

Convenience Translation

Rules of Procedure of the Supervisory Board

of

Fresenius SE & Co. KGaA

as of March 20, 2025

§ 1

General Provisions

- (1) The Supervisory Board conducts its business in accordance with the provisions of the law, the Articles of Association and these Rules of Procedure, taking into account the recommendations and suggestions of the German Corporate Governance Code. The members of the Supervisory Board are not bound by orders or instructions.
- (2) Each member of the Supervisory Board shall ensure that they have sufficient time available to perform their mandate.
- (3) Every member of the Supervisory Board is obliged to act in the interests of the company. When making decisions, they may not pursue personal interests or take advantage of business opportunities to which the company is entitled. Each member of the Supervisory Board must disclose any conflicts of interest to the Chairman of the Supervisory Board without delay. The latter shall decide on the further handling of the conflict of interest. Significant and not merely temporary conflicts of interest should lead to the termination of the mandate. The Supervisory Board shall provide information on any conflicts of interest that have arisen and how they were handled in its report to the Annual General Meeting.

- (4) The members of the Supervisory Board are responsible for the training and further education measures required for their tasks with appropriate support from the company.

§ 2

Chairman and Deputies

- (1) The Supervisory Board elects a Chairman and two Deputies from among its members for the duration of their term of office on the Supervisory Board. The Chairman and one of the Deputies shall be elected from among the shareholder representatives and the other Deputy shall be elected at the proposal of the employee representatives by the Supervisory Board. Unless otherwise expressly stipulated in these Rules of Procedure, a Deputy shall have the rights and obligations of the Chairman of the Supervisory Board if the latter is unable to attend.
- (2) The Chairman of the Supervisory Board is responsible for representing the Supervisory Board towards third parties, in particular towards the general partner, the Annual General Meeting and the auditor; the Chairman is authorized to implement the resolutions of the Supervisory Board and to make and receive declarations of intent on behalf of the Supervisory Board.
- (3) The meetings of the Supervisory Board are chaired by the Chairman of the Supervisory Board or, if he is unable to attend, by a chairperson appointed by the Chairman of the Supervisory Board. If no such chairperson is appointed, the Deputy, who is a shareholder representative, shall chair the meetings.
- (4) The election of the Chairman of the Supervisory Board shall be conducted by the oldest member of the shareholder representatives in terms of age; Section 4 (4) sentence 3 of these Rules of Procedure shall apply accordingly.
- (5) The Chairman of the Supervisory Board should be available to discuss Supervisory Board-specific topics with investors to the extent appropriate.

§ 3

Convening Meetings

- (1) The meetings of the Supervisory Board shall be convened by the Chairman in text form (Section 126b BGB) with 14 days' notice. In urgent cases, the notice period may be shortened and the meeting may be convened in any other form or informally (e.g. by telephone).
- (2) Each member of the Supervisory Board or the Management Board of the general partner may request in writing that the Chairman of the Supervisory Board convene a meeting of the Supervisory Board without delay, stating the purpose and reasons. The meeting must be held within 2 weeks of the convening of the meeting.
- (3) If the request made by a member of the Supervisory Board or the Management Board of the general partner is not complied with, the applicants may convene the Supervisory Board themselves, stating the facts of the case and the agenda.
- (4) The Supervisory Board shall meet once every calendar quarter and must meet twice every calendar half-year
- (5) When convening the meeting, the venue and time of the meeting as well as the agenda must be communicated. The agenda must list all items to be discussed at the meeting. At the same time, the members of the Supervisory Board shall, as far as possible, be provided with suitable documents for discussion on all items on the agenda.
- (6) Resolutions may only be passed on items on the agenda that have not been duly announced if no present Supervisory Board member objects and absent Supervisory Board members are given the opportunity to object to the resolution or to cast their vote subsequently in writing within a reasonable period of time to be determined by the Chairman of the Supervisory Board.

- (7) All members of the Management Board of the general partner must be notified of the upcoming Supervisory Board meeting at the same time as the invitation is sent to the Supervisory Board members.
- (8) When scheduling Supervisory Board meetings, prior agreement must be reached with the Deputy Chairmen of the Supervisory Board and the members of the Management Board of the general partner and, if the meeting is not convened by the Chairman of the Supervisory Board, also with the Chairman of the Supervisory Board.
- (9) The Chairman may postpone a convened meeting. The new date must be agreed with the Deputies.

