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DECLARATION  
ON  
CORPORATE  
GOVERNANCE

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# DECLARATION ON CORPORATE GOVERNANCE

*The Management Board and the Supervisory Board of Fresenius Medical Care are committed to responsible management that is focused on achieving a sustainable increase in the value of the Company. Long-term strategies, solid financial management, strict adherence to legal and ethical business standards, and a transparent communication of the Company are its key elements.*

The Management Board of the General Partner, Fresenius Medical Care Management AG (hereinafter: the Management Board), and the Supervisory Board of Fresenius Medical Care AG & Co. KGaA (hereinafter: FMC AG & Co. KGaA or the Company) hereunder report on the year 2020 as the year under review (hereinafter: the year under review) pursuant to section 289f of the German Commercial Code (Handelsgesetzbuch - HGB) and in accordance with principle 22 of the German Corporate Governance Code in the version dated December 16, 2019 (hereinafter: the Code 2020), as published in the German Federal Gazette (Bundesanzeiger) on March 20, 2020, on the Company's corporate governance.

The Declaration on Corporate Governance is publicly available on the Company's website at [www.freseniusmedicalcare.com](http://www.freseniusmedicalcare.com) in the "Investors" section.

## GROUP MANAGEMENT AND SUPERVISION STRUCTURE

The legal form of the Company is that of a partnership limited by shares (Kommanditgesellschaft auf Aktien - KGaA). Its corporate bodies provided for by statutory law are the General Meeting, the Supervisory Board and the General Partner, which is Fresenius Medical Care Management AG. In the year under review, there were no significant changes to the group's management and supervision structure. The group's management and supervision structure is shown in [CHART 4.2](#).

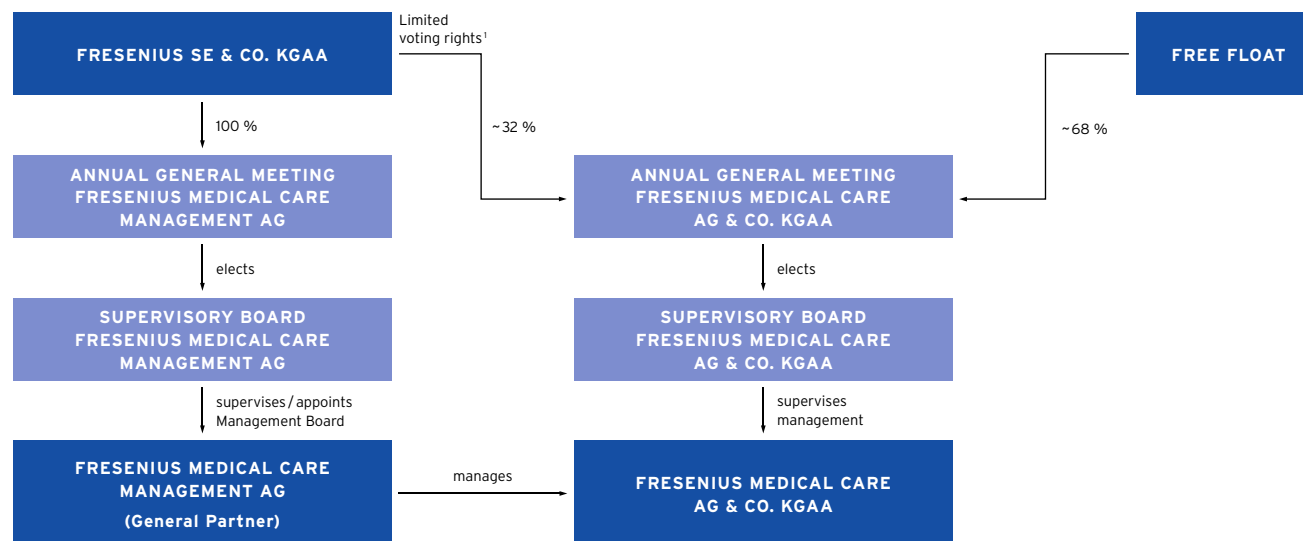
The Articles of Association of FMC AG & Co. KGaA, which also specify the responsibilities of the bodies of the Company in

more detail, are available on the Company's website at [www.freseniusmedicalcare.com](http://www.freseniusmedicalcare.com) in the "Investors" section.

## FUNCTIONING OF THE MANAGEMENT BOARD AND THE SUPERVISORY BOARD AS WELL AS COMPOSITION AND FUNCTIONING OF THEIR COMMITTEES

The German Stock Corporation Act prescribes a dual management system (so-called two-tier management system) for stock corporations (Aktiengesellschaft) as well as for partnerships

**C 4.2 STRUCTURE OF FRESENIUS MEDICAL CARE AG & CO. KGAA**  
BASED ON DATA AS OF DECEMBER 31, 2020



<sup>1</sup> For certain items, there are no voting rights, e. g. for the election of the Supervisory Board of Fresenius Medical Care AG & Co. KGaA, for the formal approval of the actions of the General Partner and the Supervisory Board of Fresenius Medical Care AG & Co. KGaA, for the election of the auditor of the annual financial statements.

limited by shares consisting of a management body and a supervisory board. The business activities of a partnership limited by shares are conducted by one or several personally liable shareholders (General Partner). In the case of FMC AG & Co. KGaA, this is Fresenius Medical Care Management AG. Its Management Board is also responsible for conducting the business activities of the KGaA. Within the scope of statutory allocation of competences, the Supervisory Board is responsible for supervising and advising the Management Board and is involved in making decisions that are fundamental to the Company. The duties and responsibilities of both bodies are in each case statutorily defined and are strictly separated from one another. Corresponding to FMC AG & Co. KGaA, Fresenius Medical Care Management AG has its own Supervisory Board.

## THE GENERAL PARTNER AND ITS BODIES

### The Management Board of Fresenius Medical Care Management AG

The General Partner - Fresenius Medical Care Management AG - represented by its Management Board, which acts on its own responsibility, manages the Company and conducts the Company's business. Its actions and decisions are directed towards the interests of the Company.

The Management Board of the General Partner manages the Company's business in accordance with the applicable laws and the Articles of Association as well as the rules of procedure within the meaning of section 77 para. 2 German Stock Corporation Act (AktG). The rules of procedure stipulate the principles of the cooperation and provide for the schedule of responsibilities which determines the departmental responsibilities of the individual Management Board members. The

rules of procedure determine that meetings of the Management Board are held as the circumstances require, but at least twelve times a year. The meetings and the taking of resolutions by the Management Board are led by the Chairman of the Management Board. If he is unavailable, this task resides with the Management Board member named by the Chairman, or, if no member has been named, with the participating Management Board member most senior in office. The Chairman of the meeting determines the order of the agenda items and the mode of voting. In principle, the Management Board adopts resolutions at meetings by simple majority of votes cast, and outside the meetings by simple majority of its members. In case of a voting tie, the Chairman of the Management Board has the casting vote.

In the year under review, the Management Board was composed of eight members. Mr. Franklin W. Maddux, MD, with effect as of January 1, 2020 was appointed as Global Chief Medical Officer as a member of the Management Board. The members of the Management Board and their areas of responsibility are introduced on the Company's website at [www.freseniusmedicalcare.com](http://www.freseniusmedicalcare.com) in the "About us" section.

