

**- Convenience Translation -**

**Virtual Annual General Meeting of Fresenius SE & Co. KGaA  
on May 17, 2023**

**Explanatory Details regarding the Rights of Shareholders**

The invitation to the General Meeting already contains information regarding the rights of shareholders pursuant to sections 122 para. 2, 126 para. 1, and 127 of the German Stock Corporation Act (Aktiengesetz, AktG) (each in conjunction with section 278 para. 3 AktG) as well as the rights of shareholders granted pursuant to section 118a para. 1 sentence 2 AktG. The following information shall serve as a further explanation in respect of such provisions.

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

Shareholders whose aggregate shareholding equals or exceeds 5% of the share capital or a proportionate amount of EUR 500,000 of the share capital may request that one or several items be included in the agenda of a General Meeting. Since, in the case of Fresenius SE & Co. KGaA, the proportionate amount of EUR 500,000 is lower than 5% of the share capital, a proportionate amount of EUR 500,000 is sufficient for the request. This amount equals 500,000 non-par value shares of the Company with a proportionate amount of the subscribed capital of EUR 1.00 per share. The applicants must prove to the Company that they reach this quorum. In this regard, please note the holding period pursuant to sections 122 para. 2 sentence 1, para. 1 sentence 3 and 4, 121 para. 7 AktG in conjunction with section 278 para. 3 AktG.

The request for an addition to the agenda shall be directed in writing to:

Fresenius SE & Co. KGaA  
The Management Board of the General Partner  
Fresenius Management SE  
Attn. Dr. Sebastian Biedenkopf  
Else-Kröner-Straße 1  
61352 Bad Homburg v.d.H.

The request must be received by the Company at the above-mentioned address at least 30 days prior to the General Meeting. Thus, the last

permissible day of receipt is April 16, 2023, 24:00 hours CEST. Each new item must be substantiated or accompanied by a proposal for resolution.

Additions to the agenda which are to be published and have not already been published together with the convening notice will be published in the Federal Gazette (*Bundesanzeiger*) without undue delay following the receipt of the request and transmitted for publication to such media which are reasonably expected to disseminate the information in the entire European Union. Such additions to the agenda – as well as the admissible request for an addition itself – are also published on the Company's website, <https://www.fresenius.com/annual-general-meeting>.

These shareholder rights are based on the following provisions of the German Stock Corporation Act (AktG) (excerpts):

Section 122 para. 1 and para. 2 AktG

- (1) A general meeting shall be convened if shareholders having an aggregate shareholding amounting to one-twentieth of the share capital request this in writing, stating the purpose and the reasons therefor; the request shall be directed to the management board. The articles of association may provide that the right to request calling of a general meeting shall require a different form and the holding of a lower portion of the share capital. Persons submitting a request must prove that they have held the shares for at least 90 days before the date the request is received and that they hold the shares until the management board decides on the request. Section 121 paragraph 7 shall be applied accordingly.
- (2) In the same way, shareholders with an aggregate shareholding of one-twentieth of the share capital or the proportionate amount of EUR 500,000 may request that items be put on the agenda and be published. Each new item must be substantiated or accompanied by a proposal for resolution. The request within the meaning of sentence 1 must have been received by the company at least 24 days, and in the case of listed companies at least 30 days, prior to the general meeting; for the purpose of calculating the above time period, the day of receipt shall not be counted.

## Section 121 para. 7 AktG

For periods and deadlines counted backwards from the date of the general meeting, the day of the general meeting shall not be included in the calculation. Any move from a Sunday, Saturday or public holiday to a preceding or subsequent business day shall not be possible. Sections 187 to 193 of the German Civil Code (BGB) shall not be applied accordingly. In case of non-listed companies, the articles of association may determine a different calculation of the period.

