

## CORPORATE GOVERNANCE DECLARATION.

The Supervisory Board and the Management Board are committed to responsible management that is focused on achieving a sustainable increase in the value of the Company. Long-term corporate strategies, solid financial management, strict adherence to legal and ethical business standards, and transparency in corporate communication are key factors.

In this Corporate Governance Declaration, the Supervisory Board of Fresenius SE & Co. KGaA and the Management Board of the general partner of Fresenius SE & Co. KGaA, Fresenius Management SE (Management Board), report on corporate management pursuant to Sections 289 f and 315 d of the German Commercial Code (HGB) and on the corporate governance of the Company pursuant to Principle 23 of the German Corporate Governance Code (Corporate Governance Report). The Corporate Governance Declaration and the Corporate Governance Report are published on our website, see [www.fresenius.com/corporate-governance](http://www.fresenius.com/corporate-governance).

### GROUP MANAGEMENT AND SUPERVISORY STRUCTURE

The Company has the legal form of a partnership limited by shares (KGaA). The statutory bodies are the **Annual General Meeting**, the **Supervisory Board**, and the **general partner**, Fresenius Management SE. There were no changes to the Group management and supervisory structure in the reporting period. Within Fresenius SE & Co. KGaA, **responsibilities** are distributed as follows: Management is the responsibility of the general partner, represented by its Management Board. The Supervisory Board of Fresenius SE & Co. KGaA monitors the management by the general partner.

The Articles of Association of Fresenius SE & Co. KGaA, which define the competencies of the executive bodies in addition to the statutory provisions, are available on our website at [www.fresenius.com/corporate-governance](http://www.fresenius.com/corporate-governance).

## BODIES OF THE COMPANY

### Annual General

Shareholders exercise their rights and **voting rights** at the Annual General Meeting. Each ordinary share of Fresenius SE & Co. KGaA grants one vote. There are no shares with multiple or preferential voting rights.

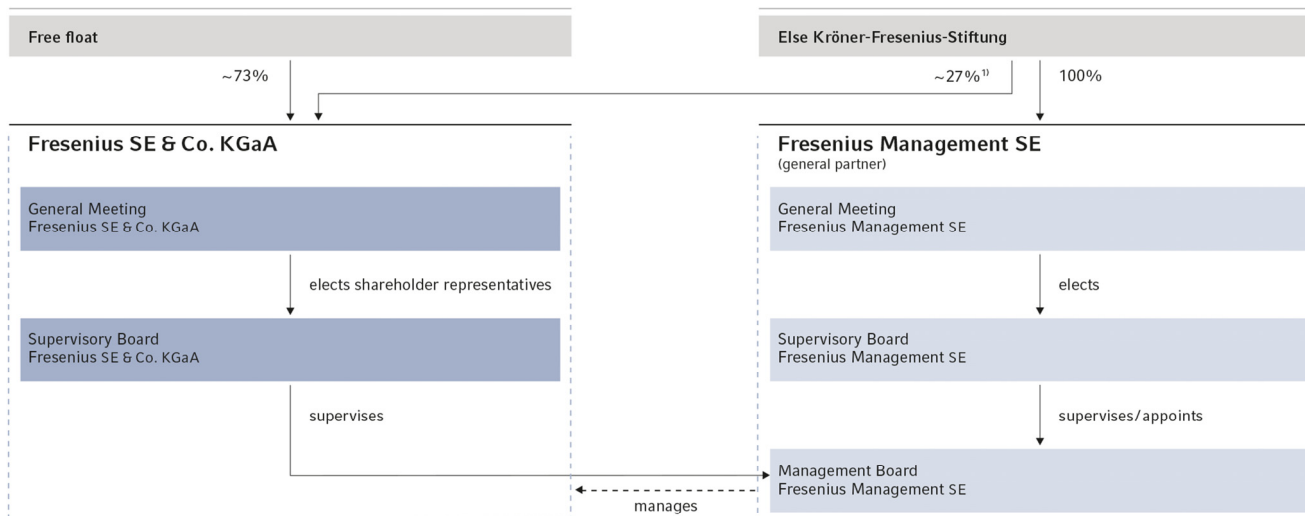
Our Annual General Meeting took place on May 17, 2024 at the Congress Center Messe Frankfurt in Frankfurt am Main. Around 73% of the share capital was represented. The shareholders approved the Compensation Report for the 2023 fiscal year with a majority of more than 93%. The actions of the general partner and the Supervisory Board were approved for 2023 with majorities of around 96% each.

The general partner and its sole shareholder, the Else Kröner-Fresenius-Stiftung, are excluded from voting on certain resolutions. These include the election of the Supervisory Board of Fresenius SE & Co. KGaA, the ratification of the actions of the general partner and the members of the Supervisory Board, and the election of the auditor. This ensures that the other shareholders can decide alone on these matters, which relate in particular to the control of the management.

The documents and information on the Annual General Meeting and the voting results are available on our website at [www.fresenius.com/annual-general-meeting](http://www.fresenius.com/annual-general-meeting).

Shareholders exercise their rights, including their **voting rights**, at the Annual General Meeting. Each ordinary share of Fresenius SE & Co. KGaA carries one vote. There are no shares with multiple or preferential voting rights.

### CORPORATE STRUCTURE AT FRESENIUS SE & CO. KGAA



<sup>1</sup> For selected items no voting power, e.g., election of Supervisory Board of Fresenius SE & Co. KGaA, discharge of general partner and Supervisory Board of Fresenius SE & Co. KGaA, election of the auditor.

### General partner – Management Board and Supervisory Board

The general partner – Fresenius Management SE – is responsible for managing Fresenius SE & Co. KGaA and conducting its business. The governing bodies of Fresenius Management SE are the Management Board and the Supervisory Board.

### MANAGEMENT BOARD OF FRESENIUS MANAGEMENT SE

Fresenius Management SE is represented by the Management Board. The Management Board develops the corporate strategy, discusses it with the Supervisory Boards of Fresenius Management SE and Fresenius SE & Co. KGaA,

and ensures its implementation. Its actions and decisions are aligned with the interests of Fresenius SE & Co. KGaA. The Management Board is committed to sustainably increasing the value of the Company.

### Working methods of the board

The rules of procedure of the Management Board issued by the Supervisory Board of Fresenius Management SE determine the details of the work of this body. In particular, they regulate the areas for which the members of the Management Board are responsible, which matters are reserved for the Management Board as a whole, and which resolutions are to be passed by the Management Board.

The Management Board of Fresenius Management SE consists of five members: the Chief Executive Officer, the Chief Financial Officer, the Management Board member responsible for Legal Affairs, Compliance, Risk Management, Sustainability, Human Resources (Labor Director), Corporate Audit, and for the Fresenius Vamed business segment, the Management Board member responsible for the Fresenius Kabi business segment, and the Management Board member responsible for the Fresenius Helios business segment. This ensures that the Management Board as a whole is always informed about important business transactions, plans, developments, and measures within the business segments. In addition to coordinating the business segments and exercising shareholder rights at Fresenius Medical Care AG, the Chairman of the Management Board is responsible for general business policy, investment policy and Group Communication. The Group-wide topic of sustainability is anchored in the role of the Management Board member responsible for Legal Affairs, Compliance, Risk Management, Sustainability, Human Resources (Labor Director), Corporate Audit, and for the Fresenius Vamed business segment. Further information on the topic of sustainability can be found in the Sustainability Report on pages 147 ff. In addition to Finance and Accounting and Group Controlling, the Board Member for Finance is also responsible for the Group's Internal Audit and Tax departments. They also coordinate measures in the areas of cybersecurity, IT, and corporate real estate management.