Irrespective of the overall responsibility of the entire Management Board, each Management Board member is responsible for his or her own area of departmental responsibility. The Management Board members keep each other informed on an ongoing basis about all relevant business occurrences in their areas of departmental responsibility. In the case of inter-departmental matters, the Management Board members concerned are requested to coordinate with each other. The Chairman of the Management Board coordinates the affairs of the individual departments.

Matters of outstanding importance and significance are resolved on by the entire Management Board pursuant to the rules of procedure. In order to increase the efficiency of the

Management Board's work, the Supervisory Board of the General Partner established a Management Board Committee for certain cross departmental matters. If necessary, such Management Board Committee essentially deals with corporate matters of subsidiaries of FMC AG & Co. KGaA or acquisitions that do not reach the minimum relevance and importance level required for being referred to the entire Management Board. The Management Board Committee must be composed of at least three members, among them the Chairman of the Management Board and the Chief Financial Officer as well as the Management Board member responsible for the respective matter or another Management Board member appointed by the Chairman at his reasonable discretion exercised in each case. In its meetings the Management Board Committee decides with a simple majority of the votes cast; outside of meetings the Management Board Committee decides with the simple majority of its members.

In various relevant cases, the rules of procedure require the Management Board to obtain the prior approval of the Supervisory Board or the competent committee of the Supervisory Board of the General Partner.

The Supervisory Board of the General Partner has resolved an age limit for the Management Board members. Management Board members of the General Partner who have reached the age of 65 years shall, as a rule, retire from the Management Board at the end of such calendar year. The Supervisory Board of the General Partner will take this age limit into account for each appointment of Management Board members. The age limit for the Management Board members of the General Partner does not apply to the current term of office of Mr. Rice Powell.

## The Supervisory Board of Fresenius Medical Care Management AG

As a stock corporation, Fresenius Medical Care Management AG has its own Supervisory Board, which according to its Articles of Association consists of six members. Mr. Stephan Sturm has been appointed as Chairman. Other members of the Supervisory Board of Fresenius Medical Care Management AG in the year under review were Dr. Dieter Schenk (Vice Chairman), Mr. Rolf A. Classon, Ms. Rachel Empey, Mr. William P. Johnston and Dr. Gerd Krick.

Dr. Dieter Schenk, Mr. Rolf A. Classon and Mr. William P. Johnston are at the same time members of the Supervisory Board of FMC AG & Co. KGaA. Further information on them and on the other members of the Supervisory Board of FMC AG & Co. KGaA are available on the Company's website at [www.freseniusmedicalcare.com](http://www.freseniusmedicalcare.com) in the "About us" section.

In addition, the following information is provided for the year under review with regard to the mandates exercised by the Chairman of the Supervisory Board of Fresenius Medical Care Management AG, Mr. Stephan Sturm, and by the additional members of the Supervisory Board of Fresenius Medical Care Management AG, Ms. Rachel Empey and Dr. Gerd Krick, who are not at the same time members of the Supervisory Board of Fresenius Medical Care AG & Co. KGaA:

### Stephan Sturm

Chairman of the Management Board of Fresenius Management SE, the General Partner of Fresenius SE & Co. KGAA

#### Supervisory Board

Fresenius Kabi AG (Chairman)  
Deutsche Lufthansa AG

#### Comparable foreign body

VAMED AG, Austria (Vice Chairman)

### Rachel Empey

Member of the Management Board of Fresenius Management SE (Chief Financial Officer), the General Partner of Fresenius SE & Co. KGAA

#### Supervisory Board

Fresenius Kabi AG (Vice Chairman)

#### Comparable foreign body

Inchcape plc, United Kingdom (Non-executive director)

### Dr. Gerd Krick

Member of Supervisory Boards

#### Supervisory Board

Fresenius SE & Co. KGAA (Chairman)  
Fresenius Management SE (Chairman)

#### Comparable foreign body

VAMED AG, Austria (Chairman)

Because of his extraordinary contributions to the development of the Company and his comprehensive experience, Dr. Ben Lipps is honorary chairman of the Supervisory Board of Fresenius Medical Care Management AG.

The Supervisory Board of Fresenius Medical Care Management AG appoints the members of the Management Board and supervises and advises the Management Board in its management responsibilities. The Supervisory Board has established rules of procedure.

Irrespective of the independence requirements according to statutory rules and of the recommendations of the German Corporate Governance Code in its respectively applicable form, the so-called Pooling Agreement entered into, among others, between Fresenius Medical Care Management AG and Fresenius SE & Co. KGaA provides that at least one third (and at least two) of the members of the Supervisory Board of Fresenius Medical Care Management AG must be independent members. Pursuant to the Pooling Agreement, an "independent member" is a

member of the Supervisory Board with no substantial business or professional relationship with FMC AG & Co. KGaA, with its General Partner (Fresenius Medical Care Management AG), with Fresenius SE & Co. KGaA, or with its General Partner (Fresenius Management SE), or with any affiliates of these companies. Independent within the meaning of this definition are the Supervisory Board members Mr. Rolf A. Classon and Mr. William P. Johnston, as well as also the members of the Supervisory Board of FMC AG & Co. KGaA Dr. Dorothea Wenzel, Ms. Pascale Witz and Professor Dr. Gregor Zünd, who are not at the same time members of the Supervisory Board of Fresenius Medical Care Management AG.

## Committees of the Supervisory Board of Fresenius Medical Care Management AG

From the midst of its members, the Supervisory Board forms qualified committees for the efficient exercise of its responsibilities, which prepare the matters for deliberation and resolutions of the Supervisory Board. The Supervisory Board regularly and timely receives briefings on the committees' work - [SEE TABLE 4.3 ON PAGE 112.](#)

## SUPERVISORY BOARD OF THE COMPANY

The Supervisory Board of FMC AG & Co. KGaA advises and supervises the business activities as conducted by the General Partner and performs the other duties assigned to it by law and by the Articles of Association. It is involved in strategy and planning as well as all matters of fundamental importance for the Company.

Simultaneous membership in both the Supervisory Board and the Management Board is not permissible. In the year under

[Report by the Supervisory Board](#)

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#### T 4.3 COMMITTEES OF THE SUPERVISORY BOARD OF FRESENIUS MEDICAL CARE MANAGEMENT AG

Supervisory Board committee	Responsibility	Number of meetings
<b>Human Resources Committee</b> <b>Chairman</b> Mr. Stephan Sturm <b>Vice Chairman</b> Dr. Gerd Krick <b>Other members</b> Mr. William P. Johnston, Dr. Dieter Schenk, Mr. Rolf A. Classon	Advice on complex special matters such as the appointment of Management Board members and their compensation	As required
<b>Regulatory and Reimbursement Assessment Committee</b> <b>Chairman</b> Mr. William P. Johnston <b>Vice Chairman</b> Mr. Rolf A. Classon <b>Other member</b> Dr. Dieter Schenk	Advice on complex special matters such as regulatory provisions and reimbursement in particular in the dialysis segment	As required
<b>Nomination Committee</b> <b>Chairman</b> Mr. Stephan Sturm <b>Other members</b> Dr. Gerd Krick, Dr. Dieter Schenk	Preparing recommendations on suitable candidates for an election to the Supervisory Board, who are to be presented to the Supervisory Board for the purpose of its proposal to the General Meeting	As required

review, the Supervisory Board did not include any members who previously were also members of the Management Board of the General Partner. The members of the Company's Supervisory Board are independent in their decisions and are not bound by requirements or instructions of third parties.

