



INVITATION TO THE ANNUAL
GENERAL MEETING 2026



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

ISIN: DE0005785604 // WKN: 578560
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We hereby invite our shareholders to the

Annual General Meeting

to be held on Friday, May 22, 2026, 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 Combined Management Report for Fresenius SE & Co. KGaA and the Group and the Report of the Supervisory Board of Fresenius SE & Co. KGaA for the Fiscal Year 2025; Resolution on the Approval of the Annual Financial Statements of Fresenius SE & Co. KGaA for the Fiscal Year 2025**

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 2025 as presented, showing a distributable profit in the amount of Euro 591,414,559.33, 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 591,414,559.33 reported in the annual financial statements for the fiscal year 2025 as follows:

Payment of a dividend of Euro 1.05 per share on 563,237,277 shares entitled to a dividend	Euro 591,399,140.85
The dividend is payable on May 27, 2026.	
Balance to be carried forward	Euro 15,418.48
	Euro 591,414,559.33

The number of shares entitled to dividends may change prior to the Annual General Meeting. In that case, the proposed distribution of Euro 1.05 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 2025

The General Partner and the Supervisory Board propose to approve the actions of the General Partner for the fiscal year 2025.

4. Resolution on the Approval of the Actions of the Supervisory Board for the Fiscal Year 2025

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 2025.

5. Election of Auditor and Group Auditor for the Fiscal Year 2026, of the Auditor of the Sustainability Statement for the Fiscal Year 2026 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 2026, as the auditor of the sustainability statement for the fiscal year 2026 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 2027.

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 2025

For the fiscal year 2025, 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 2025 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 2025, prepared and audited in accordance with sec. 162 AktG, be approved.

7. Resolution on the Remuneration of the Members of the Supervisory Board, including the Remuneration System, and the Amendment of Articles 13 and 13e of the Articles of Association

The remuneration for the Supervisory Board as set out in Article 13 of the Articles of Association, including the remuneration system on which it is based, was most recently passed by the Annual General Meeting on May 23, 2025.

This resolution was preceded by a review of the remuneration system and the remuneration regulations, which did not reveal any need for structural changes. There is still no need for such changes. Rather, the current remuneration system has proven its worth. It complies with customary market standards and legal requirements and takes into account German and international corporate governance requirements, in particular those of the German Corporate Governance Code (GCGC).

In March 2026, the Supervisory Board set up an additional IT Committee. This committee is tasked with providing targeted advice to the General Partner on the Group's IT transformation and the associated challenges and opportunities. In order to be able to additionally remunerate the important and demanding work of the members of this committee, Article 13 of the Articles of Association is to be amended in such a way that each member of the IT Committee receives an appropriate remuneration of Euro 25,000.00 for each full fiscal year and the chairman of Euro 50,000.00.

In order to implement the remuneration regulations described above, a new paragraph 5 is to be inserted in Article 13 of the Articles of Association. As a result, the existing paragraphs 5 to 8 of Article 13 of the Articles of Association are editorially renamed paragraphs 6 to 9. The content of the new Article 13 (6) of the Articles of Association

is to be supplemented to the effect that remuneration for membership of the IT Committee is also to be granted on a pro rata basis if a fiscal year does not comprise a full calendar year or if a member of the Supervisory Board is a member of the IT Committee for only part of the fiscal year. Paragraphs 1 to 4 of Article 13 of the Articles of Association remain unchanged. In addition, in paragraph 3 of Article 13e of the Articles of Association, the reference to Article 13 (6) and (7) is to be editorially adapted.

In all other respects, the existing regulations on the remuneration of the members of the Supervisory Board, including their amount, are to remain unchanged. The new remuneration is to be applied with effect from January 1, 2026.

The current remuneration of the members of the Supervisory Board and the proposed changes as well as the remuneration system on which the remuneration is based are described in detail in the document "Remuneration of the Members of the Supervisory Board", which will be available on the website at <https://www.fresenius.com/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:

7.1. Article 13 of the Articles of Association of the Company shall be reworded as follows:

"Article 13 Remuneration of Supervisory Board Members

- (1) Each member of the Supervisory Board shall as fixed remuneration receive an amount of Euro 180,000.00 annually for each full fiscal year, payable after the end of the fiscal year.
- (2) If the Annual General Meeting resolves higher remuneration, this shall apply.
- (3) The Chairman of the Supervisory Board shall receive two and a half times, and his deputies one and a half times, the remuneration of a Supervisory Board member as set forth in Article 13 para. (1).
- (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 fiscal year, and the Chairman of the Audit Committee shall receive Euro 125,000.00.

- (5) For membership of the IT Committee of the Supervisory Board, a member shall receive an additional fixed remuneration of Euro 25,000.00 for each full fiscal year, and the Chairman of the IT Committee shall receive Euro 50,000.00.
- (6) If a fiscal year does not encompass a full calendar year, or if a member of the Supervisory Board is a member of the Supervisory Board for only a portion of the fiscal year, the remuneration shall be paid on a pro rata temporis basis. This shall apply accordingly to membership of the Audit Committee and the IT Committee of the Supervisory Board.
- (7) The members of the Supervisory Board shall be refunded expenses incurred when exercising their functions, which also includes applicable value added tax due for payment.
- (8) The Company shall provide members of the Supervisory Board with insurance cover to an appropriate extent for exercising Supervisory Board activities.
- (9) If a member of the Supervisory Board is at the same time a member of the Supervisory Board of the General Partner, Fresenius Management SE, and receives remuneration for his service on the Supervisory Board of Fresenius Management SE, remuneration pursuant to Article 13 para. (1) shall be reduced by half. The same applies with regard to the additional part of the remuneration for the Chairman pursuant to Article 13 para. (3), provided he is simultaneously the Chairman of the Supervisory Board of Fresenius Management SE; this applies accordingly to his deputies to the extent they are simultaneously deputies of the Chairman of the Supervisory Board of Fresenius Management SE. To the extent a deputy of the Chairman of the Supervisory Board of the Company is at the same time the Chairman of the Supervisory Board of Fresenius Management SE, Article 13 para. (3) shall not apply to him."

7.2. The new remuneration of the members of the Supervisory Board in accordance with the amended Article 13 of the Articles of Association, including the remuneration system on which it is based – as made available on the Company's website – is approved.

7.3. The new remuneration is to be applied with effect from January 1, 2026.

7.4. Article 13e (3) of the Company's Articles of Association shall be reworded as follows:

"Article 13 paras. (7) and (8) of the Articles of Association apply *mutatis mutandis*."

8. Resolution on the Cancellation of the Existing Authorized Capital I and on the Creation of a New Authorized Capital I (2026) with the Option of excluding Subscription Rights, as well as corresponding Amendment to the Articles of Association

Pursuant to Article 4 (4) of the Articles of Association, the General Partner is authorized to increase the share capital of the Company by May 12, 2027 by up to Euro 125,000,000 (Authorized Capital I (2022)) by issuing new no-par value shares one or several times for cash and/or contributions in kind, subject to the approval of the Supervisory Board.

In order to give the General Partner sufficient flexibility to finance the Company's growth in the future, the previously unused authorization of the General Partner is to be renewed in good time before it expires next year. The new authorization is to be granted in an amount of up to EUR 112,500,000 and for a period of five years, i.e. limited until May 21, 2031.

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

- 8.1. The authorization to increase the share capital in Article 4 (4) of the Articles of Association (Authorized Capital I (2022)) shall be cancelled with effect from the registration of the new Article 4 (4) of the Articles of Association in the Commercial Register and the deletion of Article 4 (4) of the Articles of Association in its previous version.
- 8.2. The General Partner is authorized to increase the share capital of the Company once or several times with the consent of the Supervisory Board by a total of up to Euro 112,500,000 (Authorized Capital I (2026)) by the issue of new no-par value shares for cash and/or contributions in kind up to May 21, 2031. The number of shares must be increased in the same proportion as the share capital. In principle, shareholders must be granted subscription rights; the subscription right may also be granted in such a way that new shares are taken up by credit or securities institutions or companies (financial institutions) operating accord-

ing to sec. 53 (1) sent. 1 or sec. 53b (1) sent. 1 or (7) of the German Banking Act (Kreditwesengesetz, KWG) or a consortium consisting of such credit or securities or financial institutions with the obligation to offer the shares to the shareholders for subscription.

However, the General Partner is authorized, with the consent of the Supervisory Board, to exclude the subscription rights of the shareholders in the following cases:

- To eliminate fractional amounts;
- In the case of a capital increase for cash, if the issue price does not fall significantly below the stock exchange price of the already listed shares at the time the issue price is fixed with final effect by the General Partner, and the proportionate amount of the shares issued with exclusion of subscription rights does not exceed 10% of the share capital, neither at the time of resolution on such authorization nor at the time of its utilization. If, during the period of validity of the Authorized Capital I (2026) until its utilization, other authorizations concerning the issue of the shares of the Company or the issue of rights which authorize or bind to the subscription of shares of the Company are used and thereby the right of subscription is excluded in direct or analogous application of sec. 186 (3) sent. 4 AktG, this has to be taken into consideration with regard to the abovementioned 10% limit;
- In the case of a capital increase for contribution in kind for the purpose of acquiring a company, parts of a company or investment in a company.

