



## **Corporate Governance Report and 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 2019 as the year under review (hereinafter: the year under review) pursuant to section 289f of the German Commercial Code (*Handelsgesetzbuch – HGB*) and to number 3.10 of the German Corporate Governance Code in the version dated February 7, 2017 (*Deutscher Corporate Governance Kodex in der Fassung vom 7. Februar 2017*, hereinafter: the Code 2017) and in accordance with principle 22 of the German Corporate Governance Code in the version dated December 16, 2019 (hereinafter: the Code 2020) on the Company's corporate governance.

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

### **DECLARATION ON CORPORATE GOVERNANCE**

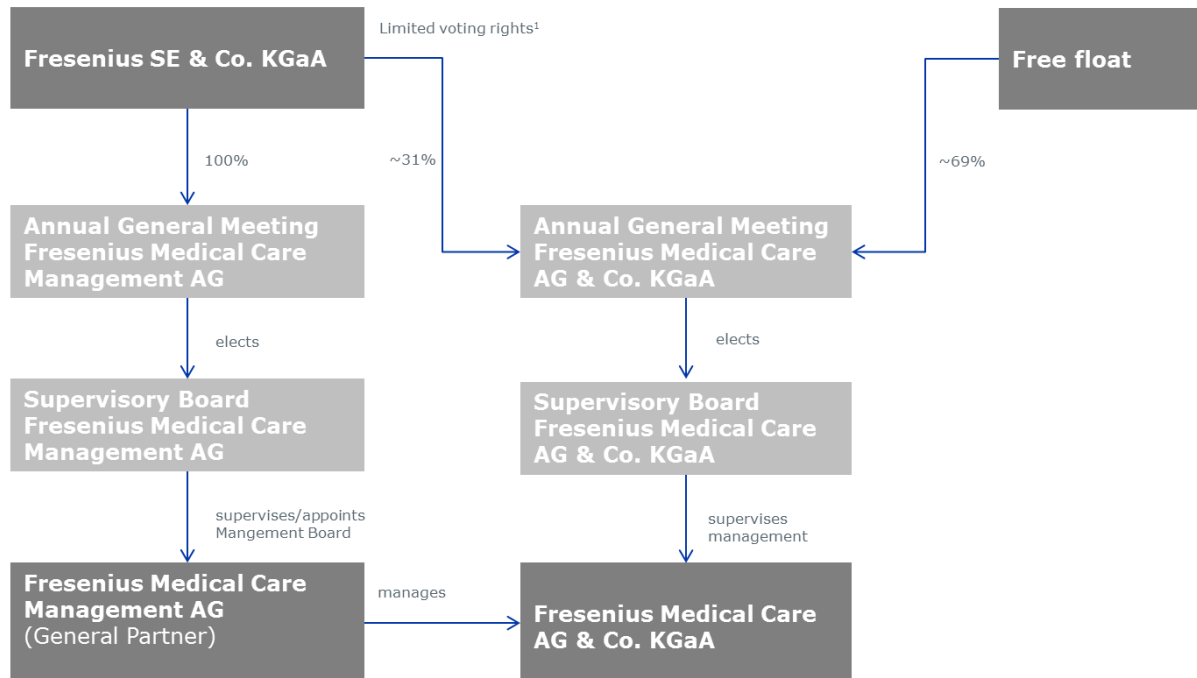
#### **Group management and supervision structure**

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 the following chart.



**Structure of Fresenius Medical Care AG & Co. KGaA**

based on data as of December 31, 2019



<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.

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 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 seven members. With effect as of the end of October 31, 2019, Mr. Michael Brosnan resigned as a member of the Management Board responsible as Chief Financial Officer. Ms. Helen Giza was appointed as a new member of the Management Board responsible as Chief Financial Officer with effect as of November 1, 2019. Further Mr. Frank Maddux, MD, with effect as of January 1, 2020 was appointed as a member of the Management Board responsible as Global Chief Medical Officer; since then, the Management Board is composed of eight members. 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 interdepartmental 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. 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 Supervisory Board committee of the General Partner.

#### *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, with Fresenius SE & Co. KGaA, or with its General Partner, Fresenius Management SE, or with any affiliates of these companies.

**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.

<b>Supervisory Board committee</b>	<b>Responsibility</b>	<b>Number of meetings</b>
Human Resources Committee  Chairman Mr. Stephan Sturm  Vice Chairman Dr. Gerd Krick  Other members  Mr. William P. Johnston, Dr. Dieter Schenk, Mr. Rolf A. Classon	<ul style="list-style-type: none"> <li>• Advice on complex special matters such as the appointment of Management Board members and their compensation</li> </ul>	As required



<p>Regulatory and Reimbursement Assessment Committee</p> <p>Chairman Mr. William P. Johnston (since January 1, 2020), Mr. Rolf A. Classon (until December 31, 2019)</p> <p>Vice Chairman Mr. Rolf A. Classon (since January 1, 2020), Mr. William P. Johnston (until December 31, 2019)</p> <p>Other member Dr. Dieter Schenk</p>	<ul style="list-style-type: none"> <li>• Advice on complex special matters such as regulatory provisions and reimbursement in the dialysis segment</li> </ul>	<p>As required</p>
<p>Nomination Committee</p> <p>Chairman Mr. Stephan Sturm</p> <p>Other members Dr. Gerd Krick, Dr. Dieter Schenk</p>	<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>	<p>As required</p>

**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 review, the Supervisory Board did not include any members who were also members of the Management Board of the General Partner during the previous two years. 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 (since May 16, 2019), 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 under "Further Information regarding Corporate Governance" in the section titled "Shareholders").

*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. 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, potential conflicts of interest, what it considers to be an adequate number of independent Supervisory Board members and diversity. As the composition of the Supervisory Board needs to be aligned with the interests of the enterprise and must ensure the effective supervision and consultation of the Management Board, it is, however, a matter of principle and of prime importance that each member is suitably qualified. In the Company's interest to have the widest selection of qualified candidates possible, the Supervisory Board, with a view to specific objectives for its composition and in compliance





with its statutory obligations (section 111 para. 5 German Stock Corporation Act) commits itself to pursue self-defined targets for the representation of female Supervisory Board members (see also section "Gender diversity and targets") and, for the time being, refrains from an age limit and from a duration limit on the term of membership on the Supervisory Board. Instead, the Supervisory Board shall also consist of members with long-term experience and thus individuals who are generally older in order to ensure a balanced ratio of Supervisory Board members of diverse age and various terms of membership. Therefore, with the exception of the determination of target figures for women's share on the Supervisory Board, the Supervisory Board has refrained from determining, and from taking into account, specific objectives with respect to its composition when proposing candidates and from publishing the state of the implementation of such specific objectives in the Corporate Governance Report.

As a consequence of the election of Dr. Dorothea Wenzel on May 16, 2019 two of the six Supervisory Board members are female. The share of female Supervisory Board members hence, at the end of the year under view, exceeds the target of 30% as set by the Supervisory Board for its composition. The current composition of the Supervisory Board meets the aims designated for the composition of the board and corresponds to the resolved profile of skills and expertise.

#### *Independence*

The Supervisory Board has determined, taking into account the shareholder structure, that it considers at least four independent Supervisory Board members to be an adequate number of independent members.