## Composition

The Supervisory Board of FMC AG & Co. KGaA consisted in the year under review of the following members: Dr. Dieter Schenk (Chairman), Mr. Rolf A. Classon (Vice Chairman), Mr. William P. Johnston, Dr. Dorothea Wenzel, Ms. Pascale Witz and Professor Dr. Gregor Zünd. The members of the Supervisory Board of FMC AG & Co. KGaA are introduced on the Company's website

at [www.freseniusmedicalcare.com](http://www.freseniusmedicalcare.com) in the "About us" section. There is also information on their term of office on the Company's Supervisory Board.

Because of his extraordinary contributions to the Company's development and his comprehensive experience, Dr. Ben Lipps is also honorary chairman of the Supervisory Board of FMC AG & Co. KGaA.

All members of the Company's Supervisory Board are elected by the General Meeting of FMC AG & Co. KGaA as the competent election body according to the provisions of the German Stock Corporation Act by a simple majority of the votes cast. Fresenius SE & Co. KGaA is excluded from voting on this issue

(further explanations on this matter can be found in the section titled "Shareholders" on [PAGE 121](#)).

## Profile of skills and expertise

The Supervisory Board is in its own initiative paying attention to the requirement to have in its entirety the knowledge, capabilities and professional expertise required for the due observation of the duties of the Supervisory Board of a listed company operating internationally in the dialysis business and has resolved a profile of skills and expertise for the entire Supervisory Board in 2018 and has lastly updated this in November 2020. The profile of skills and expertise contains requirements for the individual Supervisory Board members as well as requirements for the entire Supervisory Board and is available on the Company's website at [www.freseniusmedicalcare.com](http://www.freseniusmedicalcare.com) in the "About us" section.

When discussing its recommendations for the election of members of the Supervisory Board to the General Meeting, the Supervisory Board considers, within the framework of the profile of skills and expertise as determined by it, in particular the international activities of the enterprise, what it considers to be an adequate number of independent Supervisory Board members, and diversity. Pursuant to the profile of skills and expertise the Supervisory Board is in accordance with section 111 para. 5 German Stock Corporation Act to be composed of at least 30 % women and at least 30 % of men. Two of the six Supervisory Board members are female. The proportion of female Supervisory Board members thus exceeds the Supervisory Board's self-defined target of 30 % at the end of the year under review (see also section "Gender diversity and targets" starting on [PAGE 116](#)). The Supervisory Board has further resolved an age limit for the Supervisory Board members. 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. The Supervisory Board will observe this

age limit in its election proposals for membership in the Supervisory Board. The current composition of the Supervisory Board is in line with the profile of skills and expertise for the Supervisory Board and fulfills the objectives for the composition of the board designated therein.

## Independence

According to the recommendation C.7 of the Code 2020, more than half of the members of the Supervisory Board shall be independent from the Company and the Management Board. Members of the Supervisory Board are to be considered independent from the Company and its Management Board if they have no personal or business relationship with the Company or its Management Board that may cause a substantial - and not merely temporary - conflict of interest. When assessing the independence of members of the Supervisory Board from the Company and its Management Board, the Supervisory Board shall particularly take into consideration whether the respective member of the Supervisory Board member itself or a close family member was a member of the Company's Management Board in the two years prior to appointment, is currently maintaining (or has maintained) a material business relationship with the Company or one of the entities dependent upon the company in the year up to his/her appointment, directly or as a shareholder, or in a leading position of a non-group entity, or is a close family member of a Management Board member, or has been a member of the Supervisory Board for more than twelve years.

The Supervisory Board has resolved that at least four of its members shall be independent within the meaning of the Code 2020. Independent within the meaning of the recommendation C.7 of the Code 2020 are, in the view of the Supervisory Board, in any case Mr. Rolf A. Classon, Dr. Dorothea Wenzel, Ms. Pascale Witz and Professor Dr. Gregor Zünd. The Supervisory Board did not need to consider the question of whether Dr. Dieter Schenk and Mr. William P. Johnston are to be regarded as independent

within the meaning of the recommendation C.7 of the Code 2020 in view of their term of office on the Supervisory Board of the Company of more than twelve years, because the number of those Supervisory Board members who have been members of the Supervisory Board for no more than twelve years and are otherwise to be qualified as independent already complies with the recommendation C.7 of the Code 2020.

The recommendation C.9 of the Code 2020, according to which, in the event that the Company has a controlling shareholder within the meaning of the Code 2020, in the case of a Supervisory Board with six or fewer members at least one shareholder representative shall be independent of the controlling shareholder, does not apply to the Company, because Fresenius SE & Co. KGaA is no controlling shareholder in this meaning given the lack of a sustainable majority at the Annual General Meeting. However, assuming the applicability of this recommendation, Mr. Classon, Mr. Johnston, Dr. Wenzel, Ms. Witz and Professor Dr. Zünd would be considered independent in this meaning.

The term of office of the members of the Supervisory Board is in principle five years. The current term of office of the incumbent members of the Supervisory Board of FMC AG & Co. KGaA ends at the end of the General Meeting that resolves on the discharge for the fiscal year 2020, i.e. at the end of the Annual General Meeting 2021. It is intended to propose to the Annual General Meeting 2021 to elect the members of the Supervisory Board of FMC AG & Co. KGaA for a term of office of only four years.

## Rules of Procedure

Details on the election, constitution and term of office of the Supervisory Board, its meetings and the adoption of resolutions, as well as its rights and obligations, are set out in the Company's Articles of Association available on the Company's website at [www.freseniusmedicalcare.com](http://www.freseniusmedicalcare.com) in the "Investors"

section. In accordance with the recommendation D.1 of the Code 2020, the Supervisory Board has furthermore adopted rules of procedure which set out, among other things, the modalities for convening meetings and the manner in which resolutions are adopted. In accordance with these, the Supervisory Board meets regularly at least twice per calendar half year. The convocation period for meetings of the Supervisory Board is generally two weeks. The deliberations of the Supervisory Board are conducted by the Chairman or, if the latter is unavailable, by the Vice Chairman. The Chairman of the meeting also determines the order of the agenda items and the mode of voting. As a rule, the Supervisory Board decides by simple majority of votes cast if decisions are taken in physical meetings and otherwise with the simple majority of its members, unless other majorities are prescribed by a mandatory provision of law in the individual case. The provisions of the rules of procedure for the Supervisory Board of the Company also apply to its committees, unless their rules of procedure contain deviating provisions. The Chairman of the Supervisory Board coordinates the work and direction of the Supervisory Board; he also represents the Supervisory Board vis-à-vis third parties. The rules of procedure of the Supervisory Board of the Company are publicly available on the Company's website at [www.freseniusmedicalcare.com](http://www.freseniusmedicalcare.com) in the section "About us" in the sub-section "Supervisory Board".

## Self-assessments

In accordance with the recommendation D.13 of the Code 2020, the members of the Supervisory Board regularly carry out self-assessments with regard to their work. These take place in the form of open discussions in plenary meetings, based on a corresponding questionnaire. On these annual occasions, also the complexity and the design of the presentations, as well as the meetings' procedure and structuring are discussed. If necessary, the Supervisory Board may seek the assistance of an external service provider for its self-assessment. The results of

the self-assessment carried out have shown that each of the Supervisory Board and its committees are efficiently organized and that the cooperation of the Supervisory Board and the Management Boards works very well.

