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INFORMATION ON THE SCRIP DIVIDEND

A proposal will be made to the annual general meeting of Fresenius SE & Co. KGaA on 13 May 2022 under agenda item 2 (resolution on the allocation of the distributable profit) to resolve to pay out a dividend in the amount of EUR 0.92 for each no-par value share entitled to a dividend. Subject to the approval of the annual general meeting, the dividend shall be paid, at the discretion of the shareholders, (i) exclusively in cash (the "**Cash Dividend**") or (ii) for a part of the dividend in cash to settle the tax liability and for the remaining part of the dividend in the form of shares of Fresenius SE & Co. KGaA (the "**Scrip Dividend**").

The document which contains information on the number and nature of shares and a description of the reasons for and details of the offer, which pursuant to Section 1 (4) lit. h), (5) subpara. 1 lit. g) Regulation (EU) 2017/1129 (the "**Prospectus Regulation**") confers an exemption from the obligation to publish a prospectus for the public offer and admission to trading (the "**Prospectus Exemption Document**"), is available on the website of Fresenius SE & Co. KGaA (<https://www.fresenius.de/hauptversammlung>).

The following information is not a substitute for the Prospectus Exemption Document. It has been drawn up to supplementary answer to potential questions that our shareholders may have in connection with the option to receive dividends in the form of the Scrip Dividend. Prior to any decision, each shareholder should read carefully the Prospectus Exemption Document and the other documents named therein.

Because the deadlines and dates set forth herein may change, we ask you to inform yourself about the current status of the Scrip Dividend through the website of Fresenius SE & Co. KGaA mentioned above and through the publications of Fresenius SE & Co. KGaA in the German Federal Gazette.

Glossary:

Expected dividend	EUR 0.92 per no-par value share entitled to dividends
Dividend Base Portion	The portion of the dividend (EUR 0.26) paid exclusively in cash to settle the tax liability
Dividend Option Portion	The portion of the dividend (EUR 0.66) that may be used to subscribe for new shares
Declaration of Subscription and Assignment	Form for the subscription of new shares of Fresenius SE & Co. KGaA that must be completed by shareholders who wish to choose the scrip dividend
Settlement Agent	Deutsche Bank AG, Frankfurt
Prospectus Exemption Document	Document that contains details and information on the scrip dividend; available at https://www.fresenius.com/annual-general-meeting

What options do I have as a shareholder?

What is different this year? What does the option right mean?

As in previous years, you can receive a dividend fully paid in cash. This Cash Dividend amounts to EUR 0.92 per no-par value share entitled to dividend (as defined below).

However, this year you can, for the first time, convert a partial amount of the dividend into shares of the company. In order to do so, you must be an owner of no-par value shares of Fresenius SE & Co. KGaA with ISIN DE0005785604 or ISIN DE0005785620 (the "**no-par value shares entitled to dividends**") at 23:59 CEST on 13th May 2022 (the "**Shareholders**"). A portion of your claim against Fresenius SE & Co. KGaA to receive a dividend in the amount of EUR 0.26 per no-par value share entitled to dividend (the "**Dividend Base Portion**") will always be distributed in cash. This Dividend Base Portion serves to cover your potential tax liability (see "How will the Cash Dividend and Scrip Dividend be treated for tax purposes?"). Your remaining partial claim against Fresenius SE & Co. KGaA for payment of the resolved dividend in the amount of EUR 0.66 per no-par value share entitled to dividends (the "**Dividend Option Portion**") may be used to subscribe for new shares (the "**New Shares**").

If you wish to receive shares, you must notify your depositary bank during its normal business hours by no later than 30 May 2022. For this purpose, it is mandatory that you use the pre-printed form "Declaration of Subscription and Assignment" provided to you by your depositary bank. You thereby assign your Dividend Option Portion in the amount of EUR 0.66 per no-par value share entitled to dividends to Deutsche Bank Aktiengesellschaft ("**Deutsche Bank AG**") as settlement agent. In return, Deutsche Bank AG will transfer the New Shares to you via your depositary bank. Please note that a certain minimum number of no-par value shares carrying dividend rights is required to receive New Shares from the exercise of the option (see also below, "How can I determine how many New Shares I will receive for my Dividend Option Portions?").

What are the advantages for me to receive the dividend as a Scrip Dividend?

The Scrip Dividend allows you to reinvest your dividend entitlements in shares of the company in a simple and straightforward way. In doing so, you will receive the New Shares at a discount to the stock exchange price (see also "What price do I have to pay in the case of a conversion of the Dividend Option Portions into New Shares? Will I receive a discount on the current stock market price of Fresenius SE & Co. KGaA?"). At the same time, by choosing the Scrip Dividend, you can prevent the percentage of your holding in Fresenius SE & Co. KGaA from decreasing as a result of the proposed capital increase.

