

Fresenius Medical Care AG & Co. KGaA**Annual General Meeting on 16 May 2023
(virtual General Meeting)****Explanations on the Rights of Shareholders**

The General Meeting will be held on the basis of section 26n (1) of the German Introductory Act to the German Stock Corporation Act (*Einführungsgesetz zum Aktiengesetz – EGAktG*) in the form of a virtual General Meeting pursuant to section 278 (3) of the German Stock Corporation Act (*Aktiengesetz – AktG*) in conjunction with section 118a AktG without the physical presence of shareholders or their proxies (with the exception of the proxies of the Company) at the location of the General Meeting.

The invitation to the Annual General Meeting already contains information regarding the rights of shareholders according to section 278 (3) AktG in conjunction with section 118a (1), section 122 (2), section 126 (1) and (4), section 127, section 130a and section 131 (1) AktG. The following information shall serve as a further explanation in respect of such shareholder rights.

1. Supplements to the agenda at the request of a minority according to section 278 (3) AktG in conjunction with section 122 (2) AktG

Shareholders whose total combined shares amount to the twentieth part of the share capital or the proportionate amount of the share capital of EUR 500,000.00 (that is equivalent to 500,000 non-par value shares), can request, according to section 278 (3) AktG in conjunction with section 122 (2) AktG, that items be placed on the agenda and notice thereof be given. For each new item, reasons or a draft resolution must be attached.

Supplemental requests must be received by the Company at least 30 days prior to the General Meeting in writing; the day of receipt and the day of the General Meeting are not included in that calculation. Therefore, the last possible date for receipt is **15 April 2023 (24:00 hours CEST) (= 22:00 hours UTC)**. Supplemental requests received after that date cannot be taken into account.

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Applicants must provide evidence that they have held the minimum quantity of shares for at least ninety days prior to the day of the receipt of the supplemental request by the Company and that they hold the shares until the General Partner's decision on the supplemental request (section 278 (3) AktG in conjunction with section 122 (2), (1) sentence 3 AktG). When calculating the shareholding period, section 70 AktG must be observed. Section 121 (7) AktG shall apply accordingly to the calculation of the period.

We ask shareholders to submit any supplemental requests to the following address:

Fresenius Medical Care AG & Co. KGaA
Die persönlich haftende Gesellschafterin
Fresenius Medical Care Management AG
– Vorstand –
Else-Kröner-Straße 1
61352 Bad Homburg v.d. Höhe
Germany

Supplements to the agenda to be published will be published without undue delay after receipt of the supplemental request in the Federal Gazette and will be fed to those media for publication with respect to which can be expected that they broadcast the information in the entire European Union. In addition, they will be published on the Company's website at www.freseniusmedicalcare.com/en/agm/ and will be notified to the shareholders according to section 125 (1) sentence 3 AktG.

The provisions of the German Stock Corporation Act on which these shareholder rights are based are:

Section 122 AktG – Convocation at the request of a minority (excerpt)

(1) ¹The General Meeting is to be called if shareholders whose combined shares in total amount to at least the twentieth part of the share capital demand the calling of the General Meeting in writing, stating the purpose and grounds therefore; the demand is to be addressed to the Management Board. ²The Articles of Association can link the right to demand the calling of a General Meeting to another form and to the holding of a lesser proportion of the share capital. ³The applicants must provide evidence that they hold the shares for at least 90 days prior to the day of the receipt

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of the request and that they hold the shares until the Management Board's decision on the request. ⁴Section 121 (7) applies accordingly.

- (2) ¹In the same manner, shareholders whose holdings together reach the twentieth part of the share capital or the proportionate amount of EUR 500,000 can demand that items be placed on the agenda and announced. ²Each new item must be accompanied by grounds or a proposal for a resolution. ³The demand in the meaning of sentence 1 must be received by the Company at least 24 days, in the case of listed companies at least 30 days, prior to the General Meeting; the day of receipt is not included in the calculation.

[...]

Section 121 AktG – General information (excerpt)

[...]