## Professional competence

All members of the Supervisory Board have the capabilities as well as the knowledge required for the proper exercise of their duties. The Supervisory Board members are in their entirety familiar with the sector FMC AG & Co. KGaA operates in. The members of the Supervisory Board regularly update themselves via in-house sources and via external sources about the current status of supervisory requirements. Details of the support provided by the Company to the members of the Supervisory Board for their induction into office and for their training and development measures can be found in the Report by the Supervisory Board starting on [PAGE 103](#).

## COMMITTEES OF THE SUPERVISORY BOARD OF FMC AG & CO. KGAA

From the midst of its members, the Supervisory Board has formed qualified committees for the efficient exercise of its responsibilities, which prepare the matters for deliberation and resolutions of the Supervisory Board. The Supervisory Board regularly and timely receives briefings on the committees' work - [SEE TABLE 4.4](#).

### Audit and Corporate Governance Committee

With the consent of the Supervisory Board, the Audit and Corporate Governance Committee adopted rules of procedure. On the basis of the relevant provisions of the Articles of Association

of the Company (section 12 para. 2) they define the composition as well as the work and tasks of the Audit and Corporate Governance Committee. According to these, the Audit and Corporate Governance Committee shall consist of at least three and not more than five exclusively independent members who, in particular, are to meet the criteria of independence pursuant to section 12 para. 2 sentence 3 of the Articles of Association as well as pursuant to the applicable rules of the New York Stock Exchange. In addition, pursuant to section 107 para. 4 of the German Stock Corporation Act in connection with section 100 para. 5 of the German Stock Corporation Act at least one member must have expertise in the fields of accounting or auditing. Moreover, in accordance with the recommendations of the Code 2020 the Chairman of the Audit and Corporate Governance Committee is neither Chairman of the Supervisory Board of the Company at the same time nor a former member of the Management Board whose appointment has ended less than two years ago. Pursuant to the recommendations of the Code 2020 the Chairman of the Audit and Corporate Governance Committee shall also be independent within the meaning of the Code 2020. In the opinion of the Supervisory Board, the composition of the Audit and Corporate Governance Committee meets all these requirements.

### Joint Committee

FMC AG & Co. KGaA also has established a Joint Committee whose composition and activity are provided for in Articles 13a et seqq. of the Articles of Association of the Company. The Joint Committee is convened only as required, namely in certain legal transactions defined in the Articles of Association to be qualified as substantial transactions and for which the General Partner requires the consent of the Joint Committee - [SEE TABLE 4.5 ON PAGE 115](#).

#### T 4.4 COMMITTEES OF THE SUPERVISORY BOARD OF FMC AG & CO. KGAA

Supervisory Board committee	Responsibility	Number of meetings
<b>Audit and Corporate Governance Committee</b> <b>Chairman</b> Mr. Rolf A. Classon <b>Vice Chairman</b> Mr. William P. Johnston <b>Other member</b> Ms. Pascale Witz	<ul style="list-style-type: none"> <li>› Supervision of the accounting, the accounting process, the effectiveness of the internal control system, of the risk management system, of the internal audit system, the annual audit and of compliance</li> <li>› Supervision of the annual auditing, in particular with regard to the independence of the auditor and the additional services provided by it, issuing the auditing mandate, determining the focus areas of the auditing and the fee agreement</li> <li>› Addressing the report pursuant to Form 20-F, which contains, inter alia, the consolidated group financial statements and the consolidated group financial report</li> <li>› Assessment of the General Partner's report on relations to affiliated companies</li> <li>› Review and, if required, approval of transactions of the Company with related parties</li> </ul>	At least four times per year and additionally as required
<b>Nomination Committee</b> <b>Chairman</b> Mr. Rolf A. Classon <b>Vice Chairman</b> Dr. Dieter Schenk	<ul style="list-style-type: none"> <li>› Preparing recommendations on suitable candidates for an election to the Supervisory Board, who are to be presented to the Supervisory Board for the purpose of its proposal to the General Meeting</li> </ul>	As required

[Report by the Supervisory Board](#)

[Declaration on Corporate Governance](#)

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#### T 4.5 JOINT COMMITTEE

Joint Committee	Responsibility	Number of meetings
<b>Members from the Supervisory Board of Fresenius Medical Care Management AG</b> Mr. Stephan Sturm, Dr. Gerd Krick <b>Members from the Supervisory Board of Fresenius Medical Care AG &amp; Co. KGaA</b> Mr. Rolf A. Classon, Mr. William P. Johnston	Approval of certain legal transactions as defined in the Articles of Association, such as material acquisitions or divestments	As required

#### T 4.6 SPECIAL JOINT COMMITTEE (UNTIL NOVEMBER 30, 2020)

Special Joint Committee	Responsibility	Number of meetings
<b>Member from both Supervisory Boards</b> Dr. Dieter Schenk (Chairman) <b>Member from the Supervisory Board of Fresenius Medical Care Management AG</b> Mr. Stephan Sturm <b>Member from the Supervisory Board of Fresenius Medical Care AG &amp; Co. KGaA</b> Ms. Pascale Witz	Recommendations on possible consequences in the context of the Company's agreements with the DoJ and SEC concluded in the year under review	As required

## Special Joint Committee

Further there was a special joint committee (Special Joint Committee) until November 30, 2020. Said committee was formed from of one member of the Supervisory Board of the Company, one member of the Supervisory Board of the General Partner, and one member of both afore-mentioned Supervisory Boards.

The Special Joint Committee was, within the scope of the responsibilities of the Supervisory Board, to review any consequences of the findings of the agreements concluded by the Company with the U.S. Department of Justice (DoJ) and the U.S. Securities and Exchange Commission (SEC) in 2019 and make recommendations to the Supervisory Board - [SEE](#)

TABLE 4.6. Further information to this can be found in the Report of the Supervisory Board starting on [PAGE 103](#).

## DIVERSITY AND TARGETS

### Diversity concept for governance bodies

Fresenius Medical Care highly values inclusion and diversity both for its governance bodies as well as its overall workforce, and considers this as a strength of the enterprise. A high degree of inclusion and diversity in the composition of the governance bodies and the workforce is one of Fresenius Medical Care's core objectives and is in the interest of the Company

because it creates an integrative working environment and lays the foundation for personal and corporate success. Diversity at Fresenius Medical Care is defined in a broad way, including - but not limited to - age, gender, nationality, cultural and ethnical origin, sexual orientation, disability, educational background, and work experience. The goal of inclusion and diversity are the integration of differing perspectives and various aspects in the cooperation and decision-making in order to increase the understanding for the manifold requirements on a globally active company with heterogeneous groups of customers. Inclusion and diversity are an integral part of the Code of Conduct at Fresenius Medical Care.

Based on this, a diversity concept for the composition of the Management Board of the General Partner and the Supervisory Board of the Company exists that reflects this understanding and is part of the staffing processes. The individual qualification, e.g. expertise as well as skills and experience, continues to be the core selection criterion for the proposals to the General Meeting for the election of new members to the Supervisory Board; diversity aspects are considered to ensure a comprehensive and balanced decision process. For preparation of any nomination proposal, the respective competent governance body or the competent committee, as the case may be, thoroughly evaluates the current composition of the governance body to be filled and carefully analyzes each potential candidate's profile with regard to the diversity criteria.