A member of the Supervisory Board is not to be considered independent pursuant to the recommendation in number 5.4.2 of the Code 2017 in particular if it entertains any personal or business relations with the Company, its corporate bodies, a controlling shareholder or an enterprise associated with the latter which may cause a substantial and not merely temporary conflict of interests. Independent within the meaning of the recommendation of number 5.4.2 of the Code 2017 are, in the view of the Supervisory Board, Mr. Rolf A. Classon, Mr. William P. Johnston, Dr. Dorothea Wenzel, Ms. Pascale Witz and Professor Dr. Gregor Zünd.

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 (e.g. as customer, supplier, lender or advisor) 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. Independent within the meaning of the recommendation C.7 of the Code 2020 are, in the view of the Supervisory Board, Mr. Rolf A. Classon, Mr. William P. Johnston, 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 12 years, 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 recommendation C.7 of the Code 2020.

Details on the treatment of potential conflicts of interests are set out in the section "Legal relationships with members of the Company's corporate bodies" below.

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.

#### *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 in number 5.1.3 of the Code 2017 or, respectively, 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.

#### *Efficiency evaluations*

In accordance with the recommendation in number 5.6 of the Code 2017 or, respectively, the recommendation D.13 of the Code 2020, the members of the Supervisory Board regularly carry out efficiency evaluations or, respectively, 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. The results of the efficiency evaluations or, respectively, self-assessments 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. In addition to the information provided to them by several external experts, also experts of the Company's departments regularly provide reports about relevant developments, such as – for example – relevant new developments in the revision of legal rules or in jurisprudence and also about recent developments in regulations on accounting and annual auditing. In this way, the Supervisory Board, with the Company's reasonable assistance, ensures an ongoing qualification of its members and also a further development and updating of their expertise, power of judgment and experience, which is required for the Supervisory Board including its committees to duly perform their tasks.



Details of the key activities of the Supervisory Board’s consultations in the year under review can be found in the Report by the Supervisory Board on pages 111 et seqq. of the Annual Report.

**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.

<b>Supervisory Board committees</b>	<b>Responsibility</b>	<b>Number of meetings</b>
<p>Audit and Corporate Governance Committee</p> <p>Chairman Mr. Rolf A. Classon (since January 1, 2020), Mr. William P. Johnston (until December 31, 2019)</p> <p>Vice Chairman Mr. Rolf A. Classon (since January 1, 2020), Mr. William P. Johnston (until December 31, 2019)</p> <p>Other member Ms. Pascale Witz (since February 11, 2019)</p>	<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 state-</li> </ul>	<p>At least four times per year and additionally as required</p>



	<p>ments and the consolidated group financial report</p> <ul style="list-style-type: none"> <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>	
<p>Nomination Committee</p> <p>Chairman Mr. Rolf A. Clason (since December 4, 2019, until then ordinary member)</p> <p>Vice Chairman Dr. Dieter Schenk</p>	<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

*Information on the 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, 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 rules of the New York Stock Exchange. In addition, pursuant to section 107 para. 4 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 2017 and of the Code 2020, respectively, the Chairman of the Audit and Corporate Governance Committee shall neither act as Chairman of the Supervisory Board of the Company at the same time nor, in accordance with the recommendations of the Code 2017, be 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 these requirements.

*Joint Committee*

FMC AG & Co. KGaA also has established a Joint Committee whose composition and activity is 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.

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

*Special Joint Committee*

Further, the Supervisory Board of the Company and the Supervisory Board of the General Partner have established a special joint committee (Special Joint Committee). Said committee is comprised of one member of the Supervisory Board of the Company, one member of the Supervisory Board of the General Partner, and one member who is a member of both afore-mentioned Supervisory Boards.

The Special Joint Committee shall, within the scope of the responsibilities of the Supervisory Board, 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 the year under review and make recommendations to the Supervisory Board.



<b>Special Joint Committee</b>	<b>Responsibility</b>	<b>Number of meetings</b>
Special Joint Committee Member Fresenius Medical Care Management AG and Fresenius Medical Care AG & Co. KGaA Dr. Dieter Schenk (Chairman) Members Fresenius Medical Care Management AG Mr. Stephan Sturm Member Fresenius Medical Care AG & Co. KGaA 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

**Cooperation of General Partner and Supervisory Board of the Company**

Good corporate governance requires an efficient cooperation between the management and the Supervisory Board on the basis of mutual trust. The General Partner and the Supervisory Board of the Company work together closely and in a trusting manner in the Company's interest. Their joint goal is to increase the Company's value in the long term in compliance with good corporate governance principles and compliance regulations.

In the year under review, the Supervisory Board regularly supervised the General Partner and advised its Management Board. The deliberations of the Supervisory Board covered all significant questions of business policy, the company planning and the strategy. Further subjects were the risk situation and risk management.

**Diversity and targets**

*Diversity Concept for governance bodies*

Fresenius Medical Care highly values diversity, including social inclusion, both for its governance bodies as well as its overall workforce, and considers diversity as a strength of the enterprise. It is one of the core aims of Fresenius Medical Care and in the Company's interest to have diverse governance bodies and a diverse overall workforce as this supports an inclusive work environment and builds the foundation for successful personal and organizational achievements. Diversity at Fresenius Medical Care is defined in a broad way,



including – but not limited to – age, gender, nationality, educational background and work experience. The goal of diversity is the inclusion 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.

Based on this, the Company and the General Partner have adopted a diversity concept for the composition of the Management Board of the General Partner and the Supervisory Board of the Company reflecting this understanding and being part of the staffing processes. The individual qualification, e.g. expertise, skills and experience, however, 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.

It has further been decided to actively manage diversity 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 pursued 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 below.

Management Board	Gender	Nationality	Education	Age
Rice Powell	Male	U.S.-American	Biology	64
Helen Giza <sup>(1)</sup>	Female	British / U.S.-American	Business	51
Franklin W. Maddux, MD <sup>(2)</sup>	Male	U.S.-American	Medicine and Mathematics	62
Dr. Katarzyna Mazur-Hofsäß	Female	Polish/ German	Medicine	56
Dr. Olaf Schermeier	Male	German	Engineering	47
William Valle	Male	U.S.-American	Business	59
Kent Wanzek	Male	U.S.-American	Business	60
Harry de Wit	Male	Dutch	Medicine and Physiotherapy	57

(1) Ms. Helen Giza has been appointed to the Management Board of the General Partner with effect as of November 1, 2019.

(2) Mr. Franklin W. Maddux, MD, has been appointed to the Management Board of the General Partner with effect as of January 1, 2020.

Supervisory Board of the Company	Gender	Nationality	Education	Age
Dr. Dieter Schenk	Male	German	Law	67
Rolf A. Classon	Male	U.S.- American/ Swedish	Political Science	74
William P. Johnston	Male	U.S.-American	Law	75
Dr. Dorothea Wenzel <sup>(1)</sup>	Female	German	Business and Business Informatics	50
Pascale Witz	Female	French	Biochemistry	53
Professor Dr. Gregor Zünd	Male	Swiss	Medicine	60

(1) Dr. Dorothea Wenzel has been elected as a member of the Supervisory Board on May 16, 2019.

#### *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 seven 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 around 29% 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 since the election of Dr. Dorothea Wenzel – as before until the resignation of Ms. Deborah Doyle McWhinney effective November 1, 2018 – was again 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 define 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% at the end of the year under review (2018: 33%).

The first management level includes all managers worldwide who directly report to a member of the Management Board and participate in the LTIP. The target that shall be achieved by end of the implementation period on December 31, 2020 is 18.8%. The share of female executives (as of December 31, 2019) was 23.0% (2018: 21.1%). The target of 18.8% that shall be achieved by end of the implementation period on December 31, 2020, hence, has at present already been surpassed by the Company.

