



Convenience Translation

Proposal of the General Partner and the Supervisory Board of Fresenius SE & Co. KGaA on the allocation of the distributable profit for the fiscal year 2021 ended on December 31, 2021

Agenda item 2 of the Annual General Meeting of Fresenius SE & Co. KGaA:

Resolution on the Allocation of the Distributable Profit

The General Partner and the Supervisory Board propose to allocate the distributable profit of Fresenius SE & Co. KGaA in the amount of Euro 513,874,760.85 reported in the annual financial statements for the fiscal year 2021 as follows:

Payment of a dividend of Euro 0.92 per share on 558,502,143 shares entitled to a dividend	Euro 513,821,971.56
The dividend is payable on June 13, 2022.	
Balance to be carried forward	<u>Euro 52,789.29</u>
	Euro <u>513,874,760.85</u>

The dividend shall be paid at the discretion of the shareholders a) in cash only or b) partly in cash in the amount required to settle the related tax liability, with the remaining part of the dividend in the form of shares of the Company (the "Scrip Dividend"). The shareholder may opt to receive the dividend in cash with respect to part of his shares and the Scrip Dividend with respect to the remainder of his shares. Further details are set out in a separate information document pursuant to Article 1 (4) (h), (5) (1) (g) of the EU Prospectus Regulation (Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017). This document will be available on the website of Fresenius SE & Co. KGaA at <https://www.fresenius.com/annual-general-meeting> and contains, in particular, information on the number and type of shares as well as explanations of the reasons for and details of the share offer together with tax treatment.

The due date of the dividend to be paid in cash is set at June 13, 2022 in view of the possibility for shareholders to exercise their option described above in accordance with sec. 58 (4) sentence 3 AktG. To the extent that shareholders choose the Scrip Dividend, they will receive the new shares of Fresenius SE & Co. KGaA also on or about June 13, 2022.

The number of shares entitled to dividends may change prior to the Annual Meeting. In that case the proposed distribution of Euro 0.92 per dividend-bearing share will remain unchanged, and a correspondingly adjusted proposal for a resolution on the allocation of the distributable profit will be submitted to the Annual General Meeting. The

offer to receive the Scrip Dividend from the Company rather than the dividend in cash will also apply to that adjusted proposed resolution.

Bad Homburg v.d.H., March 2022

Fresenius SE & Co. KGaA

The General Partner

Fresenius Management SE

The Management Board