The General Partner may only use the authorizations granted above concerning the exclusion of subscription rights to such an extent that the proportional amount of the total number of shares issued with exclusion of the subscription rights does not exceed 10% of the share capital, neither at the time of resolution on such authorization nor at the time of its utilization. If, during the period of validity of the Authorized Capital I (2026) until its utilization, other authorizations concerning the issue of the shares of the Company or the issue of rights which authorize or bind to the subscription of shares of the Company are used and thereby the right of subscription is excluded, this has to be taken into consideration with regard to the abovementioned 10% limit.

The General Partner is authorized to determine the further details regarding the implementation of capital increases using the Authorized Capital I (2026) with the consent of the Supervisory Board. The Supervisory Board is authorized to amend Article 4 (4) and Article 4 (1) of the Company's Articles of Association after the implementation, in whole or in part, of the increase of the share capital using the Authorized Capital I (2026) or after the expiry of the authorization period according to the amount of the capital increase from the Authorized Capital I (2026).

- 8.3. Section 4 (4) of the Company's Articles of Association shall be reworded as follows:

"The General Partner is authorized to increase the share capital of the Company once or several times with the consent of the Supervisory Board by a total of up to Euro 112,500,000 (Authorized Capital I (2026)) by the issue of new no-par value shares for cash and/or contributions in kind up to May 21, 2031. The number of shares must be increased in the same proportion as the share capital. In principle, shareholders must be granted subscription rights; the subscription right may also be granted in such a way that new shares are taken up by credit or securities institutions or companies (financial institutions) operating according to sec. 53 (1) sent. 1 or sec. 53b (1) sent. 1 or (7) of the German Banking Act (Kreditwesengesetz) or a consortium consisting of such credit or securities or financial institutions with the obligation to offer the shares to the shareholders for subscription.

However, the General Partner is authorized, with the consent of the Supervisory Board, to exclude the subscription rights of the shareholders in the following cases:

- To eliminate fractional amounts;
- In the case of a capital increase for cash, if the issue price does not fall significantly below the stock exchange price of the already listed shares at the time the issue price is fixed with final effect by the General Partner, and the proportionate amount of the shares issued with exclusion of subscription

rights does not exceed 10% of the share capital, neither at the time of resolution on such authorization nor at the time of its utilization. If, during the period of validity of the Authorized Capital I (2026) until its utilization, other authorizations concerning the issue of the shares of the Company or the issue of rights which authorize or bind to the subscription of shares of the Company are used and thereby the right of subscription is excluded in direct or analogous application of sec. 186 (3) sent. 4 AktG, this has to be taken into consideration with regard to the abovementioned 10% limit;

- In the case of a capital increase for contribution in kind for the purpose of acquiring a company, parts of a company or investment in a company.

The General Partner may only use the authorizations granted above concerning the exclusion of subscription rights to such an extent that the proportional amount of the total number of shares issued with exclusion of the subscription rights does not exceed 10% of the share capital, neither at the time of resolution on such authorization nor at the time of its utilization. If, during the period of validity of the Authorized Capital I (2026) until its utilization, other authorizations concerning the issue of the shares of the Company or the issue of rights which authorize or bind to the subscription of shares of the Company are used and thereby the right of subscription is excluded, this has to be taken into consideration with regard to the abovementioned 10% limit.

The General Partner is authorized to determine the further details regarding the implementation of capital increases using the Authorized Capital I (2026) with the consent of the Supervisory Board. The Supervisory Board is authorized to amend Article 4 (4) and Article 4 (1) of the Company's Articles of Association after the implementation, in whole or in part, of the increase of the share capital using the Authorized Capital I (2026) or after the expiry of the authorization period according to the amount of the capital increase from the Authorized Capital I (2026)."

In connection with the creation of the authorized capital, the General Partner submits a written report on the reasons for which it is said to be authorized to exclude the subscription rights of the shareholders to new shares in certain cases when using the authorized capital (sec. 186 (4) sent. 2 in conjunction with sec. 203 (2) sent. 2 in conjunction with sec. 278 (3) AktG). The content of this report will be made available as an annex to this invitation to the Annual General Meeting.

9. Resolution on the Cancellation of Conditional Capital I, II and IV as well as on corresponding Amendments to the Articles of Association

It is no longer possible to exercise option rights from the 2003, 2008 and 2013 stock option programs. The provisions of the Articles of Association for the associated Conditional Capital I, II and IV are therefore obsolete and are to be deleted.

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

Article 4 (5), (6) and (8) of the Articles of Association of the Company are revoked.

10. Resolution on the Cancellation of the Existing Authorization to issue Option Bonds and/or Convertible Bonds dated May 13, 2022 and the Associated Conditional Capital III, and on the Creation of a New Authorization to issue Option Bonds and/or Convertible Bonds, on the Exclusion of Subscription Rights and on the Creation of Conditional Capital and corresponding Amendments to the Articles of Association

The existing and previously unused authorization to issue bonds and/or convertible bonds is to be renewed in good time before it expires next year. To this end, the associated Conditional Capital III in Article 4 (7) of the Company's Articles of Association must also be cancelled and replaced by a new Conditional Capital (Conditional Capital I).

The new authorization to issue bonds and/or convertible bonds is to be granted in a total nominal amount of EUR 5 billion.

The General Partner and the Supervisory Board propose that the following resolutions be adopted:

- 10.1. With effect from the date of registration of the new Article 4 (5) of the Articles of Association (below under Section 10.4) in the Commercial Register, the existing authorization to issue option bonds and/or convertible bonds dated May 13, 2022, and the associated Conditional Capital III pursuant to Article 4 (7) of the Articles of Association will be cancelled.
- 10.2. With effect from the date of registration of the new Article 4 (5) of the Articles of Association (below under Section 10.4) in the Commercial Register, the General Partner is authorized, with the approval of the Supervisory Board, to issue on one or more occasions, including simultaneously in various tranches, bearer option bonds and/or convertible bonds or any combination of such instruments in the total par value of up to Euro 5 billion, and to grant the bearers of option or conversion rights for a total of up to 56,323,727 no-par value shares of the Company with a proportional amount of the share capital of up to Euro 56,323,727.00 as set forth in detail under the relevant terms and conditions of the bonds (hereinafter "Bond Conditions"). The respective Bond Conditions may also provide for mandatory conversion at the end of the term or at other times, including the requirement to exercise the option/conversion rights. The bonds are to be issued for cash.

The bonds may also be issued by companies domiciled in Germany and abroad in which Fresenius SE & Co. KGaA holds a direct or indirect majority interest (hereinafter "Group Companies"). In the event of issuance via a Group Company, the General Partner is authorized, with the approval of the Supervisory Board, to provide the guarantee for the bonds on behalf of Fresenius SE & Co. KGaA and to grant option rights to the holders of bond warrants and conversion rights to the holders of convertible bonds to shares of Fresenius SE & Co. KGaA, as well as to make further declarations and take actions necessary for a successful issuance.

The Bond Conditions may also stipulate a requirement to exercise options or convert at the end of the term or at an earlier date, even if bonds are issued by Group Companies.

If option bonds are issued, one or several warrants shall be attached to each option bond that, in accordance with the Bond Conditions to be stipulated by the General Partner, entitle the holder to subscribe for shares in Fresenius SE & Co. KGaA. For option bonds issued by the Company, the Bond Conditions may stipulate that the option price determined in accordance with this authorization may also be paid by transferring partial option bonds and, if necessary, making an additional cash payment. The proportion of the share capital represented by the shares issued for each partial option bond may be no higher than the nominal amount of this partial option bond. To the extent fractional shares are created, it may be stipulated that these fractions can be added up to form whole shares in accordance with the Bond Conditions, if necessary, by making an additional payment.

If convertible bonds are issued, the holders of the bonds shall be granted the right or, if conversion is to be mandatory, they shall undertake to exchange their convertible bonds for shares in the Company in accordance with the Bond Conditions. The conversion ratio shall be calculated by dividing the nominal value or, if the issue price is below the nominal value, the issue price of a partial bond by the conversion price set for a share in the Company. The conversion ratio may in all cases be rounded up or down to a whole number. In addition, it can be stipulated that fractional amounts can be amalgamated and/or settled in cash; furthermore, provision may be made for an additional cash payment. Apart from this, the Bond Conditions may stipulate that the conversion ratio shall be variable and the conversion price determined on the basis of future stock exchange prices within a certain range.

Without prejudice to sec. 9 (1) and sec. 199 AktG, the respective option or conversion price must be at least 80% of the volume-weighted, average stock exchange price of the Company's shares in the Xetra trading system of the Frankfurt Stock Exchange (or a comparable successor system) on the date when the conditions are set between the start of trading and the time when the conditions become final.