- (7) ¹For periods and deadlines counted backwards from the date of the General Meeting, the day of the General Meeting shall not be included in the calculation. ²Any move from a Sunday, Saturday or public holiday to a preceding or subsequent business day shall not be possible. ³Sections 187 to 193 of the German Civil Code (Bürgerliches Gesetzbuch) shall not be applied accordingly. [...]

Section 70 AktG – Calculation of the period of shareholding

¹If the exercise of rights arising from the share requires that the shareholder has been the holder of such share for a certain period of time, the right to demand transfer of title from a credit institution, a financial services institution, a securities institution or an enterprise operating under section 53 (1) sentence 1 or section 53b (1) sentence 1 or section 53b (7) of the German Banking Act (Gesetz über das Kreditwesen) shall be deemed equivalent to ownership. ²The period during which the share has been owned by a predecessor shall be attributed to the shareholder if he/she has acquired the share without consideration, from his/her trustee, as full legal successor, in connection with the winding-up of a co-ownership or as a result of a transfer of assets pursuant to section 13 of the German Insurance Supervisory Act (Versicherungsaufsichtsgesetz) or section 14 of the German Building Loan Associations Act (Gesetz über Bausparkassen).

2. Motions and election proposals according to section 278 (3) AktG in conjunction with section 126, section 127, section 118a (1) sentence 2 no. 3, section 130a (5) sentence 3 AktG

Prior to the General Meeting shareholders may submit countermotions to the Company regarding proposals made by the General Partner and/or the Supervisory Board pertaining to a specific item on the agenda. Shareholders may also submit proposals for the election of auditors. Countermotions and proposals for election to be made accessible that have been received by the Company at the address mentioned below at least 14 days prior to the General Meeting, not counting the day of receipt and the day of the General Meeting, i.e. until **1 May 2023 (24:00 hours CEST) (= 22:00 hours UTC)** at the latest, will be made available on the Company's website to the other shareholders, including the name of the submitting shareholder and any reasons given, at www.freseniusmedicalcare.com/en/agm/.

Any comments of the management of the Company on countermotions or proposals for election will also be published under the internet address provided above.

Countermotions and proposals for election must be sent to one of the following contact options:

Fresenius Medical Care AG & Co. KGaA
– Investor Relations –
Else-Kröner-Straße 1
61352 Bad Homburg v.d. Höhe
Germany
or e-mail: hauptversammlung@fmc-ag.com

Countermotions and any reasons given do not need to be made accessible under the prerequisites of section 126 (2) sentence 1 AktG. Pursuant to section 126 (2) sentence 2 AktG, any reasons for a countermotion also do not need to be made accessible if they amount to more than 5,000 characters in total. Section 126 AktG applies accordingly to the proposal of a shareholder for the election of auditors pursuant to section 127 AktG.

In addition, proposals for the election of auditors pursuant to section 127 AktG will be made accessible only if they contain the name, the profession exercised and the residential

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address of the proposed person or the name and registered office of the proposed legal entity.

Pursuant to section 126 (4) AktG, countermotions and proposals for election by shareholders to be made available by the Company are deemed to have been made at the time they are made available. Shareholders who have properly registered for the General Meeting and provided evidence of their shareholding may exercise their voting rights in respect of these countermotions and election proposals. If the shareholder submitting the countermotion or election proposal is not properly registered for the General Meeting or if this shareholder has not provided evidence of shareholding, the countermotion or election proposal does not have to be dealt with at the General Meeting.

Countermotions and election proposals as well as other motions may also be made during the General Meeting by means of video communication, i.e., within the scope of the right to speak, as described below under Section 4.