As part of their activities, members of the Management Board also chair internal Group advisory bodies, such as the Risk Steering Committee. Further information on these committees can be found on page 147 ff. of the Sustainability Report.

No committees of the Executive Board have been established. The members of the Management Board are listed on page 80 of the Annual Report.

Members of the Management Board are appointed for a maximum term of five years. In line with the Code's recommendation, initial appointments are made for three years.

For members of the Management Board of Fresenius Management SE who were first appointed from 2022, a standard retirement age applies: Members of the Management Board should generally retire from the Management Board at the end of the calendar year after reaching the age of 65.

The **meetings of the Management Board** are convened and chaired by the Chairman of the Management Board as and when required, but at least once a month. If he is unable to do so, this task falls to the Chief Financial Officer; if he is also unable to do so, it falls to the oldest present Management Board member. The chairperson determines the order in which the agenda items are dealt with and the method of voting. The Management Board adopts resolutions in meetings by a simple majority of the votes cast and outside of meetings by a simple majority of its members. This does not apply to matters for which stricter requirements are set forth by mandatory legal provisions or the statutes of Fresenius Management SE. In the event of a tie vote, the chairman of the Management Board has the casting vote. If the chairman of the Management Board is unable to attend or abstains from voting, the proposal for a resolution is rejected in the event of a tie vote. The rules of procedure for the Management Board also govern the oral and written communication between the Management Board and the Supervisory Board of the general partner and between the general partner and the Supervisory Board of Fresenius SE & Co. KGaA. They also define the cases in which the prior consent of the Supervisory Board of the general partner is required.

### Concept in accordance with Section 289f (2) No. 6 HGB (diversity concept)

The Supervisory Boards of Fresenius SE & Co. KGaA and Fresenius Management SE have adopted a concept in accordance with Section 289f (2) No. 6 HGB for the Management Board of Fresenius Management SE. Fresenius strives for adequate staffing on the Management Board of Fresenius Management SE with regard to age, gender, education, professional background, and international experience. A balance between experience and new approaches is important for the work of the Management Board. For this reason, the Management Board of Fresenius Management SE should have a balanced mix of experienced and new members. In this way, not only do different perspectives flow into the decision-making process, but a continuous transfer of knowledge is also promoted. In addition, Fresenius considers a mix of women and men on the Management Board of Fresenius Management SE to be desirable. However, qualifications are the decisive criterion when filling Management Board positions. One member of the Management Board of Fresenius Management SE should have many years of experience in each of the company's key areas of activity:

- Essential medicines and medical products for critically and chronically ill patients,
- Operation of hospitals and healthcare services

Furthermore, one member should have many years of experience and expertise in finance and in the areas of corporate governance, law, and compliance. This takes into account the special requirements of a capital-market-oriented company. Fresenius has subsidiaries in more than 60 countries. Against this background, the majority of the members of the Management Board of Fresenius Management SE should have international experience in at least one of Fresenius' key markets through their background,

education, or professional activity. The concept in accordance with Section 289f (2) No. 6 HGB has been implemented in full.

## SUPERVISORY BOARD OF FRESENIUS MANAGEMENT SE

As a European Company (SE – Societas Europaea), Fresenius Management SE has its own **Supervisory Board**. It consists of six members. This Supervisory Board appoints the members of the Management Board of Fresenius Management SE. It also ensures long-term succession planning for each Management Board position, which is based on the implementation of a structured process. The Supervisory Board pursues a holistic and consistent approach. Potential successors should come from within the company. Succession planning therefore begins at the level below the Management Board, building on talent from the levels below. Potential successors are identified with the involvement of current job holders, managers, and members of the Management Board. This is based on discussions with Management Board members and job holders and impressions of managers, which they present at meetings of the Supervisory Boards of Fresenius Management SE and Fresenius SE & Co KGaA. Existing skills are assessed and necessary or possible areas of development are identified so that targeted support can be provided. On the other hand, potential Management Board candidates outside the company are also to be included in the succession planning, so that systematic market screening takes place in parallel. The aim of the Supervisory Board's succession planning, both in the short and long term, is therefore to have several suitable candidates in mind for each Management Board position at all times.

The Supervisory Board of Fresenius Management SE also monitors and advises the Management Board on the

management of the company. It meets regularly without the Management Board. It has adopted rules of procedure.

The members of the Supervisory Board of Fresenius Management SE are listed on page 81 of the Annual Report. The competencies of the individual members of the Supervisory Board of Fresenius Management SE are shown for information purposes in the qualification matrix of the Supervisory Board of Fresenius SE & Co. KGaA on page 37 of the Annual Report.

Information on the compensation of the Management Board and Supervisory Board of Fresenius Management SE can be found here:

- Compensation system of the Executive Board pursuant to Section 87a (1), (2) sentence 1 AktG at [www.fresenius.com/corporate-governance](http://www.fresenius.com/corporate-governance)
- Compensation Report 2024 including the Auditor's Report in accordance with Section 162 AktG at [www.fresenius.com/corporate-governance](http://www.fresenius.com/corporate-governance)

## Supervisory Board

The Supervisory Board of Fresenius SE & Co. KGaA monitors the management by the general partner, Fresenius Management SE. The object of the monitoring is the entrepreneurial decisions of the Management Board with regard to their correctness, expediency, and economic efficiency. The Supervisory Board also examines the annual financial statements of the Group and the consolidated financial statements, taking into account the auditor's reports. Another key component of the Supervisory Board's activities is its work in the committees, which are formed in accordance with the provisions of the German Stock Corporation Act and the recommendations of the Code. The Management Board of the general partner informs the Supervisory Board on an ongoing basis about business development,

corporate planning, and strategy. On pages 14 f., the Supervisory Board reports on the focal points of its activities and those of its committees in 2024.

The Supervisory Board of Fresenius SE & Co. KGaA consists of 12 members. The members of the Supervisory Board are listed on page 78 f. of the Annual Report. Half of the members are elected by the Annual General Meeting. In the interests of the Company, proposals for the election of Supervisory Board members are primarily based on the knowledge, skills, and professional experience required to perform the tasks. When considering its proposals, the Supervisory Board takes into account the objectives it has set itself and at the same time strives to fulfill the profile of skills and expertise. A nomination committee was formed for the election proposals of the **shareholder representatives**, which is based on the requirements of the law and the Code. The **employee representatives** on the Supervisory Board of Fresenius SE & Co. KGaA are elected by the European Works Council. If substitute members are appointed, they will take their place on the Supervisory Board after an employee representative leaves before the end of his or her term of office. At the end of July 31, 2024, the employee representative Mr. Konrad Kölbl left the Supervisory Board due to retirement. On August 1, 2024, Mr. Harald Steer joined the Supervisory Board as a personal substitute member. When Mr. Harald Steer left the Fresenius Group, he also left the Supervisory Board with effect from January 31, 2025. Since February 1, 2025, he has been succeeded by the employee representative Mr. Alberto Fuentelsaz Franganillo.