Without prejudice to sec. 9 (1) AktG, the option or conversion price may be adjusted to preserve the value of the rights on the basis of an anti-dilution clause, as provided for in the Bond Conditions, if the Company increases the share capital before the end of the option period or conversion period, granting subscription rights to its shareholders, or, if the Company issues or guarantees further bonds and does not grant subscription rights to the holders of existing option rights or conversion rights or the corresponding obligations. The Bond Conditions may also provide for an adjustment to the option or conversion price to preserve the value of the rights in the case of other measures taken by the Company that may lead to a dilution of the value of the option rights or conversion rights or the corresponding obligations.

The Bond Conditions may entitle the Company not to issue shares when an option or conversion right is exercised, but to make a cash payment instead. The Bond Conditions may furthermore entitle the Company to grant bondholders shares in the Company in full or partial settlement of the cash amount that has become due. The subscription or conversion rights of bondholders may also be exchanged for own shares and for newly issued shares from the Company's Authorized Capital and/or from conditional capital and/or authorized capital to be created by a resolution passed at a later date and/or from an ordinary capital increase.

The General Partner is authorized, with the consent of the Supervisory Board, to set the precise method for calculating the exact option or conversion price as

well as the further details governing the issue and the features of the bonds as well as the Bond Conditions, or to determine these in agreement with the officers and directors of the Group Companies issuing the bonds, in particular, to set the interest rate, the issue price, the time to maturity and the denomination, the subscription or conversion ratio, an explanation why it should be mandatory to exercise the conversion or option rights, to require an additional cash payment, to pay compensation for or amalgamate fractional amounts, to make a cash payment in lieu of delivering shares, to deliver existing shares in lieu of issuing new shares as well as to determine the option and the conversion period.

In principle, the shareholders shall be granted a right to subscribe for the bonds; the subscription rights may also be granted in such a way that the Bonds are underwritten by a credit or securities institution or a company (financial institution) operating in accordance with sec. 53 (1) sent. 1 or sec. 53b (1) 1 sent. 1 or (7) KWG or a consortium consisting of such credit or securities or financial institutions with the obligation to offer the bonds to the shareholders for subscription. The General Partner, however, is authorized, with the consent of the Supervisory Board, to exclude the shareholders' subscription rights in the following cases,

- Insofar as the issue price of a bond is not significantly lower than the theoretical market value calculated according to recognized actuarial methods. In accordance with sec. 186 (3) sent. 4 AktG, the sum of the shares issued subject to an exclusion of subscription rights must not exceed 10% of the respective share capital, neither at the time of resolution on such authorization nor at the time of its utilization. If, during the term of this authorization and until its utilization, other authorizations for the issuance or the disposal of shares of the Company, or the issuance of rights that allow for or bind to the purchase of shares of the Company are used and thereby subscription rights pursuant to or analogous to sec. 186 (3) sent. 4 AktG are excluded, the same shall be taken into account with regard to the aforementioned 10% limit;

- To the extent that this is necessary to eliminate fractional amounts resulting from the subscription ratio;
- In order to compensate holders of conversion/option rights or obligations to the shares of the Company for dilutions of these rights by granting them the subscription rights they would have after exercising these rights.

The General Partner may only exercise the aforementioned authorization to exclude subscription rights to the extent that the proportional amount of all shares issued subject to an exclusion of subscription rights does not exceed 10% of the share capital, neither at the time of resolution on such authorization nor at the time of its utilization. If, during the term of this authorization to issue option bonds and/or convertible bonds or combinations of such instruments until the utilization thereof, other authorizations for the issuance of shares of the Company, or the issuance of rights that make it possible or mandatory to purchase shares in the Company are used and subscription rights are excluded, this will be taken into account with regard to the 10% limit.

- 10.3. In order to grant shares to the holders of option bonds and convertible bonds issued on the basis of the above authorization pursuant to Section 10.2, the share capital will be conditionally increased by up to EUR 56,323,727.00 by issuing up to 56,323,727 no-par value shares (Conditional Capital I). The conditional capital increase shall only be implemented to the extent that the holders of convertible bonds or of warrants from options bonds issued by Fresenius SE & Co. KGaA or by a Group Company up to May 21, 2031 on the basis of the authorization of the General Partner pursuant to Section 10.2 exercise their conversion/option rights or fulfill a possible conversion obligation and as long as no other forms of settlement are used. The new shares are issued in accordance with the authorization resolutions set forth above on the determination of the conversion/option prices. The new no-par value shares participate in the profit

from the beginning of the fiscal year in which they are issued. The General Partner is authorized, with the approval of the Supervisory Board, to determine the further details regarding the implementation of the conditional capital increase.

- 10.4. In Article 4 of the Articles of Association of the Company, the current paragraph 7 shall be deleted and a new paragraph 5 shall be inserted with the following wording:

“The share capital of the Company is conditionally increased by up to Euro 56,323,727.00 through issuing of up to 56,323,727 new no-par value shares (Conditional Capital I). The conditional capital increase will only be implemented to the extent that the holders of convertible bonds issued for cash or of warrants from option bonds issued for cash by Fresenius SE & Co. KGaA or an affiliated company up until May 21, 2031, on the basis of the authorization granted to the General Partner by the Annual General Meeting of May 22, 2026, exercise their conversion or option rights or fulfill a possible conversion obligation and as long as no other forms of settlement are used. The new no-par value shares shall participate in the profits from the start of the fiscal year in which they are issued.”

- 10.5. The current Article 4 (9) of the Articles of Association of the Company will be editorially renamed Article 4 (6).

The General Partner is authorized to determine the further details regarding the implementation of the conditional capital increase with the approval of the Supervisory Board. The Supervisory Board is authorized to amend the new Article 4 (5) and Article 4 (1) of the Articles of Association in accordance with the respective utilization of the Conditional Capital I. The same shall apply if the authorization to issue convertible/option bonds is not exercised after the end of the authorization period and if the Conditional Capital I is not utilized after the expiry of all conversion and option periods.

Pursuant to sec. 186 (4) sent. 2 AktG in conjunction with sec. 221 (4) sent. 2 AktG, the General Partner has to submit a written report on the reasons for the authorization to exclude subscription rights. The content of the report is published as an annex to this invitation to the Annual General Meeting.

11. Cancellation of the Authorization to Purchase and Use Own Shares pursuant to sec. 71 (1) no. 8 AktG granted by Resolution of the Annual General Meeting of May 13, 2022, and a renewed Authorization to Purchase and Use Own Shares pursuant to sec. 71 (1) no. 8 AktG and on the Exclusion of Subscription Rights

As in the past, the Company shall continue to have the opportunity to acquire own shares in accordance with sec. 71 (1) no. 8 AktG and to use them in the interest of the Company. The aim of this authorization is to enable the Company to repurchase shares in the Company in order to use the same as liquid consideration in connection with corporate transactions. Furthermore, in this manner, the Company shall obtain the possibility, where necessary, of also reacquiring and subsequently collecting own shares through classic share repurchase programs in order to appropriately take into account the interests of all shareholders of the Company in generating an adequate profit per share. In addition, the possibility is to be created, for example, to use own shares of the Company for the purpose of servicing long-term compensation components, e.g. in the context of stock option programs. Therefore, in the interests of the greatest degree of flexibility, the authorization shall be granted for the period of five years permitted under stock corporation law. The acquisition and use of own shares shall require a corresponding authorization by the Annual General Meeting.

For this purpose, the authorization granted by the Annual General Meeting on May 13, 2022 under the former agenda item 11, and which has not yet been used, to acquire and use treasury shares and to exclude subscription rights, is to be revoked and a new authorization is to be adopted in good time before it expires next year.

The General Partner and the Supervisory Board propose that the following resolutions be adopted:

- 11.1. The authorization granted at the Annual General Meeting on May 13, 2022 to acquire and use own shares pursuant to sec. 71 (1) no. 8 AktG and to exclude subscription rights will be cancelled.
- 11.2. The Company is authorized to purchase own shares of up to 10% of the share capital by May 21, 2031. At no time, more than 10% of the share capital may be attributed to the purchased shares together with other shares that are owned by the Company or attributable to it in accordance with secs. 71a et seq. AktG. The authorization may not be used for the purpose of trading in own shares.
 - aa) Subject to the decision of the General Partner, the purchase will be effected either (1) on the stock exchange or (2) by way of a public tender offer or a public invitation to shareholders to submit an offer for sale.
 - i. To the extent shares are purchased on the stock exchange, the share price paid by the Company (not including incidental acquisition costs) must not exceed 10% or fall short of 20% of the market price for shares of the Company determined by the opening auction in the Xetra trading system (or a comparable successor system) on the respective stock exchange trading day.
 - ii. If shares are acquired by way of a public tender offer or a public invitation to shareholders to submit an offer for sale, the offer price per share or the limits of the price range per share paid by the Company (not including incidental acquisition costs) must not exceed or fall short of the three days average trading price of shares determined by the closing price in the Xetra trading system (or a comparable successor system) on the last stock exchange trading day before the publication of the public tender

offer or the public invitation to shareholders to submit an offer for sale by more than 10%. If, following the announcement of a public tender offer or a public invitation to submit an offer for sale, there are significant deviations in the relevant stock price, the offer or the invitation to shareholders to submit an offer for sale may be adjusted. In this case, the three days average trading price prior to the public announcement of any such adjustment will be the relevant reference stock price. The public tender offer or the invitation to submit an offer for sale may provide for further conditions. If the tender offer is over-subscribed or, in case of an invitation to submit an offer for sale, out of a number of equal offers, not all of them can be accepted. The acquisition then must be effected on a pro-rata basis in accordance with the ratio of shares tendered. Preference may be given to accepting small quantities of up to 100 shares per shareholder.