The second management level includes all managers worldwide who directly report to a management executive of the first management level and participate in the LTIP. The target (until December 31, 2020) is 28.2%. The share of female managers as of December 31, 2019 was 29.7% (2018: 27.4%). The defined target, thus, has also been surpassed for this management level.



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 increased focus on diversity in Fresenius Medical Care's talent pipelines will further support an inclusive work environment and ensure that Fresenius Medical Care's employees continue to have equal career opportunities.

### **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, but, for the time being, refrains from the determination of an



age limit for the members of the Management Board of the General Partner. To deem certain persons not to be eligible for the Management Board of the General Partner solely on the basis of their age does not appear to be appropriate and is not in the interest of the Company.

## **RELEVANT INFORMATION ABOUT CORPORATE GOVERNANCE PRACTICES**

### **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) can be found on page 71 of the Annual Report.

### **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” section of the Management Report.



## **German Corporate Governance Code and Declaration of Compliance**

The German Corporate Governance Code includes nationally and internationally accepted standards of good and responsible corporate governance in the form of recommendations and suggestions. The Code aims for making the rules for managing and supervising companies in Germany more transparent and comprehensible. The Code is also intended to enhance the confidence of international and national investors and of the public as well as of employees and customers in the management and supervision of German listed stock corporations.

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 2019 is reported hereinafter. The current 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 (*Aktiengesetz*)**

The Management Board of the general partner of Fresenius Medical Care AG & Co. KGaA, Fresenius Medical Care Management AG, (hereafter: the Management Board) and the Supervisory Board of Fresenius Medical Care AG & Co. KGaA declare that since issuance of the previous declaration of compliance in October 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 since publication thereof in the Federal Gazette have been met and will be met in the future. Only the following recommendations



of the Code in its version of February 7, 2017 have not been met and will not be met to the extent described below:

**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 is not met. The service agreements with members of the Management Board do 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) is 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 do 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 contradict the basic idea of the members of the Management Board participating appropriately in the economic risks and opportunities of the Company. Instead of that, Fresenius Medical Care pursues a flexible concept considering each individual case. In situations of extraordinary developments in relation to the stock-based compensation which are not related to the performance of the Management Board, the Supervisory Board may cap the stock-based compensation.

**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 employment contract. 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 are not met insofar as the employment contracts of the members of the Management Board do partially not contain severance payment arrangements for the case of premature termination of the contract and consequentially do not contain a limitation of any severance payment amount insofar. Uniform severance payment arrangements of this kind would contradict the concept practiced by Fresenius Medical Care in



accordance with the German Stock Corporation Act according to which employment contracts of the members of the Management Board are, in principle, concluded for the period of their appointment. They would also not allow for a well-balanced assessment in the individual case.

**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, does not provide for caps regarding specific amounts for all variable compensation components and, therefore, does not provide for caps regarding specific amounts for the overall compensation. In this respect, the compensation report cannot meet the recommendations of the code. Irrespective thereof, Fresenius Medical Care will continue to present its compensation system and the amounts paid to members of the Management Board in its compensation report in a comprehensive and transparent manner. The compensation report will include tables relating to the value of the benefits granted as well as to the allocation in the year under review which follow the structure and largely also the specifications of the model tables.

**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. As in the past, Fresenius Medical Care will refrain from determining an age limit for members of the Management Board in the future. Complying with this recommendation would unduly limit the selection of qualified candidates.





**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 competence 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 competence of the entire Supervisory Board. The status of the implementation shall be published in the Corporate Governance Report. These recommendations are partly not met.

The composition of the Supervisory Board needs to be aligned to the enterprise's interest and has to ensure the effective supervision and consultation of the Management Board. Hence, it is a matter of principle and of prime importance that each member is suitably qualified. When discussing its election proposals to the General Meeting, the Supervisory Board will take into account the international activities of the enterprise, potential conflicts of interest, the number of independent Supervisory Board members within the meaning of Code number 5.4.2, and diversity, while simultaneously aiming at fulfilling the profile of competence of the entire Supervisory Board.

In the enterprise's interest not to limit the selection of qualified candidates in a general way, the Supervisory Board, however, confines itself to pursue self-defined targets for the representation of female Supervisory Board members and particularly refrains from an age limit and from a duration limit on the term of membership. Instead, the Supervisory Board shall also consist of members with long-term experience and thus individuals who are generally older in order to ensure a balanced ratio of Supervisory Board members of diverse age and various terms of membership.

Bad Homburg v.d.H., December 2019

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



## **Further information regarding Corporate Governance**

### **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 Supervisory 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 Annual General Meeting until the end of the general debate.

The Annual General Meeting of FMC AG & Co. KGaA took place on May 16, 2019 in Frankfurt/Main (Germany). Approximately 77% 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 2018,
- allocation of distributable profit,
- approval of the actions of the General Partner for fiscal year 2018,
- approval of the actions of the Supervisory Board for fiscal year 2018,
- election of the auditor and consolidated group auditor for fiscal year 2019 and the auditor for the potential review of the first half year financial report and other interim financial information for fiscal year 2019 as well as the auditor for the potential review of interim financial information for fiscal year 2020 that is prepared prior to the Annual General Meeting 2020,



- elections to the Supervisory Board.

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, since the termination of the execution of the estate of Mrs. Else Kröner in June 2018, carries out the tasks previously performed by the executors and which 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 5,000 has been reached within a calendar year or, since January 1, 2020 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 number 6 of the Code 2017 and, respectively, 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 REPORT**

The Compensation Report of FMC-AG & Co. KGaA summarizes the main elements of the system for the compensation of the members of the Management Board of Fresenius Medical Care Management AG, the General Partner of FMC-AG & Co. KGaA, and in this regard notably explains the amounts and structure of the compensation paid to the Management Board. Furthermore, the principles and the amount of the compensation of the Supervisory Board of the Company are described. The Compensation Report is part of the Management Report on the annual financial statements and on the annual consolidated group financial statements of FMC-AG & Co. KGaA as at December 31, 2019. The Compensation Report is prepared on the basis of the recommendations of the German Corporate Governance Code in the version dated February 7, 2017. Therefore, the terms "granting" or "granted" used in the following in connection with the components of performance-related remuneration are to be construed in the meaning of the recommendations of the German Corporate Governance Code in the version dated February 7, 2017. The Compensation Report also includes the disclosures as required pursuant to the applicable statutory regulations, notably in accordance with the German Commercial Code (HGB).

### **Compensation of the Management Board**

The Supervisory Board of Fresenius Medical Care Management AG is responsible for determining the compensation of the members of the Management Board. The Supervisory



Board of Fresenius Medical Care Management AG is assisted in this task by a personnel committee, the Human Resources Committee, a committee which is composed of individual members of the Supervisory Board of Fresenius Medical Care Management AG and which is also responsible for the tasks of a compensation committee. The Human Resources Committee is composed of Mr. Stephan Sturm (Chairman), Dr. Gerd Krick (Vice Chairman), Mr. Rolf A. Classon, Mr. William P. Johnston and Dr. Dieter Schenk.

The underlying system of the Management Board compensation in the fiscal year was approved by the General Meeting of FMC-AG & Co. KGaA on May 12, 2016. The Management Board compensation is reviewed by an independent external compensation expert on a regular basis.