The statutory regulations stipulate a quota of at least 30% women and 30% men for the Supervisory Board of Fresenius SE & Co. KGaA. The statutory quotas were met in 2024.

A standard age limit applies to the Supervisory Board of Fresenius SE & Co. KGaA. Accordingly, as a rule, the

Supervisory Board of Fresenius SE & Co. KGaA should only include members who have not yet reached the age of 75 at the time of their election or appointment. The average age on the Supervisory Board as at December 31, 2024 was around 62 years. In addition, a regular limit for the length of membership of the Supervisory Board set out in the rules of procedure must be observed. Subject to special reasons, the consecutive term of office of a member of the Supervisory Board representing the shareholders should not exceed a period of 15 years.

The skills and experience of all Supervisory Board members help to ensure a balanced exchange within the Board. In 2024, the self-imposed targets for composition and the requirements for the skills profile were met. Further information on this can be found on pages 33 ff. of the Annual Report.

The Supervisory Board of Fresenius SE & Co. KGaA fulfills its duties in accordance with the provisions of the law, the Articles of Association of Fresenius SE & Co. KGaA, and the rules of procedure of the Supervisory Board. Its Chairman coordinates the work, chairs the **meetings of the Supervisory Board**, and represents its interests externally. The Supervisory Board shall meet once every calendar quarter and must meet twice every half calendar year. The meetings are convened and chaired by the Chairman or, if he is unable to attend, by a chairperson appointed by him. He determines the order of the items to be discussed and the type of voting. The Supervisory Board decides by a simple majority of the votes participating in the resolution, unless other majorities are prescribed by law. In the event of a tie, the Chairman has the casting vote and, if he is not present, the Deputy Chairman representing the shareholders has the casting vote. The shareholder representatives and the employee representatives on the Supervisory Board regularly hold separate preliminary discussions for

Supervisory Board meetings. The Supervisory Board meets regularly without the Management Board.

Details on the election, constitution, and term of office of the Supervisory Board, its meetings and resolutions, as well as its rights and obligations, are governed **by the Articles of Association** of Fresenius SE & Co. KGaA and the rules of procedure of the Supervisory Board of Fresenius SE & Co. KGaA. Both documents are available on our website at [www.fresenius.com/corporate-governance](http://www.fresenius.com/corporate-governance) available.

Information on the compensation of the Supervisory Board of Fresenius SE & Co. KGaA can be found here:

- Compensation system of the Supervisory Board of Fresenius SE & Co. KGaA including the remuneration resolution pursuant to Section 113 (3) AktG at [www.fresenius.com/corporate-governance](http://www.fresenius.com/corporate-governance)
- Compensation Report 2024 including the Auditor's Report in accordance with Section 162 AktG at [www.fresenius.com/corporate-governance](http://www.fresenius.com/corporate-governance)

### INDEPENDENCE AND CONFLICTS OF INTEREST

In the opinion of the Supervisory Board of Fresenius SE & Co. KGaA, all of its members of the shareholder representative body are independent. It therefore also has what it considers to be an appropriate number of **independent members** who have no business or personal relationship with the Company, its executive bodies, a controlling shareholder, or an affiliated company that could give rise to a material and not merely temporary conflict of interest. This also applies to Prof. Dr. med. D. Michael Albrecht, who has been a member of the Supervisory Board for more than 12 years. His conduct in office demonstrates the necessary critical distance to properly advise and monitor the management by the general partner in every respect.

The general partner, acting through the Management Board, and the Supervisory Board of Fresenius SE & Co. KGaA are committed to the interests of the Company. The members of the executive bodies do not pursue personal interests in the performance of their duties, nor do they grant unjustified advantages to other persons. Any sideline activities or transactions of the members of the executive bodies with the Company must be disclosed to the Supervisory Board without delay and approved by it. The Supervisory Board of Fresenius SE & Co. KGaA reports to the Annual General Meeting on any **conflicts of interest** and how they are handled. There were no conflicts of interest involving members of the Supervisory Board in the past fiscal year.

Fresenius publishes information on related parties in the Annual Report on page 393 f.

## TRAINING AND EDUCATION MEASURES

The members of the Supervisory Board are responsible for the training and development measures required to fulfill their duties. Training and further training measures are intended to build up new skills (training) and update and strengthen existing skills (further training). The members of the Supervisory Board regularly obtain information from internal and external sources on the current status of the requirements for their supervisory activities. The Supervisory Board ensures that its members are continuously qualified, that their specialist knowledge is updated, and that their judgment and experience are further developed. Fresenius provides them with appropriate support in this regard. For example, experts from Fresenius' specialist areas and external specialists provide ongoing information on relevant developments, e.g. on relevant changes in legislation and case law and on changes in accounting and auditing in accordance with IFRS. In the 2024 fiscal year, the effects of the hospital reform and other regulatory changes in the German hospital market were discussed, among other things. There was also extensive internal training on the topic of ESG with a focus on CSRD and sustainability strategy with the participation of speakers from the Fresenius Sustainability Advisory Board. In addition, new Supervisory Board members are offered individual introductory measures (onboarding), for example on internal structures and the Company's strategy. Onboarding is accompanied by site visits. Training on the topics of information technology, artificial intelligence, and digitalization in medicine is planned for the 2025 fiscal year.

## SELF-ASSESSMENT OF THE SUPERVISORY BOARD

The Supervisory Board of Fresenius SE & Co. KGaA regularly conducts an assessment with the support of a consultant, most recently in 2024, of how effectively it as a whole and its committees fulfill their duties. The Supervisory Board conducted the review 2024 with the support of an external service provider using a detailed **company-specific questionnaire**, which each Supervisory Board member completed and which covered the key aspects for a self-assessment. The Supervisory Board discusses the anonymized evaluation of the responses in an open discussion in plenary session. The most recent self-assessment revealed that both the organization and the work of the Supervisory Board, including its committees, are rated as efficient and the fulfillment of tasks as effective. In particular, the transparency, the constructive discussions, and the extraordinary commitment of all Supervisory Board members were emphasized. In future, the Supervisory Board would like to further intensify its commitment to transformation topics such as sustainability, cybersecurity, and IT. The evaluation of the Company by customers and the market is also to be given even greater consideration.

## COOPERATION BETWEEN THE SUPERVISORY BOARD AND THE GENERAL PARTNER

Good corporate governance requires **trusting and efficient cooperation** between the Management Board and the Supervisory Board. The general partner and the Supervisory Board of Fresenius SE & Co. KGaA work closely together for the benefit of the Company. Open communication is essential for this. The common goal is to sustainably increase the value of the Company while upholding the principles of corporate governance and compliance. The Management Board of the general partner and the Supervisory Board of Fresenius SE & Co. KGaA coordinate in particular on the strategic direction of the Company. As the supervisory body,

the Supervisory Board of Fresenius SE & Co. KGaA also requires comprehensive information on business development and planning as well as on the risk situation, risk management, and compliance. The Management Board of the general partner provided this information in full and as required in the past fiscal year.

The shareholder and employee representatives can prepare for the meetings of the Supervisory Board separately, if necessary with members of the Management Board. Preliminary discussions of the employee representatives and consultations with the shareholder representatives take place on a regular basis.

