



Rules of Procedure of the Supervisory Board



Rules of Procedure of the Supervisory Board
of
FRESENIUS MEDICAL CARE AG & Co. KGaA
(the "Company")

resolved in the supervisory board meeting
on March 9, 2021

Article 1
Convocation

- (1) The supervisory board meetings shall be convened by notification in writing or by electronic means of communication (for example email), whereby a period of at least two (2) weeks shall be observed between the date of the convocation notice and the date of the meeting. In calculating the notice period, the day on which the convocation notice is sent out and the day of the meeting itself are not included. In urgent cases, such period may be adequately shortened and/or the convocation may be made by telephone; the reason for such shortening of the two-week period shall be explained in the meeting at the latest.
- (2) Each supervisory board member or the general partner of the Company ("General Partner") may, while stating the purpose and the reasons therefor, request in writing or by email that the chairperson of the supervisory board ("Chairperson") convenes the supervisory board without undue delay.
- (3) If a request expressed by at least one supervisory board member or by the General Partner is not met, the petitioners may convene the supervisory board themselves while stating the reasons and agenda items.
- (4) The supervisory board shall be convened at least twice during a calendar half-year.
- (5) The agenda items of the meeting shall be notified together with the convocation notice and shall state all issues to be dealt with in the meeting. As far as possible, the supervisory board members shall at the same time, otherwise as soon as possible, be provided with appropriate documentation for discussion of all agenda items. Such appropriate documentation shall in principle be uploaded into an electronic data room accessible to all supervisory board members and the supervisory board members shall be notified of such upload without undue delay. Resolution proposals pertaining to the announced agenda items shall be provided in due time prior to the meeting, so that supervisory board members who cannot participate in the meeting are able to cast their vote in writing. A vote delivered by electronic means of communication (for example email) is deemed a written vote.
- (6) The convocation notice, the agenda, the corresponding documentation and the resolution proposals shall be submitted in English unless otherwise resolved generally by the supervisory board or determined in the individual case by the person convening the supervisory board meeting; the right of an individual supervisory board member to request resolution proposals and other relevant documentation also in German shall remain unaffected.
- (7) In case an agenda item was not duly announced, resolutions on such agenda item will take effect only if none of the supervisory board members present at such meeting objects to such resolutions adopted and none of the supervisory board members absent objects to such resolutions adopted within a period of two weeks after receipt of the minutes or any shorter reasonable objection period determined by the chairperson of the meeting in the individual case.

- (8) Unless explicitly stated otherwise in these Rules of Procedure, the meeting shall take place at the seat of the Company or at another place where the Company is doing business or at any other place determined by the Chairperson.
- (9) Simultaneously with the convocation notice to the supervisory board members, the chairperson of the supervisory board of the General Partner shall be informed of the forthcoming supervisory board meeting.
- (10) When setting the date for the supervisory board meeting, the persons concerned shall coordinate the dates with the members of the management board of the General Partner and, if the convocation is not made by the Chairperson, also with the Chairperson.
- (11) The Chairperson may, other than in the case of para. (3), postpone a meeting called.

Article 2

Rights and Duties of the Supervisory Board and the Chairperson

- (1) The supervisory board shall manage its business in compliance with the provisions of the German Stock Corporation Act (AktG), the Company's articles of association and these Rules of Procedure as well as in due consideration of the recommendations of the German Corporate Governance Code (Code), as may be applicable from time to time.
- (2) The Chairperson or, if he/she is prevented from doing so, his/her deputy shall preside over the supervisory board meetings.
- (3) The Chairperson is in charge of representing the supervisory board toward third parties, in particular, toward the General Partner and the shareholders' meeting. The Chairperson is authorized to carry out the resolutions of the supervisory board and to make the declarations necessary therefor.
- (4) If any reports or information are supplied to the supervisory board outside a supervisory board meeting, such reports or information shall be forwarded to the Chairperson who shall then inform the other members.
- (5) If a member of the supervisory board seeks from the General Partner a report to the supervisory board, he/she shall request such report via the Chairperson.
- (6) The aforesaid reports and information shall be submitted in English, unless otherwise resolved generally by the supervisory board or determined in the individual case by the Chairperson; the right of an individual supervisory board member to request submission of aforesaid reports and information also in German shall remain unaffected.
- (7) The members of the supervisory board are under an obligation to disclose any conflicts of interest without undue delay to the Chairperson. All transactions between an enterprise of Fresenius Medical Care group, on one side, and members of the supervisory board or persons, companies or organizations related to such members on the other side, must be conducted in accordance with the standards that would apply in arm's length transactions based on fair market value. Any such transaction requires the prior approval of the supervisory board.