## **II. Motions and Election Proposals by Shareholders Pursuant to Sections 126 Para. 1 and 127 AktG in Conjunction with Section 278 para. 3 AktG**

Furthermore, shareholders can submit counter motions to Management Board and/or Supervisory Board proposals regarding items on the agenda as well as election proposals to elect Supervisory Board members or auditors. Counter motions (including reasons) and election proposals are to be sent exclusively to

Fresenius SE & Co. KGaA  
Investor Relations & Sustainability  
Else-Kröner-Straße 1  
61352 Bad Homburg v.d.H.  
Email: [ir-fre@fresenius.com](mailto:ir-fre@fresenius.com)

We will publish corresponding counter motions and election proposals of shareholders that are to be made accessible, including the name and residence/registered offices of the shareholder, as well as the reasons that are to be made accessible and, if applicable, supplemented in accordance with section 127 sentence 4 AktG, at the internet address <https://www.fresenius.com/annual-general-meeting> immediately following receipt. Counter motions and election proposals relating to the items on the agenda which are received at the above address by May 2, 2023, 24:00 hours CEST will be taken into account. Any statements of opinion provided by Management will also be published at the above Internet address.

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

- (2) A counter motion and the grounds therefore do not need to be made available where
1. the management board would become criminally liable by reason of making available the counter motion and the grounds therefor,
  2. the counter motion would result in a resolution of the general meeting which is illegal or violates the articles of association,
  3. the grounds contain statements which are manifestly false or misleading in material respects or which are libellous,
  4. a counter motion of such shareholder based on the same facts has already been made available regarding a general meeting of the company pursuant to section 125,
  5. the same counter motion of such shareholder on essentially identical grounds has already been made available pursuant to section 125 in respect of at least two general meetings of the company within the past five years and at such general meetings less than one-twentieth of the share capital represented voted in favour of such counter motion,
  6. the shareholder indicates that he will neither attend nor be represented at the general meeting, or
  7. the shareholder failed within the past two years at two general meetings to make or cause to be made on his behalf a counter motion communicated by him.

The statement of grounds does not need to be made available if it exceeds a total of 5,000 characters.

Pursuant to section 126 para. 3 AktG in conjunction with section 278 para. 3 AktG the general partner may combine several counter motions and their statements of grounds if several shareholders make counter motions in respect of the same subject matter to be resolved.

The above explanations apply accordingly to election proposals regarding a member of the Supervisory Board or an external auditor to be elected at the

General Meeting (section 127 AktG in conjunction with section 278 para. 3 AktG). Shareholders do not have to provide a statement of grounds for election proposals. Election proposals do not have to be made available in the cases provided for in section 126 para. 2 AktG and if they do not contain the information pursuant to section 124 para. 3 sentence 4 and section 125 para. 1 sentence 5 AktG in conjunction with section 278 para. 3 AktG. Accordingly, an admissible proposal for the election of a natural person has to contain the name, the exercised profession and the place of residence of the nominee, in case of a proposal for the election of a company the corporate name and registered office (section 124 para. 3 sentence 4 AktG in conjunction with section 278 para. 3 AktG). Furthermore, in case of an election of members of the Supervisory Board, information on their membership in other supervisory boards the constitution of which is required by law has to be added; information on their membership in comparable domestic and foreign supervisory bodies of business undertakings should be added (section 125 para. 1 sentence 5 AktG in conjunction with section 278 para. 3 AktG).

Shareholder motions or election proposals which are to be made accessible pursuant to section 126 para. 1 to 3 or section 127 AktG shall be deemed to have been made at the time they are made accessible pursuant to section 126 para 4 sentence 1 AktG. The Company allows voting rights on these motions or election proposals to be exercised in the password-protected Shareholder Portal (by way of electronic postal ballot or by authorizing and instructing the Company's proxies) as soon as the shareholders can prove that they meet the legal or statutory requirements for exercising their voting rights, i.e. as of the record date at the beginning of April 26, 2023, 0:00 hours CEST. However, this only concerns such motions that are not limited to the mere rejection of an administrative proposal but aim at amending it.

The chairman of the meeting may decide not to deal with a counter motion or election proposal to be made available by the Company at the General Meeting if the shareholder making the proposal is not duly legitimized and has not duly registered for the General Meeting.

In addition, shareholders who are electronically connected to the Annual General Meeting may submit motions and election proposals during the Annual General Meeting by means of video communication within the permissible scope (without the prior transmission of the motion or election proposal pursuant to sections 126, 127 AktG). For this purpose, it is necessary that the shareholder registers for a speech via the password-protected Shareholder

Portal as of the beginning of the meeting, in the context of which the shareholder may then submit a motion or election proposal. A more detailed explanation of the procedure provided for this purpose can be found below in the section "IV. Right of Shareholders to speak".