## COMMITTEES OF THE SUPERVISORY BOARD

The Supervisory Board of Fresenius SE & Co. KGaA has formed two **permanent committees** from among its members: the Audit Committee with five members and the Nomination Committee with three members. The members of the committees were elected for the duration of their term of office on the Supervisory Board of Fresenius SE & Co. KGaA. According to the Articles of Association of Fresenius SE & Co. KGaA, only membership of the Audit Committee is compensated separately (Article 13 (4)). There is no Personnel Committee in the KGaA, as the Supervisory Board of Fresenius SE & Co. KGaA is not responsible for the appointment or employment contracts of the members of the Management Board of the general partner. Rather, this personnel competence lies with the Supervisory Board of the general partner, which has formed a Personnel Committee to prepare relevant decisions.

The rules laid down for the Supervisory Board of Fresenius SE & Co. KGaA apply accordingly to the committees. They hold meetings as required, which are convened by the respective committee chairman. He reports on the work of the respective committee at the following Supervisory Board meeting. The rules of procedure of the

committees are contained in the rules of procedure of the Supervisory Board of Fresenius SE & Co. The committees have therefore not adopted their own rules of procedure

The members of the Supervisory Board committees are listed on page 79 of the Annual Report.

### **Audit Committee**

The Audit Committee deals with the preliminary audit of the annual financial statements and the Management Report of Fresenius SE & Co. KGaA, the consolidated financial statements, and the Group Management Report. Its tasks preparing the decisions of the Company's Supervisory Board on the approval of the annual financial statements and the consolidated financial statements, the proposal for the appropriation of net retained profits, and the Supervisory Board's proposal to the Annual General Meeting on the election of the auditor, the auditor for the possible review of interim financial information, and the auditor of the Sustainability Report. It must also review the interim financial reports (half-year financial statements and quarterly financial reports) prior to their publication and discuss them with the Management Board of the general partner. The Audit Committee discusses the assessment of the audit risk, the audit strategy, and audit planning, the determination of key audit matters and audit priorities with the auditor, and, if necessary, determines further audit priorities. The Chairman of the Audit Committee and the Chairman of the Supervisory Board issue the audit mandate to the auditor on behalf of the Supervisory Board and agree on the auditor's reporting obligations to the Audit Committee.

The Audit Committee also deals with the quality of the audit and the effectiveness of the internal control system, the risk management system, the compliance management system, and the internal audit system. He ensures that the Executive Board of the general partner fulfills its obligations to set up appropriate and effective management systems, regularly monitors their effectiveness through internal auditing, and appropriately addresses any weaknesses identified. The Audit Committee also has to deal with regulatory changes, such as the reporting requirements resulting from the implementation of the Corporate Sustainability Reporting Directive (CSRD) and the EU Taxonomy Regulation. The Audit Committee also deals in detail with the approval of non-audit services provided by the auditor.

The members of the Audit Committee are Ms. Susanne Zeidler (Chairwoman), Mr. Bernd Behlert, Ms. Grit Genster, Mr. Wolfgang Kirsch, and Dr. Christoph Zindel. Mr. Wolfgang Kirsch was appointed by the Supervisory Board as a financial expert in the field of accounting, as he has expertise in this area. This expertise includes special knowledge and experience in the application of accounting principles and internal control and risk management systems. Accounting also includes sustainability reporting. Ms. Susanne Zeidler was appointed by the Supervisory Board as a financial expert in the field of auditing, as she has expertise in this area. This expertise includes special knowledge and experience in auditing financial statements, including the audit of sustainability reporting. To take account of the growing importance of sustainability, the Audit Committee has appointed Dr. Zindel as an ESG expert. Further information on the expertise of the members of the Audit Committee in the areas of accounting and auditing can be found in the section Implementation of the objectives and competence profile on page 33 f. of the Annual Report.

### **Nomination Committee**

In accordance with the requirements of the Code, the Nomination Committee proposes suitable persons to the Supervisory Board for its election proposals to the Annual General Meeting for the appointment of shareholder representatives to the Company's Supervisory Board. The presentation of the election proposals at the Annual General Meeting is based on an orderly nomination process: First, a candidate profile is drawn up based on the objectives for the composition of the Supervisory Board, the skills profile, and the concept in accordance with Section 289f (2) No. 6 HGB. The requirements in terms of skills and knowledge, professional experience, balanced composition, and personal suitability are defined in detail. The Nomination Committee then evaluates potential candidates based on the defined profile. The result of the selection process is presented to the full committee. This decides by resolution which candidates for the shareholder side of the Supervisory Board will be proposed to the Annual General Meeting.

The Nomination Committee consists exclusively of persons representing the shareholders. The current members of the committee are Mr. Wolfgang Kirsch (Chairman), Mr. Michael Diekmann, and Ms. Susanne Zeidler.

## Mediation Committee

There is no Mediation Committee at Fresenius SE & Co. KGaA, as the provisions of the German Codetermination Act that provide for such a committee do not apply to a partnership limited by shares.

## Joint Committee

Pursuant to Sections 13a et seq. of the Articles of Association of Fresenius SE & Co. KGaA, the Supervisory Board of Fresenius SE & Co. KGaA has formed a Joint Committee together with the Supervisory Board of Fresenius Management SE. The general partner of Fresenius SE & Co. KGaA requires the approval of the Joint Committee for individual matters specified in Section 13c (1) of the Articles of Association of Fresenius SE & Co. KGaA, provided that 40% of consolidated sales, consolidated total assets, and consolidated net income are affected by the matter. These matters include, for example, the sale and acquisition of significant shareholdings and parts of companies or the spin-off of significant parts of companies from the assets of Fresenius SE & Co. KGaA or a company in which it holds a sole shareholding. The approval of the Joint Committee is also required for certain legal transactions between Fresenius SE & Co. KGaA and its affiliated companies on the one hand and the Else Kröner-Fresenius-Stiftung on the other.

Mr. Michael Diekmann and Ms. Susanne Zeidler are members of the Joint Committee. Dr. Dieter Schenk (Chairman) and Mr. Wolfgang Kirsch, who were delegated by the general partner, are also members of the committee. The Joint Committee did not meet in the reporting year.

## OBJECTIVES FOR THE COMPOSITION OF THE SUPERVISORY BOARD, COMPETENCE PROFILE, CONCEPT IN ACCORDANCE WITH SECTION 289F (2) NO. 6 HGB AS WELL AS IMPLEMENTATION

The Supervisory Board of Fresenius SE & Co. KGaA has set specific targets for its composition. It further developed these existing targets and adopted them together with a revised skills profile for the entire Board in December 2022. The status of implementation is disclosed, amongst others, in the form of a qualification matrix. The Supervisory Board has also adopted a concept in accordance with Section 289f (2) No. 6 HGB for itself.

### Objectives for the composition of the Supervisory Board and profile

The Supervisory Board of Fresenius SE & Co. KGaA must be composed in such a way that its members as a whole have the knowledge, skills, and professional experience required to properly perform their duties. A distinction must be made between the requirements for the individual Supervisory Board members and the requirements for the composition of the Supervisory Board as a whole.

### REQUIREMENTS FOR THE INDIVIDUAL MEMBERS OF THE SUPERVISORY BOARD

Supervisory Board members must be both professionally and personally qualified to advise and monitor the Management Board in the management of a global healthcare Group.