Article 3

Adoption of Resolutions

- (1) The Chairperson or, if he/she is prevented from doing so, the deputy determines the order of the items to be discussed and the voting procedure. The discussions will be conducted in German or in English; each member of the supervisory board may request a simultaneous translation into the respective other language.
- (2) Resolutions are in principle adopted in meetings. Pursuant to Section 10 para. (2) sentence 2 of the Company's articles of association, resolutions may also be adopted in writing, by means of electronic communication (for example email) or by telephone upon order of the Chairperson, or, if he/she is prevented from doing so, of his/her deputy. Resolutions may also be adopted by a combination of votes cast in a meeting and votes submitted in accordance with the preceding sentence.
- (3) If resolutions are to be adopted without a meeting being held, the Chairperson shall allow the management board of the General Partner to speak to the supervisory board members before the adoption of the resolution or, in case of a telephone or video conference, to take part in such conference. In either case, and without prejudice to the applicability of additional provisions of these Rules of Procedure, Article 5 para. (2) and Article 8 of these Rules of Procedure shall apply.
- (4) The supervisory board decides by simple majority of the votes taking part in the resolution unless the law or the Company's articles of association imperatively prescribe other majorities. Abstention from voting shall be deemed a participation in the resolution. In case of a tie, a new vote shall be carried out; if the new vote on the same issue again results in a tie, the Chairperson shall have the casting vote which he/she shall be free to exercise or not. In case of a tie, the Chairperson may also suspend the passing of the relevant resolution for one week.

Article 4

Committees

- (1) The supervisory board may establish committees that may also be given powers of decision within the framework of the statutory regulations. Committees which have the power to pass resolutions in lieu of the supervisory board shall have at least three members, other committees at least two.
- (2) The Chairperson may request to become a member of the committee, unless the Chairperson does not satisfy all of the legal requirements for membership on the committee. The Chairperson, in particular, shall not be the chairperson of the audit and corporate governance committee, unless otherwise resolved by the supervisory board. If the Chairperson belongs to a committee and if there is a tie in the committee voting, he/she has two votes in the second vote on the same subject-matter, if there is again a tie in the voting.
- (3) The members of the committees will be elected for the term of their office in the supervisory board or for any other term as proposed by the Chairperson with a majority of the votes of the supervisory board members. Chairpersons of the committees and deputy chairpersons of the committees will also be elected by the supervisory board. The membership in a committee can be revoked by majority decision of the supervisory board.
- (4) The regulations under statutory law and the Company's articles of association applicable to the supervisory board shall apply accordingly to the committees. The provisions of these Rules of Procedure shall apply accordingly to the committees, in

so far as this does not conflict with statutory provisions and/or the Company's articles of association and unless explicitly stated otherwise in these Rules of Procedure or in a committee charter.

Article 5

Participation in the Supervisory Board Meetings

- (1) At its discretion, the supervisory board may consult experts and other informants on particular issues; the supervisory board shall, as reasonably practicable and as it considers appropriate, provide adequate transparency on the expected costs to the management board of the General Partner.
- (2) Unless the Chairperson decides otherwise in the individual case, each member of the management board of the General Partner will be entitled to participate in the supervisory board meetings and in the meetings of its committees.

Article 6

Resignation from Office

A member of the supervisory board may at any time resign from his/her office, even without having good reasons to do so, with one month's prior written notice to the Chairperson. The Chairperson shall notify his/her resignation from his/her office to his/her deputy. The General Partner has to be informed of a resignation from office without undue delay.

Article 7

Confidentiality

- (1) Unless they are mandatorily obligated under the law to disclose such information, all supervisory board members shall observe strict secrecy toward third parties with regard to all confidential discussions, negotiations and other matters of the supervisory board and all other confidential matters of the Company which become known to the supervisory board member in connection with his/her office. Strict secrecy shall be observed in particular of all matters, data and circumstances which the informing party declares classified or confidential or of which it can be assumed in reasonable judgment that the Company does not wish for such information to be disclosed to third parties. It will be inadmissible in particular to deliver to third parties any documents relating to the Company, even personal notes of the supervisory board member, unless such documents have already been published by the Company in the same form. Any exceptions will require the express prior written approval of the supervisory board (if and to the extent the relevant information solely relates to confidential matters of the supervisory board) and/or of the management board of the General Partner (if and to the extent the relevant information relates to other business secrets of the Company).
- (2) Confidentiality is deemed to be maintained if and as far as a supervisory board member seeks advice in connection with exercising his/her rights and duties as supervisory board member with persons bound by their professional duty of secrecy by virtue of law (lawyers, certified accountants, tax consultants).
- (3) Upon termination of his/her office, each supervisory board member shall return to the Company all instruments and agreements, except the minutes of supervisory

board meetings, as well as all confidential documents, in particular all audit reports, if any, received by him/her on financial accounts, including all copies of and extracts from such documents; any right of retention shall be excluded.