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

Section 126 para. 1, 3 and 4 AktG

- (1) Motions by shareholders, including the shareholder's name, a statement of grounds for the motion and any comments of the Management, are to be made available to the relevant persons to be notified in accordance with section 125 paragraphs 1 to 3 German Stock Corporation Act (AktG) under the conditions set forth therein, provided that the shareholder has sent to the relevant address stated in the convening notice a counter motion against a proposal of the management board and the supervisory board with respect to a particular item of the agenda, including a statement of grounds for the counter motion, no later than 14 days prior to the general meeting of the company. For the purposes of calculating such time period, the day of receipt shall not be counted. In the case of listed companies, the aforementioned information must be made available on the website of the company. Section 125 paragraph 3 shall apply mutatis mutandis.
- (3) If several shareholders make counter motions in respect of the same subject matter to be resolved, the management board may combine such counter motions and the respective statements of grounds.
- (4) In the case of a virtual general meeting, motions communicated in accordance with paragraphs 1 to 3 shall be deemed to be submitted at the point in time when they are communicated. The company shall enable voting rights to be exercised on these motions as soon as shareholders can demonstrate that they meet the conditions under law and under the articles of incorporation for exercising the voting rights. If the shareholder that has submitted the motion has not duly proven his or her identity and, if registration is required, has not duly registered for the shareholders' meeting, then there is no requirement to deliberate on the motion at the meeting.

Section 127 sentences 1 to 3 AktG

Section 126 shall apply analogously to a proposal by a shareholder for the election of members of the supervisory board or external auditors. Such proposal need not be substantiated. The management board is under no obligation to make available the proposal unless it contains the information required under section 124 paragraph 3 sentence 4 and section 125 paragraph 1 sentence 5.

Section 118a para. 1 sentence 2 no. 3 AktG

(1) [...]

If a virtual general meeting is held, the following conditions shall be adhered to:

[...]

3. the right shall be granted to shareholders that have joined the meeting electronically to submit motions and proposals for election to the meeting by means of video communication,

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

Shareholders are granted a right to information pursuant to section 131 para. 1 AktG by means of electronic communication. Accordingly, 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.

For this year's Virtual Annual General Meeting, it is envisaged that shareholders will submit their requests for information, i.e. their questions to the Company including any queries or follow-up questions, by means of electronic communication during the Virtual Annual General Meeting in accordance with section 118a para. 1 sentence 2 no. 4 AktG. The chairman of the meeting will probably order that only video communication may be used for this purpose (section 131 para. 1f AktG). In this case, it is necessary that the shareholder is electronically connected to the General Meeting via the password-protected Shareholder Portal and registers for a speech as of the beginning of the General Meeting, in the context of which the shareholder can

then ask questions. A more detailed explanation of the procedure provided for this, the legal and technical requirements as well as the authority of the chairman of the meeting to appropriately restrict the right to ask questions and speak can be found below in the section "IV. Right of Shareholders to speak".

A submission of questions in advance of this year's Annual General Meeting in accordance with the more detailed provisions of section 131 para. 1a to 1e AktG is not envisaged.

The above shareholder right is based on the following provisions of the AktG:

Section 118a para. 1 sentence 2 no. 4 AktG

- (1) [...] If a virtual general meeting is held, the following conditions shall be adhered to:  
[...]
  4. shareholders shall be granted a right to information pursuant to section 131 by means of electronic communication,

Section 131 AktG

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



also extends to the position of the group and of the companies covered by the consolidated financial statements.

