

Corporate Governance Roadshow

Bad Homburg, October 2024

Safe Harbor Statement

This presentation 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 contained in this presentation.

01 Management Summary

02 Governance

03 Sustainability Update





Management Summary

Sustainability Update



Today's participants

Wolfgang Kirsch



Chairman of the Supervisory Board

Former CEO of DZ BANK AG

Florian Feick



Vice President Investor Relations

Fresenius SE & Co. KGaA



Vice President Board Office

Fresenius SE & Co. KGaA

Key Developments

#FutureFresenius	 Deconsolidation of FMC completed Strategic portfolio measures concluded (Vamed, Eugin) Operating companies delivering well, and deleveraging continues
Continuous Governance Improvements	 New Management Board working seamlessly as #OneTeam Comprehensive Supervisory Board self-assessment performed Update of Supervisory Board's competence profile and skills matrix planned
Management Board Compensation	 Management Board has not received variable compensation payments for FY 2023 due to statutory bans tied to the "Energy Relief Package" ("Entlastungspaket Energiehilfen") Compensation system unchanged, reevaluation of sustainability KPIs with CSRD
Sustainability Update	 First Sustainability Highlights Report released showing sustainability progress Scope 3 climate data released and net zero target set ESG Advisory Board to support further development of its sustainability strategy

Annual General Meeting

Following shareholder preferences we held a physical AGM in 2024

AGM 2024	remuneration re All members of Board attended	 Approval of the Compensation Report No elections / no capital authorizations assed with high approval rates, e.g. for the eport >93%. the Executive Board and the Supervisory the entire AGM. All Board members direct exchange with the shareholders.	
AGM 2025	as a physical m	 Election of supervisory board members (4 year term) Authorization of virtual AGM in special situations Supervisory Board compensation Ositive feedback, the AGM 2025 to be held eeting (formal decisions pending) on Friday the CongressCenter Frankfurt	F E COMMITTED TO FE

Governance

Sustainability Update



This is Fresenius

OUR MISSION

We save and improve human lives with affordable, accessible and innovative healthcare products and highest quality in clinical care

OUR VISION

We are the trusted, market-leading healthcare company that unites cutting-edge technology and human care to shape next-level therapies Governance

Healthcare: Strong needs underpinning secular sector growth

Fresenius Roadshow Corporate Governance, October 2024

Ageing global population +40% to 1.4B people >60 years worldwide by 2030¹



Increasing healthcare spend

Health expenditures rise to >10% of global GDP by 2030²



Higher prevalence of chronic diseases 84% of 67M deaths globally in 2030 due to chronic diseases³

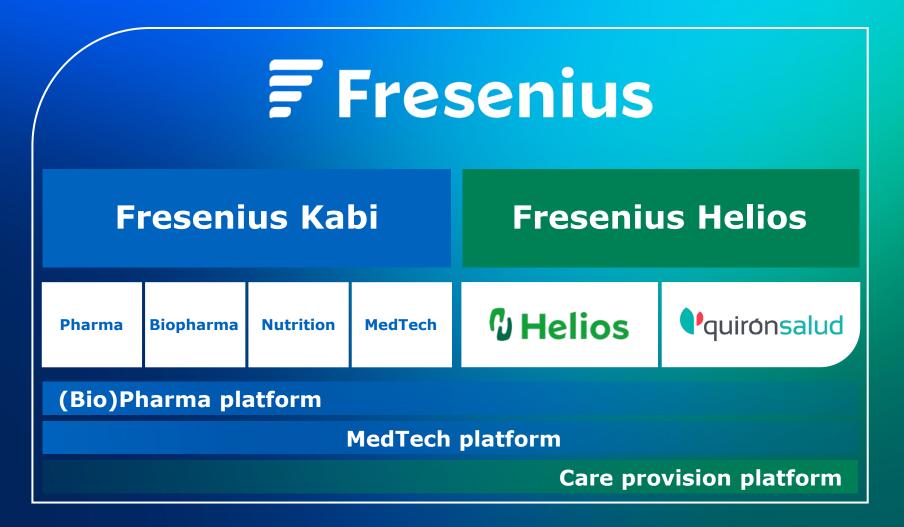


Demand for health workforce

10M gap of health and care workers globally by 2030^4

 1 UN Ageing & Health (2021) | 2 OECD Health at a Glance (2019) | 3 Global Burden of Disease, Institute for Health Metrics and Evaluation (2022) | 4 WHO Health Workforce (2023)

