

**Notice to holders of the
EUR 500,000,000 Equity-Neutral
Convertible Bonds due 2024 of Fresenius
SE & Co. KGaA (the "Issuer")
(the "Bonds") (ISIN: DE000A2DAHU1)**

Capitalised terms not otherwise defined in this notice shall have the meaning given to them in the terms and conditions of the Bonds (the Terms and Conditions).

Pursuant to the Terms and Conditions, the Issuer hereby notifies Bondholders that as a result of the Cash Dividend of EUR 0.92 per Share payable on 23 May 2023 to Shareholders of record on 19 May 2023, the Calculation Agent has determined that, effective 18 May 2023:

- the Conversion Price is adjusted to EUR 103.0631 (previously EUR 104.2835) pursuant to §9(a)(ii) of the Terms and Conditions; and
- the Conversion Ratio (pursuant to the definition thereof in the Terms and Conditions) based on such adjusted Conversion Price as aforesaid is 970.27937 (previously 958.92447); and
- the Dividend Threshold is adjusted to EUR 0.5965 (previously EUR 0.6036).

19 May 2023
Fresenius SE & Co. KGaA

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Disclaimers:

The information contained in this announcement is for background purposes only and does not purport to be full or complete. No reliance may be placed for any purpose on the information contained in this announcement or its accuracy or completeness.

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This announcement may include statements that are, or may be deemed to be, "forward-looking statements". These forward-looking statements may be identified by the use of forward-looking terminology, including the terms "believes", "estimates", "plans", "projects", "anticipates", "expects", "intends", "may", "will" or "should" or, in each case, their negative or other variations or comparable terminology, or by discussions of strategy, plans, objectives, goals, future events or intentions.

Forward-looking statements may and often do differ materially from actual results. Any forward-looking statements reflect the Issuer's current view with respect to future events and are subject to risks relating to future events and other risks, uncertainties and assumptions. Forward-looking statements speak only as of the date they are made.

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Acquiring investments to which this announcement relates may expose an investor to a significant risk of losing all of the amount invested. Persons considering making such investments should consult an authorized person specializing in advising on such investments. This announcement does not constitute a recommendation concerning the Bond offering. The value of securities can decrease as well as increase. Potential investors should consult a professional advisor as to the suitability of the Bonds for the person concerned.

This release contains forward-looking statements that are subject to various risks and uncertainties. Future results could differ materially from those described in these forward-looking statements due to certain factors, e.g. changes in business, economic and competitive conditions, regulatory reforms, results of clinical trials, foreign exchange rate fluctuations, uncertainties in litigation or investigative proceedings, the availability of financing and unforeseen impacts of international conflicts. Fresenius does not undertake any responsibility to update the forward-looking statements in this release.

Fresenius SE & Co. KGaA

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Chairman of the Supervisory Board: Wolfgang Kirsch

General Partner: Fresenius Management SE

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Commercial Register: Amtsgericht Bad Homburg, HRB 11673

Management Board: Michael Sen (Chairman), Dr. Francesco De Meo, Dr. Sebastian Biedenkopf, Sara Hennicken, Pierluigi Antonelli, Helen Giza, Dr. Ernst Wastler

Chairman of the Supervisory Board: Wolfgang Kirsch