### Good corporate governance

Each member of the Supervisory Board should have the knowledge of good corporate governance of a capital-market-oriented company required for the proper performance of their duties. This includes knowledge of the basic

principles of accounting, risk management, internal control mechanisms, and compliance.

### Industry experience and internationality

Each member of the Supervisory Board should have general knowledge of the healthcare industry and a basic understanding of Fresenius' international activities.

### Independence

At least half of the shareholder representatives on the Supervisory Board should be independent within the meaning of the Code. Independent in this sense means anyone who does not have a personal or business relationship with the Company, its executive bodies, a controlling shareholder, or a company affiliated with the latter that could give rise to a significant and not merely temporary conflict of interest. The ownership structure can be given appropriate consideration.

When assessing independence, the Supervisory Board is of the opinion that neither membership of the Management Board for more than two years nor the duration of membership of the Supervisory Board in itself precludes classification as independent.

Persons who hold a position on the board of a major competitor of Fresenius or who directly or indirectly hold more than 3% of the voting capital should not be members of the Supervisory Board.

If a member of the Supervisory Board works for another company with which Fresenius has a business relationship, this activity is explained in the Legal relationships with members of governing bodies section of the Annual Report.



### Time availability and limitation of the number of mandates

Each Supervisory Board member should be able to devote the time required to properly fulfill their Supervisory Board mandate and comply with the limit on the number of mandates recommended by the German Corporate Governance Code. Assuming five meetings per year in future, the expected time commitment of new members is approximately 15 to 30 days per year. This includes preparing for and following up on Supervisory Board meetings, dealing with reports to the Supervisory Board, attending the Annual General Meeting, and regular further training. It should be noted that the amount of time required also depends on membership of one or more of the Supervisory Board committees.

### Age limit and regular limit for length of membership

As a rule, the Supervisory Board of Fresenius SE & Co. KGaA should only include members who have not yet reached the age of 75 at the time of their election or appointment. In addition, a regular limit for the length of membership of the Supervisory Board set out in the rules of procedure must be observed. 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 special reasons.

### REQUIREMENTS FOR THE ENTIRE BOARD

An appropriate number of Supervisory Board members should also have in-depth knowledge and/or experience in the areas of work that are important to the Company. The following descriptions of the individual competencies are exemplary and not exhaustive. It is not necessary for a Supervisory Board member to have knowledge and experience in every aspect in order to be considered competent.

#### Industry experience

The Supervisory Board as a whole must be familiar with the healthcare sector. An appropriate number of Supervisory Board members should have in-depth knowledge and / or experience in the areas of work that are important to the Company:

- Essential medicines and medical devices for critically and chronically ill patients
- Operation of hospitals and healthcare services

The Supervisory Board should include an appropriate number of members with management experience in the healthcare sector.

#### Finances

The Supervisory Board as a whole must have financial expertise, particularly in the areas of accounting, financial reporting, and auditing. At least one member must have expertise in the area of accounting and at least one other member must have expertise in the area of auditing. The Chairperson of the Audit Committee should be an expert in at least one of the two areas.

### Sustainability

The Supervisory Board as a whole should have expertise in sustainability issues of importance to the Company, particularly with regard to environmental, social, and governance (ESG) aspects.

#### Law and compliance

The Supervisory Board as a whole should be familiar with the relevant legal issues as well as the relevant regulatory and compliance topics.

#### Digitalization

The Supervisory Board as a whole should have the necessary understanding of the requirements of digitalization.

#### Internationality

Fresenius has subsidiaries in more than 60 countries. Therefore, the Supervisory Board as a whole should have knowledge and experience in the regions that are important for Fresenius. The Supervisory Board should include an appropriate number of members who, due to their background or business experience, have a special connection to the international markets that are important for Fresenius.

#### Management experience

The Supervisory Board should include an appropriate number of members who have experience in the management or supervision of a medium-sized or large company.

## Balanced composition

The Supervisory Board should be able to draw on the widest possible range of specialist knowledge, skills, and experience. Therefore, it should have a balanced composition and care should be taken when preparing the election proposals to ensure that the profiles of the candidates complement each other in the interests of the Company.

The Supervisory Board fulfills the requirements of Section 96 (3) sentence 1 AktG. This is generally seen as a joint responsibility of the shareholders and employees.

## Concept in accordance with Section 289f (2) No. 6 HGB (diversity concept)

For the Supervisory Board of Fresenius SE & Co. KGaA has a concept in accordance with Section 289f (2) No. 6 HGB. This is described below. The objectives of the concept, the way it is implemented and the results achieved in the fiscal year are also explained.

A balanced composition enables perspectives from different angles and against the background of different experiences. Fresenius strives for an adequate composition of the Supervisory Board of Fresenius SE & Co. KGaA in terms of age, gender, education, professional background and international experience.

### AGE

For the activities of the Supervisory Board of Fresenius SE & Co. KGaA, a balance between experience and new approaches is important. For this reason, the Supervisory Board of Fresenius SE & Co. KGaA should have a balanced mix of experienced and new members. In this way, not only do different perspectives flow into the decision-making process, but a continuous transfer of knowledge is also promoted.

### GENDER

In accordance with Section 96 para. 3 sentence 1 AktG, the Supervisory Board is composed of at least 30% women and at least 30% men. This is generally seen as a joint responsibility on the part of the shareholders and employees.

### EDUCATION AND PROFESSIONAL BACKGROUND

The Supervisory Board of Fresenius SE & Co. KGaA should include members with different educational and professional backgrounds. An appropriate number of members should have experience in the management or supervision of a medium-sized or large company. An appropriate number of Supervisory Board members should have management experience in the healthcare sector. At least one member must have expertise in the field of accounting and at least one other member must have expertise in the field of auditing.

### INTERNATIONAL EXPERIENCE

Fresenius has subsidiaries in more than 60 countries. An appropriate number of members of the Supervisory Board of Fresenius SE & Co. KGaA should have a special connection to the international markets relevant to Fresenius due to their origin or business experience. International expertise based on business experience is assumed in particular if a member has had a regular job abroad or has worked in an international business environment for several years.

## Implementation of the objectives for the composition, the skills profile and the concept in accordance with Section 289f (2) No. 6 HGB

In the opinion of the Supervisory Board of Fresenius SE & Co. KGaA, it meets the objectives for its composition and fulfills both the competence profile and the concept in accordance with Section 289f (2) No. 6 HGB. The Supervisory Board members also meet the personal and professional requirements deemed necessary.

In particular, the Supervisory Board members as a whole are familiar with the sector in which the Company operates. In addition, the Supervisory Board has the knowledge, skills, and experience essential for the company, including in production and profitability, digitalization and transformation, innovation and strategy development, as well as human resources and management. The Supervisory Board also has knowledge and experience in the Company's key business areas. These include, in particular, medical devices for critically and chronically ill patients, the operation of hospitals, and healthcare services.

Thanks to the expertise available on the Supervisory Board, the Supervisory Board is in a position to monitor sustainability issues that are important to the Company, particularly with regard to environmental, social, and governance (ESG) aspects, both in terms of corporate planning and strategic orientation.

The composition of the Supervisory Board is balanced. The members are between 50 and 75 years of age. Many Supervisory Board members have international experience. In the 2024 fiscal year, the Supervisory Board had four female members and eight male members. This corresponds to a gender ratio of Supervisory Board members of 33% to 67%. Both the shareholder representatives and the employee representatives are each made up of two women and four men.

