

**Annual General Meeting of Fresenius SE & Co. KGaA  
on May 23, 2025**

**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 (2), 126 (1), 127 and section 131 (1) of the German Stock Corporation Act (Aktiengesetz, AktG) (each in conjunction with section 278 (3) AktG). The following information shall serve as a further explanation in respect of such provisions.

**I. Addition to the Agenda Pursuant to Section 122 (2) in Conjunction with Section 278 (3) AktG**

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 (2) sentence 1, (1) sentence 3 and 4, 121 (7) AktG in conjunction with section 278 (3) AktG.

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. 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-mentioned address at least 30 days prior to the General Meeting. Thus, the last

permissible day of receipt is April 22, 2025, 24:00 hours 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 announce the amended agenda in accordance with section 125 (1) sentence 3 AktG in conjunction with section 278 (3) AktG.

This shareholder right is based on the following provisions of the AktG (excerpts):

*Section 122 (1) and (2) AktG*

- (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 paragraph 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 general meeting; for the purpose of calculating the above time period, the day of receipt shall not be counted.*

*Section 121 (7) AktG*

*For periods and deadlines counted backwards from the date of the general meeting, the day of the general 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 Pursuant to Sections 126 (1) and 127 AktG in Conjunction with Section 278 (3) AktG**

Furthermore, shareholders can submit counter motions to the General Partner and/or the Supervisory Board proposals regarding items on the agenda as well as election proposals. 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.  
Email: [ir-fre@fresenius.com](mailto: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.

A counter motion and the grounds therefor do not need to be made available if one of the exclusions pursuant to section 126 (2) AktG in conjunction with section 278 (3) AktG exists. The provisions of section 126 (2) AktG read as follows:

(2) *A counter motion and the grounds therefor do not need to 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 does not need to be made available if it exceeds a total of 5,000 characters.*

Pursuant to section 126 (3) AktG in conjunction with section 278 (3) AktG 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 (section 127 AktG in conjunction with section 278 (3) AktG); however, the following regulations must also be observed: 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 (2) AktG and if they do not contain the information pursuant to section 124 (3) sentence 4 and section 125 (1) sentence 5 AktG in conjunction with section 278 (3) AktG.

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 (3) sentence 4 AktG in conjunction with section 278 (3) AktG). 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 (1) sentence 5 AktG in conjunction with section 278 (3) AktG).

The right of each shareholder to submit countermotions to the various agenda items and make election proposals during the 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 General Meeting.

The above shareholder rights are based on the following provisions of the AktG (in addition to the provisions of section 126 (2) AktG which have already been cited above):

*Section 126 (1) and (3) AktG*

- (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 paragraphs 1 to 3 German Stock Corporation Act (AktG) 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 general 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 paragraph 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 AktG*

*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 paragraph 3 sentence 4 and section 125 paragraph 1 sentence 5.*

### **III. Right of Shareholders to Information**

Pursuant to section 131 (1) AktG in conjunction with section 278 (3) AktG, upon request at the 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 section 131 (3) AktG in conjunction with section 278 (3) AktG.

Requests for information must be made verbally during the debate at the General Meeting. In accordance with Article 17 (2) of the Articles of Association, the chairman of the 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 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 General Meeting.

The above shareholder right is based on the following provisions of the AktG as well as of the Articles of Association of the Company:

*Section 131 AktG*

*(1) Each shareholder is entitled to request and receive information from the management board during the general meeting on issues relating to the company, provided that the information is required for the proper assessment of an item on the agenda. The right to information also extends to the company's legal and business relationships with an affiliated company. If the company makes use of the exemptions pursuant to section 266, paragraph 1, sentence 3, section 276 or section 288 of German Commercial Code (HGB), then in the general meeting regarding the annual financial statements any shareholder may request that the annual financial statements be submitted to him or her in the form that they would have without these exemptions. The duty to provide information on the part of the management board of a parent company (section 290, paragraphs 1 and 2 of the HGB) in the shareholders' meeting at which the consolidated financial statements and the consolidated management report are presented also extends to the position of the group and of the companies covered by the consolidated financial statements.*

*(1a-1f) [...]*

*(2) The information provided must conform to the principles of thorough and accurate reporting. The articles of incorporation or the rules of procedure pursuant to section 129 may empower the chair of the meeting to apply appropriate time limits to the shareholders' right to ask questions and right to speak, and to lay down more detailed provisions in this regard.*

*(3) The management board may refuse to provide information*

- 1. if, according to prudent business judgment, providing the information is likely to bring not immaterial disadvantage to the company or to an affiliated company;*

2. *if it relates to amounts recognized for tax purposes or the amount of individual taxes;*
3. *about the difference between the value at which items are recognized in the annual financial statements and a higher value for these items, unless the annual financial statements are being approved at the general meeting;*
4. *about accounting and valuation methods if the information given in the notes to the financial statements about these methods is sufficient to provide a true and fair picture of the company's assets, financial position and financial performance within the meaning of section 264, paragraph 2 of the HGB; this does not apply if the annual financial statements are being approved at the general meeting;*
5. *if the management board would by providing such information become criminally liable;*
6. *if, in the case of a credit institution, a financial services institution or a securities institution, information about the applied accounting and valuation methods and about calculations made in the annual financial statements, management report, consolidated financial statements or consolidated management report does not need to be provided;*
7. *if the information is continuously available on the company's website over a period of at least seven days before the beginning of the shareholders' meeting and in the meeting.*

*Provision of information must not be refused for other reasons.*

- (4) *If information has been provided to a shareholder because of his or her capacity as a shareholder outside the general meeting, then it is to be provided to any other shareholder at the latter's request in the meeting, even if it is not required for a proper assessment of the item on the agenda. [...] The management board must not refuse to provide the information pursuant to paragraph 3, sentence 1, nos. 1 to 4. Sentences 1 to 3 do not apply if a subsidiary (section 290, paragraphs 1 and 2 of the HGB), a joint venture (section 310, paragraph 1 of the HGB) or an associated company (section 311, paragraph 1 of the HGB) provides the information to a parent company (section 290, paragraphs 1 and 2 of the HGB) for the purpose of inclusion of the subsidiary, joint venture or associated company in the parent company's consolidated financial statements and the information is needed for this purpose.*

- (5) *If a shareholder is refused information, then he or she can request that his or her question and the reason for the refusal to provide information be included in the record of the deliberations. [...]*

*Article 17 (2) of the Articles of Association*

- (2) *The Chairman shall chair the meeting, determine the order of items to be discussed and of the speakers as well as the manner and form of voting. The Chairman may determine appropriate restrictions of the speaking time, of the question time, and of the combined speaking and question time at the beginning or during the General Meeting, regarding the discussions on individual items of 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 General Meeting.*