The objective of the compensation system is to enable the members of the Management Board to participate reasonably in the sustainable development of the Company's business and to reward them based on their duties and performance as well as their success in managing the Company's economic and financial position giving due regard to the peer environment.

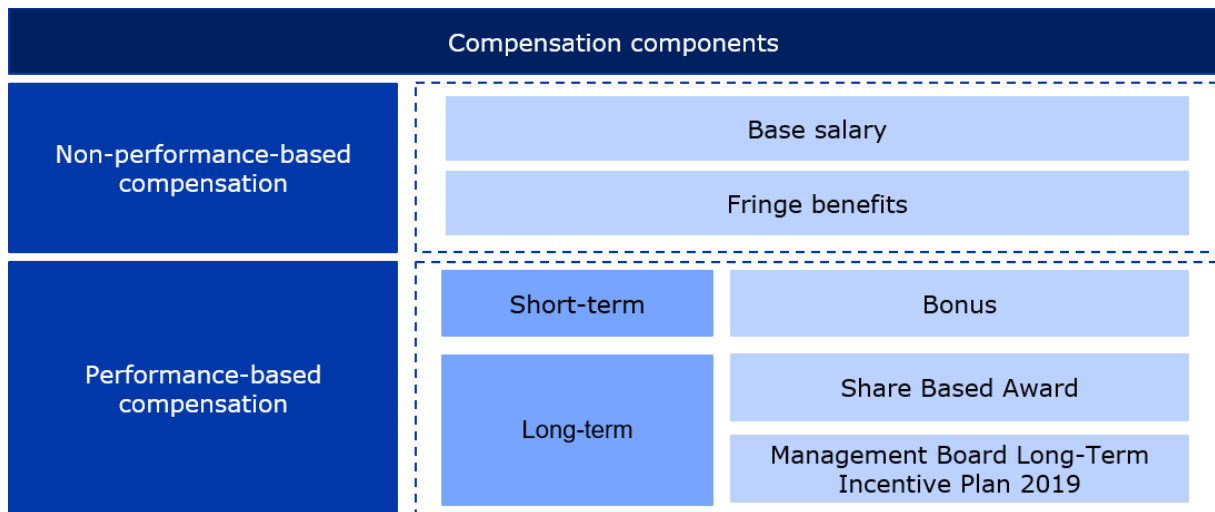
The amount of the total compensation of the members of the Management Board is measured taking particular account of a horizontal comparison with the compensation of management board members of other DAX-listed companies and similar companies of comparable size and performance in a relevant peer environment. Furthermore, the relation of the overall compensation of the members of the Management Board and that of the senior management as well as the staff overall, as determined by way of a vertical comparison, is taken into account.

The compensation of the Management Board is, as a whole, performance-based and geared to promoting sustainable corporate development. It consists of three components:

1. non-performance-based compensation (base salary and fringe benefits)
2. short-term performance-based compensation (one-year variable compensation)
3. components with long-term incentive effects (multi-year variable compensation comprised of share-based compensation with cash settlement and stock options, the latter granted in previous fiscal years).



Compensation components granted during the fiscal year



**I. Non-performance-based compensation**

The members of the Management Board receive a base salary. In Germany or Hong Kong (applicable to Mr. Harry de Wit, who is resident in Hong Kong), as the case may be, the base salary is paid in twelve equal monthly instalments. To the extent the base salary is paid to members of the Management Board in the U.S., the payment is made in accordance with local customs in twenty-four equal instalments.

Moreover, the members of the Management Board receive fringe benefits. In the fiscal year these consisted mainly of payments for insurance premiums, the private use of company cars and special payments such as school fees, housing, rent and relocation supplements, reimbursement of fees for the preparation of tax returns, reimbursement of charges, payments in connection with the appointment to the Management Board, reimbursement of air travel expenses, anniversary payments, contributions to pension, accident, life and health insurance as well as tax burden compensation due to varying tax rates applicable in Germany and the U.S. (net compensation) and other benefits in kind and fringe benefits, also in case provisions have been set up therefore.

**II. Performance-based compensation**

Performance-based compensation is granted as a short-term cash component (one-year variable compensation) and as components with long-term incentive effects (comprising share-based compensation with cash settlement). The one-year variable compensation consists of an amount that is payable without deferral after the end of the fiscal year (hereinafter: "Bonus") and an amount that is converted into virtual shares of the Company as an amount to be deferred (the so-called Share Based Award, together with the Bonus the "Total Bonus"). The share-based compensation with cash settlement consists of the Share Based Award as well as of Performance Shares, which have been granted in the



context of the Fresenius Medical Care Management Board Long-Term Incentive Plan 2019 (hereinafter: "MB LTIP 2019").

Performance-based compensation components granted in the fiscal year

Performance-based compensation		
Short-term	Bonus	<ul style="list-style-type: none"> <li>Annual payment in cash after lapse of the fiscal year</li> <li>Targets: Adjusted net income growth, adjusted free cash flow in % of revenues, adjusted operating margin</li> <li>Overall target achievement: 0%-120%</li> </ul>
Long-term	Share Based Award	<ul style="list-style-type: none"> <li>Deferred part of the Total Bonus converted into virtual shares of the Company</li> <li>Exercise and payment after three years at the earliest</li> <li>Payment amount in cash depends on Company's share price at exercise</li> </ul>
	MB LTIP 2019	<ul style="list-style-type: none"> <li>Performance Share Plan with a vesting period of four years and payment in cash</li> <li>Targets: revenue growth, net income growth, return on invested capital</li> <li>Overall target achievement: 0%-200%</li> </ul>

Under the Fresenius Medical Care Long-Term Incentive Program 2011 (hereinafter: "LTIP 2011"), individual members of the Management Board may under certain conditions also exercise stock options already granted or receive a share-based compensation with cash settlement from already granted Phantom Stock. In addition, under certain conditions and for the first time in year 2020, individual members of the Management Board may receive a share-based compensation with cash settlement from Performance Shares that have been granted within the framework of the Fresenius Medical Care Long-Term Incentive Plan 2016 (hereinafter: "LTIP 2016").

### **One-year variable compensation and Share Based Award**

The amount of the one-year variable compensation and of the Share Based Award depends on the achievement of the following individual and joint targets which are derived from the corporate strategy:

- adjusted net income growth attributable to the shareholders of FMC-AG & Co. KGaA at constant currency ("Adjusted Net Income Growth")
- adjusted net cash provided by (used in) operating activities after capital expenditures, before acquisitions and investments ("Adjusted Free Cash Flow"), in percent of revenues
- adjusted operating margin ("Adjusted Operating Margin")

In order to ensure comparability of the figures, they are adjusted for certain special effects (such as the implementation of IFRS 16 and effects from certain acquisitions and divestments).

The targets are weighted differently depending on the Management Board department or function. In the case of Messrs. Rice Powell and Michael Brosnan (member of the Manage-





ment Board until October 31, 2019) respectively Ms. Helen Giza (member of the Management Board since November 1, 2019) (each of them being members of the Management Board with corporate group functions) as well as Dr. Olaf Schermeier (member of the Management Board responsible for Research and Development), the Adjusted Net Income Growth is weighted with 80%. In the case of Dr. Katarzyna Mazur-Hofsäb and Messrs. William Valle and Harry de Wit (each of them being members of the Management Board with regional responsibility) as well as Mr. Kent Wanzek (member of the Management Board responsible for Global Manufacturing, Quality and Supply), the Adjusted Net Income Growth is weighted with 60%. In the case of the members of the Management Board last named, the valuation of the respective Adjusted Operating Margin contributes another 20%. The target Adjusted Free Cash Flow in percent of revenues is uniformly measured with 20% for all members of the Management Board.

