



**FRESENIUS
MEDICAL CARE**



Declaration of Compliance

Fresenius Medical Care AG

Convenience Translation

Declaration of Compliance

**Declaration by the
Management Board and the Supervisory Board of Fresenius Medical Care AG
on the recommendations of the German Corporate Governance Code
pursuant to Section 161 of the German Stock Corporation Act (*Aktiengesetz*)**

The Management Board of Fresenius Medical Care Management AG in its former function as general partner of Fresenius Medical Care AG & Co. KGaA and the Supervisory Board of Fresenius Medical Care AG & Co. KGaA last issued a declaration of compliance on the recommendations of the German Corporate Governance Code pursuant to Section 161 of the German Stock Corporation Act in December 2022.

Based on the resolution of the Extraordinary General Meeting of Fresenius Medical Care AG & Co. KGaA on July 14, 2023, Fresenius Medical Care AG & Co. KGaA was converted into a stock corporation with the name Fresenius Medical Care AG (hereinafter: **Conversion**). The Conversion became effective by registration with the commercial register on November 30, 2023.

The Management Board and the Supervisory Board of Fresenius Medical Care AG (hereinafter also referred to as: **Company**) declare that since issuance of the declaration of compliance in December 2022 the recommendations of the “German Corporate Governance Code Government Commission” in the version of April 28, 2022 published in the official section of the Federal Gazette by the Federal Ministry of Justice (hereinafter: **GCGC**) have been complied with and will be complied with in the future. Only the following recommendations of the GCGC have not been or will not be complied with:

GCGC recommendation B.3:

Pursuant to the GCGC recommendation B.3, the first-time appointment of Management Board members shall be for a maximum of three years.

Upon the effectiveness of the Conversion, Fresenius Medical Care Management AG ceased to be the general partner of Fresenius Medical Care AG & Co. KGaA; the members of the Management Board of Fresenius Medical Care Management AG who were in office at that time resigned from their respective offices in the Management Board on the day the Conversion became effective. In order to ensure personnel continuity in the management of Fresenius Medical Care, the Supervisory Board of the Company appointed these Management Board members as members of the Management Board of the Company, in each case for the period for which they had been appointed as members of the Management Board of Fresenius Medical Care Management AG. This resulted in individual members of the Management Board of the Company being appointed for a term of office longer than three years.

Against the background of the continuation of the management functions by the members of the Management Board, the members of the Management Board were not appointed for the first time within the meaning of the GCGC recommendation B.3. Nevertheless,

since from a formal point of view this is a first-time appointment to the Management Board of a different legal entity, a deviation from the GCGC recommendation B.3 is declared for the period from the effective date of the Conversion as a precautionary measure.

GCGC recommendation C.5:

Pursuant to the GCGC recommendation C.5, a member of the Management Board of a listed company shall not chair the Supervisory Board in a listed company outside the group.

A deviation from this recommendation is declared for the period from the effective date of the Conversion: Mr. Michael Sen is Chairman of the Management Board of Fresenius Management SE, the general partner of the listed Fresenius SE & Co. KGaA (together with its subsidiaries hereinafter: **Fresenius Group**), and at the same time Chairman of the Supervisory Board of the Company. The Company ceased to be part of the Fresenius Group when the Conversion from a partnership limited by shares (Fresenius Medical Care AG & Co. KGaA) to a stock corporation (Fresenius Medical Care AG) became effective.

Mr. Sen has plausibly explained that he has sufficient time available for the performance of his duties as Chairman of the Supervisory Board of the Company and that he can perform his mandate with due care. This is in line with the fact that Mr. Sen was Chairman of the Supervisory Board of Fresenius Medical Care Management AG, the former general partner of Fresenius Medical Care AG & Co. KGaA, until the day the Conversion became effective, and that, in this function, he was also able to readily balance both positions (i.e., the Chair at the Management Board of Fresenius Management SE and the Chair at the Supervisory Board of Fresenius Medical Care Management AG). Due to this former role at Fresenius Medical Care Management AG, Mr. Sen is also very familiar with the Fresenius Medical Care Group and its circumstances.

GCGC recommendation C.10:

Pursuant to the GCGC recommendation C.10, the Chairperson of the Supervisory Board shall be independent of the Company and the Management Board.

As a precautionary measure, a deviation from this recommendation is declared for the past with regard to the duration of Dr. Dieter Schenk's Supervisory Board membership, who was a member of the Supervisory Board of Fresenius Medical Care AG & Co. KGaA for more than twelve years and its Chairman from 2018 until the Conversion became effective.

As a precautionary measure, a deviation from this recommendation is also declared for the future insofar as the Chairman of the Supervisory Board of the Company, Mr. Michael Sen, is at the same time the Chairman of the Management Board of Fresenius Management SE, the general partner of Fresenius SE & Co. KGaA, and Fresenius SE & Co. KGaA will continue to have a business relationship with the Company after the Conversion has become effective and the Company has left the Fresenius Group.

The aforementioned circumstances did not or do not constitute a conflict of interest, nor did they or do they impair the performance of the duties of the respective Chairman of the Supervisory Board.

In all other respects, the GCGC recommendation C.10 has been complied with and will be complied with. In particular, the Chairperson of the Audit Committee of the Supervisory Board of the Company was and is independent within the meaning of this recommendation.

Bad Homburg v.d. Höhe, December 2023

The Management Board

The Supervisory Board