



INVITATION TO THE ANNUAL GENERAL MEETING 2025



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FRESENIUS SE & Co. KGaA
Bad Homburg v.d.H.

ISIN: DE0005785604 // WKN (GERMAN SECURITY IDENTIFICATION NUMBER): 578560
ISIN: DE0005785620 // WKN: 578562

We hereby invite our shareholders to the

Annual General Meeting

to be held on Friday, May 23, 2025, at 10:00 hours Central European Summer Time (CEST)
at the Congress Center Messe Frankfurt, Ludwig-Erhard-Anlage 1, 60327 Frankfurt am Main.

Agenda

- 1. Presentation of the Annual Financial Statements and the Consolidated Financial Statements, each approved by the Supervisory Board, the Management Reports for Fresenius SE & Co. KGaA and the Group and the Report of the Supervisory Board of Fresenius SE & Co. KGaA for the Fiscal Year 2024; Resolution on the Approval of the Annual Financial Statements of Fresenius SE & Co. KGaA for the Fiscal Year 2024**

The Supervisory Board approved the annual financial statements drawn up by the General Partner and the consolidated financial statements pursuant to sec.171 of the German Stock Corporation Act (Aktiengesetz, AktG). The annual financial statements are to be formally approved by the Annual General Meeting pursuant to sec.286 (1) AktG; the aforementioned documents are to be made available to the Annual General Meeting without requiring the adoption of an additional resolution.

The General Partner and the Supervisory Board propose that the annual financial statements of Fresenius SE & Co. KGaA for the fiscal year 2024 as presented, showing a distributable profit in the amount of Euro 563,237,277.00, be approved.

2. 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 563,237,277.00 reported in the annual financial statements for the fiscal year 2024 as follows:

Payment of a dividend of Euro 1.00 per share on 563,237,277 shares entitled to a dividend	Euro 563,237,277.00
The dividend is payable on May 28, 2025.	
Balance to be carried forward	Euro 0,00
	Euro 563,237,277.00

The number of shares entitled to dividends may change prior to the Annual Meeting. In that case the proposed distribution of Euro 1.00 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.

3. Resolution on the Approval of the Actions of the General Partner for the Fiscal Year 2024

The General Partner and the Supervisory Board propose to approve the actions of the General Partner for the fiscal year 2024.

4. Resolution on the Approval of the Actions of the Supervisory Board for the Fiscal Year 2024

The General Partner and the Supervisory Board propose to approve the actions of the members of the Supervisory Board of the Company for the fiscal year 2024.

5. Election of the Auditor and Group Auditor for the Fiscal Year 2025, of the Auditor of the Sustainability Statement for the Fiscal Year 2025 and of the Auditor for the potential Review of Financial Information during the Course of the Year

Based on the recommendation of its Audit Committee, the Supervisory Board proposes to elect PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Frankfurt am Main, as the auditor and group auditor for the fiscal year 2025, as the auditor of the sustainability statement for the fiscal year 2025 and as the auditor for the potential review of financial information during the course of the year within the meaning of secs. 115, 117 of the Securities Trading Act (Wertpapierhandelsgesetz, WpHG) that will be prepared prior to the Annual General Meeting 2026.

The election as auditor of the sustainability statement is made as a precautionary measure in the event that the German legislator, in implementing Article 37 of the Statutory Audit Directive 2006/43/EC in the version of CSRD (EU) 2022/2464 of December 14, 2022, should require an explicit election of this auditor by the Annual General Meeting, i.e., the audit of sustainability statement should not already be the responsibility of the auditor under German implementation law.

The Audit Committee declared that its recommendation is free from undue influence by third parties and that no clause was imposed on it restricting its choice within the meaning of Article 16 (6) of the EU Audit Regulation (EU) No. 537/2014.

6. Resolution on the Approval of the Compensation Report for the Fiscal Year 2024

For the fiscal year 2024, a compensation report was prepared in accordance with sec. 162 AktG, which is to be submitted to the Annual General Meeting for approval in accordance with sec. 120a (4) AktG.

In accordance with sec. 162 (3) AktG, the compensation report was audited by the auditor to determine whether the legally required information pursuant to sec. 162 (1) and (2) AktG was disclosed. In addition to the statutory requirements, the auditor also audited the content of the report. The report on the audit of the compensation report is attached to the compensation report.

As of the convening of the Annual General Meeting, the compensation report for the fiscal year 2024 together with the report on the audit is available on the website <https://www.fresenius.com/annual-general-meeting> and will also be available there during the Annual General Meeting.

The General Partner and the Supervisory Board propose that the compensation report for the fiscal year 2024, prepared and audited in accordance with sec. 162 AktG, be approved.

7. Resolution on the Remuneration of the Supervisory Board and the Amendment of Article 13 (4) of the Articles of Association

According to sec. 113 (3) sent. 1 and 2 AktG the annual general meetings of listed companies must resolve on the remuneration of Supervisory Board members at least every four years, whereby a resolution confirming the remuneration is permissible. Following the resolution on the remuneration of the Supervisory Board by the 2021 Annual General Meeting, a new resolution on the remuneration of the members of the Supervisory Board must be passed at the 2025 Annual General Meeting.

In accordance with Recommendation G.17 of the German Corporate Governance Code (GCGC), the higher time commitment of the Chairman and the members of committees should be appropriately taken into account in the remuneration of the members of the Supervisory Board. Against the background of the increasing complexity, responsibility and importance of the tasks of the Audit Committee due to the more extensive monitoring and control obligations (in particular in accordance with the Financial Market Integrity Strengthening Act (Finanzmarktintegritätsstärkungsgesetz) and the GCGC), the amount of additional compensation for the members of the Supervisory Board for membership and chairmanship of the Audit Committee is to be increased.