	<b>Adjusted Net Income Growth</b>	<b>Adjusted Free Cash Flow in % of revenues</b>	<b>Adjusted Operating Margin</b>
<b>Corporate group function and/or Research and Development</b>	80%	20%	-
<b>Regional function and/or Global Manufacturing, Quality and Supply</b>	60%	20%	20%

The degree of the achievement of the specific targets (target achievement) is determined by comparing the actual values with the target values to be achieved. The Adjusted Net Income Growth is taken into account up to a growth rate of 2%. The targets regarding the respective Adjusted Free Cash Flow in percent of revenues fall within a range of rates between 0.51% and 10.69% and are evaluated within the Group or, as the case may be, in the relevant regions. For the benefit of members of the Management Board with regional responsibilities as well as for the benefit of the Management Board member responsible for Global Manufacturing, Quality and Supply, growth of the respective Adjusted Operating Margin is compensated within individual target corridors between 11.84% and 17.75%, reflecting the particularities of the respective regions and responsibilities:

	<b>0% target achievement (Minimum)</b>	<b>100% target achievement</b>	<b>120% target achievement (Maximum)</b>
<b>Adjusted Net Income Growth</b>	-2.00%	1.49%	2.00%
<b>Adjusted Free Cash Flow in % of revenues</b>	Individual corridors between 0.51% and 10.69%, depending on the respective responsibilities		
<b>Adjusted Operating Margins</b>	Individual target corridors between 11.84% and 17.75%, depending on the respective responsibilities		

The degree of overall target achievement of each member of the Management Board is determined by the weighted arithmetic mean of the target achievement of the aforementioned targets. Multiplying the degree of the respective overall target achievement by the respective base salary and another fixed multiplier results in the Total Bonus, of which a



75% share is paid out in cash to the members of the Management Board as Bonus after approval of the consolidated annual financial statements of FMC-AG & Co. KGaA by the Supervisory Board for the respective fiscal year. Since the degree of target achievement is limited to a maximum of 120%, the Management Board's achievable one-year variable compensation has maximum limits (cap).

For the fiscal year and the previous year, the amount of cash compensation payments to members of the Management Board without components with long-term incentive effects consists of the following:

**Amount of Cash Compensation**

in € THOUS

	<b>Non-performance-based compensation</b>				<b>Short-term performance-based compensation</b>		<b>Cash compensation (without long-term incentive components)</b>	
	<b>Base salary</b>		<b>Fringe benefits</b>		<b>Bonus</b>		<b>2019</b>	<b>2018<sup>(1)</sup></b>
	<b>2019</b>	<b>2018<sup>(1)</sup></b>	<b>2019</b>	<b>2018<sup>(1)</sup></b>	<b>2019</b>	<b>2018<sup>(1)</sup></b>		
<b>Members of the Management Board serving as of December 31, 2019</b>								
Rice Powell	1,340	1,270	256	195	1,970	2,376	3,566	3,841
Helen Giza <sup>(2)</sup>	108	-	440 <sup>(3)</sup>	-	159	-	707	-
Dr. Katarzyna Mazur-Hofsäß <sup>(2)</sup>	700	233	94	844 <sup>(4)</sup>	1,131	370	1,925	1,447
Dr. Olaf Schermeier	510	490	136	131	750	970	1,396	1,591
William Valle	866	792	237	330	1,035	1,395	2,138	2,517
Kent Wanzek	607	550	127	126	866	1,076	1,600	1,752
Harry de Wit	520	480	337	315	841	950	1,698	1,745
<b>Former member of the Management Board who resigned during the fiscal year 2019<sup>(5)</sup></b>								
Michael Brosnan	633	720	211	56	1,117	1,300	1,961	2,076
<b>Total:</b>	<b>5,284</b>	<b>4,535</b>	<b>1,838</b>	<b>1,997</b>	<b>7,869</b>	<b>8,437</b>	<b>14,991</b>	<b>14,969</b>

(1) Please note for purposes of comparison between the amounts indicated and those of the fiscal year that the compensation is subject to foreign exchange rate fluctuations depending on whether it is contractually denominated in euro (Mses. Helen Giza and Dr. Katarzyna Mazur-Hofsäß as well as Messrs. Dr. Olaf Schermeier and Harry de Wit) or U.S. dollar (Messrs. Rice Powell, William Valle, Kent Wanzek and Michael Brosnan).

(2) Please note for purposes of comparison of the amounts indicated for the fiscal year that Ms. Helen Giza has been appointed as member of the Management Board only with effect as of November 1, 2019 and Dr. Katarzyna Mazur-Hofsäß with effect as of September 1, 2018 and, therefore, they have received compensation payments to be set out herein only in each case as of such date.

(3) The fringe benefits of Ms. Helen Giza include a payment of €400 THOUS, which Ms. Helen Giza received in connection with her appointment to the Management Board. In the years 2020 and 2021, Ms. Helen Giza will receive further payments of €200 THOUS each year in connection with her appointment to the Management Board.

(4) The other benefits of Dr. Katarzyna Mazur-Hofsäß include a one-off special payment in the amount of € 800 THOUS by which Dr. Katarzyna Mazur-Hofsäß was compensated for forfeited compensation benefits from the previous employment relationship.

(5) Mr. Michael Brosnan resigned from the Management Board with effect as of the end of October 31, 2019. Therefore, the amounts for the base salary and the fringe benefits as set out herein for the fiscal year relate to the period until October 31, 2019.

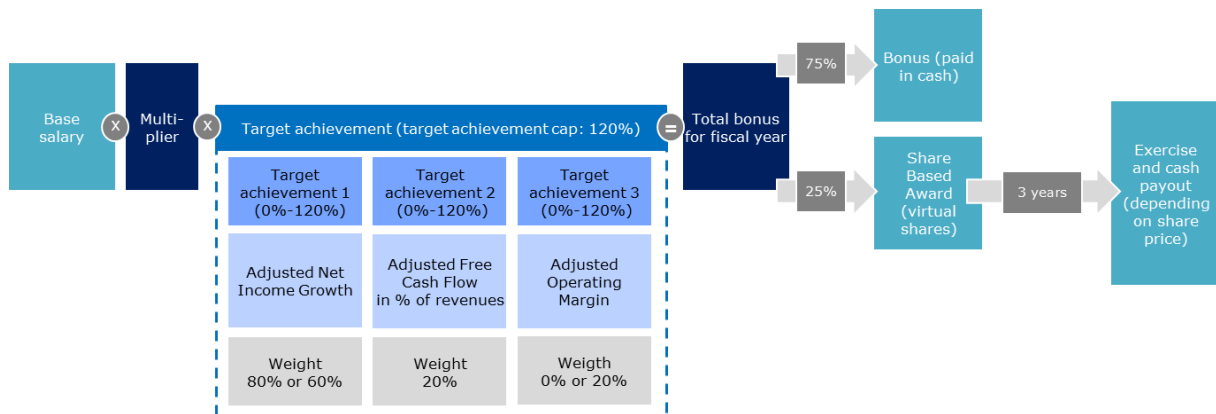
The portion of the one-year variable compensation not paid out for the fiscal year in question, amounting to 25% of the Total Bonus, is converted into virtual shares not backed by equity and allocated to the members of the Management Board in the form of the so-called Share Based Award. The Share Based Award is attributed to the compensation components with long-term incentive effect and can be exercised at the earliest after lapse of a period of three years following the grant date. In special cases (e.g. occupational disability, entry into retirement, non-renewal of expired employment contracts by the company), a shorter



period may apply. The payment from the Share Based Award is made in cash and depends on the share price of FMC-AG & Co. KGaA upon exercise.