Simpler and focused



#FutureFresenius



RE**VITALIZE**

Optimize portfolio & refine operating model

REJUVENATE

Pursue platform-driven growth opportunities

REIMAGINE

Shape the future of healthcare

Focus + Simplification + Performance = VALUE

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#FutureFresenius RESET delivered, now focusing on REVITALIZE

Structural simplification

Sharpen focus

Accelerate **performance**

Deconsolidation of FMC completed



Strategic portfolio measures concluded



Dynamic financial progression



Deleveraging continues



#FutureFresenius

Operating Companies set up for value-accretive growth

	F ³ - Freseni Fresenius KABI		cial Framework		
EBIT margin	14 - 17%		10 - 12%		
Organic revenue growth	4 - 7%		4 - 6%		
	CAPITAL EFFICIENCY ROIC 6 - 8%	-	age ratio C	скі ССС1 1	
FY/23 organic revenue growth	Pharma Nutrition	3% 8%	Helios Germany	4%	
	MedTech Biopharma	8% 57%	Quirónsalud	8%	

F³ ambitions geared for substantial earnings growth

 Strong balance across growth and stable cash flow

Committed to drive down leverage to target range

¹ Cash conversion rate – defined as adjusted FCFbIT / EBIT (before special items) All figures before special items

#FutureFresenius

Delivering on our promises and driving change



Progressive dividend policy

Dividend

Payout ratio¹





Dividend to grow in line with EPS cc growth, but at least stay on prior year level

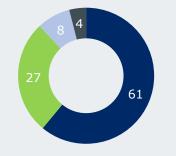
Due to legal restrictions resulting from the utilization of state compensation and reimbursement payments for increased energy costs in the hospital sector, no dividend was distributed for the FY/23

¹ Based on total dividend paid and group net income before special items

Fresenius share & shareholder structure



Shareholder structure by investors type (%)



As of June 30, 2024



Analyst recommendations (%)



Shareholder structure by region (%)



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02

Management Summary 01

Governance 02

Sustainability Update



Governance

Corporate Governance Key Developments

Self-assessment and Trainings	 Self-assessment with positive results, Supervisory Board work improved with strong focus on collaboration Training needs identified, Focus in 2024 on sustainability and IT
Updated skills matrix	 Skills matrix currently under evaluation to reflect structural and cultural changes of #FutureFresenius Simplification and focus on most relevant competencies
Supervisory Board elections AGM 2025	 Nomination process ongoing, based on profile of skills and expertise Term will remain 4 years

Self-Assessment: Supervisory Board work improved

Regular self-assessment conducted by the Supervisory Board members of Fresenius SE & Co. KGaA to assess the effectiveness of the Supervisory Board and its committees	Outcomes from self-assessment and measures to be taken
Self-assessment in line with the German Corporate Governance Code	Overall, the Supervisory Board positively evaluates the quality of its work, highlighting transparency, constructive discussions and a broad engagement of all members.
Detailed questionnaires filled out by each Supervisory Board Member	The Supervisory Board wants to deepen its engagement with transformation topics such as sustainability, cybersecurity and IT
Assessment was conducted with the support of an external service provider	Stronger reflection of customer and market appreciation of the company

The Supervisory Board is characterized by its professional oversight role while increasingly acting as an active partner to the management board, with positive evaluations of its collaboration, committee work, and focus on financial reporting, risk management, and control systems.

Supervisory Board Fresenius SE & Co. KGaA Profile of skills and expertise

The Supervisory Board of Fresenius SE & Co. KGaA has determined **concrete objectives** for its composition and **defined requirements** for the individual Supervisory Board members as well as for the entire Supervisory Board. The current board composition meets these requirements.