§ 4

Quorum, Passing of Resolutions

- (1) The Chairman or, if the Chairman is unable to attend, the chairperson appointed by him or, if no chairperson has been appointed, the Deputy shall determine the order of the items on the agenda and the type of voting. He may postpone the discussion and/or adoption of resolutions on individual items on the agenda.
- (2) The Supervisory Board shall constitute a quorum if half of the total number of members of which it must consist take part in the voting. If the number of Supervisory Board members representing the shareholders who take part in voting is not the same as the number of Supervisory Board members representing the employees who take part in voting, or if the Chairman of the Supervisory Board does not take part, the voting shall, upon motion of at least two members of the Supervisory Board, be postponed. Section 3 (1) and (5) of these Rules of Procedure shall apply to the new voting; however, it can also be held on the same day if so directed by the Chairman of the Supervisory Board.
- (3) As a rule, resolutions of the Supervisory Board shall be adopted in meetings personally attended by the members. It is, however, permissible that meetings of the Supervisory Board be held by way of a video or telephone conference,

or that individual Supervisory Board members participate by means of video transmission or telephone and that in such cases the passing of resolutions or voting takes place by way of video or telephone conference or video transmission or telephone, respectively. Outside of meetings, resolutions may be adopted in text form (Section 126b BGB), in any other form or informally (e.g. by telephone). In this case, the Chairman must give the Management Board of the general partner the opportunity to make a statement to the members of the Supervisory Board before the resolution is passed.

- (4) The Supervisory Board decides by a simple majority of the votes participating in the resolution, unless other majorities are prescribed by law. The submission of written votes in accordance with Section 108 (3) AktG is deemed to be participation in the passing of resolutions; a member also participates in the passing of resolutions if he or she abstains from voting. In the event of a tie, the vote of the Chairman and, if he does not participate, the vote of the Deputy, who is a shareholder representative, shall be decisive.
- (5) The resolution of the Supervisory Board pertaining to the mandate of the auditor of the annual and consolidated financial statements and the auditor of the sustainability statement shall be adopted at the Supervisory Board meeting immediately following the Annual General Meeting at which the auditor of the annual financial statements and the auditor of the sustainability statement were elected by the Annual General Meeting

§ 5

Minutes

- (1) Minutes must be taken of all meetings of the Supervisory Board and signed by the chairperson of the meeting. The minutes of resolutions passed outside of meetings shall be signed by the Chairman of the Supervisory Board.
- (2) The minutes must state the time and place of the meeting, the participants, the items on the agenda, the main content of the discussions and the resolutions passed.

- (3) Each member of the Supervisory Board may request that their vote and/or a summarized formal declaration be included in the minutes.
- (4) Each member of the Supervisory Board and the Management Board of the general partner must be provided with a copy of the minutes or given access to an electronic filing system.

§ 6

Information Rights of the Supervisory Board

- (1) If reports or information are provided to the Supervisory Board outside a meeting of the Supervisory Board, they must be submitted to the Chairman of the Supervisory Board, who shall inform the other members. If the Chairman receives other important information in this capacity, he shall inform his Deputies and, in the case of particularly important information, all members.
- (2) If a member of the Supervisory Board requests a report to the Supervisory Board from the general partner (Section 90 (3) AktG), he or she shall request this via the Chairman of the Supervisory Board. The report shall be submitted to the Supervisory Board.
- (3) Notwithstanding the right to information of the members of the Audit Committee within the meaning of Section 107 para. 4 sentence 4 AktG, any additional requests for information from the Supervisory Board or members of the Supervisory Board are forwarded to the general partner, represented by its Management Board, via the Chairman of the Supervisory Board.

§ 7

Committees

- (1) The Supervisory Board may form committees to which decision-making powers may also be delegated within the framework of the statutory provisions. The

number of committee members should be at least 3, but no more than 5. The Chairman of the Supervisory Board may request to become a committee member.

- (2) The members of committees are elected for the duration of their term of office on the Supervisory Board by a majority of the votes of the Supervisory Board members.
- (3) With the exception of the Nomination Committee, each committee generally has one employee representative on the Supervisory Board. This member shall be proposed by the employee representatives, taking into account their individual knowledge, skills and professional experience on the Supervisory Board. If the Supervisory Board member proposed by the employee representatives does not receive a majority for the committee, a second ballot is held. In this ballot, the Supervisory Board member representing the employees on the committee is elected by the employee representatives on the Supervisory Board.
- (4) The rules made for the Supervisory Board apply accordingly to the committees, unless more specific rules are stipulated.
- (5) The provision on the right to a casting vote in Section 4 para. 4 sentence 3 of these Rules of Procedure also applies to resolutions in the committees of the Supervisory Board to which the Chairman or his Deputy, if the latter is a shareholder representative, belongs.
- (6) The Audit Committee deals with the tasks assigned to it by law or by the Supervisory Board. The duties and rights of the Audit Committee are governed in detail by separate Rules of Procedure for the Audit Committee, which must be adopted by the Supervisory Board
- (7) The Nomination Committee consists exclusively of shareholder representatives. It proposes suitable candidates to the Supervisory Board for its election proposals to the Annual General Meeting for appointment to the Supervisory Board. The nominations should take into account the standard age limit and length of service for members of the Supervisory Board in accordance with Section 11 of these Rules of Procedure.