bb) The General Partner is authorized to use shares of the Company purchased on the basis of this or a previous authorization for any legally permissible purpose and in particular for the following purposes:

- i. The shares may be redeemed without the redemption or its execution requiring any further resolution by the Annual General Meeting. They may be redeemed under the simplified procedure without a capital reduction by adjusting the calculated proportion of the amount of the share capital of the Company represented by the remaining shares. The redemption may be restricted to a portion of the purchased shares. If the redemption is made by way of the simplified method, the Supervisory Board and also the General Partner are authorized to adjust the number of shares in the Articles of Association.
- ii. The General Partner is authorized to sell ordinary own shares by way other than a sale on the stock exchange or an offer to all shareholders provided that the shares are sold for cash at a price that does not significantly

fall short of the stock exchange price of shares of the Company that are subject to the same terms at the time of the sale. In this case, the total number of shares to be sold may not exceed 10% of the share capital, neither at the time of resolution on this authorization nor at the time of its utilization. If, during the term of the authorization and until its utilization, other authorizations concerning the issue or the sale of the shares of the Company, or the issue of rights which authorize or mandate the subscription of shares in the Company are used and thereby the right of subscription is excluded in direct or analogous application of sec. 186 (3) sent. 4 AktG, this has to be taken into consideration with regard to the aforementioned 10% limit.

- iii. The General Partner is furthermore authorized to sell own shares to third parties against contributions in kind, in particular in connection with the acquisition of companies, parts of companies, or also interests in companies, and with regard to mergers, and other assets (including receivables).
- iv. The General Partner is also authorized to issue own shares in lieu of the utilization of conditional capital of the Company to employees of the Company and companies affiliated with the Company, including members of the management of affiliated companies, and in order to fulfill rights or requirements to purchase shares in the Company that have been or will be granted to the employees of the Company or companies affiliated with the Company and members of the management of affiliated companies, for example in the context of stock option programs or employee benefit schemes.
- v. The General Partner is also authorized to use own shares to fulfill bonds carrying option or conversion rights or obligations issued by the Company or by affiliated companies within the meaning of sec. 17 AktG.

cc) In accordance with this authorization, the Supervisory Board of the General Partner is authorized to use own shares purchased by virtue of this or a previous authorization in lieu of the utilization of conditional capital of the Company to fulfill rights to purchase or requirements to purchase shares of the Company that have been granted to the members of the Management Board of the General Partner as variable compensation components, particularly in the context of stock option programs.

dd) The authorizations under lit. bb and lit. cc also include utilization of shares of the Company that were acquired pursuant to sec. 71d sent. 5 AktG.

ee) The authorizations under lit. bb and lit. cc may be utilized once or several times, in whole or in part, individually or jointly, while the authorizations under lit. bb, ii to v may also be utilized by dependent companies or companies that are majority-owned by the Company, or by third parties acting for such companies' account or for the account of the Company.

ff) The subscription rights of shareholders to such own shares shall be excluded insofar as these shares are used pursuant to the authorizations under lit. bb, ii to v and lit. cc or as far as this is necessary to exclude fractional amounts in the event of the sale of own shares to all shareholders.

In connection with the proposed authorization to acquire and use own shares, the General Partner shall also submit a written report on the reasons for excluding shareholders' subscription rights in certain cases when using acquired own shares (sec. 186 (4) sent. 2 AktG in conjunction with sec. 71 (1) no. 8 sent. 5 AktG sec. 278 (3) AktG). The content of this report will also be published as an appendix to this invitation to the Annual General Meeting.

12. Resolution on the Re-Authorization to utilize Equity Derivatives to purchase Own Shares subject to Exclusion of any Tender Right

In addition, the Company is to be again authorized to use equity derivatives with the possible exclusion of any tender right when acquiring own shares pursuant to the authorization to be resolved under agenda item 11.

The General Partner and the Supervisory Board propose that the following resolutions be adopted:

In addition to the authorization to purchase own shares proposed under agenda item 11, the acquisition of own shares may be carried out by using Equity Derivatives pursuant to the following provisions. The General Partner is authorized to (1) sell options which, upon exercise, require the Company to purchase shares (hereinafter "put options"), (2) acquire options which, upon exercise, entitle the Company to purchase shares of the Company (hereinafter "call options"), and (3) execute forward purchases which entitle the Company to acquire shares of the Company at a specified date in the future. The acquisition may also (4) consist of a combination of put options, call options and forward purchase contracts (together hereinafter referred to as "Equity Derivatives" or "Derivatives").

12.1. All Equity Derivatives used pursuant to this authorization may relate to a maximum number of shares that does not exceed a proportional amount of 5% of the share capital of the Company, neither at the time of resolution on such authorization nor at the time of its utilization. The shares acquired through the exercise of this authorization shall be counted towards the purchase limit for the shares acquired pursuant to the authorization proposed by this Annual General Meeting under agenda item 11. The term of the individual Derivatives must end on May 21, 2031 at the latest and must be chosen in such a way that the acquisition of own shares cannot take place after May 21, 2031 when the Derivatives are exercised.

- 12.2. The Derivative transactions must be entered into with a credit or securities institution or another company satisfying the requirements of sec. 186 (5) sent. 1 AktG (hereinafter jointly "Issuing Companies"). The price agreed in the Derivative transaction (not including incidental transaction costs) for the purchase of a share upon exercising the options or in fulfillment of the forward purchase (exercise price), both with and without consideration of a received or paid option premium, may not exceed the stock exchange price for the share in the Xetra trading system (or a comparable successor system) on the opening auction by more than 10% nor fall short by more than 20%. It must be ensured that Derivatives are only fulfilled with shares that were previously acquired by the Issuing Company on the principle of equal treatment on the stock exchange at a price that, at the time of acquisition, does not significantly exceed or fall short of the stock market transaction price of the share in the Xetra trading system (or a comparable successor system), and the opening auction price of the share determined on the trading day on the stock exchange does not exceed 10% or fall short by more than 20%.
- 12.3. A call option premium paid by the Company may not be significantly higher, and a put option premium collected by the Company may not be significantly lower than the theoretical market value of the respective options calculated in accordance with recognized actuarial methods, the calculation of which, inter alia, shall take into account the agreed exercise price. The forward rate agreed by the Company on forward purchases may not significantly exceed the theoretical forward rate calculated by recognized actuarial methods, the calculation of which, inter alia, shall take into account the current market price and the term of the forward purchase.
- 12.4. If own shares are purchased using Equity Derivatives in accordance with the foregoing provisions, the shareholders' right to conclude such Derivative transactions with the Company is excluded.
- 12.5. Shareholders have a right to tender their shares only to the extent that, by virtue of the Derivative transactions, there is an obligation on the part of the Company to purchase the shares. Any further tender right is hereby excluded.

- 12.6. For the use of own shares that are acquired using Equity Derivatives, the provisions contained in the proposed authorization of the Annual General Meeting under agenda item 11 shall apply mutatis mutandis.

13. Resolution on the Conversion from Bearer Shares to Registered Shares and the corresponding Amendments to the Articles of Association

Pursuant to sec. 10 (1) AktG in conjunction with sec. 278 (3) AktG, shares may be bearer shares or registered shares. Pursuant to Article 5 (1) of the Articles of Association, the Company's shares are currently bearer shares.

The Company intends to convert its shares to registered shares, so that in future the name of the shareholder and other mandatory information will be recorded in a new share register to be set up. In the case of registered shares, pursuant to sec. 67 (2) sent. 1 AktG, rights and obligations arising from shares in relation to the Company exist only for and against the persons registered in the share register. There is no restriction on the transfer of shares.

Outside Germany, registered shares are widespread. In Germany, too, several companies have switched from bearer shares to registered shares in recent years, especially against the backdrop of the expanding international investor relations work. The value of the share or the voting right of the share will not be changed by the conversion.

Registered shares have advantages both in terms of capital market communication and shareholder communication. In this respect, the General Partner and the Supervisory Board see advantages for both the shareholders and the Company. By registering shareholders in the share register, the Company will be able to contact its shareholders directly in the future and provide even more targeted information about the development of the Company. In addition, registered shares facilitate the preparation of future General Meetings. Invitations to General Meetings can be sent directly by the Company instead of being processed via custodian banks. This facilitates and accelerates the communication processes between shareholders and the Company.

In the course of the conversion to registered shares, it is also necessary to amend the provisions of the Articles of Association on share capital (Article 4 of the Articles of Association), the type of share (Article 5 of the Articles of Association) and participation in the General Meeting (Article 15 of the Articles of Association).