Based on a market comparison, the additional remuneration of the members of the Audit Committee for each full financial year is to be increased to Euro 50.000,00 (previously Euro 40.000,00) and the additional remuneration of the Chairman of the Audit Committee is to be increased to Euro 125.000,00 (previously Euro 80.000,00) for each full financial year.

The adjustment is to be made retroactively to January 1, 2025. In all other respects, the remuneration for the members of the Supervisory Board is to remain unchanged.

The remuneration of the members of the Supervisory Board and the proposed amendments are described in detail in the document "Remuneration of the Members of the Supervisory Board", which will be available on the website <https://www.fresenius.de/annual-general-meeting> from the time the Annual General Meeting is convened and will also be accessible there during the Annual General Meeting.

The General Partner and the Supervisory Board propose the following resolution:

- a) Article 13 (4) of the Articles of Association of the Company shall be reworded as follows:
 "(4) For membership of the Audit Committee of the Supervisory Board, a member shall receive an additional fixed remuneration of Euro 50,000.00 for each full financial year, and the Chairman of the Audit Committee shall receive Euro 125,000.00."

In all other respects, Article 13 of the Articles of Association remains unchanged.

- b) The new remuneration of the members of the Supervisory Board in accordance with the amended Article 13 of the Articles of Association – as described in detail on the Company's website in the document "Remuneration of the Members of the Supervisory Board" – is approved.
- c) The new remuneration is to be applied with effect from January 1, 2025.

8. Resolution on the Election to the Supervisory Board

The Supervisory Board of Fresenius SE & Co. KGaA is composed of six shareholder representatives and six employee representatives in accordance with secs. 95, 96 AktG, sec. 22 of the Co-Determination of Employees in the Event of Cross-Border Mergers Act (Gesetz über die Mitbestimmung der Arbeitnehmer bei einer grenzüberschreitenden Verschmelzung, MgVG) in conjunction with secs. 24, 25 of the MgVG and Article 8 (1) and (2) of the Articles of Association. Pursuant to sec. 96 (3) sent. 1 AktG, women and men must each be represented on the Supervisory Board in a proportion of at least 30 percent, whereby pursuant to sec. 96 (2) sent. 2 AktG in conjunction with sec. 96 (3) sent. 2 AktG, the minimum proportion must be fulfilled by the Supervisory Board as a whole.

The election of six shareholder representatives is necessary because, in accordance with Article 8 (3) of the Articles of Association pursuant to the resolutions of the Annual General Meeting 2021 and 2022, the period of office of the shareholder representatives ends upon the close of this year's Annual General Meeting.

Following the recommendation of the Nomination Committee, the Supervisory Board proposes that the following persons be elected to the Supervisory Board as shareholder representatives:

8.1. Mr. Michael Diekmann, member of various supervisory bodies, resident in Munich

Mr. Michael Diekmann holds positions on statutory supervisory boards or comparable German or foreign supervisory bodies at the following companies:

Allianz SE (Chair)

Fresenius Management SE (Fresenius Group mandate)

8.2. Prof. Dr. med. Ralf Kiesslich, Chairman of the Board and Medical Director of the Mainz University Medical Center, residing in Mainz

Mr. Kiesslich does not hold any positions on statutory supervisory boards or comparable German or foreign supervisory bodies at any companies.

8.3. Mr. Wolfgang Kirsch, member of various supervisory bodies, resident in Königstein

Mr. Wolfgang Kirsch holds positions on statutory supervisory boards or comparable German or foreign supervisory bodies at the following companies:

Adolf Würth GmbH & Co. KG

B. Metzler seel. Sohn & Co. Aktiengesellschaft (Chair)

Fresenius Management SE (Fresenius Group mandate, Chair)

8.4. Prof. Dr. med. Iris Löw-Friedrich, member of various supervisory bodies, resident in Ratingen

Prof. Dr. med. Iris Löw-Friedrich holds positions on statutory supervisory boards or comparable German or foreign supervisory bodies at the following companies:

Evotec SE (Chair)

8.5. Ms. Susanne Zeidler, member of various supervisory boards, resident in Mainz

Ms. Susanne Zeidler holds positions on statutory supervisory boards or comparable German or foreign supervisory bodies at the following companies:

Fresenius Management SE (Fresenius Group mandate)

8.6. Dr. Christoph Zindel, member of various supervisory boards, resident in Röttenbach

Dr. Christoph Zindel holds positions on statutory supervisory boards or comparable German or foreign supervisory bodies at the following companies:

Gerresheimer AG

All nominees will be elected for a term of office commencing at the close of this Annual General Meeting until the close of the Annual General Meeting which resolves on the approval of the actions of the members of the Supervisory Board for the third fiscal year after commencement of office. The year in which the term of office commences does not count.

The Supervisory Board is of the opinion that there are no business or personal relations that need to be disclosed pursuant to Recommendation C.13 of the GCGC. All candidates are considered independent.

Mr. Wolfgang Kirsch has declared that he will run again for the office of Chairman if he is elected to the Supervisory Board. Mr. Michael Diekmann has declared that he will run again for the office of Deputy Chairman if he is elected to the Supervisory Board. Ms. Zeidler has declared that she will again be available for the office of Chairwoman of the Audit Committee if she is elected.