- (1a) In the case of a virtual general meeting, paragraph 1, sentence 1 is to be applied with the proviso that the management board may stipulate that questions from shareholders be submitted by three days before the meeting at the latest by means of electronic communication. Section 121, paragraph 7 applies to calculation of the time limit. Questions not submitted on time are not required to be considered.
- (1b) The length of the questions submitted can be appropriately limited in the notice. The right to submit questions can be restricted to shareholders that have duly registered for the meeting.
- (1c) The company shall communicate to all shareholders questions duly submitted before the meeting and shall answer them by at the latest one day before the meeting; Section 121, paragraph 7 applies to calculation of the time limit. In the case of listed companies, communication of the questions and of the answers thereto shall be ensured via the company's website. Section 126, paragraph 2, sentence 1, nos. 1, 3 and 6 applies to communication of questions. If the answers are continuously available one day before the beginning of the meeting and in the meeting, the management board may refuse to provide information on these questions in the meeting.
- (1d) Any shareholder that has joined the meeting electronically shall be granted the right to ask follow-up questions in the meeting by means of electronic communication with regard to all answers of the management board given before and in the meeting. Paragraph 2, sentence 2 also applies to the right to ask follow-up questions.
- (1e) In addition, any shareholder that has joined the meeting electronically shall be granted the right to ask questions in the meeting by means of electronic communication with regard to matters that did not arise until after expiry of the time limit pursuant to paragraph 1a, sentence 1. Paragraph 2, sentence 2 also applies to this right to ask questions.
- (1f) The chair of the meeting may establish that the right to information under paragraph 1, the right to ask follow-up questions under paragraph 1d and the right to ask questions under paragraph 1e in the shareholders' meeting may be exercised only by means of electronic communication.
- (2) The information provided must conform to the principles of thorough and accurate reporting. The articles of incorporation or the rules of procedure pursuant to section 129 may empower the chair of the

meeting to apply appropriate time limits to the shareholders' right to ask questions and right to speak, and to lay down more detailed provisions in this regard.

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

Provision of information must not be refused for other reasons.

- (4) If information has been provided to a shareholder because of his or her capacity as a shareholder outside the general meeting, then it is to be provided to any other shareholder at the latter's request in the meeting, even if it is not required for a proper assessment of the item on the agenda. In the case of a virtual general meeting, it shall be ensured that any shareholder that has joined the meeting electronically can transmit his or her request under sentence 1 by means of electronic communication. The management board must not

refuse to provide the information pursuant to paragraph 3, sentence 1, nos. 1 to 4. sentences 1 to 3 do not apply if a subsidiary (section 290, paragraphs 1 and 2 of the HGB), a joint venture (section 310, paragraph 1 of the HGB) or an associated company (section 311, paragraph 1 of the HGB) provides the information to a parent company (section 290, paragraphs 1 and 2 of the HGB) for the purpose of inclusion of the subsidiary, joint venture or associated company in the parent company's consolidated financial statements and the information is needed for this purpose.

- (5) If a shareholder is refused information, then he or she can request that his or her question and the reason for the refusal to provide information be included in the record of the deliberations. In the case of a virtual general meeting, it shall be ensured that any shareholder that has joined the meeting electronically can transmit his or her request under sentence 1 by means of electronic communication.

#### **IV. Right of Shareholders to speak**

Shareholders who are electronically connected to the meeting shall be granted the right to speak at the meeting by means of video communication via the password-protected Shareholder Portal. Speeches can be registered from the beginning of the meeting via the password-protected Shareholder Portal at

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

They may also include motions and election proposals pursuant to section 118a para. 1 sentence 2 no. 3 AktG as well as requests for information pursuant to section 131 para. 1 AktG. The chairman of the meeting will explain in more detail the procedure for requesting to speak, giving the floor and the actual conduct of the speech at the beginning of the Annual General Meeting. The Company reserves the right to check the functionality of the video communication between the shareholder and the Company in the General Meeting and before the speech and to reject it if the functionality is not ensured (section 130a para. 6 AktG).

The above shareholder right is based on the following provisions of the AktG:

Section 118a para. 1 sentence 2 no. 7 AktG

(1) [...]

If a virtual general meeting is held, the following conditions shall be adhered to:

[...]

7. shareholders that have joined the meeting electronically shall be granted a right to speak at the meeting by means of video communication pursuant to section 130a, paragraphs 5 and 6,

#### Section 130a para. 5 and 6 AktG

- (5) Shareholders that have joined the meeting electronically shall be granted a right to speak at the meeting by means of video communication. The form of video communication offered by the company shall be used for speeches. Motions and proposals for election pursuant to section 118a, paragraph 1, sentence 2, no. 3, requests for information pursuant to section 131, paragraph 1, follow-up questions pursuant to section 131, paragraph 1d and other questions pursuant to section 131, paragraph 1e may form part of the speech. Section 131, paragraph 2, sentence 2 applies accordingly.
- (6) The company may reserve the right in the notice to check the proper functioning of video communication between the shareholder and the company at the meeting and before the speech and to reject the speech if proper functioning is not ensured.

