

Declaration by the Management Board of the General Partner of Fresenius SE & Co. KGaA, Fresenius Management SE, and by the Supervisory Board of Fresenius SE & Co. KGaA on the German Corporate Governance Code pursuant to Section 161 German Stock Corporation Act (Aktiengesetz)

The Management Board of the General Partner of Fresenius SE & Co. KGaA, Fresenius Management SE (hereafter the Management Board) and the Supervisory Board of Fresenius SE & Co. KGaA declare that since the issuance of the previous Declaration of Conformity in December 2020 (updated in March and October 2021), the recommendations of the "Government Commission on the German Corporate Governance Code" published by the Federal Ministry of Justice and Consumer Protection (Bundesministerium der Justiz und für Verbraucherschutz) in the official section of the Federal Gazette (Bundesanzeiger) in the version of December 16, 2019 (hereafter the Code) have been met and that the Code will also be met in the future.

Only the following recommendations of the Code have not or will not be met as explained in the following:

- **Code recommendation B.5: age limits for the Management Board members**

Pursuant to the Code recommendation B.5 an age limit is to be specified for members of the Management Board and disclosed in the Corporate Governance Statement.

Until May 21, 2021 Fresenius had not specified an age limit for members of the Management Board. By resolution of the Supervisory Board of Fresenius Management SE dated May 21, 2021, a standard age limit was established for the Management Board. Since then, newly appointed members of the Management Board shall, as a rule, retire from the Management Board after reaching the age of 65 at the end of the calendar year. The established age limit will be disclosed in the Corporate Governance Statement

- **Code recommendation C.2: age limits for the Supervisory Board members**

Pursuant to the Code recommendation C.2 an age limit is to be specified for members of the Supervisory Board and disclosed in the Corporate Governance Statement.

Until May 21, 2021, Fresenius had not specified an age limit for Supervisory Board members. By resolution of the Supervisory Board of the Company dated May 21, 2021, a standard age limit was established for the Supervisory Board. Accordingly, the supervisory board shall, as a rule, only include persons who have not reached the age of 75 years at the time of their election or appointment. The established age limit will be stated in the Corporate Governance Statement in the future.

- **Code recommendation C.5: protection against overboarding**

Pursuant to Code recommendation C.5, a member of the Management Board of a listed company shall not be a member of more than two Supervisory Boards in listed non-group companies or hold comparable positions and shall not chair the Supervisory Board of a listed non-group company.

Prof. Dr. med. Iris Löw-Friedrich is a member of the Supervisory Board of Fresenius SE & Co. KGaA and has now also been elected Chairwoman of the Supervisory Board of Evotec SE. She also serves on the Executive Committee of UCB S.A. as Chief Medical Officer and Executive Vice President Development and Medical Practices. Even if this Committee does not formally correspond to the Management Board of a Stock Corporation or SE, it is nevertheless comparable with such a Board, so that a deviation from Code recommendation C.5 is declared in this respect on a precautionary basis.

Prof. Dr. med. Iris Löw-Friedrich always had sufficient time to fulfill her mandate as a member of the Supervisory Board of Fresenius SE & Co. KGaA to the extent required. Prof. Dr. med. Löw-Friedrich plausibly demonstrated that this will continue to be the case in the future.

- **Code recommendations G.1 – G.3 and G.6: compensation of the members of the Management Board**

Fresenius has established a compensation system in line with the recommendations of the Code with effect from January 1, 2021. For the previously applicable compensation system, a deviation with regard to Code recommendations G.1 to G.3 and G.6 is declared for the period until the establishment of this compensation system.

- **Code recommendation G.12 and G.13: payments upon termination of contract**

Pursuant to Code recommendation G.12, if a Management Board member's agreement is terminated, the payment of any outstanding variable compensation components attributable to the period up to the termination of the agreement shall be made in accordance with the originally agreed targets and comparison parameters and in accordance with the due dates or holding periods specified in the agreement.

On the occasion of Mr. Mats Henriksson's premature resignation from the Management Board it was agreed with Mr. Henriksson that the *pro rata* short-term variable compensation for the year 2021 as well as the postponed or converted portions of the short-term variable compensation of the years 2018, 2019 and 2020 will already be paid to him prior to the due date.

To that extent, Code recommendation G. 12 was not complied with in this individual case.

Pursuant to Code recommendation G.13, any payments to a Management Board member on the occasion of a premature termination of the activity for the Management Board shall not exceed the value of two year's compensation (severance payment cap) and shall not compensate more than the remaining term of the service agreement.

The agreement entered into with Mr. Henriksson on the occasion of his premature resignation from the Management Board provides for a severance

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payment that corresponds to this severance payment cap and does not compensate more than the remaining term of Mr. Henriksson's service agreement. In addition, the agreement with Mr. Henriksson provides for certain additional compensation components which exceed the entitlements that were agreed in the service agreement for the case of Mr. Henriksson's premature resignation from the Management Board. In particular, Mr. Henriksson received long-term variable compensation components in accordance with the relevant plan conditions which, as a result of Mr. Henriksson's premature resignation from the Management Board, would have been forfeited under the provisions of these plan conditions.

Since these compensation components could qualify as addition severance payments, a deviation from Code recommendation G. 13 sentence 1 is declared in this individual case on a precautionary basis.

Fresenius complies with all suggestions of the Code.

Bad Homburg v.d.H., December 2021

Management Board of the General Partner of Fresenius SE & Co. KGaA, Fresenius Management SE, and the Supervisory Board of Fresenius SE & Co. KGaA