be counted. In the case of listed companies, the aforementioned information must be made available on the website of the company. Section 125 para. 3 shall apply mutatis mutandis.
- (3) If several shareholders make counter motions in respect of the same subject matter to be resolved, the management board may combine such counter motions and the respective statements of grounds.

Section 127 sentences 1 to 3 of the German Stock Corporation Act

Section 126 shall apply analogously to a proposal by a shareholder for the election of members of the supervisory board or external auditors. Such proposal need not be substantiated. The management board is under no obligation to make available the proposal unless it contains the information required under section 124 para. 3 sentence 4 and section 125 para. 1 sentence 5.

### **III. Right of Shareholders to Ask Questions**

Subject to correct registration for this year's Virtual Annual General Meeting, shareholders will be given the opportunity to ask questions via electronic communication (Art. 2 sec. 1 para. 2 sentence 1 no. 3, para. 8 sentence 1 of the COVID-19 Act).

In agreement with the Supervisory Board of Fresenius SE & Co. KGaA, the General Partner, Fresenius Management SE, has decided that questions must be submitted via electronic communication no later than two days before the Annual General Meeting (Art. 2 sec. 1 para. 2 sentence 2 half-sentence 2, para. 8 sentence 1 of the COVID-19 Act). This means that questions must be

received no later than August 25, 2020, 24:00 hrs CEST, using the password-protected shareholder portal located at

<https://www.fresenius.com/annual-general-meeting>

Shareholders can find the necessary login credentials for the shareholder portal on the voting card that will be sent by post. In your own interest, please contact your depository bank as early as possible to ensure early registration and timely receipt of the voting card.

The General Partner shall decide at its own discretion which questions it will answer and how to answer them (Art. 2 sec. 1 para. 2 sentence 2 half-sentence 1, para. 8 sentence 1 of the COVID-19 Act).

The above shareholder right is based on the following provisions of the COVID-19 Act:

Art. 2 sec. 1 para. 2 sentence 1 no. 3, sentence 2 of the COVID-19 Act:

(2) The management board may decide that the meeting is held without the physical presence of the shareholders or their proxies as a virtual annual general meeting, provided that

[...]

3. the shareholders are granted the opportunity to ask questions by means of electronic communication,

[...]

The management board decides at its due and free discretion as to which questions it answers and how; it may also require that questions shall be submitted by way of electronic communication by no later than two days before the meeting.