The elections are to be held Chairwoman of the Audit Committee. Mr. Kiesslich is proposed as a new member. The remaining proposed persons are already members of the Supervisory Board and will be proposed for re-election.

Further information on the candidates can be found in the annex to agenda items 8 and 9 "Further information on agenda items 8 and 9" and on the website of the company <https://www.fresenius.de/annual-general-meeting>.

9. Resolution on the Election to the Joint Committee

Article 13a of the Articles of Association of the Company stipulates that the Company shall have a Joint Committee that will be made up of two members of the Supervisory Board appointed by the General Partner and two members of the Supervisory Board of the Company (Joint Committee).

The election of two new members of the Supervisory Board is necessary because, in accordance with Article 13b (4) in conjunction with Article 8 (3) of the Articles of Association, pursuant to the resolutions of the Annual General Meeting 2021 and 2022, the period of office of the representatives of the Supervisory Board ends upon the close of this year's Annual General Meeting.

Pursuant to Article 13b (4) and Article 8 (3) to (3) of the Articles of Association, the Supervisory Board proposes to elect the following persons to the Joint Committee:

9.1. Mr. Michael Diekmann, Member of various supervisory bodies, resident in Munich

9.2. Ms. Susanne Zeidler, Member of various supervisory bodies, residing in Mainz.

Both will be elected to the Joint Committee commencing at the close of this Annual General Meeting until the close of the Annual General Meeting which resolves on the approval of the actions of the members of the Supervisory Board for the third fiscal year after commencement of office. The year in which the period of office commences does not count.

Further information on Mr. Michael Diekmann and Ms. Susanne Zeidler can be found under agenda item 8, in the annex to agenda items 8 and 9 "Further Disclosures on Agenda Items 8 and 9" as well as on the website of the company <https://www.fresenius.de/annual-general-meeting>.

The elections shall be held on an individual basis.

10. Resolution on the renewal of the authorization of the General Partner to allow for a virtual Annual General Meeting to be held and the amendment of Article 14 (3) of the Articles of Association

Pursuant to sec.118a (1) sent. 1 AktG, the articles of association may allow for or authorize the management board to allow for the general meeting to be held without the shareholders or their authorized representatives being physically present at the place of the general meeting (Virtual General Meeting). A corresponding provision in the articles of association shall be limited to a maximum period of five years after registration of the amendment to the articles of association in the commercial register.

The Annual General Meeting on May 17, 2023 granted the General Partner such an authorization for a period of two years after the registration of the amendment to the Articles of Association in the Commercial Register. The corresponding provision in Article 14 (3) of the Articles of Association was registered in the company's commercial register on June 15, 2023. It will therefore expire on June 15, 2025.

The General Partner and the supervisory board propose to grant such an authorization to the General Partner again, again for a period of two years after the registration of the amendment to the articles of association in the commercial register.

The Company held its Annual General Meeting 2024 as a face-to-face meeting. This year's Annual General Meeting will also take place as a face-to-face meeting. The associated direct exchange with shareholders and shareholder representatives is of great importance to us.

In order to maintain flexibility, however, the General Partner should also be able to decide for future Annual General Meetings on a case-by-case basis and at its dutiful discretion whether the Annual General Meeting should be held as a face-to-face meeting or in virtual format. Particularly in cases of a pandemic or other emergency situations in which the physical Annual General Meeting cannot be held or can only be held with disproportionate difficulty, an alternative to a physical Annual General Meeting must be possible in the interest of the Company and its shareholders. The General Partner will make its decisions for each Annual General Meeting individually on the basis of objective criteria and taking into account the interests of the Company and its shareholders as well as with the involvement of the Supervisory Board. In particular, the protection of shareholder rights, realization and health risks, expenses and costs as well as sustainability considerations are taken into account.

The General Partner and the Supervisory Board are of the opinion that a virtual Annual General Meeting comprehensively safeguards the rights of shareholders in accordance with the statutory provisions and can therefore be not only a practicable but also a shareholder-friendly alternative to the classical physical Annual General Meeting. The virtual format enables direct interaction between shareholders and management during the meeting by means of electronic communication. In the virtual format, shareholders have far-reaching rights to speak, ask questions and propose during the virtual Annual General Meeting. It is the tendency not to refer shareholders with their questions to the run-up to a virtual Annual General Meeting.

The General Partner and the Supervisory Board therefore propose that the following resolution be passed:

Paragraph 14(3) of the Articles of Association shall be reworded as follows (convenience translation):

“(3) The General Partner is authorized to allow for the General Meeting to be held without the shareholders or their proxies being present at the place of the General Meeting (Virtual General Meeting). The authorization shall apply to the holding of virtual General Meetings in a period of two years after the registration of this provision of the Articles of Association in the commercial register (2025 authorization).”

11. Resolution on amendments to the formal requirements for convening meetings and resolutions outside meetings of the Supervisory Board and amending Article 10 (1) and (2) sent. 3 of the Articles of Association

Article 10 (1) of the Articles of Association stipulates that meetings of the Supervisory Board may be convened in writing and, in urgent cases, may be convened by telegraph, telex, fax, other electronic means of communication (e-mail, etc.) or telephone. In addition, Article 10 (2) sent. 3 of the Articles of Association stipulates that outside of meetings resolutions may be passed in writing, by telegraph, telex, fax or telephone.

For reasons of practicability and efficiency, these formal requirements are to be updated. The convening of the meetings should be in text form (e-mail, etc.) and, in urgent cases, also in other forms or informally (e.g. by telephone). Resolutions outside of meetings should also be permissible in text form (sec. 126b German Civil Code, Bürgerliches Gesetzbuch (BGB)) or by telephone.