Where do the shares I might receive come from?

The shares you receive as part of the Scrip Dividend are to be newly created as part of a capital increase with subscription rights against contributions in kind. The New Shares will be issued upon registration of the implementation of the capital increase with subscription rights in the commercial register, presumably on 9 June 2022.

What do I have to do if I want to receive my dividend in cash?

In this case, you do not need to do anything.

When will I receive my dividend in cash?

You are expected to receive the Cash Dividend on 13 June 2022.

<p>What do I have to do if I want to receive my dividend as Scrip Dividend?</p>	<p>In this case, you must communicate your intention to your depositary bank, presumably no later than 30 May 2022, during normal business hours. To do so, you must use the pre-printed form "Declaration of Subscription and Assignment" provided by your depositary bank. By doing so, you assign your Dividend Option Portion of EUR 0.66 per no-par value share entitled to dividends to Deutsche Bank AG as settlement agent. In return Deutsche Bank AG will transfer new shares to you via your depositary bank. Please note that a certain minimum number of no-par value shares entitled to dividends is required to exercise the option (see also "How can I determine how many New Shares I will receive for my Dividend Option Portions?").</p>
<p>How is the Dividend Option Portion calculated?</p>	<p>The Dividend Option Portion in the amount of EUR 0.66 represents the proposed dividend in the total amount of EUR 0.92 less the Dividend Base Portion in the amount of EUR 0.26, which serves to fulfil your potential tax liability (see "How will the Cash Dividend and Scrip Dividend be treated for tax purposes?").</p>
<p>Where can I obtain the form (pre-printed form) "Declaration of Subscription and Assignment" and where do I have to submit it?</p>	<p>You can obtain the form (pre-printed form) "Declaration of Subscription and Assignment" from your depositary bank from the start of the subscription period, which is expected to be 16 May 2022, and must send it back to your depositary bank in accordance with their specifications.</p>
<p>From when and until when am I able to choose to receive the dividend as Scrip Dividend?</p>	<p>The subscription period is expected to start on 16 May 2022 and to end on 30 May 2022.</p> <p>In this context, please also note any deadlines set by your depositary bank. Fresenius SE & Co. KGaA and Deutsche Bank AG have no influence on these internal deadlines of your depositary bank.</p>
<p>Can I change my decision once it is made?</p>	<p>No, this would cause substantial additional work for the depositary banks handling the transactions and thus lead to delays in the overall process. The declaration of subscription and assignment that you submit will therefore be unconditional and irrevocable.</p>
<p>Can I convert my entire dividend entitlement into New Shares?</p>	<p>With the exception of the Dividend Base Portion in the amount of EUR 0.26 per no-par value share entitled to dividends, which is not subject to your option right, you can transfer your dividend entitlements to Fresenius SE & Co. KGaA.</p>
<p>Can I receive my dividend exclusively in shares?</p>	<p>Yes, with the exception of the Dividend Base Portion of EUR 0.26, which will always be distributed in cash, after deduction of withholding tax (including solidarity surcharge and, if applicable, church tax). This ensures that, even if you decide to choose the Scrip Dividend, you do not have to make any additional cash payment in order to meet your potential tax liability.</p> <p>If, when calculating the subscription ratio, a residual amount remains between the value of the Dividend Option Portions and the Subscription Price (as defined below), this remaining amount will also be paid out to you in cash. See the explanation under "How many Dividend Option Portions do I have to "exchange" for one new share?".</p>
<p>Do I have to choose uniformly for all my no-par value shares entitled to dividends?</p>	<p>No, you do not need to choose uniformly for your entire holdings of no-par value shares entitled to dividends (even if they are held on a single depositary account). You are free to choose to receive the dividend (i) in cash or (ii) as a Scrip Dividend for each share separately. For the dividend of each single no-par value share entitled</p>

to dividends, however, only either (i) cash payment or (ii) the Scrip Dividend can be requested.

What deadlines/events do I have to observe?

13°May	Annual general meeting
16°May	Beginning of the subscription period
27°May	Announcement of the Subscription Price and subscription ratio
30°May	End of the subscription period
13°June	Payment of cash amounts and delivery of the New Shares

How many New Shares will I receive?

How can I determine how many New Shares I will receive for my Dividend Option Portions?

You can use the dividend calculator on the website of Fresenius SE & Co. KGaA at <https://www.fresenius.com/annual-general-meeting> to calculate on an illustrative basis, how many New Shares you could receive when you exercise your option.

What price do I have to pay in the case of a conversion of the Dividend Option Portions into New Shares? Will I receive a discount on the stock market price of Fresenius SE & Co. KGaA?

