



DECLARATION OF COMPLIANCE

Fresenius Medical Care AG & Co. KGaA



**Declaration by the Management Board of Fresenius Medical Care Management AG
as the general partner of Fresenius Medical Care AG & Co. KGaA
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)**

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 declaration of compliance in December 2021 and, respectively, the update of the declaration of compliance in January 2022 the recommendations of the "German Corporate Governance Code Government Commission" published in the official section of the Federal Gazette (hereafter: the Code) by the Federal Ministry of Justice and Consumer Protection in the version of December 16, 2019 have been complied with and by the Federal Ministry of Justice in the version of April 28, 2022 will be complied with in the future. Only the following recommendations of the Code in the version of December 16, 2019, and in the version of April 28, 2022, respectively, have not been complied with or will not be complied with to the extent described below:

Code recommendation C.10:

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

As a precautionary measure, a deviation from this recommendation was and is declared with regard to the term of office of the Chair 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 does 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.

In all other respects, the Code recommendation C.10 has been and will be complied with. The Chair of the Audit Committee has been and is independent within the meaning of this recommendation.

Code recommendation G.12:

Pursuant to the Code recommendation G.12, if a Management Board member's service agreement is terminated, the disbursement of any remaining variable remuneration components attributable to the period up until termination of the service agreement shall be based on the originally agreed targets and comparison parameters, and on the due dates or holding periods stipulated in the service agreement. A deviation from this recommendation was declared in January 2022, updating the declaration of compliance of December 2021.

As disclosed in January 2022 under update of the declaration of compliance of December 2021, the Supervisory Board of the general partner has agreed with Mr. Harry de Wit, who has resigned from the Management Board in the course of the implementation of the FME25 transformation program, that in deviation of the applicable plan terms the performance shares awarded to him under the long-term variable compensation in fiscal year 2021 will vest if any service relationship between Mr. de Wit and Fresenius Medical Care has

Convenience translation

definitively ended at December 31, 2023, Mr. de Wit has not been dismissed and has not and will not engage in any other service or employment relationship. Under these conditions, Mr. de Wit will in deviation of the applicable plan terms also not be required to invest the corresponding proceeds from the performance shares in shares of the Company. This agreement serves to avoid the forfeiture of the performance shares awarded to Mr. de Wit in 2021 and is in the opinion of the Supervisory Board appropriate in order to avoid undue hardship in the course of the implementation of FME25. The vesting dates and holding periods for all other variable compensation components of Mr. de Wit remain unaffected by the early termination of his Management Board service agreement in line with the Code recommendation G.12.

In all other respects, the Code recommendation G.12 has been and will be complied with.

Bad Homburg v.d. Höhe, December 2022

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