The General Partner and the Supervisory Board therefore propose that the following resolution be passed:

Article 10 (1) and Article 10 (2) sent. 3 of the Articles of Association shall be reworded as follows (convenience translation):

“(1) The meetings of the Supervisory Board shall be convened by the Chairman in text form (Section 126b BGB) with 14 days’ notice. The individual items on the agenda must be stated in the invitation. In urgent cases, the notice period may be shortened and the meeting may be convened in any other form or informally (e.g. by telephone).”

“(2) [...] Outside of meetings, resolutions may be adopted in text form (Section 126b BGB), in any other form or informally (e.g. by telephone) if the Chairman of the Supervisory Board or, if he is unable to do so, his deputy so orders.”

In all other respects, Article 10 of the Articles of Association remains unchanged.

Total Number of Shares and Voting Rights

At the time of convening the Annual General Meeting, 563,237,277 shares out of a total of 563,237,277 shares issued carry participation rights and voting rights.

Participation in the General Meeting and Exercise of Voting Rights

This year’s Annual General Meeting will be held as a physical meeting, which shareholders and shareholder representatives can attend in person.

Shareholders, who wish to participate in the Annual General Meeting or to exercise their voting rights, must register for the Annual General Meeting and prove their eligibility.

The registration for the Annual General Meeting and proof of eligibility must be received by the Company at

Fresenius SE & Co. KGaA
c/o Computershare Operations Center
80249 Munich
Germany
E-mail: anmeldestelle@computershare.de

at least 6 days prior to the Annual General Meeting, i.e., no later than May 16, 2025, 24:00 hours CEST.

Pursuant to Article 15 (1) sent. 5 of the Articles of Association, registration shall be in text form (sec. 126b of the German Civil Code (Bürgerliches Gesetzbuch, BGB)) and in German or English.

Pursuant to sec. 123 (4) sent. 1 AktG and Article 15 (2) sent. 1 of the Articles of Association of Fresenius SE & Co. KGaA, evidence of share ownership in accordance with sec. 67c (3) AktG, which must refer to the close of business on the 22nd day prior to the Annual General Meeting, i.e. to the close of business on May 1, 2025 (record date), shall suffice to prove eligibility. According to the legislative materials for the Future Financing Act (ZuFinG) of December 11, 2023, the close of business means 24:00 (here: CEST).

After due registration and due proof of share ownership, the shareholders or their authorized representatives will receive an admission ticket for the Annual General Meeting. The admission ticket is a purely organisational tool and is not an additional condition of participation. However, to facilitate processing, we ask that the admission ticket be presented at the entrance to the Annual General Meeting.

In addition, shareholders can find the login credentials for the Shareholder Portal on the admission ticket, which they can use to exercise their voting right by electronic postal ballot or authorize and instruct the proxies nominated by the Company, if desired. In order to be able to use these functions in the Shareholder Portal, it is important to receive the admission ticket to the Annual General Meeting with the login credentials for the Shareholder Portal indicated on it in good time. We therefore ask shareholders to ensure that they register and submit proof of their shareholding to the Company at the above-mentioned registration point in good time in their own interest.

In relation to the Company, a shareholder will only be deemed a shareholder entitled to participate in the Annual General Meeting and to exercise voting rights if the shareholder has submitted proof of share ownership. The entitlement to participate in the Annual General Meeting and the scope of voting rights are exclusively determined by the shares verifiably owned on the record date. The record date shall not result in a blocking period during which it is not allowed to sell shares. Even in the event of full or partial disposal of the shareholding following the record date, only the shares owned by the shareholder on the record date will be relevant for participation in the Annual General Meeting and the scope of voting rights, i.e., disposal of shares after the record date will not affect entitlement to participate in the Annual General Meeting and the scope of voting rights. This also applies if (additional) shares are purchased after the record date. Persons who do not own any shares on the record date, and become shareholders only after the record date, are not entitled to participate in the Annual General Meeting and to exercise voting rights. The record date does not constitute a date of relevance to the entitlement to dividends.

Each share grants one vote in the Annual General Meeting.

For registration and proof of share ownership via intermediaries in accordance with sec. 67c AktG, see section "Communication via Intermediaries".

Voting Procedure

Shareholders may exercise voting rights by voting at the Annual General Meeting, by electronic postal ballot or through an authorized representative as further specified below.

Voting by Electronic Postal Ballot

It is possible for shareholders to exercise their voting rights by means of electronic communication (electronic postal ballot) without attending the Annual General Meeting. Even where an electronic postal ballot is cast, shareholders are required to register in a timely manner and submit proof of share ownership in accordance with the aforesaid.

For the submission of votes by electronic postal ballot or the revocation or amendment thereof, the Company has established the password-protected Shareholder Portal that can be accessed under

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

which will also be available for this purpose until Thursday, May 22, 2025, 24:00 hours CEST. The Shareholder Portal is expected to be available from May 1, 2025.

Shareholders can find the necessary login credentials for the Shareholder Portal and further instructions on the admission ticket sent by post. In order to ensure timely receipt of the admission ticket with the login credentials for the Shareholder Portal, we ask shareholders to ensure that they register and submit proof of their shareholding to the Company in good time in their own interest.

Voting by electronic postal ballot does not disqualify shareholders from participating in the Annual General Meeting. However, participation in the Annual General Meeting – by the shareholder himself or by a representative – is deemed to be a revocation of their electronic postal ballot votes already cast in the Shareholder Portal.