Yes, you will receive a discount compared to the stock market price. The Subscription Price will be determined towards the end of the Subscription Period. First, the reference price will be determined. The reference price is equal to the volume-weighted average price (VWAP) of the shares of Fresenius SE & Co. KGaA in Euro in Xetra trading on the Frankfurt Stock Exchange on the trading day prior to the publication of the Subscription Price in the German Federal Gazette (the "**Reference Price**").

In order to calculate the Subscription Price, i.e. the price that you must pay in exchange for one New Share, the reference price is reduced in a first step by 3.0 %. For technical reasons, rounding is necessary when calculating the subscription ratio. Depending on the amount of the Reference Price, this results in a final discount in the range of approximately 3.0 % to 3.2 %.

For explanations of the calculation of the subscription ratio, see the response to the subsequent question.

How many Dividend Option Portions do I have to "exchange" for one New Share?

The number of Dividend Option Portions to be contributed in order to receive one New Share has not been determined yet. The number of New Shares you receive will depend on the subscription price. The subscription price is the result in Euro of dividing the Reference Price by EUR 0.66 (amount of the Dividend Option Portion), less a discount that is expected to be 3.0% of that result, rounded down to one decimal place and multiplied by EUR 0.66 (the "**Subscription Price**"). The relevant trading day for fixing the Reference Price is expected to be 26 May 2022. The Subscription Price is expected to be fixed on 27 May 2022.

Sample calculation:

Reference Price: e.g. EUR 35.40 (based on the share price as of 30 December 2021)

Subscription Price: Result of dividing EUR 35.40 by EUR 0.66 which equals: 53.6364 less 3.0 %, equals 52.0273, rounded down to one decimal place: 52.0, multiplied by EUR 0.66. This leads to a Subscription Price of EUR 34.32.

	<p>Subscription Ratio: 52.0 : 1, i.e. 1 New Share can be subscribed for 52.0 existing no-par value shares entitled to dividends (and 52.0 Dividend Option Portions as contribution in kind).</p> <ul style="list-style-type: none"> • If a Shareholder assigns Dividend Option Portions from 54 no-par value shares entitled to dividends, they assign 2.0 Dividend Option Portions too many based on this sample calculation. 2.0 Dividend Option Portions equal EUR 1.32 (2.0 x EUR 0.66 = EUR 1.32). This amount (if necessary rounded down to whole euro cents) shall be paid out to the Shareholder as cash dividend (residual balance). In this example, the Shareholder therefore receives 1 New Share and an amount of EUR 1.32 in cash in exchange for 54 Dividend Option Portions. • In addition, the Shareholder receives the Dividend Base Portion in the amount of EUR 0.26 per no-par value share entitled to dividends, less withholding tax (plus solidarity surcharge and, if applicable, church tax). • For explanations of the method of calculation, see the Prospectus Exemption Document, which is available at https://www.fresenius.com/annual-general-meeting.
<p>When and where will I find out how many New Shares I will receive?</p>	<p>The Subscription Price is expected to be published on Friday, 27 May 2022 on the website of Fresenius SE & Co. KGaA, https://www.fresenius.com/annual-general-meeting and at 3 p.m. CEST in the German Federal Gazette. You will also find a dividend calculator on the company's website at https://www.fresenius.com/annual-general-meeting, which you can use for individual calculations.</p>
<p>What other aspects should I consider?</p>	
<p>When will I receive the New Shares?</p>	<p>Due to the technical settlement process, you are expected to receive the New Shares on 13 June 2022.</p>
<p>When will I receive the payment of the Cash Dividend on the Dividend Option Portions where the Dividend Option Portions do not allow for one New Share (residual balance) and on the Dividend Base Portion?</p>	<p>Any Residual Balance and the Dividend Base Portion (after any withholdings for tax) are expected to be paid to you on 13 June 2022.</p>
<p>May I sell my no-par value shares entitled to dividends between 16 May 2022 and 13 June 2022? If I do, who guarantees that I receive the dividends on the no-par value shares entitled to dividends that I owned on 13 May 2022?</p>	<p>Yes, you may sell your no-par value shares entitled to dividends during that period. The Dividend Option Portions and the subscription rights will be posted separately in your depositary account with their own security identification number ("ISIN"), which differs from the security identification number of the shares. Presumably from 16 May 2022 onwards, the existing shares with ISIN DE0005785604 will be listed on the stock exchange "ex dividend" and consequently also "ex subscription right". From this date, any sales of no-par value shares entitled to dividends are without Dividend Option Portions and subscription rights as well as without Dividend Base Portions. The Dividend Option Portions and the subscription rights remain in your depositary account under their separate ISIN. The Dividend Option Portions and the subscription rights that are inseparably linked to the Dividend Option Portions from the no-par value shares entitled to dividends of Fresenius SE</p>