Requirements for the individual Supervisory Board members		Requirements for the entire Supervisory Board		
Good corporate governance	e.g., knowledge of accounting, risk management & internal control mechanisms,	Sector experience	Healthcare sectors relevant to the Company's operations	
	compliance	Financial knowledge	Accounting, reporting and auditing	
Sector experience and internationality	Knowledge of healthcare sector and global activities of Fresenius	Sustainability	Expertise in ESG aspects of importance to the company	
Independence	50%+ of the members and 50%+ of the shareholder representatives to be independent within the meaning of the GCGC	Knowledge of relevant legal, regulatory and compliance matters	Relevant legal issues, regulatory and compliance matters	
Time availability and limit to the numbers of offices	Sufficient time available: approx. 15 to 30 days a year for new members	Experience in the field of digitalization	Understanding of digitalization requirements	
Age limit and duration limit on the term of membership	Balanced ratio, age limit of 75 years (as a rule), duration limit of 15 years (subject to any particular reasons)	Internationality	Particular relation to relevant international markets	
		Management experience	Managing or supervising a medium-sized or large company	
		Diversity and appropriate	At least 30% of women and at least 30% of	

representation of women

men

The full skills matrix is published in the Corporate Governance Declaration.

* See website: Corporate Governance | FSE (fresenius.com)

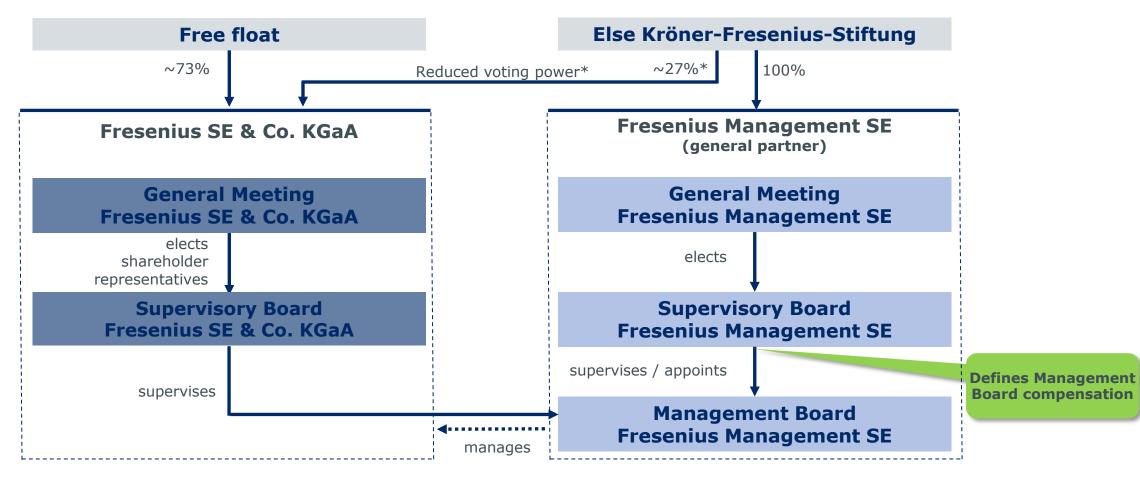
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Supervisory Board Fresenius SE & Co. KGaA Nomination process for shareholder representatives



*Else-Kröner-Fresenius-Foundation has no voting right in elections of shareholder representatives.

Corporate Structure



* 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 auditor.

Fresenius Management SE Management Board A diverse and experienced team reflecting #FutureFresenius

Michael Sen



- Chief Executive Officer (CEO), Chairman of the Management Board
- Joined: 04/2021; Term expires: 2027 Most recent reappointment as CEO: 10/2022
 Nationality: German

Pierluigi Antonelli



CEO Fresenius Kabi

- Joined: 03/2023; Term expires: 2026
- Nationality: Italian

Robert Möller



CEO Fresenius Helios

- Joined: 09/2023; Term expires: 2026
- Nationality: German

Michael Moser



Legal, Compliance, Risk Management, ESG, Human Resources and Fresenius Vamed

- Joined: 07/2023; Term expires: 2026
- Nationality: German

Sara Hennicken



Chief Financial Officer (CFO)