In accordance with the targets achieved in the fiscal year, the members of the Management Board who were members of the Management Board on December 31 of the fiscal year and the member of the Management Board who resigned during the fiscal year acquired entitlements to Share Based Awards valued at €2,623 THOUS (2018: €3,414 THOUS). Based on the already fixed value, the allocation of the specific number of virtual shares made by the Supervisory Board of Fresenius Medical Care Management AG in principle takes place in March of the following year on the basis of the then current price conditions of the shares of FMC-AG & Co. KGaA. This number will also serve as multiplier for the share price on the respective exercise date and, thus, as the basis for the determination of the payment amount of the respective share-based compensation.

Functionality of the Total Bonus (Bonus and Share Based Award) in principle



**Personal Investment from the Bonus 2018 with Stock Holding Condition**

To take adequate account of the business development in the year 2018, the members of the Management Board being in office at that time – in accordance with a respective agreement with the Supervisory Board – have acquired shares in FMC-AG & Co. KGaA on a stock exchange for a portion of their Bonus for year 2018 after payment in the fiscal year 2019. The shares acquired from this portion of their Bonus for year 2018 may only be sold by the respective member of the Management Board after a period of three years from the respective date of acquisition has expired.

The net amounts invested by the members of the Management Board being in office at that time in implementation of this personal investment partly exceed the agreed amounts and, taking into account the respective exchange rate applicable at the time of acquisition, are as follows:

**Personal Investment in Fiscal Year 2019**

	<b>Amount</b>	<b>Currency</b>
Rice Powell	619,571	US\$
Michael Brosnan	317,951	US\$
Dr. Katarzyna Mazur-Hofsäß	80,207	€
Dr. Olaf Schermeier	244,664	€
William Valle	308,633	US\$
Kent Wanzek	344,036	US\$
Harry de Wit	166,456	€

**Performance Shares**

In addition to the Share Based Award, the members of the Management Board were also granted so-called "Performance Shares" on the basis of the MB LTIP 2019, as further performance-based component with a long-term incentive effect. The MB LTIP 2019 was approved in the fiscal year 2019 by the Supervisory Board of Fresenius Medical Care Management AG upon recommendation of the Human Resources Committee and follows on the LTIP 2016, under which, as of the end of 2018, no further Performance Shares may be granted, and on the LTIP 2011, under which, as of the end of 2015, no further stock options or Phantom Stock may be granted.

Performance Shares are virtual compensation instruments not backed by equity. These may provide entitlement to a cash payment depending on the achievement of the performance targets described below and the development of FMC-AG & Co. KGaA's share price. The MB LTIP 2019 stipulates that the members of the Management Board could be granted Performance Shares once or twice in the year 2019. For the members of the Management Board, the Supervisory Board determined, after due consideration and taking into account the individual responsibilities and performance of the respective members of the Management Board, the so-called grant value, as the initial amount for each grant to be made to members of the Management Board. This grant value was divided by the applicable fair value of a Performance Share at the grant date, taking into account the 30-day average stock exchange price of the share of FMC-AG & Co. KGaA prior to the grant, in order to determine the number of Performance Shares to be granted. This number may change over a period of three years depending on the degree to which the performance targets are achieved, both the total loss of all granted Performance Shares as well as a doubling (at most) of that number being possible. The number of Performance Shares after the three-year performance period, resulting from the respective target achievement, is considered as vested four years after the date the respective allocation was made. The above-mentioned number of Performance Shares is then multiplied by the average price of the Company's shares during the thirty-day period prior to the expiration of the four years' vesting period. The resulting amount is paid out in cash to the members of the Management Board for their respective Performance Shares.



The degree of the total target achievement during the three-year performance period is determined based on the three following performance targets which are derived from the long-term corporate strategy:

- revenue growth at constant currency ("Revenue Growth")
- growth of the net income attributable to the shareholders of FMC-AG & Co. KGaA at constant currency ("Net Income Growth")
- return on invested capital ("ROIC")

In order to ensure comparability of the figures of the growth-related performance targets, they are adjusted for the effects of the implementation of IFRS 16.

The target corridors and targets are as set out in the table below:

	<b>Growth/ROIC</b>	<b>Target achievement</b>	<b>Weight</b>
<b>Performance target 1: Revenue Growth</b>	≤ 0%	0%	<b>1/3</b>
	7%	100%	
	≥ 16%	200%	
<b>Performance target 2: Net Income Growth</b>	≤ 0%	0%	<b>1/3</b>
	7%	100%	
	≥ 14%	200%	
<b>Performance target 3: ROIC</b>	0.2 percentage points below target ROIC	0%	<b>1/3</b>
	target ROIC	100%	
	0.2 percentage points above target ROIC	200%	

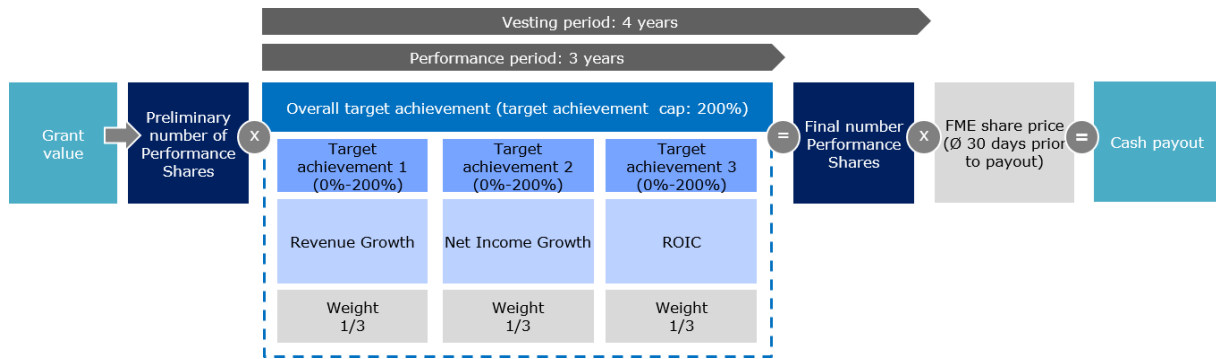
Under the MB LTIP 2019 the ROIC target for the year 2019 is set at 7.9%. For each Revenue Growth, any Net Income Growth and any ROIC level within the range of the values presented above, the degree of target achievement is linearly interpolated. If the target achievement in relation to the ROIC target in the third year of the performance period is higher than or equal to the target achievement in each of the two previous years, the ROIC target achievement for the third year applies to all years of the performance period.

Each of these three performance targets accounts for one-third in the calculation of the yearly target achievement, which is calculated for each year of the three-year performance period. The overall target achievement at the end of the three-year performance period is determined by the arithmetic value of these three average yearly target achievements. The achievement degree of each of the performance targets as well as the overall target achievement can lie in a corridor between 0% and 200% and in this respect has a maximum limit (target achievement cap).

