



**Fresenius SE & Co. KGaA**

**Annual General Meeting on 22 May 2026**

**Frequently Asked Questions (FAQ)**

**on the Conversion from Bearer Shares to Registered Shares**

**What is a registered share (*Namensaktie*)?**

The shares of a public partly limited partnership (*Kommanditgesellschaft auf Aktien*) may, according to sec. 10 (1) in conjunction with sec. 278 (3) of the German Stock Corporation Act (*Aktiengesetz, AktG*), be issued either as bearer shares or as registered shares. In the case of registered shares, the name and further personal details of the shareholder are entered into the share register maintained by the Company, and, in the case of no-par value shares, the number shares or the share number(s). In relation to the Company, only the person registered in the share register is considered a shareholder (sec. 67 (2) *AktG*). Therefore, only shareholders entered into the share register are entitled to exercise their shareholder rights with respect to the shares registered in their name vis-à-vis the Company. In contrast, in the case of bearer shares, shareholders must prove their shareholder status to the Company in another manner, e.g., by submitting a proof of shareholding issued by their custodian bank.

**Why is Fresenius SE & Co. KGaA proposing a conversion to registered shares?**

By converting to registered shares, the Company aims in particular to achieve transparent and direct communication with its shareholders. The registration of the shareholders in the share register enables the Company to contact its shareholders directly and to inform them even more specifically and promptly about relevant developments of the Company.

In addition, knowing the names of the shareholders facilitates the preparation of future general meetings of the Company. Invitations can be sent directly to the shareholders without the involvement of custodian banks, which simplifies communication and leads to faster, more efficient processes.

Moreover, registered shares are widely used in international practice. In recent years, there has also been an increasing trend among German companies to convert to registered shares.

### **What changes for the shareholder as a result of the conversion to registered shares?**

In the future, shareholders will receive information directly from the Company and no longer via the respective custodian banks. In addition, the shareholder's data, such as name and address, will be entered into the share register. Following the conversion to registered shares, only those who are registered in the share register are considered shareholders vis-à-vis the Company. Therefore, all shareholder rights can only be exercised vis-à-vis the Company after they have been registered in the Company's share register.

The custody of shares does not differ between bearer shares and registered shares. Dividends will also continue to be paid out via the respective custodian bank.

In addition, the shareholder continues to have the option to register himself for participation in the general meeting or to authorize a proxy (e.g., a credit institution, a shareholders' association, or the Company's proxy representatives) to exercise his voting rights on his behalf.

The rights associated with the respective shares – such as the right to dividends, the right to vote, or the right to attend the general meeting – are not otherwise affected by the conversion from bearer shares to registered shares.

### **Are there any additional restrictions on the sale of shares by the shareholder as a result of the conversion?**

No. A restriction on the transferability of shares is not planned, so that the shares can continue to be transferred without requiring approval. The share register will be updated after the purchase or sale without any action required from the seller or buyer.

### **What does the shareholder need to do in connection with the conversion?**

The shareholder does not need to take any action in connection with the conversion. The conversion will be carried out automatically by the custodian banks, which will also transmit the relevant data for the share register to the Company. After the conversion has been completed, the shareholder will be informed by his respective custodian bank.

### **What is a share register?**

In the course of the conversion to registered shares, the Company is required to maintain a share register. This is an electronically managed database that contains the information necessary to identify all shareholders of the Company. According to sec. 67 (1) AktG, the share register must include the shareholder's name, first name, date of birth, address, an electronic address, and, in the case of no-par value shares, the number of shares or the share number(s). In the case of legal entities or partnerships with legal capacity, their company name, registered office, address, and likewise, in the case of no-par value shares, the number of shares or the share number(s), must be recorded.

The Company is obligated to continuously update the share register.

### **Is the shareholder required to notify the Company of changes of address?**

Any changes of name or address must be generally reported without delay to the custodian bank. The custodian bank will then forward the updated information to Fresenius SE & Co. KGaA or to the service provider engaged by the Company to maintain the share register.

### **Can the shareholder refuse his registration in the share register?**

In principle, the registration in the share register is made automatically unless the custodian bank receives instructions in the contrary. The shareholder has the option to object his registration in the share register. In such cases, the respective custodian bank is usually registered as trustee. In relation to the Company, the custodian bank is then considered the shareholder. All communication, including invitations to the general meeting, will therefore be addressed exclusively to the registered custodian bank. The registered custodian bank also holds the shareholder rights vis-à-vis the Company for the respective shares.

### **Can a shareholder who is not registered in the share register participate in the general meeting?**

In this case, participation is generally not possible. According to sec. 67 (2) AktG, shareholder rights, including the right to participate in the Company's general meetings, are only available to those who are registered as shareholders in the Company's share register.

However, an unregistered shareholder may attend the general meeting on behalf and as the representative of the shareholder registered in the share register, based on a power of attorney granted by the registered shareholder.

### **How does the registration for the general meeting take place after the conversion?**

Registration for and participation in the general meeting continues to be governed by Article 15 of the Company's Articles of Association. The difference to the previous participation requirements is that the proof of ownership according to sec. 123 (4) sent. 1 AktG in conjunction with sec 67c (3) AktG is no longer required. The right to attend the general meeting arises solely from the timely and properly registration to the general meeting and from the registration of the shareholder, along with the number of shares held, in the share register.

The shareholder will receive the invitation to the general meeting – unlike in the past – no longer from its custodian bank, but directly from the Company. Then, as before, the shareholder's registration must be received by the Company in text form no later than six days before the general meeting. All further information will be provided with the invitations to future general meetings.

### **How is the confidentiality of data in the share register ensured?**

The maintenance of the share register and the use of register data are subject to statutory provisions, in particular the German Stock Corporation Act and, in the case of personal data, the General Data Protection Regulation. These legal provisions shape the

confidentiality of the register data and their implementation ensures an appropriate level of protection.

The confidentiality of the register data is met in particular by the legal structure of rights of information and inspection, as well as the legal requirements for the performance of services by engaged service providers. The Company is also obliged to correct and delete entries in the share register with respect to the maintenance of the share register.

**What costs will the shareholder incur as a result of the conversion?**

In principle, the conversion will not incur any additional costs for the shareholder. The conversion will be carried out and organized by the Company without any fees or costs being passed on to the shareholder. In particular, there are no additional costs for the shareholder due to the maintenance of the share register. The custody account fees will generally also not change as a result of the conversion. However, it is possible that custodian banks have agreed on fees for the custody account conversion with their customers within the framework of the list of prices and services. For details, it is advisable to consult the respective custodian bank.

**In what ratio will the bearer shares be converted to registered shares?**

The bearer shares will be converted to registered shares at a ratio of 1:1.

**How will the WKN and ISIN of the share of Fresenius SE & Co. KGaA change?**

With the conversion to registered shares, the share of Fresenius SE & Co. KGaA will receive new WKN (securities identification number) or ISIN (International Securities Identification Number). The respective custodian bank will inform the shareholder about the new WKN/ISIN.

**Does the conversion to registered shares have any tax implications?**

The conversion has no tax implications. Tax law does not distinguish between bearer and registered shares.

**When will the conversion to registered shares be implemented?**

The conversion is expected to be implemented within three months after the resolution of the general meeting regarding the conversion to registered shares.