The provisions of the AktG on which these shareholder rights are based and which also specify the requirements under which the countermotions and proposals for election need not be made accessible read as follows:

Section 126 AktG – Motions by shareholders

- (1) *¹Motions of shareholders including the name of the shareholder, the grounds and any comments of the management are to be made accessible to those entitled in accordance with section 125 (1) to (3) subject to the conditions stated there, if the shareholder has sent a countermotion to a proposal of the Management Board and Supervisory Board on a specific item on the agenda to the Company with grounds to the address specified for that purpose in the invitation at least 14 days prior to the General Meeting. ²The day of receipt is not included in the calculation. ³In the case of listed companies, the access is to be granted through the internet site of the Company. ⁴Section 125 (3) applies accordingly.*
- (2) *¹A countermotion and its grounds need not be made accessible:*
- 1. to the extent the Management Board by making it accessible would be liable to criminal prosecution,*
 - 2. if the countermotion would lead to a resolution of the General Meeting contrary to law or the Articles of Association,*

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3. *if the grounds are obviously false in significant points or contain misleading data or insults,*
4. *if a countermotion of the shareholder based on the same facts has already been made accessible to a General Meeting of the Company according to section 125,*
5. *if the same countermotion of the shareholder with significantly the same grounds has been made accessible in the past five (5) years to at least two (2) General Meetings of the Company according to section 125 and less than the twentieth part of the represented share capital voted for it at the General Meeting,*
6. *if the shareholder gives notice that he/she will not participate in the General Meeting and not be represented there, or*
7. *if the shareholder has not, in the past two (2) years in two (2) General Meetings, put a countermotion notified by him/her or has not caused such a countermotion to be put.*

²The grounds need not be made accessible if they amount in total to more than 5,000 characters.

- (3) *If several shareholders submit countermotions on the same resolution subject matter, the Management Board can combine the countermotions and their grounds.*
- (4) *¹In the case of the virtual General Meeting, motions which are to be made accessible in accordance with paragraphs 1 to 3 shall be deemed to have been made at the time they are made accessible. ²The Company shall enable voting rights on these motions to be exercised as soon as the shareholders are able to prove that they meet the legal requirements or the requirements of the Articles of Association for exercising their voting rights. ³If the shareholder who has submitted the motion is not duly legitimized and, if registration is required, is not duly registered for the General Meeting, the motion need not be dealt with at the meeting.*

Section 127 AktG – Election proposals by shareholders (excerpt)

¹Section 126 applies mutatis mutandis for the proposal of a shareholder on the election of Supervisory Board members or of auditors. ²The election proposal need not be given grounds for. ³The Management Board is not obliged to make the election proposal accessible if the proposal does not contain the data according to section 124 (3) sentence 4 and section 125 (1) sentence 5. [...]

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Section 124 AktG – Publication of supplemental requests; proposals for resolutions (excerpt)

[...]

(3) [...] ⁴The proposal for the election of members of the Supervisory Board or auditors shall state their names, profession exercised and place of residence. [...]

[...]

Section 118a AktG – Virtual General Meeting (excerpt)

(1) [...] ²If a virtual General Meeting is held, the following conditions must be met:

[...]

3. shareholders who are electronically connected to the meeting are granted the right to submit motions and election proposals by means of video communication at the meeting,

[...]

Section 130a AktG – Right to submit statements and right to speak at virtual General Meetings (excerpt)

[...]

(5) [...] ³Motions and election proposals in accordance with section 118a (1) sentence 2 number 3, requests for information in accordance with section 131 (1), follow-up questions in accordance with section 131 (1d) and further questions in accordance with section 131 (1e) may be part of the speech. [...]

[...]

3. Submission of statements according to section 278 (3) AktG in conjunction with section 118a (1) sentence 2 no. 6, section 130a (1) through (4) AktG

Shareholders who have properly registered for the virtual General Meeting or their proxies have the right to submit statements on the items on the agenda by electronic means no later than five days before the meeting, not counting the day of receipt and the day of the Annual General Meeting, i.e., by **10 May 2023 (24:00 hours CEST) (= 22:00 hours UTC)**.