The number of Performance Shares granted to the members of the Management Board is multiplied by the overall target achievement in percent in order to determine the final number of Performance Shares that forms the basis of the cash payments under the MB LTIP 2019 as described above.



Functionality of the MB LTIP 2019 in principle



In the course of the fiscal year, a total of 114,999 Performance Shares (2018: 73,315 under the LTIP 2016) with a total value of €7,158 THOUS (2018: €5,783 THOUS under the LTIP 2016) were granted to the members of the Management Board under the MB LTIP 2019. The fair value of the Performance Shares issued in July of the fiscal year amounted on the grant date to €62.10 (2018: €80.55 under the LTIP 2016) for grants in euro (applies to Dr. Katarzyna Mazur-Hofsäß and Messrs. Dr. Olaf Schermeier and Harry de Wit) and to \$69.71 (2018: \$94.11 under the LTIP 2016) for grants in U.S. dollars (applies to Messrs. Rice Powell, Michael Brosnan (member of the Management Board until October 31, 2019), William Valle and Kent Wanzek). Ms. Helen Giza (member of the Management Board since November 1, 2019) was granted Performance Shares in December of the fiscal year whose fair value on the grant date was €60.58 (2018: €69.05 for the grant of Performance Shares to Dr. Katarzyna Mazur-Hofsäß under the LTIP 2016). At the end of the fiscal year, the members of the Management Board being in office on December 31 of the fiscal year held a total of 314,313 Performance Shares under the MB LTIP 2019 and the LTIP 2016 (2018: 204,693 under the LTIP 2016).



For the fiscal year, the value of the share-based compensation with cash settlement granted to the members of the Management Board is shown, in each case compared to the previous year, individualized in the following table:

**Long-Term Incentive Components**

in € THOUS

	<b>Share-based compensation with cash settlement<sup>(1)</sup></b>	
	<b>2019</b>	<b>2018<sup>(2)</sup></b>
<b>Members of the Management Board serving as of December 31, 2019</b>		
Rice Powell	2,232	2,391
Helen Giza <sup>(3)</sup>	865	-
Dr. Katarzyna Mazur-Hofsäß <sup>(3)</sup>	1,180	858
Dr. Olaf Schermeier	1,053	1,081
William Valle	1,133	1,402
Kent Wanzek	1,076	1,084
Harry de Wit	1,083	1,074
<b>Former member of the Management Board who resigned during the fiscal year 2019<sup>(4)</sup></b>		
Michael Brosnan	1,160	1,307
<b>Total:</b>	<b>9,782</b>	<b>9,197</b>

(1) This includes Performance Shares pursuant to the MB LTIP 2019 (for fiscal year 2019) and to the LTIP 2016 (for fiscal year 2018) as well as Share Based Awards granted to the members of the Management Board during the respective fiscal year. The share-based compensation amounts are based on the fair value on the grant date.

(2) Please note for purposes of comparison between the amounts indicated and those of the fiscal year that the compensation is subject to foreign exchange rate fluctuations depending on whether it is contractually denominated in euro (Mses. Helen Giza and Dr. Katarzyna Mazur-Hofsäß as well as Messrs. Dr. Olaf Schermeier and Harry de Wit) or U.S. dollar (Messrs. Rice Powell, William Valle, Kent Wanzek and Michael Brosnan).

(3) Please note for purposes of comparison of the amounts indicated for the fiscal year that Ms. Helen Giza has been appointed as member of the Management Board only with effect as of November 1, 2019 and Dr. Katarzyna Mazur-Hofsäß with effect as of September 1, 2018 and, therefore, they have received compensation payments to be set out herein only in each case as of such date.

(4) Mr. Michael Brosnan resigned from the Management Board with effect as of the end of October 31, 2019.

The Supervisory Board has agreed on a limitation option for the components with a long-term incentive effect in the event of extraordinary developments.

The components with long-term incentive effect entitle to a cash payment or can be exercised only after the expiration of the predefined waiting and/or vesting periods. Their value is distributed over the waiting periods and is proportionally accounted for as an expense in the respective fiscal year.



The expenses pertaining to components with long-term incentive effects for the fiscal year and for the previous year are set out in the following table:

**Expenses for Long-Term Incentive Components**

in € THOUS

	Stock Options		Share-based compensation with cash settlement <sup>(1)</sup>		Share-based compensation	
	2019	2018	2019	2018	2019	2018
<b>Members of the Management Board serving as of December 31, 2019</b>						
Rice Powell	327	659	2,588	391	2,915	1,050
Helen Giza <sup>(2)</sup>	-	-	10	-	10	-
Dr. Katarzyna Mazur-Hofsäß <sup>(2)</sup>	-	-	224	9	224	9
Dr. Olaf Schermeier	109	236	1,226	229	1,335	465
William Valle <sup>(3)</sup>	-	-	731	114	731	114
Kent Wanzek	153	295	1,272	128	1,425	423
Harry de Wit	-	-	1,001	222	1,001	222
<b>Former member of the Management Board who resigned during the fiscal year 2019<sup>(4)</sup></b>						
Michael Brosnan	164	330	3,552	245	3,716	575
<b>Total:</b>	<b>753</b>	<b>1,520</b>	<b>10,604</b>	<b>1,338</b>	<b>11,357</b>	<b>2,858</b>

(1) This includes expenses for Performance Shares under the MB LTIP 2019 (for fiscal year 2019 only) and under the LTIP 2016, expenses for Phantom Stock under the LTIP 2011 and expenses for the Share Based Award.

(2) Please note for purposes of comparison of the amounts indicated for the fiscal year that Ms. Helen Giza has been appointed as member of the Management Board only with effect as of November 1, 2019 and Dr. Katarzyna Mazur-Hofsäß with effect as of September 1, 2018 and, therefore, they have received compensation payments to be set out herein only in each case as of such date.

(3) The amounts indicated for stock options do not include the expenses from stock options which have been granted to the member of the Management Board William Valle prior to his appointment to the Management Board.

(4) Mr. Michael Brosnan resigned from the Management Board with effect as of the end of October 31, 2019. The expenses for long-term incentive components result from the compensation components granted to Mr. Michael Brosnan under the LTIP 2011, the LTIP 2016, the MB LTIP 2019 and the Share Based Award which are payable or can be exercised, as the case may be, on the relevant regular vesting date in accordance with the respective plan conditions.

**Focus on sustainable corporate development**

The compensation of the Management Board is designed to promote sustainable corporate development. This is ensured, among other things, by the fact that the portion of the long-term compensation always exceeds the portion of short-term compensation. To the extent the portion of the performance-based components with long-term incentive effects (i.e. Performance Shares and Share Based Award) does not reach 50% of the sum of all variable compensation components for the respective fiscal year, it has been contractually provided that the one-year variable compensation is reduced accordingly and the Share Based Award is increased correspondingly.

In addition, already earned and paid compensation components, in particular in case of relevant violations of internal guidelines or undutiful conduct, can be reclaimed (claw back) on the basis of the MB LTIP 2019 and the LTIP 2016 plan conditions and in accordance with the employment contracts concluded with individual members of the Management Board as from January 1, 2018.





### **Performance Shares under the LTIP 2016**

Until the end of year 2018 grants of Performance Shares under the LTIP 2016 constituted a component of the compensation of the members of the Management Board. As of the end of year 2018 grants under the LTIP 2016 are no longer possible. However, individual members of the Management Board may exercise Performance Shares which have already been granted and receive (for the first time in year 2020) thereof a cash-settled share-based payment from Performance Shares under the LTIP 2016, taking into consideration blackout periods, the achievement of defined performance targets as well as, subject to deviating stipulations in the individual case, the continuation of the service and/or employment relationship. The members of the Management Board being in office on December 31 of the fiscal year held, by the end of the fiscal year, a total of 211,878 Performance Shares (2018: 204,693) under the LTIP 2016.