Further diversity is actively managed in senior management levels below the Management Board. To this end, diversity aspects such as gender are particularly taken into account in the evaluation of the "talent pipelines". Additional reports, for example on the number and share of female junior talents in talent evaluation and the succession planning process, support the focus on diversity in development planning and the preparation for filling vacancies. This serves to strengthen the pur-



sued diversity concept and to identify suitable talents at an early stage.

The current diversity level of the Management Board of the General Partner and Supervisory Board of the Company across selected aspects is displayed in the [TABLES 4.7 AND 4.8](#).

## Gender diversity and targets

The Supervisory Board of FMC AG & Co. KGaA is obliged to define targets for the representation of female members in the Supervisory Board as well as an implementation period and to report on the defined targets and their achievement during the relevant reference period or in the event of a failure to meet these targets, on the reasons for this, as part of the declaration on corporate governance. The definition of targets for the composition of the Management Board is for companies which, like Fresenius Medical Care, are organized in the legal form of a partnership limited by shares, is by contrast expressly not required. Likewise, also the Supervisory Board of Fresenius Medical Care Management AG is not required to define targets for the Management Board, because Fresenius Medical Care Management AG is not in the scope of the relevant legal provisions. With two of in total eight members of the Management Board in the year under review being female, the share of women in the Management Board of Fresenius Management AG amounted to 25 % in the year under review.

The Supervisory Board of FMC AG & Co. KGaA has resolved on May 10, 2017 to set the target for the representation of female Supervisory Board members at 30 % and has set an implementation period ending on May 9, 2022. With two female members (33 %), the composition of the Supervisory Board in the year under review was in line with this target.

Pursuant to the Act on Equal Participation of Women and Men in Leadership Positions, the Management Board is obliged to

### T 4.7 DIVERSITY LEVEL OF THE MANAGEMENT BOARD OF THE GENERAL PARTNER

Management Board	Gender	Nationality	Education	Age
Rice Powell	Male	U.S.-American	Biology	65
Helen Giza	Female	British/U.S.-American	Business	52
Franklin W. Maddux, MD	Male	U.S.-American	Medicine and Mathematics	63
Dr. Katarzyna Mazur-Hofsäß	Female	Polish/German	Medicine	57
Dr. Olaf Schermeier	Male	German	Engineering	48
William Valle	Male	U.S.-American	Business	60
Kent Wanzek	Male	U.S.-American	Business	61
Harry de Wit	Male	Dutch	Medicine and Physiotherapy	58

### T 4.8 DIVERSITY LEVEL OF THE SUPERVISORY BOARD

Supervisory Board of the Company	Gender	Nationality	Education	Age
Dr. Dieter Schenk	Male	German	Law	68
Rolf A. Classon	Male	U.S.-American/Swedish	Political Science	75
William P. Johnston	Male	U.S.-American	Law	76
Dr. Dorothea Wenzel	Female	German	Business and Business Informatics	51
Pascale Witz	Female	French	Biochemistry	54
Prof. Dr. Gregor Zünd	Male	Swiss	Medicine	61

determine targets for female representation in the two top management levels below the Management Board as well as an appropriate implementation period. In a first step, the Management Board on September 28, 2015, had resolved to define the two top management levels below the Management Board in relation to the participation of executives in the group-wide Long-Term Incentive Program (LTIP). In a second step, the Management Board resolved on January 13, 2016 upon targets for female representation for the two top management levels

below the Management Board and upon the implementation period to end on December 31, 2020. Notwithstanding the determination of these two management levels, the best indicator for Fresenius Medical Care for women holding management positions worldwide is the total number of participants in the group-wide LTIP. Compared with 2018, the share of women in these management positions slightly increased and amounted to around 34.3 % at the end of the year under review (2019: 34 %).

The first management level included all managers worldwide who directly report to a member of the Management Board and participate in the LTIP. The respective target that was to be achieved by end of the implementation period on December 31, 2020 is 18.8 %. The share of female executives as of December 31, 2020 was 21.5 % (2019: 23.0 %). Hence, the target has been surpassed by the Company.

The second management level included all managers worldwide who directly report to a management executive of the first management level and participate in the LTIP. The respective target that was to be achieved by end of the implementation period on December 31, 2020 is 28.2 %. The share of female managers as of December 31, 2020 was 31 % (2019: 29.7 %). The defined target, thus, has also been surpassed for this management level.

In the year under review, the Management Board has determined new targets for female representation in the two top management levels below the Management Board and the respective new implementation periods. In this context, the definition of the two management levels below the Board of Management for which targets are to be set has also been adjusted. The positions of the first and second management levels are now determined on the basis of a global job evaluation system considering criteria such as impact and contribution of the position as well as required skills relating to communication, innovation and knowledge. The target figure for the first management level to be achieved by the end of the implementation period on December 31, 2025 has been increased compared with the previous target figure and is now 22 %. At the end of the year under review, 18.3 % of managers in this first management level were female. The target figure for the second management level to be achieved by the end of the implementation period on December 31, 2025 has also been increased compared with the previous target figure and is now

32 %. At the end of the year under review, 28.3 % of managers in this second management level were female.

Overall, the recruiting and staffing practice of Fresenius Medical Care as well as the selection decisions regarding the hiring and promotion to top management levels will also in the future be taken with a focus on the specific qualifications of the individual. For this reason, the Management Board will select candidates for the top management of Fresenius Medical Care according to the candidate's excellence and suitability for the specific role and function in such management positions, regardless of their race, gender or other non-performance related attributes. However, the number and proportion of female Supervisory Board members and Management Board members, the continuous achievement and increase of our diversity targets as well as the programmatic support within the sustainability efforts demonstrate the priority of diversity for Fresenius Medical Care.

## LONG-TERM SUCCESSION PLANNING

Together with the Management Board of the General Partner, the Supervisory Board of the General Partner takes care for the long-term succession planning. For this purpose, the Chairman of the Supervisory Board of the General Partner liaises with the respective members of the Management Board sufficiently in advance and, as a rule, not later than one year before the end of the respective term of office about their willingness to continue their respective mandate. In addition, the Supervisory Board of the General Partner continuously reviews whether the Management Board of the General Partner continues to be composed in the best possible way. To this end, the Chairman of the Supervisory Board of the General Partner discusses with the Chairman of the Management Board, in particular, what

knowledge, experience and professional as well as personal competencies in the Management Board of the General Partner should be represented also with regard to the strategic development of the Company and a possible changing regulatory environment and to what extent the Management Board of the General Partner is already staffed in accordance with these requirements.

If there is need for action with regard to the composition of the Management Board, potential internal or external candidates for the corresponding addition to the Management Board are identified. For the identification of suitable external candidates, the Supervisory Board of the General Partner also obtains the support of external consultants, where necessary. When evaluating suitable candidates, not only their individual knowledge and experience, but also their personality and its added value to the Management Board is taken into account. With the composition of the Management Board, a cooperative working environment across all departments and in the interest of the entire Company shall be created that not only allows but rather also promotes constructive criticism. The Chairman of the Management Board of the General Partner is closely involved in the entire selection process.

The Supervisory Board of the General Partner pays attention to diversity in the composition of the Management Board.

## COMPLIANCE

Global business activities mean having global responsibility. As the global market leader in providing dialysis services and products, Fresenius Medical Care is aware of its responsibility. Every day, Fresenius Medical Care strives to improve the lives of its patients worldwide with high-quality products and services.