In the opinion of the Supervisory Board, all Supervisory Board members representing the shareholders are to be regarded as independent. The agreed age limit and the standard limit for length of membership will be taken into account at the time of the Supervisory Board's election proposals to the Annual General Meeting.

With Susanne Zeidler as Chairwoman of the Audit Committee, Mr. Wolfgang Kirsch, and Dr. Christoph Zindel, three members of the Audit Committee have expertise in the areas of accounting and auditing.

Ms. Susanne Zeidler has the necessary expertise in the areas of accounting and auditing due to her many years as an auditor. She was able to deepen this expertise during her many years as a member of the management board and Chief Financial Officer of a listed stock corporation.

Mr. Wolfgang Kirsch has acquired his expertise in the areas of accounting and auditing through his many years of work in the banking sector and his membership of the board of a financial institution, of which he was chairman.

Dr. Christoph Zindel has the necessary expertise in the areas of accounting and auditing due to his many years of management activities, including his membership of the management board of a listed stock corporation. As a former member of the management board of a listed stock corporation with responsibility for sustainability, he also has expertise in sustainability reporting and its auditing. Dr. Christoph Zindel was appointed as an ESG expert by the Audit Committee of Fresenius SE & Co KGaA.

The status of implementation of the skills profile is disclosed in the form of the following qualification matrix, which includes the implementation of the concept in accordance with Section 289f (2) No. 6 HGB the Supervisory Board. As the Company is organized in the special legal form of a KGaA, the qualification matrix also contains information on the Supervisory Board members of the general partner, Fresenius Management SE. The purpose of this presentation is to clearly and concisely reflect the expertise available on the Company's supervisory bodies.

The evaluation for the creation of the qualification matrix was based on an individual self-assessment of the Supervisory Board members using standardized definitions and examples. If, in the opinion of the Supervisory Board, individual skills contained in the skills profile of the Supervisory Board are no longer sufficiently present in the future, the Supervisory Board will take this into account when proposing candidates to the Annual General Meeting.

► Corporate Governance Declaration | Further information on Corporate Governance | Compensation report | Boards

		Wolfgang Kirsch	Prof. Dr. med. D. Michael Albrecht	Dr. Frank Appel	Bernd Behlert	Michael Diekmann	Grit Genster	Dr. Heinrich Hiesinger	Frauke Lehmann	Prof. Dr. med. Iris Löw-Friedrich	Holger Michel	Oscar Romero de Paco	Dr. Dieter Schenk	Harald Steer	Susanne Zeidler	Dr. Christoph Zindel	
KGaA Duration of membership and function	Member since	2021	2011	–	2018	2015	2020	–	2016	2016	2023	2016	–	2024	2022	2022	
	Term until	2025	2025	–	2025	2025	2025	–	2025	2025	2025	2025	–	2024/2025	2025	2025	
	Function	Chair	Member	–	Member	Deputy Chair	Deputy Chair	–	Member	Member	Member	Member	–	Member	Member	Member	
FMSE Duration of membership and function	Member since	2020	–	2021	–	2015	–	2020	–	–	–	–	1998	–	2021	–	
	Term until	2025	–	2025	–	2025	–	2025	–	–	–	–	2025	–	2025	–	
	Function	Chair	–	Member	–	Member	–	Member	–	–	–	–	Deputy Chair	–	Member	–	
Personal fit	Independence*	✓	✓	✓	✓	✓	✓	✗	✓	✓	✓	✓	✗	✓	✓	✓	
	No overboarding*	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	
Diversity	Gender	Male	Male	Male	Male	Male	Female	Male	Female	Female	Male	Male	Male	Male	Female	Male	
	Year of birth	1955	1949	1961	1958	1954	1973	1960	1963	1960	1969	1974	1952	1973	1961	1961	
	Nationality	German	German	German	German	German	German	German	German	German	German	Spanish	German	Austrian	German	German	
	International experience	1-2 years	1-2 years	More than 6 years	None	More than 6 years	None	More than 6 years	None	None	3-5 years	None	3-5 years	1-2 years	1-2 years	None	3-5 years
Professional competence	Professional background	Business graduate	Medical professional	Chemist, neuro-biologist	Engineering technician	Legal professional	Commercial business	Engineer	Nurse	Medical professional	Specialist for Occupational Health Management	Skilled worker	Lawyer, tax consultant	Bio- and Industrial Engineer	Business graduate, auditor, tax consultant	Medical professional	
	Change management	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	
	Innovation	✓✓	✓✓	✓✓	✓✓	✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓	✗	✓✓	
	Leadership & management experience	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	
	Quality	✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✗	✓✓
	Increase profitability/organic growth	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓
	Strategy development and implementation	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓
Healthcare competence	Sector experience (Healthcare)	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓	✓✓	✓✓	✓✓	✗	✓✓	✓✓	✓✓	✓✓	
	Dialysis products & services	✓	✓✓	✓✓	✓✓	✓	✓✓	✗	✓✓	✓✓	✓✓	✗	✓✓	✗	✓✓	✓✓	
	Hospital supplies & services	✓	✓✓	✓✓	✓✓	✓	✓✓	✓	✓✓	✓	✓✓	✗	✓✓	✓	✓✓	✓✓	
	Hospital projects & services	✓	✓✓	✓✓	✓✓	✓	✓✓	✓✓	✓✓	✓	✓✓	✗	✓✓	✗	✓✓	✓✓	
	Hospital operations	✓	✓✓	✓✓	✓✓	✓	✓✓	✓	✓✓	✗	✓✓	✗	✓✓	✓✓	✓✓	✓✓	
Finance expertise	Financial expertise	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✗	✓✓	✗	✓✓	✓✓	✓✓	✓✓	
	Financial expert (accounting) according to sec.100 para. 5 Stock Corporation Act (AktG)	✓✓	✗	✓✓	✗	✓✓	✗	✓✓	✗	✓	✗	✗	✓✓	✓	✓✓	✓✓	
	Financial expert (annual audit) according to sec.100 para. 5 Stock Corporation Act (AktG)	✓	✓	✓✓	✗	✓✓	✗	✓✓	✗	✗	✗	✗	✓✓	✓	✓✓	✓	
Functional competencies	Digitalization	✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✗	✓	✓	✓✓	✓✓	
	ESG & sustainability	✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✗	✓✓	✓✓	✓✓	✓✓	
	Marketing	✓✓	✓✓	✓✓	✓	✓✓	✓	✓	✓	✓	✓✓	✗	✓✓	✓✓	✗	✓✓	
	M & A/Integration	✓✓	✓	✓✓	✓✓	✓✓	✓	✓✓	✓✓	✓✓	✓✓	✗	✓✓	✓	✓✓	✓✓	
	Human resources	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✗	✓✓	✓✓	✓✓	✓✓	
	Production	✗	✓✓	✓✓	✓✓	✓	✓	✓✓	✓	✓✓	✓✓	✗	✓✓	✓	✗	✓✓	
	Legal & Compliance, Corporate Governance	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✗	✓✓	✓✓	✓✓	
	Risk management	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✗	✓✓	✓	✓✓	
	Transformation	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✗	✓✓	✓✓	✗	
Committee membership	Human Resources Committee (FMSE)	Chair	–	–	–	✓	–	–	–	–	–	–	✓	–	–	–	
	Nomination Committee (KGaA)	Chair	–	–	–	✓	–	–	–	–	–	–	–	–	✓	–	
	Audit Committee (KGaA)	✓	–	–	✓	–	✓	–	–	–	–	–	–	–	Chair	✓	
	Joint Committee (FMSE & KGaA)	✓	–	–	–	✓	–	–	–	–	–	–	Chair	–	✓	–	