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Submissions must be made in text form via the Shareholder Portal. Statements may not exceed 10,000 characters (including spaces). The Company will make the statements available to properly registered shareholders no later than four days prior to the meeting, i.e., by **11 May 2023 (24:00 hours CEST) (= 22:00 hours UTC)**, stating the name of the submitting shareholder or proxy, via the Shareholder Portal on the Company's website at www.freseniusmedicalcare.com/en/agm/.

Statements will not be made available if they are submitted late or do not meet the above requirements or to the extent the General Partner would be liable to prosecution by making them available or if they contain information that is obviously false or misleading in material respects or if they contain insults or if the shareholder indicates not to attend the General Meeting and not to be represented (section 278 (3) AktG in conjunction with section 130a (3) sentence 4 in conjunction with section 126 (2) sentence 1 no. 1, no. 3 and no. 6 AktG).

Motions and election proposals, requests for information and objections to resolutions of the General Meeting in the context of statements submitted in text form will not be considered at the General Meeting. In particular, the opportunity to submit statements does not constitute an opportunity to submit questions in advance pursuant to section 131 (1a) AktG. The submission of motions and election proposals (as described above under Section 2), the exercise of the right to information (as described below under Section 5) and the declaration of objections to resolutions of the General Meeting (as described below under Section 6) are only possible via the channels described separately in the invitation to the Annual General Meeting and these explanations on the rights of shareholders.

The provisions of the German Stock Corporation Act on which these shareholder rights are based are:

Section 118a AktG – Virtual General Meeting (excerpt)

(1) [...] ²If a virtual General Meeting is held, the following conditions must be met:

[...]

6. shareholders shall be granted the right to submit statements pursuant to section 130a (1) through (4) by means of electronic communication,

[...]

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Section 130a AktG – Right to submit statements and right to speak at virtual General Meetings (excerpt)

- (1) ¹In the case of a virtual General Meeting, shareholders have the right to submit statements on the items on the agenda prior to the meeting by means of electronic communication using the address designated for this purpose in the notice of the General Meeting. ²The right may be confined to shareholders who are duly registered for the meeting. ³The length of the statements may be reasonably restricted in the notice of the General Meeting.*
- (2) Statements shall be submitted by no later than five days prior to the meeting.*
- (3) ¹The submitted statements shall be made available to all shareholders by no later than four days prior to the meeting. ²Availability of them may be confined to shareholders who are duly registered for the meeting. ³In the case of listed companies, they shall be made available over the website of the Company; in the case of sentence 2 they may also be made available over the website of a third party. ⁴Section 126 (2) sentence 1 numbers 1, 3 and 6 apply accordingly.*
- (4) Section 121 (7) applies accordingly to calculation of the deadlines in section 130a (2) and (3) sentence 1.*

[...]

4. Right to speak according to section 278 (3) AktG in conjunction with section 118a (1) sentence 2 no. 7, section 130a (5) and (6) AktG

Shareholders or their proxies who are connected electronically to the virtual General Meeting have a right to speak at the meeting, which may be exercised only by means of video communication. Shareholders or their proxies can register to speak in the Shareholder Portal from the beginning of the General Meeting. Motions and election proposals pursuant to section 278 (3) AktG in conjunction with section 118a (1) sentence 2 no. 3 AktG (as described above under Section 2) and requests for information (as described below under Section 5) may form part of the speech.

To exercise the right to speak and the shareholder rights to be exercised within the scope of the right to speak, shareholders or their proxies require an internet-capable terminal device (PC, laptop, tablet or smartphone) equipped with a camera and microphone that can be accessed from the browser.

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The Company reserves the right to check the functionality of the video communication between the shareholder or proxy and the Company at the meeting and prior to the speech and to reject the shareholder or proxy if the functionality of the video communication is not ensured.

Pursuant to section 131 (2) sentence 2 AktG in conjunction with Article 17 (2) sentence 2 of the Articles of Association of the Company, the chair of the meeting is entitled to reasonably limit the speaking time of the shareholders and the time to ask questions from the beginning of the General Meeting.