Fresenius Medical Care takes the highest medical standards as benchmark for quality. Fresenius Medical Care is committed to conducting its business activities in compliance with all relevant legal standards as well as internal and external provisions and requirements. The patients, customers, payors, investors and regulators of Fresenius Medical Care as well as all other stakeholders expect Fresenius Medical Care's business to be conducted based on responsible management, taking into account integrity, sound corporate governance and adherence to compliance principles.

## Fresenius Medical Care's Code of Ethics and Business Conduct

Fresenius Medical Care's Code of Ethics and Business Conduct is the basis for everything Fresenius Medical Care and its employees do, whether in their dealings with patients, colleagues and suppliers or with a view to communities in general. The Code of Ethics and Business Conduct defines corporate governance practices beyond the legal requirements. It covers Fresenius Medical Care's material non-financial topics such as patient care, quality and innovation, anti-corruption, worker protection, environment, health and safety, as well as non-discrimination. The Code of Ethics and Business Conduct together with the underlying corporate core values also includes Fresenius Medical Care's commitment to respecting human rights. It applies to every function and division worldwide, to every employee of Fresenius Medical Care, and to the Company's direct and indirect majority-owned or controlled affiliates anywhere in the world. Employees must adhere to the principles in the Code of Ethics and Business Conduct. The Code of Ethics and Business Conduct is publicly available on the Company's website at [www.freseniusmedicalcare.com](http://www.freseniusmedicalcare.com) in the section "About us" in the sub-section "Compliance".

## Ensuring compliance

Compliance with the rules is essential for the long-term success of Fresenius Medical Care as it determines the corporate culture and is an integral part of day-to-day work. Specialized functions at a global, regional and local level have the responsibility to implement and communicate these principles and core values within the organization. Code of Ethics and Business Conduct training programs increase awareness and an understanding of the applicable rules and help employees comply with these rules. These are held regularly and are mandatory for all relevant employees. There are processes in place to enable employees to take part in the courses.

Fresenius Medical Care fosters an open working atmosphere and therefore encourages its employees to question everything that does not comply with the rules and to report any indications of possible violations to their superiors or the Compliance, Legal or Human Resources departments. In addition, both Fresenius Medical Care employees and external parties can anonymously (to the extent permitted by law) report suspected unethical or inappropriate business practices of employees via a hotline - the Compliance Action Line - and via appropriate e-mail addresses. In accordance with Fresenius Medical Care's policy, there must be no negative consequences for whistleblowers if they have made the report in good faith.

The Company has made and continues to make further significant investments in its compliance and financial controls and in its compliance, legal and financial organizations. The Company is fully committed to compliance with applicable anti-bribery laws. Further information regarding the investigations in connection with the U.S. Foreign Corrupt Practices Act (FCPA) and regarding the settlements reached with the U.S. Securities and Exchange Commission (SEC) and the U.S. Department of Justice (DoJ) in 2019 can be found on [PAGE 70](#).

## RISK AND OPPORTUNITY MANAGEMENT

At Fresenius Medical Care, an integrated management system is in place to ensure that risks and opportunities are already identified at an early stage, optimizing the risk profile and minimizing the costs potentially related to the occurrence of risks through timely intervention. Fresenius Medical Care's risk management is therefore an important component of the corporate management of Fresenius Medical Care. The adequateness and effectiveness of the internal control systems of Fresenius Medical Care for the financial reporting are reviewed on a regular basis by the Management Board and by Fresenius Medical Care's auditor.

Further information about the risk and opportunity management system can be found in the "Risks and opportunities report" starting on [PAGE 62](#).

## GERMAN CORPORATE GOVERNANCE CODE AND DECLARATION OF COMPLIANCE

The objective of the German Corporate Governance Code is to make the dual German corporate governance system transparent and understandable. The Code includes principles, recommendations and suggestions governing the management and monitoring of German listed companies that are accepted nationally and internationally as standards of good and responsible governance. It aims to promote confidence in the management and supervision of German listed companies by investors, customers, employees and the general public.

The Management Board of Fresenius Medical Care Management AG and the Supervisory Board of FMC AG & Co. KGaA endorse the standards set forth in the German Corporate Governance Code. The vast majority of the recommendations and suggestions in the Code have been an integral and active part of Fresenius Medical Care's day-to-day operations since the founding of the Company.

The current annually required Declaration of Compliance according to section 161 of the German Stock Corporation Act issued by the Management Board of Fresenius Medical Care Management AG and the Supervisory Board of FMC AG & Co. KGaA as of December 2020 as well as the update to this Declaration of Compliance resolved by the Management Board and the Supervisory Board in February 2021 are reported hereinafter. They and previous Declarations of Compliance and other extensive information on corporate governance are permanently made publicly available on the Company's website at [www.freseniusmedicalcare.com](http://www.freseniusmedicalcare.com) in the "Investors" section.

### **Declaration by the Management Board of the general partner of Fresenius Medical Care AG & Co. KGaA, Fresenius Medical Care Management AG, and by the Supervisory Board of Fresenius Medical Care AG & Co. KGaA on the German Corporate Governance Code pursuant to Section 161 German Stock Corporation Act (Aktengesetz)**

The Management Board of Fresenius Medical Care Management AG (hereafter: the Management Board), as the general partner of Fresenius Medical Care AG & Co. KGaA, and the Supervisory Board of Fresenius Medical Care AG & Co. KGaA declare that since issuance of the previous declaration of com-

pliance in December 2019 the recommendations of the "German Corporate Governance Code Government Commission" published by the Federal Ministry of Justice and Consumer Protection in the official section of the Federal Gazette (hereafter: the Code) in the version of February 7, 2017 were met and in the version of December 16, 2019 will be met in the future. Only the following recommendations of the Code in its version of February 7, 2017 and in its version of December 16, 2019 have not been met or will not be met to the extent described below:

#### **A. Code in the version of February 7, 2017**

##### **Code number 4.2.3 paragraph 2 sentence 6: Caps regarding specific compensation amounts**

Pursuant to Code number 4.2.3 paragraph 2 sentence 6, the amount of compensation for Management Board members shall be capped, both overall and for variable compensation components.

This recommendation was not met. The service agreements with members of the Management Board did not provide for caps regarding specific amounts for all compensation components and accordingly not for caps regarding specific amounts for the overall compensation. The performance-oriented short-term compensation (the variable bonus) was already capped. As regards stock options, phantom stock and performance shares as compensation components with long-term incentives, the service agreements with members of the Management Board did provide for a possibility of limitation but not for caps regarding specific amounts. Introducing caps regarding specific amounts in relation to such stock-based compensation components would have contradicted the basic idea pursued at that time of the members of the Management Board participating in the economic risks and opportunities of the company without such a restriction.

With the entry into force of the compensation system for the members of the Management Board of the general partner, which was approved by the ordinary General Meeting of the Company on August 27, 2020 (the "Compensation System 2020+") and implemented in the service agreements with the Management Board members, caps were also introduced for the stock-based compensation components with long-term incentives as well as a maximum compensation with specific amounts, each effective January 1, 2020.

##### **Code number 4.2.3 paragraph 4: Severance payment cap**

Pursuant to Code number 4.2.3 paragraph 4, in concluding Management Board contracts, care shall be taken to ensure that payments made to a Management Board member on premature termination of his/her contract, including fringe benefits, do not exceed the value of two years' compensation (severance payment cap) and compensate no more than the remaining term of the service agreements. The severance payment cap shall be calculated on the basis of the total compensation for the past full financial year and if appropriate also the expected total compensation for the current financial year.

