

Further information on agenda item 7

Remuneration of the members of the Supervisory Board

The Supervisory Board of Fresenius SE & Co. KGaA (the "**Supervisory Board**") advises and monitors the management by the General Partner and performs the tasks assigned to it by law and the Articles of Association. It is involved in strategy and planning as well as in all matters of fundamental importance to the Company. In view of these responsible tasks, the members of the Supervisory Board should receive appropriate remuneration that also takes sufficient account of the time requirements of the Supervisory Board office. In addition, appropriate Supervisory Board remuneration, also regarding the market environment, ensures that the Company will continue to have qualified candidates for the Supervisory Board in the future. Thus, an appropriate remuneration of Supervisory Board members contributes to promoting the business strategy and long-term development of Fresenius SE & Co. KGaA.

This requirement is met by the remuneration of Supervisory Board members regulated in Article 13 of the Articles of Association of Fresenius SE & Co. KGaA (the "**Articles of Association**"), which will be proposed for resolution at the Company's 2026 Annual General Meeting under agenda item 7 with a corresponding amendment to Article 13 of the Articles of Association and is to apply from January 1, 2026.

The change in the remuneration for the Supervisory Board proposed under agenda item 7 compared to the previous regulation consists only in the fact that the members of the newly founded IT Committee are also to be granted remuneration for their committee activities. The IT 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 remunerate the activities of the Supervisory Board members in the IT Committee, the Articles of Association are 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 financial year and the Chairman of Euro 50,000.00. In all other respects, the existing regulations governing Supervisory Board remuneration shall remain unaffected.

The German Corporate Governance Code (GCGC) in the version dated April 28, 2022 recommends in G.17 that the remuneration of Supervisory Board members should take appropriate account of the greater time commitment of the Chairman and members of committees. The proposed remuneration of the members of the IT Committee contributes to this and takes into account the complex task environment and the

associated time commitment of the members of the IT Committee. It also takes into account the fact that other listed companies inside and outside the DAX have introduced remuneration for members of an IT committee in a similar way in order to take appropriate account of the content requirements of their work and the time required for this.

Composition of remuneration

The remuneration of the members of the Supervisory Board is based on Article 13 of the Articles of Association. The members of the Supervisory Board receive a fixed remuneration, fringe benefits (consisting of reimbursement of expenses and insurance cover) and, if they serve on the Audit Committee or IT Committee of the Supervisory Board, remuneration for this committee activity.

a) Remuneration for Supervisory Board Membership

Each member of the Supervisory Board receives an annual fixed remuneration of EUR 180,000.00. The Chairman of the Supervisory Board receives an additional remuneration of Euro 270,000.00 and his deputy an additional remuneration of Euro 90,000.00 per year. If a financial year does not cover a full calendar year, the remuneration relating to a full fiscal year is to be paid pro rata temporis. The same applies if a member only serves on the Supervisory Board for part of the fiscal year.

b) Remuneration for work on a committee of the Supervisory Board

As a member of the Audit Committee, a Supervisory Board member shall receive an additional Euro 50,000.00 per year. As Chairman of the Audit Committee, a member of the Supervisory Board shall receive Euro 125,000.00 per year.

A new addition is that a member of the Supervisory Board as a member of the IT Committee shall receive an additional annual Euro 25,000.00 and as Chairman of the IT Committee Euro 50,000.00 annually.

There is still no provision for committee remuneration for the work in the Nomination Committee and the Joint Committee.

If a financial year does not comprise a full calendar year, the remuneration relating to a full financial year is to be paid on a pro rata basis. The same applies if a member is a member of the Audit Committee or the IT Committee for only part of the fiscal year.

- c) Crediting of remuneration payments in the context of simultaneous activity on the Supervisory Board of the General Partner or in its committees

Article 13 (9) of the Articles of Association regulates the crediting of remuneration in the event of simultaneous activity on the Supervisory Board of the General Partner of the Company, Fresenius Management SE.

Insofar as a member of the Supervisory Board of the Company is also a member of the Supervisory Board of Fresenius Management SE and receives remuneration for his activities on the Supervisory Board of Fresenius Management SE, the fixed remuneration - including the additional remuneration for the Chairman and the Deputy Chairmen, insofar as they are simultaneously Chairman or Deputy Chairman of the Supervisory Board of Fresenius Management SE - shall be reduced by half. If a Deputy Chairman of the Supervisory Board of the Company is also Chairman of the Supervisory Board of Fresenius Management SE, he shall not receive any additional remuneration for his activities as Deputy Chairman of the Supervisory Board of the Company.

- d) Fringe benefits

In addition, the members of the Supervisory Board are reimbursed for expenses incurred in the performance of their duties, which may also include any value added tax they are legally required to pay. In addition, the members of the Supervisory Board are provided with insurance cover for the performance of their Supervisory Board duties with an appropriate deductible.

- e) Ratio of fixed and variable remuneration components

The relative share of fixed remuneration is always 100 %.

Procedure for determining, implementing and reviewing the remuneration of the Supervisory Board

No remuneration-related legal transactions within the meaning of sec. 87a (1) sent. 2 no. 8 of the German Stock Corporation Act (Aktiengesetz, AktG) were concluded with the members of the Supervisory Board. As the remuneration of the members of the Supervisory Board is based on the provisions of the Articles of Association adopted by the Annual General Meeting, the remuneration and employment conditions of the employees were not considered when determining the remuneration of the members of the Supervisory Board.

A resolution on the remuneration of the members of the Supervisory Board is passed by the Annual General Meeting at least every four years at the proposal of the General Partner and the Supervisory Board. If this resolution concerns the confirmation of the remuneration of the Supervisory Board, a majority of the votes cast is sufficient for the resolution to be passed. If the resolution is intended to amend the remuneration, this resolution generally requires a simultaneous amendment of the corresponding provisions of the Articles of Association; according to Article 17 (3) sent. 2 of the Articles of Association and in deviation from the statutory rule, a simple majority of the share capital represented when the resolution is adopted is required in addition to a simple majority of the votes cast, but is also sufficient. It is also conceivable that, based on Article 13 (2) of the Articles of Association, the Annual General Meeting may also resolve a higher remuneration by means of a simple resolution that does not amend the Articles of Association. This simple resolution of the Annual General Meeting that does not amend the Articles of Association requires a simple majority of the votes cast, but does not require a capital majority.

Prior to the proposal to the Annual General Meeting, the General Partner and the Supervisory Board generally review the remuneration of the members of the Supervisory Board on the basis of public and specialist information, such as comparative studies in particular, and, if necessary, with the help of external remuneration consultants.