- (4) The duty of confidentiality and the inadmissibility of any disclosure of documents shall apply also after termination of the supervisory board office without any limitation in time or otherwise.
- (5) The provisions of Sections 116, 93 AktG remain unaffected.

Article 8 Minutes

- (1) Minutes shall be prepared of all meetings of and resolutions adopted by the supervisory board and shall be signed by the chairperson of the meeting or, in case of resolutions adopted without a meeting being held, by the Chairperson. The minutes shall be made in English and, if a supervisory board member generally or in the individual case so desires, also in German.
- (2) The minutes shall state at least the place (or, in case of a non-physical meeting, the applied means of communication) and date of the meeting, the participants, the items of the agenda and the resolutions adopted.
- (3) Each supervisory board member may request that his/her vote and/or a summarized formal declaration be included in the minutes.
- (4) Each member of the supervisory board shall be provided with a copy of the minutes. Each member of the management board of the General Partner shall be provided with a copy of the minutes unless the Chairperson decides otherwise in the individual case.
- (5) If none of the supervisory board members objects to the minutes within a period of two weeks after receipt of the minutes or any shorter reasonable objection period determined by the chairperson of the meeting in the individual case the minutes are deemed final.
- (6) The rules of this Article 8 apply to the minutes of committees accordingly. If no resolutions are passed the chairperson of the committee may decide not to take minutes.

Article 9 Survey of Effectiveness

The supervisory board shall assess, at regular intervals, how effective the supervisory board as a whole and its committees fulfil their tasks.

Article 10 Age limit

The supervisory board shall, as a rule, only include persons who have not reached the age of 75 years at the time of their election or appointment.

Article 11

Lead Independent Director

- (1) In case the Chairperson is not independent within the meaning of the recommendations of the German Corporate Governance Code, the supervisory board shall appoint a lead independent director ("Lead Independent Director") from among its members who are independent within the meaning of the recommendations of the German Corporate Governance Code. The Lead Independent Director shall not hold any executive position or supervisory mandate in Fresenius SE & Co. KGaA or its general partner, or its major shareholder or any of its subsidiaries (including, for the avoidance of doubt, the General Partner) other than the mandate in the supervisory board of the Company.
- (2) The Lead Independent Director shall not hold more than three (3) other supervisory mandates at listed companies or comparable mandates. A member of the supervisory board that has served on the supervisory board of the Company for more than ten (10) years shall not be appointed as the Lead Independent Director.
- (3) The Lead Independent Director shall, as a rule, be a member of the audit and corporate governance committee and of the nomination committee of the supervisory board. The Lead Independent Director shall have the right to participate as a guest in the meetings of the committees of the supervisory board.
- (4) The Lead Independent Director shall have the right to convene meetings of the supervisory board and to set agenda items of the meetings pursuant to Article 1 paras. (1), (5) through (11) of these Rules of Procedure.
- (5) The Lead Independent Director shall chair the Survey of Effectiveness of the supervisory board pursuant to Article 9 of these Rules of Procedure, and shall have the right to analyze the outcome and to develop and propose measures regarding the results of the Survey of Effectiveness.
- (6) The Lead Independent Director is responsible to address matters relating to environmental, social and governance aspects of the Company and to develop and propose measures on such environmental, social and governance aspects.
- (7) The Lead Independent Director shall develop and maintain a balanced understanding of shareholders' and other stakeholders' issues and concerns. The Lead Independent Director shall be available for discussions with shareholders and other stakeholders within the framework of the statutory regulations.
- (8) The Lead Independent Director shall serve as an intermediary in case of disagreement between (a) the chairperson of the Management Board of the Company's General Partner and the Chairperson or (b) the Chairperson and any other member of the supervisory board of the Company.
- (9) The Lead Independent Director shall have any other rights and responsibilities as resolved by the supervisory board in agreement with him or her.

Article 12

Severability

If any provision of these Rules of Procedure turns out to be invalid, the remainder of these Rules of Procedure shall remain in full force and effect.

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