These recommendations were not met for the time until December 31, 2019 insofar as the service agreements of the members of the Management Board did partially not contain severance payment arrangements for each case of premature termination of the contract and consequentially did not contain a limitation of any severance payment amount insofar, because this would not in every case have done justice to the assessment of each individual case considered preferable at the time.

The Management Board contracts affected by this deviation were adjusted with effect from January 1, 2020. The recommendation has since been complied with.

**Code number 4.2.5 paragraph 3:  
Presentation in the compensation report**

Pursuant to Code number 4.2.5 paragraph 3, the presentation of the compensation for each individual member of the Management Board in the compensation report shall inter alia present the maximum and minimum achievable compensation for variable compensation components by using corresponding model tables.

Fresenius Medical Care, in deviation from Code number 4.2.3 paragraph 2 sentence 6, did not provide for caps regarding specific amounts for all variable compensation components and, therefore, did not provide for caps regarding specific amounts for the overall compensation. In this respect, the compensation report for the fiscal year 2019 could not fully meet the requirements of the Code.

**Code number 5.1.2 paragraph 2 sentence 3:  
Age limit for members of the Management Board**

Pursuant to Code number 5.1.2 paragraph 2 sentence 3, an age limit shall be specified for members of the Management Board.

This recommendation was deviated from. Not considering certain persons for the Management Board of the general partner solely on the basis of their age did not appear appropriate according to previous assessment.

In its meeting on November 30, 2020, the competent Supervisory Board of the general partner resolved to specify an age limit for the members of the Management Board of the general partner, which is to be disclosed in the Declaration on Corporate Governance.

**Code number 5.4.1 paragraph 2 and paragraph 4:  
Specification of concrete objectives regarding the composition of the Supervisory Board and their consideration when making election proposals**

Pursuant to Code number 5.4.1 paragraph 2 and paragraph 4, the Supervisory Board shall specify concrete objectives regarding its composition and shall prepare a profile of skills and expertise for the entire Supervisory Board. Within the company-specific situation, the composition of the Supervisory Board shall reflect appropriately the international activities of the company, potential conflicts of interest, the number of independent Supervisory Board members within the meaning of Code number 5.4.2, an age limit and a regular limit to Supervisory Board members' term of office, both to be specified, as well as diversity. Proposals by the Supervisory Board to the General Meeting shall take these targets into account, while simultaneously aiming at fulfilling the profile of skills and expertise of the entire Supervisory Board. The status of the implementation shall be published in the Corporate Governance Report.

These recommendations were partly not met. In the company's interest not to limit the selection of qualified candidates in a generalizing way, the Supervisory Board refrained from an age limit and from a duration limit on the term of office.

In its meeting on November 30, 2020, the Supervisory Board resolved to specify an age limit for the members of the Supervisory Board, which is to be disclosed in the Declaration on Corporate Governance.

**B. Code in the version of December 16, 2019****Code recommendation C.10  
Independence of the Chairman of the Supervisory Board**

Pursuant to Code recommendation C.10, the Chairman 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 with regard to the term of office of the Chairman of the Supervisory Board, Dr. Dieter Schenk, on the Supervisory Board of the Company. Whether Dr. Schenk in view of his term of office on the Supervisory Board of the Company of more than 12 years is to be regarded as independent of the Company and the Management Board within the meaning of the Code in the version of December 16, 2019 did not need to be considered, because the number of those Supervisory Board members who have been members of the Supervisory Board for no more than 12 years and are otherwise to be qualified as independent already complies with the Code recommendation C.7, pursuant to which more than half of the shareholder representatives shall be independent of the Company and the Management Board.

Bad Homburg v.d. Höhe, December 2020

Management Board of the general partner of  
Fresenius Medical Care AG & Co. KGaA,  
Fresenius Medical Care Management AG, and  
Supervisory Board of Fresenius Medical Care AG & Co. KGaA

## Update of the Declaration of Compliance by the Management Board of the general partner of Fresenius Medical Care AG & Co. KGaA, Fresenius Medical Care Management AG, and by the Supervisory Board of Fresenius Medical Care AG & Co. KGaA on the German Corporate Governance Code pursuant to Section 161 German Stock Corporation Act (Aktiengesetz) dated December 2020

The Management Board of Fresenius Medical Care Management AG (hereafter: the Management Board), as the general partner of Fresenius Medical Care AG & Co. KGaA (hereafter: the Company), and the Supervisory Board of the Company last issued a declaration of compliance on the recommendations of the German Corporate Governance Code (hereafter: the Code) pursuant to Section 161 of the German Stock Corporation Act in December 2020. This declaration is updated as follows:

### Code recommendation G.8

Pursuant to recommendation G.8 of the Code, subsequent changes to the target values or comparison parameters of the variable compensation of the members of the Management Board shall be excluded. For precautionary reasons, a deviation from this recommendation is declared.

For the 2020 fiscal year, an impairment of goodwill and trade-names in the Latin America segment has materialized with an impact of almost EUR 195 million as a consequence of the macro-economic downturn and increasing risk adjustment rates for several countries in Latin America. In particular to ensure the comparability of the underlying financial figures of the performance targets with the Company's operating performance and

to adequately recognize the actual performance of the members of the Management Board, the Supervisory Board of the general partner - in accordance with the recommendation G.11 of the Code, pursuant to which the Supervisory Board shall have the possibility to account for extraordinary developments to an appropriate extent - has decided to disregard the Latin American impairment in question, which solely relates to the carrying amounts, when determining the relevant target achievement.

In all other respects, the declaration of compliance of December 2020 remains unaffected.

Bad Homburg v.d. Höhe, February 2021

Management Board of the general partner of Fresenius Medical Care AG & Co. KGaA, Fresenius Medical Care Management AG, and Supervisory Board of Fresenius Medical Care AG & Co. KGaA

## SHAREHOLDERS

The shareholders of the Company exercise their rights and voting powers in the General Meeting. The share capital of FMC AG & Co. KGaA is divided exclusively into ordinary shares. Each share of FMC AG & Co. KGaA entitles the holder to one vote at the General Meeting. Shares with multiple or preference voting rights do not exist. As a matter of principle, the General Partner (as far as it would be a shareholder in the Company, which was not the case in the year under review) respectively, its sole shareholder, Fresenius SE & Co. KGaA, can exercise at the General Meeting the voting rights connected with the shares they hold in FMC AG & Co. KGaA. However, the General Partner and its sole shareholder are subject to various rules preventing them by law from voting on certain resolutions. These include, among others, the election of the Super-

visory Board, formal approval of the actions of the General Partner and the members of the Supervisory Board of FMC AG & Co. KGaA, as well as the election of the auditor of the annual financial statements. This is to guarantee that the other shareholders in the partnership limited by shares (KGaA) can solely decide on these matters, particularly those concerning the control of the management.

## GENERAL MEETING

Shareholders can exercise their voting rights at the General Meeting, by proxy via a representative of their choice or by a Company-nominated proxy acting on their instructions. Proxy voting instructions to a Company nominee can be issued before and during the General Meeting until the end of the general debate.