\* In light of the German Corporate Governance Code \*\*Left due to the registration of the legal form change of Fresenius Medical Care AG ✓✓ Special competence ✓ General competence ✗ Not specified

## CORPORATE GOVERNANCE PRACTICES

The general partner – represented by the Management Board – manages the Company’s business with the diligence of a prudent and conscientious manager in compliance with the statutory provisions, the Articles of Association, the rules of procedure of the Management Board and the resolutions of the full Management Board, and the Supervisory Board of the general partner. The basic rules of our corporate governance, some of which go beyond the legal requirements, can be found in the Fresenius Code of Conduct. It contains the key principles for conduct within the Company and towards external partners and the public. The **Fresenius Code of Conduct** can be viewed on our website at [www.fresenius.com/compliance](http://www.fresenius.com/compliance). All business segments of Fresenius have also implemented their own codes of conduct. These reflect the principles of the Fresenius Code of Conduct and also cover the special features of the respective business activities.

### Compliance management system

For Fresenius, compliance means doing the right thing. Because our fundamental ethical values go beyond regulatory requirements, for us this means acting not only in accordance with the law, but also in accordance with applicable industry codes, internal guidelines, and our values. Rule-compliant behavior is an integral part of our corporate culture and therefore of our daily work.

Each of our divisions has entrusted a **Chief Compliance Officer** or a corporate function with the development, implementation, and monitoring of the division’s compliance management system (CMS). The divisions have also established corresponding compliance responsibilities in their organizational and business structures. The respective compliance organization supports managers and employees in the implementation of compliance principles within the Company.

We use our **compliance management systems** to control the implementation of and compliance with the rules within the Company. We have implemented risk-oriented compliance management systems in all business segments and at Fresenius SE & Co. KGaA level. These comprise three pillars: prevention, detection, and response. Our compliance measures are primarily aimed at preventing compliance violations through active prevention. These systems take into account the specific requirements of the markets in which the divisions operate.

Key **preventive measures** include comprehensive risk identification and assessment, effective guidelines, appropriate and effective processes, regular training, and ongoing advice. We try to identify compliance risks at an early stage using objective indicators. We have therefore implemented tools for early risk detection and internal control structures, e.g. for cash transactions and banking transactions, and regularly review these measures in workshops and through internal audits.

We already take potential misconduct very seriously. Fresenius employees who suspect misconduct can contact their line manager or the responsible compliance officer. Potential compliance incidents can also be reported anonymously via whistleblower systems or e-mail addresses set up specifically for this purpose. Most whistleblower systems are available via the website not only to employees, but also to third parties, e.g. customers, suppliers, and other partners, in many national languages.

Every illegal act, and every breach of the rules harms the individual and Fresenius. If we discover violations, we take the necessary measures to stop them and prevent them from happening again. We also take all reports as an opportunity to review our company processes for possible improvements. Further information on compliance and our compliance management system can be found in the Sustainability Report on pages 288 ff.

### Risk management system

We consider the responsible handling of risks to be an essential element of good corporate governance. Fresenius has a systematic risk management and control system that enables the Management Board to recognize risks and market trends at an early stage and to react immediately to relevant changes in the risk profile. It comprises the following elements:

- Internal control system
- Early risk detection and risk management system
- Management of financial, operational, and strategic risks
- Quality management systems
- Compliance management systems
- Risk analysis in the context of investments and acquisitions

Our risk management and control system and efficiently designed processes contribute to what is important to us – the well-being of our patients and thus the success of the Company. The early risk detection system is the subject of the annual audit. The auditor assesses whether the monitoring system set up by the Management Board is suitable for identifying risks that could jeopardize the continued existence of the Company at an early stage. The appropriateness and effectiveness of our risk management and control system is the responsibility of the Executive Board and is regularly reviewed by Internal Audit.

Findings from these audits are incorporated into the ongoing development of the risk management and control system, the effectiveness of which is also monitored by the Audit Committee of the Supervisory Board. In addition, the Executive Board commissioned an audit of the risk management system and the internal control system for appropriateness and effectiveness in accordance with the audit

standards PS 981 and PS 982 in 2024 in order to further improve our systems. Recommendations from these audits are taken into account directly in the further development of the RMS and ICS. Further information can be found in the Report of the Supervisory Board on page 14 f. of the 2024 Annual Report.

In accordance with the German Corporate Governance Code, our risk management and control system also covers the sustainability-related objectives anchored in our corporate strategy, insofar as this is not already required by law. This includes the processes and systems for recording and processing sustainability-related data. Further information (including the description of the key features of the overall internal control system and the risk management system recommended by the Code and the statement on the appropriateness and effectiveness of these systems also recommended by the Code) can be found in the Group Management Report on pages 141 ff.

As an independent function, Internal Audit also supports the Management Board outside of day-to-day operations. The department assesses internal processes from an objective perspective and with the necessary distance. The aim is to create added value for Fresenius by improving internal controls, optimizing business processes and increasing efficiency, thereby achieving organizational goals. The findings from the internal audits are used by the business units and the compliance organization to continuously develop the existing preventive measures (e.g. to avoid corruption).

## GERMAN CORPORATE GOVERNANCE CODE AND DECLARATION OF CONFORMITY

The German Corporate Governance Code is intended to make the rules of corporate management and supervision applicable in Germany more transparent for investors. The principle of sustainable value creation and the vast majority of the guidelines, recommendations, and suggestions for **responsible corporate management** contained in the Code have been part of everyday corporate life at Fresenius for many years. Comprehensive information on the topic of corporate governance can be found on our website at [www.fresenius.com/corporate-governance](http://www.fresenius.com/corporate-governance).

The Management Board of the general partner of Fresenius SE & Co. KGaA, Fresenius Management SE, and the Supervisory Board of Fresenius SE & Co. KGaA issued the following **Declaration of Conformity** in December 2024 in accordance with Section 161 AktG and made it available on the Company's website:

### **Declaration of the Management Board of the general partner of Fresenius SE & Co. KGaA, Fresenius Management SE, and of the Supervisory Board of Fresenius SE & Co. KGaA on the German Corporate Governance Code pursuant to Section 161 AktG**

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 2023 the recommendations of the Government Commission on the German Corporate Governance Code published by the Federal Ministry of Justice (Bundesministerium der Justiz) in the official section of the Federal Gazette (Bundesanzeiger) (hereafter the Code) in the version of April 28, 2022 have been met and that the Code will also be met in the future.

Only the following recommendation of the Code has not been and will not be met as explained in the following:

#### ► **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 elected Chairwoman of the Supervisory Board of Evotec SE. She also served on the Executive Committee of UCB S.A. as Chief Medical Officer and Executive Vice President Development and Medical Practices until June 30, 2024. 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.