The provisions of the German Stock Corporation Act on which these shareholder rights are based are:

Section 118a AktG – Virtual General Meeting (excerpt)

(1) [...] ²If a virtual General Meeting is held, the following conditions must be met:

[...]

7. shareholders who are connected electronically to the meeting shall be given a right to speak by means of video communication pursuant to section 130a (5) and (6),

[...]

Section 130a AktG – Right to submit statements and right to speak at virtual General Meetings (excerpt)

[...]

(5) ¹Shareholder who are connected electronically to the meeting shall be given a right to speak by means of video communication. ²The form of video communication provided by the Company shall be used for speeches. ³Motions and election proposals in accordance with section 118a (1) sentence 2 number 3, requests for information in accordance with section 131 (1), follow-up questions in accordance with section 131 (1d) and further questions in accordance with section 131 (1e) may be part of the speech. ⁴Section 131 (2) sentence 2 applies accordingly.

(6) The Company may reserve the right in the notice of the General Meeting to examine the functionality of the video communication between the shareholder and the Company at the meeting and prior to the speech and to reject the speech if the functionality is not ensured.

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Section 131 AktG – Shareholders’ right to information (excerpt)

[...]

(2) [...] ²The Articles of Association or the rules of procedure pursuant to section 129 may authorize the chair of the meeting to reasonably limit a shareholder’s time to speak and ask questions and may provide further details in this connection.

[...]

The provision of the Articles of Association on which this is based is:

Article 17 of the Articles of Association (excerpt)

[...]

(2) [...] ²The chairman is entitled to reasonably limit the speaking time of the shareholders and the time to ask questions from the beginning of the General Meeting on, if such limitation is allowed by law.

[...]

5. Right to information according to section 278 (3) AktG in conjunction with section 118a (1) sentence 2 no. 4, section 131 (1) AktG

Pursuant to section 278 (3) AktG in conjunction with section 131 (1) AktG, information on the affairs of the Company including the legal and business relationships with affiliated companies and on the situation of the group and the companies included in the consolidated financial statements is to be given by the General Partner to every shareholder upon the latter’s request at the General Meeting. This applies only to the extent the information is necessary for a proper evaluation of the item on the agenda.

The right to information is to be exercised exclusively at the General Meeting. It is intended that the chair of the meeting will determine that the right to information at the General Meeting may be exercised exclusively by means of video communication, i.e., as part of the exercise of the right to speak (as described above under Section 4).

The provisions of the German Stock Corporation Act on which these shareholder rights are based are:

Section 118a AktG – Virtual General Meeting (excerpt)

(1) [...] ²If a virtual General Meeting is held, the following conditions must be met:

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[...]

4. *shareholders are granted a right to information pursuant to section 131 by means of electronic communication,*

[...]

Section 131 AktG – Shareholders’ right to information (excerpt)

(1) ¹*Each shareholder shall upon request be provided with information at the General Meeting by the managing board regarding the affairs of the Company insofar as such information is necessary for a proper evaluation of the item on the agenda. ²The obligation to provide information also extends to the Company’s legal and business relationships with any affiliated company. ³If a Company makes use of the eased requirements pursuant to section 266 (1) sentence 3, section 276 or section 288 of the German Commercial Code (Handelsgesetzbuch), each shareholder may request that the annual financial statements be presented to him at the General Meeting on such financial statements in the form that would have been used without the eased requirements. ⁴The obligation of the managing board of a parent company (section 290 (1) and (2) of the German Commercial Code) to provide information at the General Meeting at which the consolidated financial statements and management report are submitted also extends to the situation of the group and the companies included in the consolidated financial statements.*

[...]