The General Partner and the Supervisory Board propose that the following resolutions be adopted:

13.1. The no-par value bearer shares of the Company existing at the time of the effective date of the amendment to the Articles of Association under Section 13.3 shall be converted into registered shares while retaining the previous denomination. The General Partner shall take all necessary steps to convert the bearer shares into registered shares.

13.2. Article 4 (1) of the Articles of Association of the Company shall be reworded as follows:

“The share capital (Grundkapital) of the Company amounts to Euro 563,237,277.00 and is divided into 563,237,277 no-par value shares.”

13.3. Article 5 (1) of the Articles of Association of the Company is reworded as follows:

“The shares are registered shares. This also applies to capital increases, unless otherwise resolved. The Company shall maintain an electronic share register. The shareholders of the Company shall provide the Company with the information required by law for entry in the share register.”

13.4. Article 5 (2) sent. 1 of the Articles of Association of the Company shall be reworded as follows:

“The Company is entitled to issue registered share certificates, each evidencing a plurality of shares (collective share certificates).”

In all other respects, Article 5 (2) of the Articles of Association remains unchanged by this resolution.

13.5. Article 15 (1) and (2) of the Articles of Association of the Company shall be reworded as follows:

“(1) Shareholders who have registered in good time and whose registered shares are registered in the share register of the Company are entitled to participate in the General Meeting and exercise their voting rights.

(2) The registration notification must be received by the Company at the address specified in the invitation at least six days prior to the General Meeting. The invitation may specify a shorter period, measured in days. The day of the General Meeting and the day of receipt shall not be included in the calculation. The notification must be in text form (Sec. 126b BGB) and in German or English.”

14. Resolution on more Flexibility in the By-election of Supervisory Board Members and corresponding Amendment to the Articles of Association

Article 8 (4) sent. 2 of the Articles of Association of the Company stipulates that in the event that elected by the General Meeting ceases to be a member of the Supervisory Board before his term of office expires, a new member is to be elected in the next General Meeting in his place. In order to obtain more flexibility, Article 8 (4) sent. 2 of the Articles of Association is to be deleted. This means that the General Meeting can also decide on other terms of office in by-elections within the limits permitted by law and the Articles of Association, if this appears appropriate.

The General Partner and the Supervisory Board propose that the following resolutions be adopted:

Article 8 (4) sent. 2 of the Articles of Association of the Company is deleted without replacement.

In all other respects, Article 8 (4) of the Articles of Association of the Company remains unchanged.

15. Resolution on amendments to Article 5 (2) and (3) of the Articles of Association to align with Sec. 10 (6) AktG (electronic shares)

Public partly limited partnerships are eligible to issue electronic shares in accordance with the AktG and the Electronic Securities Act (Gesetz über elektronische Wertpapiere, eWpG) as amended by the Future Financing Act 2023 (Zukunftsfinanzierungsgesetz, ZuFinG). In addition, they may replace globally securitized shares with electronic shares of identical content without the consent of the holders. These regulations serve to further digitize the capital market.

Electronic shares embody the same rights as shares securitized in a collective share certificate. The only difference is that instead of a collective share certificate deposited with the central securities depository, the shares are registered in an electronic securities register in accordance with sec. 2 (1) sent. 2 eWpG. The Company does not currently plan to make such a conversion, but it should be possible in the future.

According to sec. 10 (6) sent. 1 AktG, the Articles of Association must exclude securitization for shares that are registered as electronic shares in an electronic securities register. In order to ensure compliance with the relevant legal requirements, the Company's Articles of Association are to be amended.

The General Partner and the Supervisory Board propose that the following resolutions be adopted:

The following new sentence 3 shall be added to Article 5 (2) of the Articles of Association of the Company:

“Securitization shall be excluded in its entirety for shares which are registered as electronic shares in an electronic securities register.”

Article 5 (3) of the Articles of Association of the Company shall be reworded as follows:

“(3) The form of shares, share certificates and dividend participation certificates and renewal certificates shall be determined by the General Partner with the approval of the Supervisory Board.”

In all other respects, Article 5 of the Articles of Association remains unchanged by this resolution.

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 Annual 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 six days prior to the Annual General Meeting, i.e., no later than May 15, 2026, 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 April 30, 2026 (record date), shall suffice to prove eligibility. According to the legislative materials for the Future Financing Act (Zukunftsfinanzierungsgesetz, ZuFinG) of December 11, 2023, the close of business means 24:00 hours (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 21, 2026, 24:00 hours CEST. The Shareholder Portal is expected to be available from May 1, 2026.

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 21, 2026, 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 21, 2026, 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 (*weisungsggebundene 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 21, 2026, 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 21, 2026, 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 15, 2026, 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 21, 2026, 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 21, 2026, 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 countermotions 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). Countermotions (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 countermotions 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. Countermotions and election proposals relating to the items on the agenda which are received at the above address by May 7, 2026, 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 countermotions 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 countermotions 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 to 15, 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 2025 fiscal 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 2026

Fresenius SE & Co. KGaA

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

Written Report of the General Partner to the Annual General Meeting of Fresenius SE & Co. KGaA on Item 8 of the Agenda

In the following, the General Partner shall provide a report on the reasons for which it is authorized to exclude shareholder subscription rights in certain cases in the event of utilization of the Authorized Capital I (sec. 186 (4) sent. 2 AktG in conjunction with sec. 203 (2) sent. 2 AktG). As of the date of convening the Annual General Meeting, this report will be available on the Company's website under <https://www.fresenius.com/annual-general-meeting>.

If the General Partner exercises its right to increase the capital, the General Partner will, in principle, offer to sell the new shares to the shareholders from the Authorized Capital I (2026). However, according to the proposed authorization, the General Partner is entitled to exclude the shareholders' subscription rights in the following cases. These cases are specified in the proposed resolution and are commented in detail below:

Exclusion of Subscription Rights to Eliminate Fractional Amounts

The General Partner, with the consent of the Supervisory Board, is entitled to exclude shareholders' subscription rights to eliminate fractional amounts in order to achieve a non-fractional issue amount and a rounded subscription ratio. The exclusion of the subscription right for fractional amounts is necessary in order to ensure that the subscription ratio is simple and practical to implement for increased amounts below the share capital. The shares excluded from shareholders' subscription rights as unassigned fractions will either be sold on the stock exchange or otherwise utilized in an optimal manner for the Company. As any exclusion of the subscription rights is only limited to fractional amounts, any potential dilution effect is negligible.

Exclusion of Subscription Rights in the Event of a Capital Increase against Cash

Exclusion of the subscription rights in the event of a capital increase against cash with the consent of the Supervisory Board is also permitted if the issue amount of the new shares

does not fall significantly below the market price and the proportional amount of the shares issued under the exclusion of the subscription rights does not exceed 10% of the share capital, neither at the time of resolution on such authorization nor at the time of its utilization. Any sales of own shares and any issue of shares from any other authorized capital must be taken into consideration with regard to this limit if they take place during the waiting period of this authorization under the exclusion of subscription rights pursuant to sec. 186 (3) sent. 4 AktG. Rights which authorize or bind to the subscription of shares of the Company must also be taken into consideration, provided that the rights are issued during the term of this authorization under exclusion of the subscription rights according to a direct or analogous application of sec. 186 (3) sent. 4 AktG. The Future Financing Act (Zukunftsfinanzierungsgesetz, ZuFinG) has raised the statutory upper limit for the simplified exclusion of subscription rights in sec. 186 (3) sent. 4 AktG from 10% to 20% of the share capital. However, the proposed resolution of the General Partner and the Supervisory Board deliberately does not exhaust this extended legal framework, but leaves it at a volume of up to 10% of the share capital.

A placement under exclusion of subscription rights opens up the possibility of achieving a higher cash inflow than in the case of an issue with subscription rights. It enables market-oriented pricing and thus the highest possible proceeds from the sale, because the placement can take place immediately after the issue price has been determined. In the case of a sale offer to all shareholders, the subscription price could be published no later than three days before the expiry of the subscription period in accordance with sec. 186 (2) sent. 2 AktG. However, even if this leeway were exploited, there would be a risk of price changes over several days, which would lead to safety discounts when setting the sale price. Due to the length of the subscription period, the Company would also be unable to react quickly to favorable market conditions. The General Partner of Fresenius SE & Co. KGaA is to be given the opportunity to increase capital by excluding subscription rights, enabling it to take advantage of favorable market conditions in a flexible manner and strengthen its equity base on optimal terms, which is necessary for future business development. The relevant stock market price is the current stock market price at the time when the General Partner finally determines the sale price. Since price fluctuations within a very short period of time cannot be ruled out due to the volatility of the markets, it should not be determined in advance whether this is to be based on a current average price covering a few days or on a current price at a specific point in time. This must be determined on a case-by-case basis.

Exclusion of Subscription Rights in the Event of a Capital Increase against Contributions in Kind

In the event of a capital increase against contributions in kind, the General Partner, with the consent of the Supervisory Board, is entitled to exclude subscription rights, if the Authorized Capital I (2026) is used to acquire a company, parts of a company or invest in a company.