- Joined: 09/2022; Term expires: 2027
- Nationality: German

Supervisory Board Fresenius Management SE Current members

CHAIR: Wolfgang Kirsch



Professional Director

Former CEO of DZ BANK AG

Personnel Committee

Dr. Frank Appel



Professional Director

Former CEO of Deutsche Post DHL Group

Dr. Heinrich Hiesinger

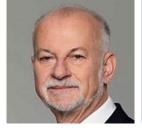


Professional Director

Former CEO of thyssenkrupp AG



DEPUTY CHAIR: Dr. Dieter Schenk



Professional Director Attorney and Tax Advisor

Personnel Committee

Michael Diekmann



Professional Director

Former CEO of Allianz SE

Personnel Committee

Susanne Zeidler



Professional Director

Former CFO of Deutsche Beteiligungs AG

Supervisory Board Fresenius SE & Co. KGaA Current members

Michael Diekmann

SHAREHOLDER REPRESENTATIVES

Wolfgang Kirsch



Chair Professional Director Former CEO of DZ BANK AG

Prof. Dr. med. D. Michael Albrecht



Medical Director Management Board University Hospital Dresden

Susanne Zeidler



Professional Director Former CFO of Deutsche Beteiligungs AG



Dr. Christoph Zindel

Professional Director

Deputy Chair

SE

Prof. Dr. med. Iris Löw-Friedrich*

Professional Director

Professional Director

Former Chief Medical

Officer / EVP UCB S.A.

Former CEO of Allianz

Former Member of the Executive Board of Siemens Healthineers AG

- Member of the Supervisory Boards of Fresenius Management SE and Fresenius SE & Co. KGaA; Detailed CVs for all members available on the website https://www.fresenius.com/supervisory-board
- None of the members is considered overboarded under the provisions of the German Corporate Governance Code * Update as of October 2024

EMPLOYEE REPRESENTATIVES

Grit Genster



Holger Michel



Oscar Romero de Paco

Works Council Member Fresenius Kabi

Production staff

Fresenius Kabi

Bernd Behlert



Works Council Member Helios Germany

Frauke Lehmann



Works Council Member Helios Germany

Harald Steer



Works Council Member Vamed



Supervisory Board Fresenius SE & Co. KGaA Committees

	Nomination Committee	Audit Committee	Joint Committee
Tasks	Proposes suitable candidates to the Supervisory Board for election as shareholder representatives in the Supervisory Board at the Annual General	Prepares the approval for financial and non-financial (sustainability) statements and the appointment of the auditor. Reviews the accounting process, internal	Meets to approve particularly important matters reaching defined thresholds*, such as, for example, the divestiture and acquisition of large investments and business units.
	Meeting.	control & risk management systems, the internal audit system, and the compliance.	Comprises members of both, the Supervisory Board of Fresenius SE & Co. KGaA and the Supervisory Board of Fresenius Management SE.
Members	 Wolfgang Kirsch (Chair) Michael Diekmann Susanne Zeidler 	 Susanne Zeidler (Chair) Grit Genster Wolfgang Kirsch Bernd Behlert Dr. Christoph Zindel 	 Dr. Dieter Schenk (Chair) Wolfgang Kirsch Michael Diekmann Susanne Zeidler

Employee Representative

Fresenius Management SE RepresentativeFresenius SE & Co. KGaA Representative

* 13c (1) articles of association of Fresenius SE & Co. KGaA. The General Partner requires approval of the Joint Committee if 40% of consolidated sales, consolidated balance sheet total, and consolidated profit are affected.