(1f) *The chair of the meeting may determine that the right to information pursuant to section 131 (1), the right to ask follow-up questions pursuant to section 131 (1d) and the right to ask questions pursuant to section 131 (1e) in the General Meeting may be exercised solely by means of video communications.*

(2) ¹*The information provided shall comply with the principles of conscientious and faithful accountability. ²The Articles of Association or the rules of procedure pursuant to section 129 may authorize the chair of the meeting to reasonably limit a shareholder’s time to speak and ask questions and may provide further details in this connection.*

(3) ¹*The Management Board may refuse to provide information,*

1. *insofar as the provision of the information is likely, according to sound business judgment, to cause not inconsiderable disadvantage to the Company or an affiliated company;*
2. *insofar as it relates to tax valuations or the amount of individual taxes;*

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3. *on the difference between the value at which items have been recognized in the annual balance sheet and a higher value of such items, unless the General Meeting approves the annual financial statements;*
4. *on the accounting and valuation methods, insofar as the disclosure of these methods in the notes to the financial statements is sufficient to provide a true and fair view of the net assets, financial position and results of operations of the Company within the meaning of section 264 (2) of the German Commercial Code; this shall not apply if the General Meeting adopts the annual financial statements;*
5. *insofar as the Management Board would render itself liable to prosecution by providing the information;*
6. *insofar as, in the case of a credit institution, a financial services institution or a securities institution, information need not be provided on the accounting and valuation methods applied and offsetting carried out in the annual financial statements, management report, consolidated financial statements or group management report;*
7. *insofar as the information is continuously accessible on the Company's website for at least seven days prior to the beginning and during the General Meeting.*

²*For other reasons, the information may not be refused.*

- (4) ¹*If a shareholder has been provided with information outside the General Meeting on account of his or her capacity as a shareholder, such information shall be provided to any other shareholder upon request at the General Meeting, even if it is not necessary for the proper assessment of the item of the agenda. ²In the case of a virtual General Meeting, it must be ensured that any shareholder connected to the meeting by electronic means can submit his or her request in accordance with sentence 1 by means of electronic communication. ³The Management Board may not refuse to provide information in accordance with subsection 3 sentence 1 nos. 1 to 4. ⁴Sentences 1 to 3 shall not apply if a subsidiary (section 290 (1), (2) of the German Commercial Code), a joint venture (section 310 (1) of the German Commercial Code) or an associated company (section 311 (1) of the German Commercial Code) provides the information to a parent company (section 290 (1), (2) of the German Commercial Code) for the purpose of including the company in the consolidated financial statements of the parent company and the information is required for this purpose.*

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- (5) ¹If a shareholder is refused information, he or she may request that his or her question and the reason for which the information was refused be recorded in the minutes of the meeting. ²In the case of a virtual General Meeting, it must be ensured that any shareholder connected to the meeting electronically can submit his or her request in accordance with sentence 1 by means of electronic communication.

The provision of the Articles of Association on which this is based is:

Article 17 of the Articles of Association (excerpt)

[...]

- (2) [...] ²The chairman is entitled to reasonably limit the speaking time of the shareholders and the time to ask questions from the beginning of the General Meeting on, if such limitation is allowed by law.

[...]

6. Declaration of objections to resolutions of the General Meeting according to section 278 (3) AktG in conjunction with section 118a (1) sentence 2 no. 8, section 245 AktG

Shareholders or their proxies who are connected electronically to the virtual General Meeting have the right to object to resolutions of the General Meeting by means of electronic communication. Objections can be made via the Shareholder Portal throughout the General Meeting until the end of the General Meeting.

The provisions of the German Stock Corporation Act on which these shareholder rights are based are:

Section 118a AktG – Virtual General Meeting (excerpt)

- (1) [...] ²If a virtual General Meeting is held, the following conditions must be met:

[...]

8. shareholders connected to the meeting electronically shall be given the right to declare an objection to a resolution of the General Meeting by means of electronic communication.

[...]

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Section 245 AktG – Authority to bring an action for annulment (excerpt)

¹*The following shall have authority to bring an action for annulment:*

1. *any shareholder attending the General Meeting, if he/she had already acquired the shares prior to the announcement of the agenda and has declared his/her objection to the resolution in the minutes;*

[...]

²*In the case of a virtual General Meeting, all shareholders connected to the meeting by electronic means shall be deemed to have attended the meeting within the meaning of sentence 1 no. 1.*