Mr. Michael Sen is Chairman of the Management Board of Fresenius Management SE, the general partner of Fresenius SE & Co. KGaA. He is also Chairman of the Supervisory Board of Fresenius Medical Care AG, which is no longer part of the Fresenius Group. Even though the Code recommendation C.5 refers to the appointment of the chairman of the supervisory board of the listed company outside the Group, a

deviation from Code recommendation C.5 is declared as a precaution.

Mr. Sen has plausibly demonstrated to the Company that he has sufficient time available to perform his duties as Chairman of the Management Board of Fresenius Management SE and that he can perform his mandate with due care. This is in line with the fact that Mr. Sen was previously already Chairman of the Supervisory Board of Fresenius Medical Care Management AG, the general partner of Fresenius Medical Care AG & Co. KGaA, and in this function he was also able to combine both offices without further ado. Due to this function, Mr. Sen is also very familiar with the Fresenius Medical Care Group and its circumstances.

This and all previous declarations of conformity are available on our website at [www.fresenius.com/corporate-governance](http://www.fresenius.com/corporate-governance).

Fresenius complies with all suggestions of the Code.

Bad Homburg v. d. H., December 2024

Management Board of the general partner of Fresenius SE & Co. KGaA, Fresenius Management SE, and the Supervisory Board of Fresenius SE & Co. KGaA

## FURTHER INFORMATION ON CORPORATE GOVERNANCE

We continuously review the corporate governance structures of the company and the Group in order to comply with regulatory requirements as a listed company and as a globally operating group. In this context, we continuously analyze all new legal requirements, including the new regulations and decrees in the USA, and implement the necessary adjustments on an ongoing basis.

### Equal opportunities

Equal opportunities are promoted and practiced throughout the Fresenius Group. We consciously oppose discrimination of any kind. We have firmly anchored these values in our Code of Conduct.

We always want to promote employees equally. We are also committed to upholding this principle when filling positions: At Fresenius, qualifications and experience are decisive for every personnel selection, be it recruitment or promotion. We want to ensure that we offer all employees the opportunity to participate in application, selection, and development processes – regardless of their origin, faith, political views, age, gender, ethnicity, skin color, nationality, cultural background, sexual orientation, physical condition, social background, appearance, or other personal characteristics.

Fresenius will comply with all obligations arising from the Act on the Equal Participation of Women and Men in Leadership Positions in the Private and Public Sectors (FüPoG I) and the Act to Supplement and Amend the Regulations for the Equal Participation of Women and Men in Leadership Positions in the Private and Public Sectors (FüPoG II):

The statutory regulations stipulate a quota of at least 30% women and 30% men for the Supervisory Board of

Fresenius SE & Co. KGaA. The statutory quotas were again met in 2024.

The statutory targets for the Management Board do not apply to either Fresenius Management SE or Fresenius SE & Co. KGaA. Fresenius SE & Co. KGaA does not have a Management Board due to its legal form. Fresenius Management SE is not listed on the stock exchange and is not subject to co-determination. As of December 31, 2024, one woman was a member of the Management Board and the proportion of women was therefore 20%.

Nevertheless, the Management Board has made the following stipulations for the first two management levels below the Management Board in accordance with the statutory regulations:

For the proportion of women at the first management level of Fresenius SE & Co. KGaA, a target of 30.0% was set by resolution of the Management Board with effect from January 1, 2021, with a deadline of December 31, 2025. The first management level comprises all Senior Vice Presidents and Vice Presidents with an employment contract with Fresenius SE & Co. KGaA who report directly to a member of the Management Board. As at December 31, 2024, the proportion of women at this management level was 26.3%.

For the proportion of women at the second management level of Fresenius SE & Co. KGaA, a target of 30.0% was set by resolution of the Management Board with effect from January 1, 2021, with a deadline of December 31, 2025. The second management level comprises all Vice Presidents with an employment contract with Fresenius SE & Co. KGaA who report directly to a member of the first management level. As at December 31, 2024, the proportion of women at this management level was 27.6%.

In the view of the Management Board, the CSRD regulations must also be taken into account with regard to the

governance structure and, at the same time, relevant regulations outside Europe have to be considered.

For the calculation of the gender distribution in top management, Fresenius defines employees in top management as those who perform the day-to-day tasks of managing the Company and belong to level 1 or 2 below the Management Board (Fresenius SE Management Board). This only includes persons who actually hold a management position, e.g. secretarial or assistant positions are not counted. Management activities include at least one of the following criteria: Management responsibility and/or budget responsibility. This Group-wide quota of women at the first and second management level was 28.2% as at December 31, 2024.

Further information on our HR management and development can be found in the Group Management Report on page 104 f. and the Sustainability Report on pages 214 ff.

### Information on directors' dealings / managers' transactions and shareholdings in the fiscal year 2024

Persons discharging managerial responsibilities and persons closely associated with them must report transactions in shares or debt instruments of Fresenius SE & Co. KGaA or related financial instruments in accordance with Article 19 of the EU Market Abuse Regulation (MAR).

The overview on our website at [www.fresenius.com/corporate-governance](http://www.fresenius.com/corporate-governance) provides information on managers' own-account transactions in 2024.

None of the members of the Management Board and Supervisory Board of the general partner or the members of the Supervisory Board of Fresenius SE & Co. KGaA directly or indirectly holds more than 1% of the shares issued by Fresenius or related financial instruments.



In total, the members of the Management Board and Supervisory Board of Fresenius Management SE and the Supervisory Board of Fresenius SE & Co. KGaA hold shares or related financial instruments or stock options from the stock option plans of Fresenius SE & Co. KGaA amounting to around 0.13% of the shares issued in Fresenius SE & Co. KGaA as at December 31, 2024. The Management Board of Fresenius Management SE holds around 0.12%, the Supervisory Board of Fresenius Management SE around 0.01%, and the Supervisory Board of Fresenius SE & Co. KGaA around 0.01%. As some persons are members of both Supervisory Boards, the sum of the reported individual values may be higher than the actual ownership of shares, related financial instruments, or share options of all members of the three boards.

There were no notifications indicating that the shareholdings of members of the Management Board or Supervisory Board had reached, exceeded, or fallen below the respective reporting thresholds stipulated in the German Securities Trading Act.

## Transparency and communication

Through constant communication with the public, Fresenius fulfills all the transparency requirements contained in the Code. In this way, we want to justify and deepen the trust placed in us. The **equal treatment** of all addressees is particularly important to us. To ensure that all market participants receive the same level of information in terms of time and content, we make all important documentation available on our website [www.fresenius.com](http://www.fresenius.com). We report in detail on our investor relations activities on page 23 f. of the Annual Report.

## Accounting and consolidated financial statements

As a corporation domiciled in a member state of the European Union, Fresenius must prepare and publish its consolidated financial statements in accordance with International Financial Reporting Standards (IFRS), applying Section 315e of the German Commercial Code (HGB).

In accordance with the Audit Regulation (EU) No. 537/2014, there is an obligation to regularly rotate the external auditor or Group auditor. Such an external rotation took place at Fresenius SE & Co. KGaA for the 2020 fiscal year. The auditor PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Frankfurt am Main, was elected as auditor for the 2024 fiscal year by the 2024 Annual General Meeting. The responsible auditor, Prof. Dr. Bernd Roese, PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Frankfurt am Main, has been responsible for auditing the consolidated financial statements since 2020. Ms. Aissata Touré is designated as the auditor in charge from the financial year 2025.