Authorized representatives may also cast their vote by electronic postal ballot (see the explanations in the following section “Voting by Authorized Representatives”).

For voting via intermediaries in accordance with sec. 67c AktG, see section “Communication via Intermediaries”.

Voting by Authorized Representatives

Shareholders are also entitled to exercise their voting rights through an authorized representative, in particular through the proxies nominated by the Company, but also, for example, through an intermediary, an association of shareholders, a proxy voting adviser, or another third party. In the case of voting by authorized representative, shareholders are required to register in a timely manner and submit proof of share ownership in accordance with the aforesaid.

Pursuant to sec. 134 (3) sent. 3 AktG in conjunction with sec. 278 (3) AktG, the power of attorney must be granted and revoked, and the authorization evidenced, to the Company in text form (sec. 126b BGB).

The Company has established a password-protected Shareholder Portal for granting and revoking proxies that can be accessed under

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

which will also be available for this purpose until Thursday, May 22, 2025, 24:00 hours CEST. Shareholders can find the necessary login credentials for the Shareholder Portal and other explanations on the admission ticket that will be sent by post.

In addition, the power of attorney and its revocation may be submitted in text form to the Company at the following postal address or e-mail address

Fresenius SE & Co. KGaA
Investor Relations
c/o Computershare Operations Center
80249 Munich
Germany
E-mail: anmeldestelle@computershare.de

or be declared in text form to the authorized representative. If the power of attorney is granted to the authorized representative, proof of authorization must be provided to the Company in text form. This can either be presented on site on the day of the Annual General Meeting or be sent to the Company in advance at the above address (or e-mail address). In order to facilitate voting by an authorized representative, shareholders will receive a proxy form together with the admission ticket for the Annual General Meeting for the purpose of granting authorization.

For organizational reasons, when submitting the power of attorney or the proof of authorization to the Company in advance at the postal address or e-mail address stated above, we request that this be done by Thursday, May 22, 2025, 18:00 hours CEST.

In accordance with Article 15 (4) sent. 3 of the Articles of Association, it is determined that the revocation of a power of attorney granted can also be performed by attending the Annual General Meeting in person.

If the power of attorney is granted to an intermediary, an association of shareholders, a proxy voting adviser, or an individual treated as equivalent to the aforesaid pursuant to sec. 135 (8) AktG in conjunction with sec. 278 (3) AktG, in general, particularities are to be considered which are to be requested from the respective authorized proxy. Pursuant to sec. 135 (1) sent. 2 AktG, the power of attorney must be kept by the proxy in a verifiable form. Such power of attorney must be complete and may only contain declarations associated with the exercise of voting rights. Shareholders wishing to issue a proxy authorization to an intermediary, an association of shareholders, a proxy voting adviser, or an individual treated as equivalent to the aforesaid are requested to reach agreement with the same on the form of the power of attorney.

Voting by Company Proxies

Furthermore, prior to, or during the course of, the Annual General Meeting (until the beginning of voting), the Company offers its shareholders the possibility of authorizing Company-nominated employees, who are bound by instructions given to them (weisungsgebundene Stimmrechtsvertreter), as proxies for the exercise of voting rights. Those shareholders who wish to grant power of attorney to the proxies nominated by the Company also have to register for the Annual General Meeting and prove their eligibility in the manner stated above.

The power of attorney and the instructions to the proxies nominated by the Company are also to be made in text form; the same shall apply to the revocation thereof or amendment thereto.

The Company has established a password-protected Shareholder Portal for granting powers of attorney and instructions to the proxies nominated by the Company or for revoking or amending such powers of attorney, which can be accessed under

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

which will also be available for this purpose until Thursday, May 22, 2025, 24:00 hours CEST. Shareholders can find the necessary login credentials for the Shareholder Portal and other explanations on the admission ticket that will be sent by post.

In addition, shareholders may also use the proxy form that they receive together with the admission ticket for the Annual General Meeting to grant powers of attorney and instructions to the proxies nominated by the Company. The completed form may also be submitted to the Company prior to the Annual General Meeting at the following address:

Fresenius SE & Co. KGaA
Investor Relations
c/o Computershare Operations Center
80249 Munich
Germany
E-mail: anmeldestelle@computershare.de

In this case, for organizational reasons, the form must be received by the Company by Thursday, May 22, 2025, 18:00 hours CEST, at the postal address or e-mail address stated above. This does not affect the possibility of authorizing the proxies nominated by the Company on site during the Annual General Meeting until the commencement of voting.

The proxies nominated by the Company are to vote in accordance with the instructions issued by the shareholders. If no instructions are issued, the power of attorney shall be invalid. Please note that the proxies nominated by the Company are unable to accept any authority or instructions for exercising the right to ask questions, to submit motions or to file objections against shareholders' resolutions adopted at the Annual General Meeting. For authorisation and instructions to proxies via intermediaries in accordance with sec. 67c AktG, see section "Communication via Intermediaries".

Communication via Intermediaries

In accordance with sec. 67c AktG in conjunction with Implementing Regulation (EU) 2018/1212, registration for the Annual General Meeting, proof of share ownership, voting as well as power of attorney and instructions to proxies appointed by the Company may also be transmitted to the Company via intermediaries in ISO format 20022 (SWIFT: CMDHDEMMXXX). Authorization via the SWIFT Relationship Management Application (RMA) is required to use SWIFT communications.

Registration for the Annual General Meeting and proof of shareholding must also be received in this way within the deadline specified above for registration or proof of share ownership, i.e. no later than May 16, 2025, 24:00 hours CEST.