- (8) Unless the Supervisory Board has issued its own rules of procedure for the respective committee, the following rules of procedure apply to the committees:
- a) The committees hold meetings as required. Meetings are convened by the committee chairperson. Section 4 (3) of these Rules of Procedure shall apply accordingly.
 - b) Committees shall have a quorum if at least half of the number of members, and in any case three members, participate in the decision-making process.
 - c) Supervisory Board members who are not members of the committee may attend committee meetings in an advisory capacity unless otherwise determined by the Chairman of the Supervisory Board (Section 109 (2) AktG).
 - d) Section 5 of these Rules of Procedure concerning the minutes shall apply accordingly to committees, with the provision that the minutes are only sent to the members of the respective committees and to the members of the Management Board of the general partner who participated in the meeting. If the content of the minutes is of a particularly confidential nature, they may not be sent; the members of the committee may then be referred to their right of inspection.
 - e) The committee chairmen report on the work of the committees at the next Supervisory Board meeting.

§ 8

Participation in Supervisory Board Meetings and Translation

- (1) The Chairman of the Supervisory Board decides at his own discretion or at the request of the Supervisory Board whether to call in experts and persons providing information to discuss individual matters.

- (2) Unless the Chairman of the Supervisory Board decides otherwise in individual cases for good cause, each member of the Management Board of the general partner is entitled to attend the meetings of the Supervisory Board.
- (3) The Supervisory Board shall also convene regularly without the Management Board of the general partner. Such a convening can take place as part of a meeting and should be held at least once a year.
- (4) Every Supervisory Board member has the right to request that Supervisory Board meetings, Supervisory Board documents and the minutes of meetings and resolutions be translated into the national language of their place of employment.

§ 9

Preliminary Discussions on Supervisory Board Meetings

- (1) Where possible, the employee representatives and the shareholder representatives should prepare each meeting of the Supervisory Board separately in a preliminary meeting.
- (2) The Management Board of the general partner discusses the Supervisory Board proposals with the employee representatives at the preliminary meeting. In principle, the Management Board of the general partner is represented by the Management Board member responsible for human resources at preliminary discussions with the employee representatives.
- (3) Section 8 (4) of these Rules of Procedure shall apply accordingly to the preliminary discussions for Supervisory Board meetings.

§ 10

Secrecy

- (1) All members of the Supervisory Board must maintain confidentiality with regard to the proceedings of the Supervisory Board and all confidential matters of the company of which they become aware in connection with their office. Insofar as Supervisory Board members make use of external or internal advisors or assistants for the performance of their duties within the permissible scope, they shall ensure that they comply with the duty of confidentiality in the same way.

Furthermore, it is not permitted to hand over to third parties any documents relating to the company, including the Supervisory Board member's own notes, unless these are documents that have already been published in the same form by the company.

- (2) Any exceptions to the duty of confidentiality require the express prior written consent of the Chairman of the Supervisory Board after prior consultation with the Chairman of the Management Board of the general partner. Until this approval has been granted, the Supervisory Board member in question must maintain confidentiality regarding the information.
- (3) The duty of confidentiality does not apply to persons bound by law to maintain professional secrecy (lawyers, auditors, tax consultants) if and to the extent that a member of the Supervisory Board seeks advice on his or her rights and duties as a member of the Supervisory Board and the person bound by professional secrecy is not released from the duty of confidentiality by the member of the Supervisory Board.
- (4) Upon termination of their office, each Supervisory Board member must destroy all confidential documents, with the exception of the minutes of Supervisory Board meetings, to the exclusion of any retention by the company.
- (5) The obligation to maintain confidentiality and the inadmissibility of passing on documents shall continue to apply without restriction or time limit even after the termination of the Supervisory Board office.

- (6) The provisions of Sections 116 and 93 AktG remain unaffected. The duty of confidentiality of Supervisory Board members is subject to criminal prosecution pursuant to Section 404 AktG (breach of the duty of confidentiality).
- (7) The members of the Supervisory Board also ensure compliance with the insider trading rules of the Market Abuse Regulation (EU) No. 596/2014.

§ 11

Age Limit, Length of Membership

As a rule, the Supervisory Board shall only include members who have not yet reached the age of 75 at the time of their election or appointment. The consecutive term of membership of a member of the Supervisory Board of the shareholder representatives should not exceed a period of 15 years, subject to any particular reasons.