



Letter from the Chairman of the Supervisory Board on the occasion of the ordinary Annual General Meeting of Fresenius SE & Co. KGaA on May 17, 2024

Dear Shareholders,

After the Covid-19 pandemic made virtual general meetings necessary in recent years, this year we are once again able to hold our shareholders' meeting in person. Your feedback and the desire for an in-person meeting were taken into account in this decision. I hereby cordially invite you to our Annual General Meeting on May 17, 2024, at the Congress Center Messe in Frankfurt am Main.

We have also taken suggestions made by our stakeholders during our annual Corporate Governance Roadshow into consideration. For example, regarding the review of the variable compensation for the Management Board and the rules of procedure for the Supervisory Board. We shall continue to ensure that we take your concerns into account in our decisions in the future.

Your trust is of the utmost importance to us. Hence we were very pleased with the high approval rates at the last Annual General Meeting in May 2023. They are a clear sign of the trust that you have placed in us and encourage the Management Board and Supervisory Board in their joint effort to continue their successful journey of transformation.

The agenda for this year's Annual General Meeting can be found in the invitation, which was published in the German Federal Gazette (Bundesanzeiger) on April 2, 2024. Comprehensive information on Fresenius' business activities as well as on the activities of the Supervisory Board can be found in the 2023 Annual Report. In this letter, I would like to share some insights into the issues that were important for Fresenius in the past fiscal year and will remain decisive in the future.

2023 was a year of important strategic decisions for Fresenius

We look back on a year full of challenges and changes that Fresenius has successfully concluded. The wars in Ukraine and the Middle East continue to cause immense suffering. These conflicts also have consequences for the global economy and geopolitical stability, for example for supply chains, energy prices, and the inflation trend. Compared with the competition, Fresenius performed well under these conditions as a leading healthcare company and noticeably improved its operating performance.

At the same time, the company achieved important milestones in the #FutureFresenius program as planned and continues to resolutely pursue its transformation. In addition to a simplified corporate structure, focus on the Fresenius Kabi and Fresenius Helios businesses, and improved operative performance and financial strength, this also includes the increasing use of cutting-edge technology like artificial intelligence. The deconsolidation of Fresenius Medical Care is a historic step. Both companies can now develop independently, make decisions faster, and concentrate on their core business.

New Management Board team tackles tasks with renewed strength

In 2023, we made changes to the Management Board that support Fresenius' transformation and strengthen the management team as a whole. Fresenius comprises the Operating Companies Fresenius Kabi and Fresenius Helios as well as the Investment Companies Fresenius Vamed and Fresenius Medical Care. For the Operating Companies the focus is on optimizing profitability and growth, while for the Investment Companies the focus is on financial value management.

This structural division into Operating and Investment Companies is also reflected in the composition of the Management Board. Pierluigi Antonelli was appointed as the member of the Management Board responsible for Fresenius Kabi in March 2023. Mr. Antonelli worked in the pharmaceutical industry for many years with a focus on product development and launches as well as business and strategy development, among other things. In September 2023, Robert Möller was appointed as the Management Board member responsible for Fresenius Helios. Mr. Möller is a physician and experienced hospital manager from within the company. Dr. Michael Moser joined the Fresenius Management Board in July 2023 and is responsible for legal, compliance, risk management, ESG, and human resources in addition to Fresenius Vamed. Herr Moser is an expert in the areas of law, compliance, and risk management and also has experience in personnel management during transformation situations as well as in sustainability matters.

The new Management Board comprising CEO Michael Sen, CFO Sara Hennicken, Pierluigi Antonelli, Robert Möller, and Dr. Michael Moser possesses the requisite experience, team spirit, and skills needed to achieve the ambitious corporate goals and successfully implement #FutureFresenius. The Supervisory Board supports the Management Board's strategy and the changes it has implemented. The Supervisory Board and the Management Board work together in good faith.

Dividend payments suspended in 2023 – progressive dividend policy maintained

A resolution on the appropriation of distributable profit for the 2023 fiscal year is not on the agenda for this year's Annual General Meeting. The Management Board made an important decision on acceptance of the compensation and reimbursement payments from the "Energy Relief Package" ("Entlastungspaket Energiehilfen") pursuant to the German Hospital Financing Act. And this decision has consequences for the payment of a dividend to our shareholders for the 2023 fiscal year.

Following careful consideration, the Management Board resolved to make use of around €300 million in payments under the German federal government's relief package as part of statutory hospital financing. As the legislator has linked utilization to statutory bans on the payment of dividends and variable compensation for the Management Board for the 2023 fiscal year, payment of a dividend and the short-term incentive for the Management Board will consequently be suspended. The Supervisory Board appreciates the Management Board's willingness to forego the bonus payments and fully supports the Management Board's decision to accept the compensation and reimbursement payments mentioned above in order to further reduce the high debt and net interest expense of the company, and to enhance company value in the long term. Fresenius is maintaining its progressive dividend policy despite the one-off suspension of the dividend.

Supervisory Board monitors ESG issues

A company's alignment with ambitious environmental, social, and governance (ESG) goals is an important tool in modern corporate governance. The entire Supervisory Board oversees the achievement of the targets and is working intensively on the future challenges arising in the area of ESG. The Audit Committee of the Supervisory Board has appointed Supervisory Board member Dr. Christoph Zindel as an expert for ESG matters. As a former member of the Management Board responsible for sustainability at a listed stock corporation, he possesses the corresponding expertise.

An independent ESG Advisory Board comprising internationally recognized experts convened by the Management Board in February 2024 will also help to further develop key topics in the area of sustainability within the company while also advising Mr. Moser as the Management Board member responsible for ESG.

ESG targets have been anchored in the Management Board's short- and long-term variable compensation and are also conducive to corporate management and setting the right priorities. The focus with respect to the short-term incentive is on the areas of medical quality/patient satisfaction and employees. The achievement of the ESG targets with respect to the long-term incentive is measured by the reduction of CO2 emissions, whereby the target corridor is oriented on Fresenius' long-term objectives. The entire corporate group is to be climate-neutral by 2040 and all Scope 1 and Scope 2 emissions (direct and indirect emissions from purchased energy) halved by 2030 (base year 2020). A reduction of 22 percent was achieved in fiscal year 2023 compared with 2020. The plan is to report on Scope 3 emissions (indirect emissions within the value chain) for the first time in the first half of 2024 and to commit to developing an SBTi-compliant climate goal (the Science-Based Targets Initiative SBTi creates a framework that defines science-based CO2 reduction goals for companies.)

On course for 2024

Fresenius has set itself the goal of sustainably improving its business performance and achieving profitable growth in 2024 and beyond. Other important goals include improving capital efficiency and further reducing the debt level in order to achieve greater room for financial maneuver. The aim of implementing #FutureFresenius is to strengthen Fresenius and improve patient care, increase the cost effectiveness and efficiency of the healthcare system, and generate lasting value for all stakeholders.

The Management Board team led by Mr. Sen and the more than 190,000 employees have achieved a great deal along with notable successes in what has been a ground-breaking year for Fresenius. The Supervisory Board acknowledges and thanks the Management Board of the general partner and all employees for their work in the past fiscal year. We are confident that Team Fresenius will continue to successfully pursue the transformation journey outlined in #FutureFresenius.

I look forward to meeting you in person at our Annual General Meeting in Frankfurt am Main on May 17.

Bad Homburg v. d. H., April 2024



Wolfgang Kirsch

Chairman of the Supervisory Board