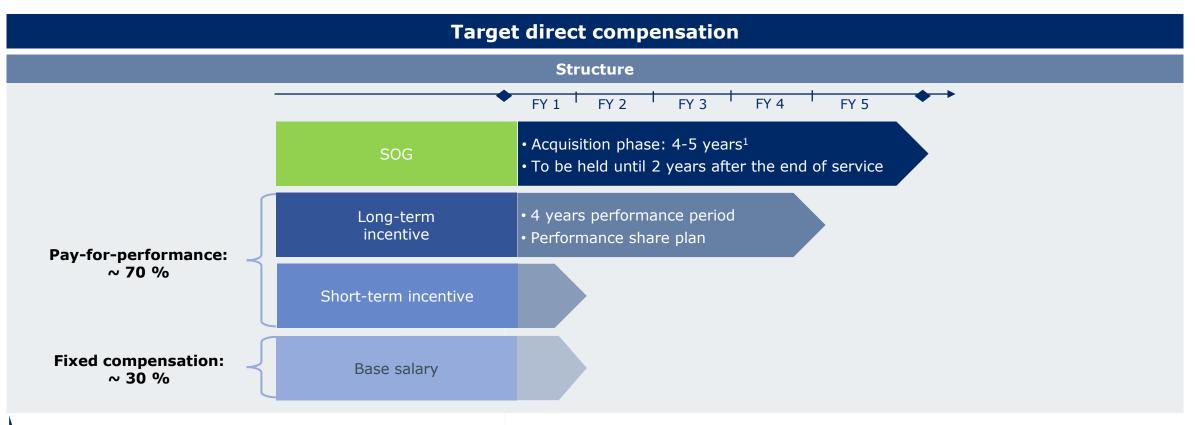
Compensation System Overview

Compensation System 2023+	 The latest update to the compensation system ("Compensation System 2023+") for members of the Management Board was presented at the Annual General Meeting in May 2023 and the shareholders approved it by a large majority of 93%. At the Annual General Meeting in May 2024 shareholders approved the compensation report again by a large majority of more than 93%.
Guardrails and Key Elements	 The Compensation System 2023+ takes into account prior feedback from investors and is aligned with the company's success due to its high proportion of variable, payfor-performance compensation. Next to strong financial KPIs, it also reinforces the company's commitment to environmental, social and governance (ESG) issues through performance targets. STI ESG KPIs will likely remain for 2025, a re-evaluation with the new set of CSRD KPIs is expected.
Bonus Payments	 Management Board has not received variable compensation payments for FY 2023 due to the Energy Relief Package.

Key adjustments to Management Board Compensation System 2023+



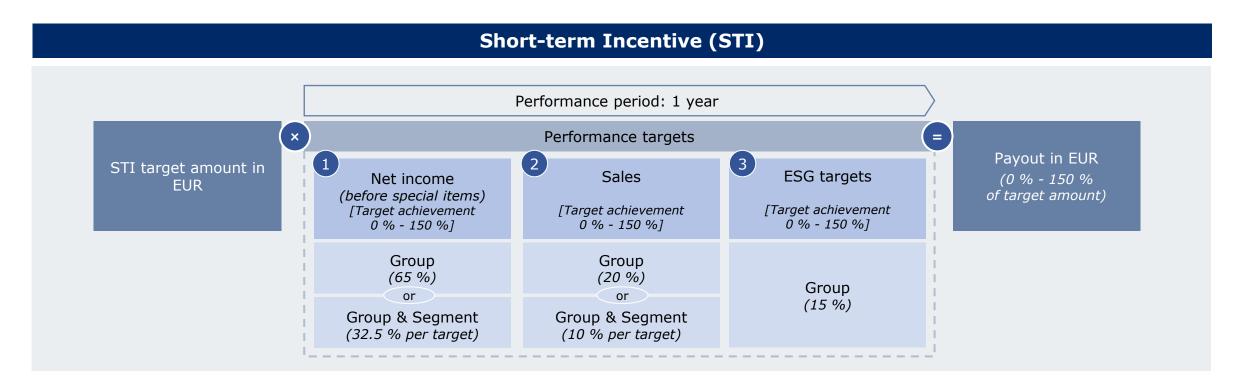
Management Board Compensation System 2023+ Structure of target direct compensation



- High variable proportion (~ 70 % of target direct compensation²)
- Majority of variable compensation is share-based

¹ Newly appointed Management Board members with an initial period of three years must meet the SOG target after five years in the event of a follow-up service agreement ² The target direct compensation comprises the fixed compensation and the variable compensation

Management Board Compensation System 2023+ Overview of the Short-term Incentive Plan (STI)