Without the exclusion of subscription rights, the Authorized Capital I (2026) could not be used for its intended purpose as acquisition currency. The authorization to issue shares of the Company in exchange for contributions in kind is intended to give the Company the necessary flexibility to quickly and flexibly take advantage of opportunities to acquire companies, parts of companies, or interests in companies. In order to remain competitive, particularly on an international level, the Company must be able to act quickly and flexibly on international markets at all times in the interests of its shareholders. The Authorized Capital I (2026) takes this into account in conjunction with the possibility of excluding subscription rights in the event of a capital increase through contributions in kind. It offers the opportunity to offer consideration in the form of treasury shares rather than cash when acquisition opportunities arise. This preserves the Company's liquidity. In addition, the level of debt remains within reasonable limits. The financial interests of shareholders are protected by the obligation of the personally liable partner to exercise the authorization to issue the new shares at an issue price that is reasonable in relation to the value of the contribution in kind.

Limitation of the Overall Scope of Capital Increases Free from Subscription Rights

The General Partner may only exercise the aforementioned powers to exclude subscription rights to the extent that the proportional amount of all shares issued subject to an exclusion of subscription rights does not exceed 10% of the share capital, neither at the time of resolution on such authorization nor at the time of its utilization. This restricts the overall volume of shares that may be issued from the Authorized Capital I (2026) free from subscription rights. If, during the period of validity of the Authorized Capital I (2026) until its utilization, other authorizations concerning the issue of the shares of the Company or the

issue of rights which authorize or bind to the subscription of shares of the Company are used and the right of subscription is thereby excluded, this has to be taken into consideration with regard to the abovementioned 10% limit. In this way, shareholders will be given additional protection against the possible dilution of their existing holdings.

There are currently no plans to utilize the Authorized Capital I (2026). In all cases, the General Partner will carefully check whether the exercise of the authorization to issue new shares and to exclude the subscription rights is in the interests of the Company and its shareholders. It will report to the Annual General Meeting each time these powers are exercised as well as the specific reasons for the exclusion of subscription rights.

Bad Homburg v.d.H., April 2026

Fresenius SE & Co. KGaA

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

Written Report of the General Partner to the Annual General Meeting of Fresenius SE & Co. KGaA on Item 10 of the Agenda

In the following, the General Partner reports on the reasons which authorize it in certain cases to exclude the shareholders' subscription rights in the event of an issue of convertible bonds and/or option bonds or any combination thereof (hereinafter collectively referred to as "Bonds") (sec. 186 (4) sent. 2 in connection with sec. 221 (4) sent. 2 AktG). As of the date of convening the Annual General Meeting, this report is available on the website of the Company under <https://www.fresenius.com/annual-general-meeting>.

Appropriate capital resources are fundamental for the development of the business. By issuing bonds, the Company is able to use attractive financing possibilities, depending on the market situation, e.g. for the purpose of providing the business with low-interest debt capital. For this reason, the General Partner and the Supervisory Board propose to the Annual General Meeting that the General Partner be authorized to issue bonds and to create a corresponding Conditional Capital I.

The Company shall be able to use the German capital market, the international capital market or both, depending on the market situation, where appropriate also through its Group companies, and to issue the bonds in Euro. The bonds shall be capable of stipulating mandatory conversions, for example by way of an obligation to exercise the option/conversion right. Furthermore, it shall be possible to stipulate that the bonds may also be fulfilled through supply of own shares of Fresenius SE & Co. KGaA or through payment of the equivalent value in cash, instead of shares from the Conditional Capital.

The proportional amount of the share capital of the shares to be subscribed per individual partial bond may not exceed the nominal amount, or as the case may be, any issue price below the nominal amount of the individual partial bond. The conversion/option price may not be lower than a minimum issue price, the basis for the calculation of which is described in detail. The criterion for the calculation will be the respective market price of the Fresenius share prevailing at the time of placement of the bonds. Sec. 9 (1) AktG notwithstanding, the conversion/option price may be adjusted to preserve the value in accordance with the precise terms and conditions of the respective bond based on an anti-dilution or adjust-

ment clause if the Company increases the share capital prior to the expiry of the conversion or option term, granting subscription rights to its shareholders in the process, or issues or guarantees further bonds and does not grant any subscription right to the holders of existing conversion and option rights or obligations. The Bond Conditions may also stipulate adjustments to the option or conversion price to preserve their value with regard to any other measure of the Company which may result in a dilution of the value of the option/conversion rights or obligations.

When issuing bonds, the shareholders are generally to be granted subscription rights. In order to facilitate processing, it shall also be possible to issue the bonds to credit or securities institutions, so-called financial institutions, or a consortium of such credit or securities or financial institutions with the obligation to offer such bonds to the shareholders for subscription in accordance with the shareholders' subscription rights (so-called indirect subscription right). In some cases, however, the General Partner shall also be authorized to exclude the subscription rights of the shareholders with the consent of the Supervisory Board. Such cases are listed in the proposal for resolution and will be described in detail below:

Issue Price Approximating the Theoretical Market Value

In accordance with sec. 221 (4) sent. 2 AktG, the provision in sec. 186 (3) sent. 4 AktG shall apply analogously to the exclusion of subscription rights upon the issuance of bonds. Placement of bonds while excluding the subscription rights of shareholders enables the Company to take advantage of favorable capital market situations in the short-term and thus to generate a significantly higher inflow of funds than in the event of an issuance upholding the subscription rights. If subscription rights were granted, successful placement would be jeopardized or associated with additional expenditure due to the uncertainty with regard to the exercise of the subscription rights. Conditions which are favorable to the Company and which are as market-oriented as possible can only be fixed if the Company is not bound by them for too long during an offer period. Otherwise, a significant markdown would be required in order to ensure the attractiveness of the conditions and thus the chances for success of the respective issue throughout the offer period.

The shareholders' interests are protected by issuing the bonds at a price not significantly below the theoretical market value. The theoretical market value is to be determined on the basis of recognized actuarial methods. When setting the price, the General Partner will keep the discount on the theoretical market value as low as possible, taking into consideration the respective capital market situation. Thus, the calculated market value of a subscription right will be decreased to almost zero, so that the shareholders cannot incur any noteworthy economic disadvantage from the exclusion of subscription rights.

The dilution of shareholder influence is kept to a minimum because, in this case, the volume of subscription rights exclusions is also limited. The total number of shares attributable to bonds issued without subscription rights may not exceed 10% of the respective share capital, either at the time of the resolution on this authorization or at the time of its utilization. The Future Financing Act (Zukunftsfinanzierungsgesetz, ZuFinG) has raised the statutory upper limit for the simplified exclusion of subscription rights in sec. 186 (3) sent. 4 AktG from 10% to 20% of the share capital, and this requirement also applies mutatis mutandis to the simplified exclusion of subscription rights to bonds pursuant to sec. 221 (4) sent. 2 AktG. However, the resolution proposed by the General Partner and the Supervisory Board deliberately does not make full use of this extended legal framework, but leaves it at a volume of up to 10% of the share capital.

Shares issued or sold from other sources in direct or corresponding application of sec. 186 (3) sent. 4 AktG with the exclusion of subscription rights since the resolution of the General Meeting authorizing the issue of the bonds until the exercise of this authorization shall be credited against this limit. Furthermore, rights that enable or oblige the subscription of shares in the Company and that are issued since the resolution of the General Meeting authorizing the issuance of the bonds until the exercise of this authorization in direct or corresponding application of sec. 186 (3) sent. 4 AktG, excluding subscription rights, shall be credited.

Elimination of Fractional Amounts

The General Partner shall be authorized to exclude the subscription right for fractional amounts in order to allow for the presentation of a practicable subscription ratio. This facilitates the technical execution of issuing bonds. In the event of an exclusion of subscription rights, the bonds representing unassigned fractions would be realized either by selling them on the stock exchange or in any other way at the best possible conditions for the Company. Since, in this case, any exclusion of subscription rights is limited to fractional amounts, the potential dilutive effect, if any, is small.

Fulfilment of Other Subscription Rights

The customary exclusion of subscription rights for the benefit of the holders of issued bonds has the advantage that the conversion/option price for the issued bonds which usually contain an anti-dilutive mechanism need not be reduced. Thus, the bonds can be placed in several tranches in a more attractive manner, and an overall higher inflow of funds is possible. The proposed subscription right exclusions are therefore in the interest of the Company and its shareholders.

Limitation of the Total Volume of the Subscription Right Exclusion

The General Partner may exercise the authorizations to exclude subscription rights to the extent such that the proportional number of all shares attributable to bonds with exclusion of subscription rights does not exceed 10% of the share capital. This 10% limit shall not be exceeded, neither at the time of resolution on such authorization nor at the time of its utilization. This limits the total volume of bonds issued without subscription rights. The shareholders are thus additionally protected against any potential dilution of their existing equity interests. Crediting clauses ensure that the General Partner will not exceed the 10% limit either by additionally exercising other authorizations – such as any authorized capital – and in doing so also excluding the shareholders' subscription rights.

Currently, there are no specific plans for exercising the authorization to issue bonds. In any case, the General Partner will carefully examine whether the exercise of the authorization and any potential exclusion of subscription rights is in the interest of the Company and its shareholders. It will report to the Annual General Meeting on any exercise of the authorization and on the specific reasons for any exclusion of subscription rights.