For organizational reasons, a vote or power of attorney and instructions to proxies appointed by the Company must also be received in this way by May 22, 2025, 18:00 CEST at the latest.

Shareholders must obtain details from their respective (ultimate) intermediary, e.g. their custodian bank.

Transmission of the Annual General Meeting

It is intended to broadcast the speech of the Chairman of the Management Board of the General Partner by means of audio and video transmission on the internet at the internet address

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

Furthermore, it is intended to make a recording of the speech of the Chairman of the Management Board of the General Partner available at the same internet address after the Annual General Meeting.

Shareholder Rights

Shareholders or their authorized representatives have the following rights, among others, on the occasion of this year's Annual General Meeting:

Motions by Shareholders to Amend the Agenda

Shareholders whose aggregate shareholding equals or exceeds 5% of the share capital or a pro-rata amount of Euro 500,000 may request that items be included in the agenda and published (sec. 122 (2) AktG in conjunction with sec. 278 (3) AktG). In this case, shareholders must prove that they held the shares at least 90 days before the day of receipt of the request and that they will hold the shares until the decision of the Management Board of the General Partner on the application. Any such request must be made in writing to:

Fresenius SE & Co. KGaA
Management Board of the General Partner
Fresenius Management SE
FAO Dr. Michael Moser
Else-Kröner-Straße 1
61352 Bad Homburg v. d. H.
Germany

The request must be received by the Company at the above address at least 30 days prior to the Annual General Meeting, i.e., the request must be received by April 22, 2025, 24:00 hours CEST. Each new item must be substantiated or accompanied by a proposal for resolution.

Requests for additions to the agenda requiring publication are published without undue delay upon receipt in the German Federal Gazette (Bundesanzeiger), unless they have already been published when convening the Annual General Meeting. In addition, they will be published at the internet address <https://www.fresenius.com/annual-general-meeting>.

Motions and Election Proposals by Shareholders

Furthermore, shareholders can submit counter motions to General Partner and/or Supervisory Board proposals regarding items on the agenda as well as election proposals (secs. 126 (1) and 127 AktG in conjunction with sec. 278 (3) AktG). Counter motions (including reasons) and election proposals are to be sent exclusively to

Fresenius SE & Co. KGaA
Investor Relations
Else-Kröner-Straße 1
61352 Bad Homburg v. d. H.
Germany
E-mail: ir-fre@fresenius.com

We will publish corresponding counter motions and election proposals of shareholders that are to be made accessible, including the name and residence/registered offices of the shareholder, as well as the reasons that are to be made accessible at the internet address <https://www.fresenius.com/annual-general-meeting> immediately following receipt. Counter motions and election proposals relating to the items on the agenda which are received at the above address by May 8, 2025, 24:00 hours CEST will be taken into account. Any statements of opinion provided by management will also be published at the above Internet address.

The right of each shareholder to submit counter motions to the various agenda items and make election proposals during the Annual General Meeting, even without prior and timely submission to the Company, remains unaffected. However, it must be noted that counter-

motions and election proposals from shareholders, even if they have been submitted to the Company in advance in due time, can only be considered for voting if they are submitted or made verbally during the Annual General Meeting.

Right of Shareholders to Information

Pursuant to sec. 131 (1) AktG in conjunction with sec. 278 (3) AktG, upon request at the Annual General Meeting, each shareholder shall be provided with information by the Management Board of the General Partner on the affairs of the Company, the legal and business relations of the Company with an affiliated company as well as on the situation of the Group and the companies included in the consolidated financial statements, to the extent that the information is necessary for a proper assessment of the item on the agenda.

The information shall comply with the principles of conscientious and faithful accounting. The General Partner may refuse to provide information under the conditions set forth in sec. 131 (3) in conjunction with sec. 278 (3) AktG.

Requests for information must be made verbally during the debate at the Annual General Meeting. In accordance with Article 17 (2) of the Articles of Association, the chairman of the Annual General Meeting may determine appropriate restrictions of the speaking time, the question time and the combined speaking and question time at the beginning or during the Annual General Meeting, regarding the discussions on individual items on the agenda, as well as for individual speaking and question contributions. He shall order the end of the debate to the extent and as soon as this is necessary for an orderly conduct of the Annual General Meeting.

Further Information on Voting pursuant to Table 3 of the Commission Implementing Regulation (EU) 2018/1212

Under agenda items 1 to 5 as well as 7–11, the votes on the published resolution proposals are binding. Under agenda item 6, the vote on the announced proposal is of a recommendatory nature. Shareholders may vote “yes” (in favour) or “no” (against) on all resolutions or abstain from voting i.e. not participate in the vote.

Website on which the information pursuant to sec. 124a AktG is accessible

The invitation to the Annual General Meeting with the legally required information and explanations is also available on the website of the Company at <https://www.fresenius.com/annual-general-meeting>. In addition, this website also provides shareholders with further information to the Annual General Meeting in accordance with sec. 124a AktG in conjunction with sec. 278 (3) AktG (inter alia, the remuneration report for the 2024 financial year together with the auditor’s report, a more detailed presentation of the remuneration of the members of the Supervisory Board and proxy forms and forms for issuing instructions). This website also contains further explanations of shareholders’ rights and the information pursuant to sec. 125 AktG in conjunction with the Implementing Regulation (EU) 2018/1212, where applicable shareholder motions as well as the current version of the Company’s Articles of Association.