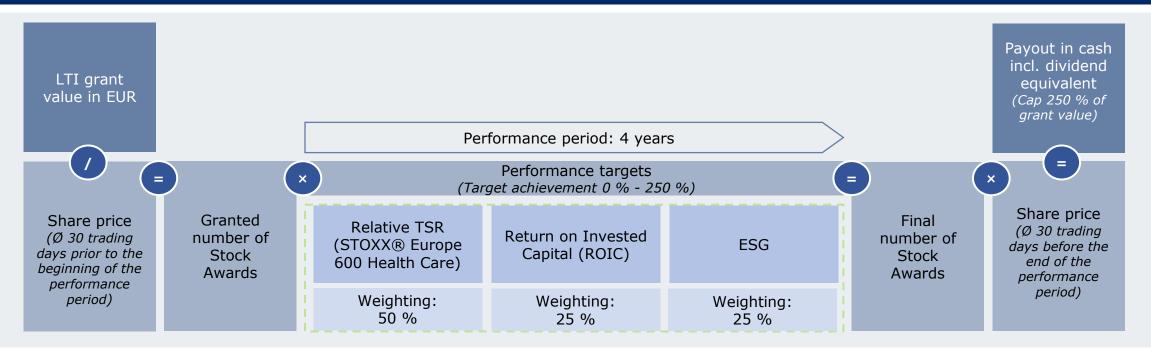


- The STI is structured as a target bonus model
- Net income (before special items), sales and ESG targets are used as financial and non-financial KPIs
- The financial performance targets are measured against the annual budget at group as well as at business segment level
- Full ex-post reporting on target values, thresholds and on the target achievement

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Management Board Compensation System 2023+ Overview of the Long-term Incentive Plan (LTIP)

Long-term Incentive Plan (LTIP)



- Performance share plan based on ROIC, relative TSR performance and ESG targets
- A reduction in CO₂ emissions will be set as an ESG target. For future tranches, another ESG target or several other ESG targets can be integrated
- Full ex-post reporting on target values, thresholds and on the target achievement

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Management Board Compensation System 2023+ Major components

Components	Compensation System 2023+
Short-term variable compensation	 Performance criteria: 65 % Net Income (before special items) 20 % Sales 15 % ESG¹ (focus on employment and customer satisfaction) Cap of payout: 150 % of target amount
Long-term variable compensation	 Performance Share Plan with a term of four years Performance criteria: 50 % Relative TSR² 25 % ROIC 25 % ESG Cap of payout: 250 % of grant value
Share ownership guidelines	 Amount: 200 % / 100 % (Chief Executive Officer of the Management Board / Management Board members) of the gross base salary Build-up phase: Four resp. five years³
Pension	 Definition: Pension substitute in cash for own provisions Amount: 40 % of the gross base salary in cash for self-provisioning
Malus / Clawback	 STI and LTI Performance and Compliance Clawback

¹ ESG Targets = Environmental, Social, Governance targets

² Total Shareholder Return

⁴ Newly appointed Management Board members for a period of three years must meet the SOG target after five years in the event of a follow-up service agreement

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Sustainability Update



Our sustainability ambition: Taking care of people and planet



- We aim to ensure patient well-being, to be employer of choice and to create sustainable value for our company and the communities in which we operate
- We focus on:
 - Providing excellent quality of our products and services – from human to human
 - Creating a best possible working environment, where people can thrive and reach their full potential. Gaining and retaining diverse top talent is our key priority.
 - Ensuring resource efficiency and reducing our environmental footprint, because healthy people need a healthy home
- Our **commitment to** respect **human rights** and to **compliance** with all applicable legislation forms the basis of our approach.
- Our sustainability performance is regularly acknowledged by leading ESG rating agencies.

Our sustainability ambition We measure what we care for



CSRD materiality assessment corresponds well with Fresenius sustainability strategy

ENVIRONMENT		SOCIAL	GOVERNANCE	FRESE	NIUS-SPECIFIC
E1.1 Energy	E3.1 Water	S1.1 Working conditions	G1.1 Corruption and bribery	FSE1 Access healthcare	to medicine &
E1.2 Climate change mitigation	E3.2 Marine resources	S1.2 Equality / Non-discrimination	G1.2 Anti-competitive behavior and	FSE2 Bioeth	cal Issues in R&D
E1.3 Climate change adaptation	E4 Biodiversity and ecosystems 🗴	1.3 Other work-related rights	political involvement or lobbying	FSE3 Digitalization	
E2.1 Air, water and soil pollution	E5.1 Use of resources	S2 Workers in the value chain	G1.3 Business conduct culture	FSE4 Innova	tion
E2. Hazardous substances	E5.2 Circular economy	S3 Local communities		FSE5 Cybers	ecurity
E2.3 Microplastic x		S4 Consumers / (End) users		FSE6 Data protection	
				Material	Mandatory for CSRD reporting
				Not material	Not mandatory for CSRD reporting