Bad Homburg v.d.H., April 2026

Fresenius SE & Co. KGaA

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

Written Report of the General Partner to the Annual General Meeting of Fresenius SE & Co. KGaA on Items 11 and 12 of the Agenda

In the following, the General Partner reports on the reasons for authorizing it in certain cases to exclude the shareholders' subscription rights in the event of the utilization of own shares (sec. 186 (4) sent. 2 in connection with sec. 71 (1) no. 8 sent. 5 AktG). As of the date of convening the Annual General Meeting, this report is available on the website of the Company under <https://www.fresenius.com/annual-general-meeting>.

Under agenda item 11, it will be proposed to the Annual General Meeting that the General Partner be authorized to purchase and use own shares. Through this measure, it is intended to once again authorize the Company – in accordance with the prevailing practice of large publicly listed companies in Germany – to exploit the benefits associated with the instrument of own shares in the best interests of the Company and all its shareholders. The previous authorization granted by the Annual General Meeting on May 13, 2022, is to be renewed. As in the past, the Company will continue to be given the opportunity to acquire own shares in accordance with sec. 71 (1) no. 8 AktG and to use them in the interest of the Company. This authorization shall also in the future enable the Company to repurchase shares in the Company in order to use the same as liquid consideration in connection with corporate transactions. Furthermore, in this manner, it will create the possibility for the Company, where necessary, to also reacquire and subsequently cancel own shares through classic share repurchase programs in order to appropriately take into account the interests of all shareholders of the Company in generating an adequate profit per share. In addition, the possibility is to be created, for example, to use own shares of the Company for the purpose of servicing long-term compensation components, e.g. in the context of stock option programs.

In order to maximize flexibility in the handling of own shares, it is intended to grant the acquisition authorization for the maximum period of five years permitted under stock corporation law, i.e. until May 21, 2031.

The acquisition of own shares can be effected by way of a purchase via the stock exchange, by means of a public tender offer to all shareholders by the Company itself or an invitation to all shareholders to submit offers for sale. In the event of the last two acquisition scenarios, the shareholders can decide themselves how many shares and – if a price range is also

fixed – at what price they want to tender those shares to the Company. In any case, the General Partner will observe the principle of equal treatment provided for under German stock corporation law in accordance with sec. 53a AktG when acquiring own shares. The proposed acquisition scenarios via the stock exchange, by way of a public tender offer made to all shareholders or by means of an invitation to submit offers for sale all take account of that principle.

If the shares are acquired via the stock exchange, the consideration per share paid by the Company (excluding incidental acquisition costs) may not be more than 10% higher or 20% lower than the price of the Company's shares determined by the opening auction in the Xetra trading system (or a comparable successor system) on the trading day.

In the event of an acquisition by way of a public tender offer or a public invitation to submit offers for sale, the purchase price offered or the limit values of the purchase price range per share (exclusive of incidental acquisition expenses – *Erwerbsnebenkosten*) must not exceed or fall below the average trading price of shares of the Company in the Xetra trading system (or a comparable successor system) by more than 10% on the three exchange trading days preceding the date of the publication of the offer or the public invitation to submit an offer for sale. If significant deviations from the relevant price occur after the publication of a tender offer or public invitation to submit an offer for sale, it will be possible to adjust the offer or invitation to submit such an offer, with such adjustment being based on the relevant average price on the three exchange trading days prior to the publication of any such adjustment, if any. The tender offer or invitation to submit such an offer may be subject to further conditions.

If, in the case of a public purchase offer or in the case of an invitation to submit offers for sale, the number of shares tendered or offered exceeds the repurchase volume intended for acquisition, acceptance by the Company shall be based on quotas. However, preferential acceptance of smaller numbers of shares of up to 100 shares per tendering shareholder may be provided for in order to avoid arithmetical fractions of shares when determining the quotas to be acquired and small residual amounts and thus to facilitate the technical processing overall.

The General Partner is authorized to use own shares purchased on the basis of this or a previous authorization for any purpose legally permissible and in particular for the following purposes:

The proposed authorization entitles the General Partner to partially or entirely redeem (*einziehen*) repurchased own shares, in accordance with common practice among large German listed companies, without further resolution of the Annual General Meeting being required. In this respect, it shall also be possible to redeem the shares without a capital reduction pursuant to sec. 237 (3) no. 3 AktG (so-called simplified procedure). By redeeming the shares without capital reduction, the proportional amount of the residual shares in the share capital of the Company increases. Therefore, the Supervisory Board and also the General Partner shall be authorized in this case to modify the Articles of Association with respect to the changing number of no-par value shares.

Exclusion of the Subscription Right in the Event of a Sale against Payment in Cash

The own shares of the Company may also be sold in ways other than on the stock exchange or by offering them to all shareholders for cash payment, excluding subscription rights. This enables the Company to react quickly and flexibly to favorable market situations. In addition, the sale of shares, for example to institutional investors, can attract additional domestic and foreign investors.

In order to take appropriate account of the idea of protecting shareholders against dilution, this possible use requires, in accordance with the provision of sec. 186 (3) sent. 4 AktG, that own shares may only be sold at a price that is not significantly lower than the relevant stock market price at the time of sale of the shares; the final sale price is determined immediately prior to the sale itself.

In addition, the permissible sale volume in this case is limited to 10% of the share capital. This 10% limit may not be exceeded either at the time of the resolution on this authorization or at the time of its utilization. The Future Financing Act (*Zukunftsfinanzierungsgesetz, ZuFinG*) has raised the statutory upper limit for the simplified exclusion of subscription rights in sec. 186 (3) sent. 4 AktG from the previous 10% to 20% of the share capital, and

this requirement also applies in accordance with sec. 71 (1) No. 8 sent. 5 half-sent. 2 AktG, also applies to the simplified exclusion of subscription rights to treasury shares that the company resells. However, the resolution proposed by the general partner and the supervisory board deliberately does not make full use of this extended legal framework, but leaves it at a volume of up to 10% of the share capital. If, during the term of this authorization, other authorizations to issue or sell shares of the company or to issue rights that enable or oblige the subscription of shares of the company are exercised and the subscription right is excluded in accordance with or in line with sec. 186 (3) sent. 4 AktG, this shall be counted toward the aforementioned 10% limit.

The pricing described above, which is close to the stock market price, and the volume limitation on the exclusion of subscription rights described above give shareholders the fundamental opportunity to maintain their shareholding ratio by purchasing additional shares in the Company on the stock exchange at comparable conditions.

Exclusion of of Subscription Rights in the Event of the Use of Own Shares against Contributions in Kind

Furthermore, it will also be possible to use own shares against contributions in kind in the course of mergers and upon acquisition of companies and other assets, excluding the shareholders' subscription right. In particular, in the international globalized market of corporate transactions, it is not infrequent that a delivery of liquid shares is requested as a consideration. In this context, interesting opportunities can arise for using the Company's shares as a liquid consideration. The Company continuously monitors the market regarding potential opportunities to further strengthen the Company's position on the market in the best interests of the Company and its shareholders by way of such acquisition opportunities. By using the Company's own shares, such transactions can be executed flexibly and quickly, without having to consult the Annual General Meeting, which is often not possible due to time constraints. Additionally, such transactions can materially contribute to conserving the Company's liquidity. Therefore, such opportunity of using own shares lies in the overall interests of the Company and its shareholders. In determining the valuation ratios, the General Partner will additionally take care that the interests of shareholders are reasonably safeguarded.

Exclusion of Subscription Rights in the Event of the Use of Own Shares in lieu of the Utilization of any Conditional Capital

The authorization further provides that own shares in lieu of the utilization of conditional capital of the Company can also be issued, excluding the subscription right of shareholders, to employees of the Company and its affiliated companies, including members of the management of affiliated companies, and used to fulfill options or obligations to purchase shares of the Company granted, or to be granted, to employees of the Company or its affiliated companies as well as members of the management of affiliated companies. In this way, it is, for example, also intended to make it possible to offer the respective beneficiaries shares in the Company within the scope of stock option programs or employees benefit schemes – without having to resort to conditional capital. The issue of own shares to employees and officers of the Company, in particular in view of long-term compensation components having the purpose of securing the Company's sustainable success, is in the best interests of the Company and its shareholders, since it materially promotes the identification of employees and officers with their Company as well as the Company's value as such. Furthermore, the use of existing own shares instead of having to draw on conditional capital can make commercial sense for the Company.

The aforementioned opportunity to use own shares in order to discharge long-term share-based compensation components, excluding the subscription right of shareholders, shall also be available in favor of the members of the General Partner's Management Board. In order to take reasonable account of potential conflicts of interest resulting from the Company's legal form as well as the distribution of powers as stipulated by the German Stock Corporation law, the corresponding authorization to use own shares will, however, not be addressed to the General Partner (represented by the Management Board), but to its Supervisory Board.