Bad Homburg v. d. H., April 2025

Fresenius SE & Co. KGaA

**The General Partner
Fresenius Management SE
The Management Board**

ATTACHMENT TO AGENDA ITEMS 8 AND 9

Detailed CVs



Detailed CV

8.1 Michael Diekmann

Member of various supervisory bodies

Deputy Chairman of the Supervisory Board of Fresenius SE & Co. KGaA
Initial appointment: 2015

Date of Birth: December 23, 1954
Place of Birth: Bielefeld
Nationality: German

Professional Experience

- 2003 – 2015 Allianz SE (formerly Allianz AG)
Chairman of the Management Board
- 1998 – 2003 Allianz AG
Member of the Management Board
- 1988 – 1998 Allianz Versicherungs-AG
- 1983 – 1988 Diekmann / Thieme GbR (Publishing House)
CEO

Education

- 1973 – 1982 University of Göttingen
Studies of Law and Philosophy

Membership of other statutory supervisory boards

- Allianz SE¹ (Chair)
- Fresenius Management SE (Fresenius Group mandate)

Membership of comparable German and foreign supervisory bodies

None

¹ Stock listed company



Detailed CV

8.2 Prof. Dr. med. Ralf Kiesslich

Chairman of the Board and Medical Director
of the Mainz University Medical Center

Date of Birth: May 14, 1970
Place of Birth: Wiesbaden
Nationality: German

Professional Experience

- Since 2024 Mainz University Medical Center
Chairman of the Board and Medical Director
- 2021 – 2023 Helios Dr. Horst Schmidt Kliniken Wiesbaden
Medical Director
- 2014 – 2021 Helios Dr. Horst Schmidt Kliniken Wiesbaden
Gastroenterology Clinic Director, Medical Director
- 2012 – 2014 St. Marienkrankenhaus Frankfurt
Chief Physician for Internal Medicine and Gastroenterology
- 2008 – 2012 Mainz University Medical Center
W2 Professorship for Gastrointestinal Endoscopy

Education

- 2005 Mainz University Medical Center
Habilitation
- 1996 Mainz University Medical Center
Promotion
- 1990 – 1996 Mainz University Medical Center
Studies of human medicine

Membership of other statutory supervisory boards

None

Membership of comparable German and foreign supervisory bodies

None



Detailed CV

8.3 Wolfgang Kirsch

Member of various supervisory bodies

Chair

Initial appointment: 2021

Date of Birth: March 19, 1955
Place of Birth: Bensberg
Nationality: German

Professional Experience

- 2002 – 2018 DZ BANK AG
 - 2006 – 2018 Chief Executive Officer
 - 2005 – 2006 Deputy Chief Executive Officer
 - 2002 – 2005 Member of the Board of Managing Directors
- 2000 – 2002 Deutsche Bank AG, Frankfurt
Managing Director and Senior Credit Executive of the Corporates and Real Estate Division and CIB Corporate and Investment Bank
- 1998 – 2000 Deutsche Bank, Singapore
General Manager und Chief Country Officer
- 1981 – 1998 Deutsche Bank AG, Düsseldorf and Frankfurt
Various positions in corporate and investment banking

Education

- 1977 – 1981 University of Cologne Studies
Business Administration (Diplom-Kaufmann)
- 1975 – 1977 Deutsche Bank AG
Banking apprenticeship

Membership of other statutory supervisory boards

Adolf Würth GmbH & Co. KG
B. Metzler seel. Sohn & Co. Aktiengesellschaft (Chair)
Fresenius Management SE (Fresenius Group mandate, Chair)

Membership of comparable German and foreign supervisory bodies

None



Detailed CV

8.4 Prof. Dr. med. Iris Löw-Friedrich

Member of various supervisory bodies

Member of the Supervisory Board of Fresenius SE & Co. KGaA
Initial appointment: 2016

Date of Birth: November 17, 1960
Place of Birth: Offenbach am Main
Nationality: German

Professional Experience

- 2008 – 2024 UCB S.A.
Chief Medical Officer and Executive Vice President Development
- 2001 – 2009 Schwarz Pharma AG
Member of the Executive Board, Head of Research and Development
- 2000 – 2001 BASF Pharma
Vice President Global Projects
- 1992 – 2000 Hoechst AG
Various positions, last serving as Vice President Clinical Development

Education

- since 2000 University of Frankfurt am Main
Chair of Internal Medicine
- 1985 University of Frankfurt am Main
Doctorate in medicine (Dr. med.)
- 1979 – 1985 University of Frankfurt am Main
Studies of medicine

Membership of other statutory supervisory boards

Evotec SE¹ (Chair)

Membership of comparable German and foreign supervisory bodies

None

¹ Stock listed company



Detailed CV

8.5 Susanne Zeidler

Member of various supervisory bodies

Member of the Supervisory Board of Fresenius SE & Co. KGaA
Initial appointment: 2022

Date of Birth: February 28, 1961
Place of Birth: Marl
Nationality: German

Professional Experience

- 2012 – 2022 Deutsche Beteiligungs AG, Frankfurt am Main
Member of the Executive Board / Chief Financial Officer
Responsible for Finance and Accounting, Investor Relations, Legal and Tax, Portfolio Valuation, Risk Management, Internal Audit, Human Resources, Organization, IT
- 2011 – 2012 Kirche in Not, Königstein im Taunus
Managing Director at the global headquarter of the organization
- 1990 – 2011 KPMG AG, Frankfurt am Main
Last position: Partner
- 2005 – 2010: Audit Services / Non-Profit Organizations and Hospitals
 - 2000 – 2005: Head of the report critique and of administrative areas
 - 1990 – 2000: Corporate Finance / Company Valuations
- 1987 – 1990 Winterhager Dr. Heintges Stützel Laubach GmbH,
Wirtschaftsprüfungsgesellschaft, Düsseldorf
Last Position: Auditor and tax specialist