- Group-wide CSRD implementation project across operating companies and all central functions
- Strong #OneTeam approach, living the new #FutureFresenius principles
- Sustainability accounting set up within Finance organization to reflect increasing audit requirements

ESG STI and LTI target achievement for 2024 on track



Group Employee Engagement Index



- Employee Engagement Index measured only once annually
- Group-wide survey in 09/2024
- Results available with ESG KPI Update in Q4/24

Long-term Incentive (weighting: 25 %)

CO₂e emissions reduction



- Group on track on linear reduction path of at least 4.2% GHG reduction p.a. compared to base year 2020 in line with SBTi; switch to green energy single largest lever
- New Sustainability Operating Model will drive definition and alignment of Group carbon reduction pathway
- Our **long-term goal is to reach net zero by 2050.** We will further intensify our management of emissions stemming from the upstream and downstream supply chain (Scope 3).

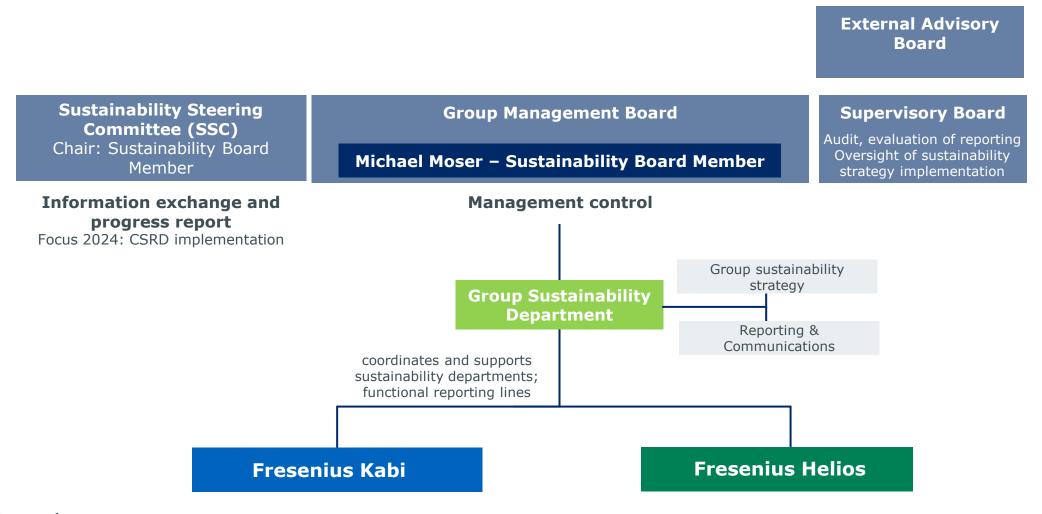
ESG External Advisory Board to support sustainability program



(from left to right): Fabian Kienbaum, Fiona Adshead, Michael Moser, Anahita Thoms, Judith Walls

- Anahita Thoms (Chair) leads Baker McKenzie's international trade practice in Germany and is a member of the EMEA Steering Committee for Compliance & Investigations. She is Global Lead Sustainability Partner for the Industrials, Manufacturing & Transportation industry group.
- **Fiona Adshead** is the former Deputy Chief Medical Officer in the UK Government and a leading expert on sustainability and health. She currently chairs the Sustainable Healthcare Coalition, an organization that brings partners together to promote sustainable healthcare.
- **Fabian Kienbaum** has been a managing partner in third generation at Kienbaum since 2014 and has co-lead the company together with Dr. Bibi Hahn since 2021. His focus is on advising family businesses on corporate governance and succession planning, accompanied by many publications on leadership and new work.
- Judith Walls is Chair of Sustainability Management and Director of the Institute for Business and the Environment (IWÖ) at the University of St. Gallen (HSG). She conducts research at the intersection of business and environmental sustainability.

Fresenius Group Sustainability Organization Clearly assigned responsibility and controls



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Financial Calendar / Contact

Financial Calendar

06 November 2024 26 February 2025 07 May 2025

23 May 2025

Results Q3/24 Results FY/24

Results Q1/25

Annual General Meeting

Please note that these dates could be subject to change.

Contact

Investor Relations Fresenius SE & Co. KGaA phone: +49 6172 608-97003 e-mail: ir-fre@fresenius.com **Social Media**

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For further information and current news: <u>www.fresenius.com</u>



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