Own shares may further be used to fulfill bonds carrying option or conversion rights or obligations, issued by the Company or dependent entities of the Company as defined in sec. 17 AktG. In order to comply with the rights resulting therefrom, it may be appropriate, considering the Company's interests, to partially or entirely use own shares instead of shares resulting from a corresponding conditional capital, which requires that the subscription right of shareholders be excluded.

Exclusion of Subscription Rights to Eliminate Fractional Amounts

Any fractional amounts may be excluded in an offer made to all shareholders. This is necessary in view of the technical processing of such offer, in order to avoid the issue of fractional amounts of shares. The General Partner will dispose of the shares excluded from the shareholders' subscription right, so-called unassigned fractions (*freie Spitzen*), either by selling them via the stock exchange or otherwise at the best possible conditions for the Company.

The possible uses mentioned above are not limited to the Company's own shares acquired on the basis of this authorizing resolution; they also include shares of the Company acquired pursuant to sec. 71d sent. 5 AktG. In this way, additional flexibility is also created, in the best interests of the Company, also with a view to using such own shares in accordance with this authorizing resolution.

Currently, there are no specific plans for exercising the authorization to issue own shares. In any case, the General Partner will carefully examine whether the exercise of the authorization is in the interest of the Company and its shareholders. It will report to the Annual General Meeting on any exercise of the authorization.

Use of Equity Derivatives

Furthermore, agenda item 12 contains the proposal to authorize the Company to use Equity Derivatives when acquiring own shares pursuant to the authorization proposed under agenda item 11. To this end, the General Partner shall be authorized (1) to sell options which require the Company to acquire shares of the Company upon exercise (hereinafter "put options"), (2) to acquire options which entitle the Company to acquire shares of the Company upon exercise (hereinafter "call options"), and (3) to transact forward purchases which entitle the Company to acquire shares of the Company on a specific future date. According to the authorization proposed under agenda item 12, the acquisition may also be made using any combination of put options, call options and forward purchases (hereinafter collectively "Equity Derivatives" or "Derivatives"). In this regard, the proposed authorization

sets forth the principle that any Equity Derivative used pursuant to such authorization may in total cover a maximum number of shares that does not exceed a proportional amount of 5% of the share capital of Fresenius SE & Co. KGaA, neither at the time of the resolution on such authorization nor at the time of utilization.

Usable Equity Derivatives and their Benefits

The proposed authorization permits the use of put options, call options and forward purchases as well as any combination of such Equity Derivatives.

In the event of a sale of put options, the Company grants the buyer the right to sell shares of Fresenius SE & Co. KGaA to the Company at a price that has been fixed in the put option (exercise price). By way of consideration, the Company receives an option premium. If the put option is exercised, the option premium paid by the buyer of the put option reduces the total consideration paid by the Company for the acquisition of the share. The exercise of a put option is economically viable for the holder of the option if the price of the share of Fresenius SE & Co. KGaA is below the exercise price at the time of exercise, because then the holder of the option can sell the shares at the higher exercise price. From the Company's point of view, the redemption of shares by means of concluding an option contract provides the benefit that the exercise price is fixed upon conclusion of the option contract while there will be no outflow of liquidity until the exercise thereof. The use of put options for redeeming shares may for example be reasonable if the Company intends to redeem own shares when low prices prevail but is unsure with respect to the optimum redemption time, i.e. the time at which the most favorable price for the share of Fresenius SE & Co. KGaA prevails. Under such circumstances, it may be beneficial for the Company to sell put options, the exercise price of which is lower than the price of the share of Fresenius SE & Co. KGaA upon conclusion of the put option contract. The use of put options in particular offers the advantage that the redemption will take place at a lower price level in comparison with an immediate redemption. If the holder of the option does not exercise the option because the share price prevailing on the exercise date exceeds the exercise price, the Company is unable to acquire own shares in this manner; however, the received option premium remains with the Company.

In the event of an acquisition of a call option, the Company receives the right against payment of an option premium to purchase a pre-determined number of shares at a pre-determined price (exercise price) from the seller of the option, the option writer. The exercise of a call option is economically viable for the Company if the price of the share of Fresenius SE & Co. KGaA exceeds the exercise price, because then the Company can buy the shares at the lower exercise price from the option writer. In this manner, the Company can protect itself against rising share prices. Additionally, the liquidity of the Company is conserved because the fixed purchase price for the shares must only be paid upon exercise of the call options.

In the event of a forward purchase, the Company, upon agreement with the forward seller, acquires the shares on a specific future date at a purchase price determined upon conclusion of the forward purchase. Conclusion of forward purchases may be reasonable for the Company if it wants to ensure its need for own shares on the purchase date at a specific price level.

Term of the Usable Equity Derivatives

It is envisaged that the term of the individual derivatives will end no later than May 21, 2031, and must be chosen in such a way that the acquisition of own shares cannot take place after May 21, 2031, when the derivatives are exercised. The reason for this is that the repurchase authorization proposed under agenda item 11 also expires on May 21, 2031, and no further shares can be repurchased on this basis after that date. As the authorization proposed under agenda item 12 supplements this repurchase authorization, it is intended to ensure that the two authorizations run for the same period.

Further Details of the Usable Equity Derivatives Concept

According to the proposed authorization, the Derivative contracts must be concluded with a credit or securities institution or any other business fulfilling the requirements set forth in sec. 186 (5) sent. 1 AktG (hereinafter collectively "Issuing Companies").

The exercise/purchase price excluding the incidental acquisition costs may be higher or lower than the market price of the share of Fresenius SE & Co. KGaA on the date of the conclusion of the Derivative contract, provided, however, that, whether any paid or received option premium is taken into account or not, it must not exceed by more than 10%, and not fall below more than 20% of the market price of the share in the Xetra trading system (or any comparable successor system) as determined by the opening auction on the trading date on which the Derivative contract was concluded. The possibility to fall below the market price by up to 20% is necessary to enable the Company even in a volatile market environment to use medium-term or long-term options for the purpose of redeeming own shares or to transact corresponding forward purchases, as the case may be.

The call option premium paid by the Company must not significantly exceed, and the put option premium received by the Company must not significantly fall below, the theoretical market value of the respective options as determined on the basis of recognized actuarial methods, such determination taking into account, inter alia, the agreed exercise price. This, as well as the limited volume of own shares that may be acquired using Equity Derivatives, corresponds to the basic principle of sec. 186 (3) sent. 4 AktG which applies to the exclusion of subscription rights and which is applied analogously to any potential tender right. The same applies to the purchase price in the event of a forward purchase. By fixing the option premium and the exercise/purchase price as described, and through the requirement to serve options and forward purchases only with shares that have been acquired on the stock exchange at the market price of the share in the Xetra trading system (or any comparable successor system) prevailing at the date of the acquisition on the stock exchange, such requirement to be included in the terms and conditions of the Derivatives, any economic disadvantage of the shareholders due to such acquisition of own shares is excluded. In this manner, the obligation of equal treatment of shareholders according to the provision in sec. 71 (1) no. 8 AktG shall be fulfilled.

Exclusion of any Potential Tender Right

If own shares are acquired using Equity Derivatives in compliance with the provisions set forth above, the right of the shareholders to conclude such Derivative contracts with the Company is excluded in accordance with the proposed authorization. By being able to conclude the Derivative contracts with an Issuing Company, the Company – unlike in the event of an offer to conclude equity transactions made to all shareholders – is enabled to conclude such Derivative contracts on a short-term basis. This provides the Company with the necessary flexibility to react quickly to market conditions.

In the event of an acquisition of own shares using such Equity Derivatives, the shareholders shall have the right to tender their shares only to the extent that the Company is obliged to take the shares under the Derivative contracts. Any further tender right is excluded in the proposed authorization. Otherwise, it would not be possible to use the Equity Derivatives envisioned in the proposed authorization for the acquisition of own shares and thus the related benefits for the Company could not be achieved.

The provisions described above prevent the shareholders from incurring any significant economic disadvantage in the event of an acquisition of own shares using Equity Derivatives. Since the Company receives or pays, as the case may be, a fair market price, the shareholders not involved in the Derivative contracts in particular do not incur any significant value-related disadvantage. The position of the shareholders basically equals their position in the event of the redemption of shares on the stock market, where not every shareholder is actually able to sell shares to the Company. The provisions for the design of the Equity Derivatives and the requirements for the shares to be delivered ensure that this form of acquisition also observes the principle of equal treatment of the shareholders. Therefore, it is justified to exclude any right of the shareholders to conclude the above-mentioned Derivative contracts with the Company.

Taking into consideration all of the circumstances stated above, the General Partner and the Supervisory Board consider the exclusion of any tender right to be objectively justified and appropriate vis-à-vis the shareholders. The General Partner will report to the Annual General Meeting on the details of any exercise of the authorization to redeem own shares using Equity Derivatives.

Use of Shares Acquired using Equity Derivatives

For the use of own shares acquired using Equity Derivatives, the same rules apply accordingly to own shares acquired on the basis of the authorization proposed under agenda Section 11.2 of item 11.

Bad Homburg v.d.H., April 2026

Fresenius SE & Co. KGaA

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

INVITATION TO THE ANNUAL GENERAL MEETING

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.