The chairman of the General Meeting is empowered to take various measures in chairing and managing the General Meeting. These include restricting shareholders' right to speak and to ask questions.

The relevant provisions in the Articles of Incorporation of Fresenius SE & Co. KGaA read as follows:

#### Article 17 para. 2 of the Articles of Association

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

order the end of the debate to the extent and as soon as this is necessary for an orderly conduct of the General Meeting.

## **V. Right to object to resolutions of the Annual General Meeting**

Shareholders who are electronically connected to the General Meeting are granted the right to object to a resolution of the Annual General Meeting by means of electronic communication. Corresponding declarations can be submitted via the password-protected Shareholder Portal for the record of the notary public as of the opening of the Annual General Meeting and are possible until the chairman of the meeting closes the Annual General Meeting.

The above shareholder right is based on the following provisions of the AktG:

Section 118a para. 1 sentence 2 no. 8 AktG

(1) [...]

If a virtual general meeting is held, the following conditions shall be adhered to:

[...]

8. shareholders that have joined the meeting electronically shall be granted a right to object to a resolution of the shareholders' meeting by means of electronic communication.

Section 245 sentence 1 no. 1 and sentence 2 AktG

The following shall have authority to bring an action for avoidance

1. any shareholder attending the general meeting, provided he or she had acquired the shares already prior to the announcement of the agenda and provided he or she had already filed an objection to the resolution and had it recorded in the minutes;  
[...]

In the case of a virtual general meeting all shareholders that have joined the meeting electronically shall be deemed to be attending within the meaning of sentence 1, no. 1.

## **VI. Right to submit statements for publication prior to the Annual General Meeting**

Shareholders are granted the right to submit statements on the items of the agenda pursuant to section 130a paras. 1 to 4 AktG by means of electronic communication. The Company limits this right to shareholders duly registered for the General Meeting.

Shareholders and their authorized representatives may submit statements by May 11, 2023, 24:00 hours CEST at the latest, exclusively in text form and stating their name via the password-protected Shareholder Portal.

Statements are to be limited to 10,000 characters (including blanks).

Properly submitted statements disclosing the name of the submitting shareholder and, as the case may be, of the authorized representative will be made available for duly registered shareholders and their authorized representatives in the password-protected Shareholder Portal by May 12, 2023, 24:00 hours CEST at the latest.

Statements will not be made accessible if they do not meet the technical requirements, exceed the permitted number of characters, are submitted late or do not sufficiently relate to the agenda or if a case of section 130a para. 3 sentence 4 in conjunction with section 126 para. 2 sentence 1 no. 1, 3 or 6 AktG applies. Section 126 para. 2 sentence 1 no. 1, 3 or 6 AktG applies, in particular if the statement contains obviously false or misleading information in essential issues or if it contains insults.

Any motions, election proposals, questions and objections to resolutions of the Annual General Meeting contained in the submitted statements will not be considered. These are to be submitted exclusively via the means described separately in the convocation of the General Meeting and this explanatory details regarding the rights of shareholders.

The above shareholder right is based on the following provisions of the AktG:

Section 118a para. 1 sentence 2 no. 6 AktG

(1) [...]

If a virtual general meeting is held, the following conditions shall be adhered to:

[...]

6. the right shall be granted to shareholders to submit statements in accordance with section 130a, paragraphs 1 to 4 by means of electronic communication,

Section 130a para. 1 to 4 AktG

- (1) In the case of a virtual general meeting, the shareholders have the right to submit statements before the meeting on matters on the agenda by means of electronic communication using the address communicated for this purpose in the notice. The right can be restricted to shareholders that have duly registered for the meeting. The length of the statements can be appropriately limited in the notice.
- (2) Statements are to be submitted at the latest five days before the meeting.
- (3) The statements submitted are to be communicated to all shareholders by four days before the meeting at the latest. The communication of statements can be restricted to shareholders that have duly registered for the meeting. In the case of listed companies, communication shall be ensured via the company's website; in the case of sentence 2, communication can also be ensured via a third party's website. Section 126, paragraph 2, sentence 1, nos. 1, 3 and 6 applies accordingly.
- (4) Section 121, paragraph 7 applies to the calculation of the time limits referred to in paragraph 2 and paragraph 3, sentence 1.