Education

- 1995 Appointment as auditor (2013 waiver of appointment)
- 1992 Appointment as tax advisor (2022 waiver of appointment)
- 1980 – 1987 Westfälische Wilhelms-Universität Münster
- 1987: Degree: Diplom Kaufmann (Business Administration)
 - 1981 – 1987: Business Administration
 - 1980 – 1981: Education studies in Latin and French

Membership of other statutory supervisory boards

Fresenius Management SE (Fresenius Group mandate)

Membership of comparable German and foreign supervisory bodies

None



Detailed CV

8.6 Dr. Christoph Zindel

Member of various supervisory bodies

Former Member of the Managing Board Siemens Healthineers AG

Member of the Supervisory Board of Fresenius SE & Co. KGaA
Initial appointment: 2022

Date of Birth: April 13, 1961
Place of Birth: Stuttgart
Nationality: German

Professional Experience

- 2019 – 2022 Siemens Healthineers AG, Erlangen
Member of the Managing Board,
Responsible for Imaging, Advanced Therapies, Technology & Innovation,
Quality & Regulatory Affairs, Sustainability
- 2018 – 2019 President Business Segment Diagnostic Imaging
- 2015 – 2018 Siemens AG, Healthcare Sector, Erlangen
SVP, General Manager of Business Line Magnetic Resonance
- 2014 – 2015 Beckmann-Coulter – A Danaher Company, Miami (USA)
SVP, Head of Business Unit Hematology and Urinalysis
- 1998 – 2014 Siemens AG, Healthcare Sector
 - 2012 – 2014 CEO PETNET Solutions (Radiopharmaceuticals),
Knoxville (USA)
 - 1998 – 2012 Various leading positions:
Marketing, R & D, Erlangen
- 1994 – 1998 University of Tübingen
Resident Physician Surgery
- 1993 – 1994 University of Frankfurt am Main
Resident Physician Internal Medicine, Nuclear Medicine

Education

- 1995 University of Frankfurt am Main
Doctor of Medicine, M.D. (Dr.)
- 1985 – 1992 University of Frankfurt am Main
Studies in Medicine

Membership of other statutory supervisory boards

Gerresheimer AG¹

Membership of comparable German and foreign supervisory bodies

None

¹ Stock listed company

DATA PROTECTION INFORMATION

Data Protection Information

1) Controller, categories of processed data and purposes of data processing

Fresenius SE & Co. KGaA, Else-Kröner-Straße 1, 61352 Bad Homburg v. d. H., Germany (the “Company”), e-mail: ir-fre@fresenius.com, processes personal data (in particular name, first name, address, e-mail address, number of shares, type of ownership of shares, number of the admission ticket and voting, and, as the case may be, name, first name and address of a proxy authorized by the respective shareholder) as controller in accordance with applicable data protection laws to enable shareholders to participate in the Annual General Meeting and exercise their rights in the context of the Annual General Meeting. If shareholders or proxies and the Company contact each other, the Company also processes the personal data (for example the contact data provided by the shareholder or proxy, such as e-mail address or telephone number) which are necessary to respond to any requests. If applicable, the Company also processes personal data relating to questions, motions, election proposals and requests of shareholders or proxies in the context of the Annual General Meeting and for the purpose of preparing the list of participants pursuant to Sec. 129 (1), (4) AktG.

2) Legal basis for data processing

The legal basis for the processing of data are Article 6 (1) sent. 1 lit. c) as well as Article 6 (1) sent. 1 lit. f) of the EU General Data Protection Regulation (EU Datenschutz-Grundverordnung, “GDPR”).

3) Categories of recipients of personal data, sources of data and retention period

The Company and, respectively, the service providers of the Company that are engaged in the context of the Annual General Meeting receive the personal data of the shareholders or proxies from the registration office, which receives the data either from the shareholders or proxies themselves or from the depositary banks of the shareholders. The service providers engaged by the Company receive only personal data from the Company that are required to provide the requested services, and process data only based on instructions by the Company. Additional personal data relating to questions, motions, election proposals and requests of shareholders or proxies may also be collected in the context of the Annual General Meeting. In addition, personal data will be made available to shareholders and proxies in the context of the Annual General Meeting within the framework of statutory provisions, in particular via the list of participants. The personal data will be stored by the Company in accordance with legal obligations and for the avoidance of potential liability risks and will be deleted afterwards.

4) Rights of data subjects and contact details of the data protection officer

In accordance with the statutory provisions, shareholders and proxies are at all times entitled as data subjects to exercise their rights of access, to rectification, of restriction, of objection and to erasure regarding the processing of their personal data and are also entitled to exercise their right to data portability in accordance with Chapter III of the GDPR. Shareholders and proxies can assert these rights towards the Company free of charge via the contact details stated above or directly to the Data Protection Officer: Fresenius SE & Co. KGaA, Data Protection Officer, Else-Kröner-Straße 1, 61352 Bad Homburg v. d. H., Germany, e-mail: dataprotection@fresenius.com. In addition, shareholders have the right to lodge a complaint with a supervisory authority in accordance with Article 77 of the GDPR.

Further information regarding the processing of personal data of shareholders or proxies through use of the Shareholder Portal are available in the Shareholder Portal.