The Annual General Meeting 2020 of FMC AG & Co. KGaA took place at the Company's offices in Bad Homburg v.d. Höhe (Germany) on August 27, 2020 and, against the background of the spread of the coronavirus SARS-CoV-2, was held as a virtual General Meeting without the physical presence of shareholders or their proxies. Approximately 79 % of the share capital was represented at the Annual General Meeting. At the Annual General Meeting, resolutions were passed on the following topics:

- > approval of the annual financial statements for fiscal year 2019,
- > allocation of distributable profit,
- > approval of the actions of the General Partner for fiscal year 2019,
- > approval of the actions of the Supervisory Board for fiscal year 2019,
- > election of the auditor and consolidated group auditor for fiscal year 2020 as well as the auditor for the potential review of interim financial information,

- › resolution on the approval of the compensation system for the members of the Management Board of the General Partner,
- › resolution on the remuneration of the members of the Supervisory Board and on the amendment of Article 13 and Article 13e (3) of the Articles of Association,
- › resolution on the cancellation of the existing authorized capitals, on the creation of new authorized capitals including the possibility of the exclusion of subscription rights as well as on corresponding amendments to Article 4 (3) and (4) of the Articles of Association of the Company,
- › resolution on the amendment of Article 15 (1) sentence 2 of the Company's Articles of Association (Alignment with the German Stock Corporation Act as amended by the ARUG II).

All documents and information on the Annual General Meeting are available on the Company's website at [www.freseniusmedicalcare.com](http://www.freseniusmedicalcare.com) in the "Investors" section.

## LEGAL RELATIONSHIPS WITH MEMBERS OF THE COMPANY'S CORPORATE BODIES

When making decisions and in connection with the tasks and activities performed by them, the members of the Management Board of the General Partner and of the Supervisory Board of FMC AG & Co. KGaA, as well as the Supervisory Board of Fresenius Medical Care Management AG, do not pursue personal interests or give unjustified advantages to other people. Any business dealings with the Company by members of the corporate bodies are to be disclosed to the Supervisory Board of FMC AG & Co. KGaA immediately and are subject to its approval, if necessary. The Supervisory Board reports to the General Meeting on possible conflicts of interests of its members and on the treatment of such conflicts. In the year

under review, there were no conflicts of interest of board members that would have been required to be disclosed to the Supervisory Board and of which the Supervisory Board would inform the General Meeting.

Mr. Rice Powell as the Chairman of Fresenius Medical Care Management AG's Management Board is, with the approval of Fresenius Medical Care Management AG's Supervisory Board, at the same time a member of the Management Board of Fresenius Management SE.

The member of the Supervisory Board of FMC AG & Co. KGaA Dr. Dieter Schenk (Chairman) is also member and Vice Chairman of the Supervisory Board of Fresenius Medical Care Management AG and of the Supervisory Board of Fresenius Management SE, the general partner of Fresenius SE & Co. KGaA.

Dr. Dieter Schenk continues to be Chairman of the foundation board of the Else Kröner-Fresenius-Stiftung, which is the sole shareholder of Fresenius Management SE as well as a limited shareholder of Fresenius SE & Co. KGaA, and, in addition, member and chairman of the foundation board's steering committee, which tasks include the administration of the Else Kröner-Fresenius-Stiftung's participation in Fresenius SE & Co. KGaA and the exercise of the voting rights attached thereto.

The members of the Supervisory Board of FMC AG & Co. KGaA Mr. William P. Johnston and Mr. Rolf A. Classon are also members of the Supervisory Board of Fresenius Medical Care Management AG.

During the year under review, consulting or other service relationships between members of the Supervisory Board and the Company did not exist.

## MANAGERS' TRANSACTIONS

According to Article 19 of the Regulation (EU) No 596/2014 (Market Abuse Regulation), the members of the Management Board and the Supervisory Board as well as other persons discharging managerial responsibilities and all persons who are closely associated with the aforementioned persons shall notify the issuer of any subsequent transaction with shares in Fresenius Medical Care and additional related financial instruments conducted on their own account once a total amount of EUR 20,000 has been reached within a calendar year. The issuer is required to publish the respective information.

The managers' transactions undertaken in the year under review are, inter alia, published on the Company's website at [www.freseniusmedicalcare.com](http://www.freseniusmedicalcare.com) in the "Investors" section.

## TRANSPARENCY OF REPORTING

Fresenius Medical Care meets all applicable transparency and external reporting requirements imposed by chapter F of the Code 2020. Fresenius Medical Care attaches special importance to informing its shareholders simultaneously and uniformly about the Company in its regular financial reporting events. Ad hoc releases and the website of Fresenius Medical Care play an essential role in these efforts. They provide investors and other interested persons equally with direct and timely access to the information Fresenius Medical Care releases.

## FINANCIAL ACCOUNTING AND AUDIT, STOCK EXCHANGE LISTING

Fresenius Medical Care prepares consolidated financial statements and a group management report as well as interim consolidated quarterly reports in accordance with the “International Financial Reporting Standards” (IFRS) as adopted by the EU as well as in accordance with the provisions of the German Commercial Code (Handelsgesetzbuch, HGB). The financial reporting is based on these statements. The consolidated financial statements are published within the first 90 days of the end of each fiscal year, and the consolidated quarterly reports within the first 45 days of the end of each quarter.

The annual financial statements and the management report of FMC AG & Co. KGaA are prepared in accordance with the legal requirements of the German Commercial Code. The annual financial statements are decisive for the distribution of the annual profit.

Moreover, an Annual Report of Fresenius Medical Care, which includes the consolidated financial statements and the group management report in accordance with IFRS and the German Commercial Code, is published each year.

Fresenius Medical Care's shares are listed on the stock exchange in the U.S. (as so-called American Depositary Receipts) and in Germany. Fresenius Medical Care is therefore subject to a number of regulations and recommendations regarding the management, administration and monitoring of the Company. On the one hand, in addition to mandatory requirements under stock corporation and commercial law, Fresenius Medical Care complies with the regulations of Deutsche Börse and adhere to most of the recommendations of the German Corporate Governance Code. On the other hand, being a non-U.S. company (a so-called

“foreign private issuer”) Fresenius Medical Care is subject to the regulations connected to Fresenius Medical Care's listing in the U.S. Observance of the Sarbanes-Oxley Act (SOX) and portions of the Corporate Governance Rules of the New York Stock Exchange in particular is required. The Sarbanes-Oxley Act includes provisions governing companies and their auditors and is aimed at improving financial reporting, ensuring auditor independence and implementing other matters. The extension of regulations for financial reporting and internal control systems is intended to increase the trust of investors and other parties interested in the Company. Fresenius Medical Care fully complies with the current requirements applicable to the Company.

## COMPENSATION OF THE MEMBERS OF THE MANAGEMENT BOARD AND SUPERVISORY BOARD

The Compensation Report for the year under review, the applicable compensation system for the members of the Management Board of the General Partner as approved by the Company's General Meeting as well as the last resolution of the Company's General Meeting on the remuneration of the members of the Supervisory Board of the Company are made publicly available on the following Company's websites:

[www.freseniusmedicalcare.com/en/about-us/management-board/compensation](http://www.freseniusmedicalcare.com/en/about-us/management-board/compensation)

[www.freseniusmedicalcare.com/en/about-us/supervisory-board/remuneration](http://www.freseniusmedicalcare.com/en/about-us/supervisory-board/remuneration)

The Compensation Report for the year under review is also reproduced in the following.



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