	<p>& Co. KGaA are expected to be posted to the depositary accounts at Clearstream-level on 18 May 2022 based on the depositary account balance as of the evening of 17 May 2022 (record date).</p>
<p>Are there any special features for the settlement of the exclusive Cash Dividend?</p>	<p>Yes. For processing-related technical reasons, the Cash Dividend is made in the form of two cash bookings: In the course of the first booking, you will receive the Dividend Base Portion of EUR 0.26 per no-par value share entitled to dividend, less the withholding tax payable by the Depositary Bank to the tax authorities, including solidarity surcharge and, if applicable, church tax. The Dividend Base Portion serves to cover your potential tax liability (see "How will the Cash Dividend and Scrip Dividend be treated for tax purposes?"). In the course of the second booking, you will receive an amount of EUR 0.66 per no-par value share entitled to dividend net, i.e. without any further deductions.</p>
<p>Are there any costs related to the receipt of the dividend?</p>	<p>Fresenius SE & Co. KGaA will reimburse the depositary banks for their services in line with market practice. Nevertheless, Shareholders who opt to receive the Scrip Dividend may incur depositary bank fees. Please consult your depositary bank about the details. Fees and costs which Shareholders are charged as depositary account customers by depositary banks cannot be refunded by Fresenius SE & Co. KGaA or by Deutsche Bank AG as settlement agent and must be borne by you.</p>
<p>What dividend entitlement will the New Shares carry?</p>	<p>The New Shares will carry full dividend entitlement for the financial year 2022. No distinction will be made between new and existing shares.</p>
<p>Will the New Shares be admitted to trading on the stock exchange?</p>	<p>Yes. Admission of the New Shares to trading on the regulated market of the Frankfurt Stock Exchange, the Düsseldorf Stock Exchange and the Munich Stock Exchange and on the regulated market sub-segment with additional post-admission obligations (Prime Standard) of the Frankfurt Stock Exchange is expected to take place on 10 June 2022, subject to the entry of the execution of the rights issue capital increase in the commercial register.</p> <p>Subsequent to admission, the New Shares of Fresenius SE & Co. KGaA are expected to be introduced to trading on the abovementioned stock exchanges on or about 13 June 2022.</p>
<p>How will the Cash Dividend and Scrip Dividend be treated for tax purposes?</p>	<p><i>The following statement of the tax treatment of the dividend does not claim to provide all the necessary information and is no substitute for consultation with a tax advisor.</i></p> <p>For this year's dividend, the company's capital contributions account for tax purposes within the meaning of Section 27 of the Corporate Income Tax Act (<i>Körperschaftsteuergesetz</i>) (contributions other than into share capital) is not deemed to have been used. Therefore, regardless of how the Shareholder exercises his or her option, the dividend is fully subject to taxation in accordance with the tax regulations applicable to the respective Shareholder.</p> <p>Withholding tax is withheld by (i) the domestic credit institution, domestic financial services institution or the domestic securities institution that has custody of or administers the shares, and disburses or credits the capital income, or disburses the capital income to a foreign institution, or (ii) the central securities depository to</p>

which the shares have been entrusted for collective custody, if it disburses the capital income to a foreign institution.

Withholding tax including solidarity surcharge amounts to 26.375 % on the dividend claim (Scrip Dividend and/or Cash Dividend). As far as the Shareholders are liable to church tax, the tax burden increases. Church tax is also withheld unless Shareholders have objected to their data being passed on to the Federal Central Tax Office (*Bundeszentralamt für Steuern*) (blocking notice). The amount of church tax withheld depends on the Shareholder's religious affiliation and place of residence.

Exceptions to the withholding tax (including solidarity surcharge and, if applicable, church tax) are possible under certain circumstances, e.g., if an exemption order (*Freistellungsauftrag*) is submitted and the required amount of the exemption order has not yet been used, or if a corresponding non-assessment certificate (*Nichtveranlagungsbescheinigung*) is submitted.

This document is neither a prospectus nor an offer to sell or the solicitation of an offer to purchase any shares or other securities of Fresenius SE & Co. KGaA. The prospectus exemption document which, according to Sections 1 (4) lit. h), (5) subpara. 1 lit. g) Regulation (EU) 2017/1129 (Prospectus Regulation), exempts Fresenius SE & Co. KGaA from the obligation to publish a prospectus, the "**Prospectus Exemption Document**", will be available on the website of Fresenius SE & Co. KGaA <https://www.fresenius.com/annual-general-meeting>. The shares will be offered exclusively in Germany on the basis of the Prospectus Exemption Document. This is a convenience translation, which is provided to English-speaking readers for informational purposes only. No warranty is made as to the accuracy of this translation and Fresenius SE & Co. KGaA assumes no liability with respect thereto.

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