### **Stock options and Phantom Stock under the LTIP 2011**

Until the end of the fiscal year 2015 grants under the LTIP 2011, which consisted of the Phantom Stock Plan 2011 and the Stock Option Plan 2011, constituted an essential component of the compensation system for the members of the Management Board. As of the end of the fiscal year 2015 grants under the LTIP 2011 are no longer possible. However, individual members of the Management Board may exercise Phantom Stock or stock options which have already been granted, taking into consideration blackout periods, the achievement of defined performance targets as well as, subject to deviating stipulations in the individual case, the continuation of the service and/or employment relationship.

The members of the Management Board being in office on December 31 of the fiscal year held, by the end of the fiscal year, a total of 23,336 Phantom Stock (2018: 54,711) pursuant to the Phantom Stock Plan 2011. Moreover, at the end of the fiscal year the members of the Management Board being in office on December 31 of the fiscal year held a total of 452,989 stock options (2018: 602,389) originating from the Stock Option Plan 2011. For details regarding the conditional capital used to secure the Stock Option Plan 2011, please see the section "Conditional Capital" of the notes to the annual financial statements and consolidated financial statements of the Company.

The development and status of stock options in the fiscal year of the members of the Management Board serving at December 31 of the fiscal year are shown in more detail in the following table:



Development and Status of the Stock Options

		Rice Powell	Helen Giza	Dr. Katarzyna Mazur-Hofsäß	Dr. Olaf Schermeier	William Valle	Kent Wanzek	Harry de Wit	Total:
Options outstanding January 1, 2019	Number	256,781	-	-	96,488	30,000	69,720	-	452,989
	Weighted average exercise price in €	66.06	-	-	63.88	76.99	76.99	-	68.00
Options exercised during the fiscal year	Number	-	-	-	-	-	-	-	-
	Weighted average exercise price in €	-	-	-	-	-	-	-	-
	Weighted average share price in €	-	-	-	-	-	-	-	-
Options outstanding December 31, 2019	Number	256,781	-	-	96,488	30,000	69,720	-	452,989
	Weighted average exercise price in €	66.06	-	-	63.88	76.99	76.99	-	68.00
	Weighted average remaining contractual life in years	2.97	-	-	2.99	3.57	3.57	-	3.11
	Range of exercise prices in €	49,76 - 76,99	-	-	49,76 - 76,99	76,99	76,99	-	49,76 - 76,99
Options exercisable December 31, 2019	Number	256,781	-	-	96,488	30,000	69,720	-	452,989
	Weighted average exercise price in €	66.06	-	-	63.88	76.99	76.99	-	68.00

### III. Total Compensation

The amount of the total compensation of the Management Board for the fiscal year and for the previous year is shown in the following table:

**Total Compensation**

in € THOUS

	Cash compensation (without long-term incentive components)		Components with long-term incentive effect		Total compensation (including long-term incentive components)	
	2019	2018 <sup>(1)</sup>	2019	2018 <sup>(1)</sup>	2019	2018 <sup>(1)</sup>
<b>Members of the Management Board serving as of December 31, 2019</b>						
Rice Powell	3,566	3,841	2,232	2,391	5,798	6,232
Helen Giza <sup>(2)</sup>	707	-	865	-	1,572	-
Dr. Katarzyna Mazur-Hofsäß <sup>(2)</sup>	1,925	1,447	1,180	858	3,105	2,305
Dr. Olaf Schermeier	1,396	1,591	1,053	1,081	2,449	2,672
William Valle	2,138	2,517	1,133	1,402	3,271	3,919
Kent Wanzek	1,600	1,752	1,076	1,084	2,676	2,836
Harry de Wit	1,698	1,745	1,083	1,074	2,781	2,819
<b>Former member of the Management Board who resigned during the fiscal year 2019<sup>(3)</sup></b>						
Michael Brosnan	1,961	2,076	1,160	1,307	3,121	3,383
<b>Total:</b>	<b>14,991</b>	<b>14,969</b>	<b>9,782</b>	<b>9,197</b>	<b>24,773</b>	<b>24,166</b>

(1) Please note for purposes of comparison between the amounts indicated and those of the fiscal year that the compensation is subject to foreign exchange rate fluctuations depending on whether it is contractually denominated in euro (Meses. Helen Giza and Dr. Katarzyna Mazur-Hofsäß as well as Messrs. Dr. Olaf Schermeier and Harry de Wit) or U.S. dollar (Messrs. Rice Powell, William Valle, Kent Wanzek and Michael Brosnan).

(2) Please note for purposes of comparison of the amounts indicated for the fiscal year that Ms. Helen Giza has been appointed as member of the Management Board only with effect as of November 1, 2019 and Dr. Katarzyna Mazur-Hofsäß with effect as of September 1, 2018 and, therefore, they have received compensation payments to be set out herein only in each case as of such date.

(3) Mr. Michael Brosnan resigned from the Management Board with effect as of the end of October 31, 2019.



#### **IV. Commitments to members of the Management Board for the event of termination of their appointment**

The following pension commitments and other benefits are also part of the compensation system for the members of the Management Board: Individual contractual pension commitments for the members of the Management Board Messrs. Rice Powell, Michael Brosnan (member of the Management Board until October 31, 2019), Dr. Olaf Schermeier, Mr. Kent Wanzek and Mr. Harry de Wit have been granted by Fresenius Medical Care Management AG. In addition, pension commitments from the participation in employee pension schemes of other Fresenius Medical Care companies exist for individual members of the Management Board.

Each of the pension commitments by Fresenius Medical Care Management AG provides for a pension and survivor benefit (*Hinterbliebenenversorgung*) as of the time of conclusively ending active work, at age 65 at the earliest or upon occurrence of disability or incapacity to work (*Berufs- oder Erwerbsunfähigkeit*) or of reduction of earning capacity (*Erwerbsminderung*), calculated by reference to the amount of the recipient's most recent base salary. In deviation from this, individual members of the Management Board (Messrs. Rice Powell and Kent Wanzek) have this entitlement already upon reaching the age of the 63 if they have been members of the Management Board of Fresenius Medical Care Management AG for at least ten years at the time of their final retirement from active employment (early retirement); in this case, the benefits are reduced by 0.5% per calendar month that the member leaves active employment before reaching the age of 65.

The retirement pension will be based on 30% of the last base salary or the 5-year average of the last base salaries and will increase for each complete year of service by 1.5 percentage points up to a maximum of 45%. Current pensions increase according to legal requirements (Sec. 16 of the German Act to improve company pension plans, "BetrAVG"). 30% of the gross amount of any post-retirement income from an activity of the Management Board member is offset against the pension. Any amounts to which the members of the Management Board or their surviving dependents, respectively, are entitled to from other company pension rights of the Management Board member, even from employment contracts with other companies, are also to be set off. If a Management Board member dies, the surviving spouse receives a pension amounting to 60% of the resulting pension claim at that time. Furthermore, the deceased Management Board member's own legitimate children (*leibliche eheliche Kinder*) receive an orphan's pension amounting to 20% of the resulting pension claim at that time, until the completion of their education or they reach 25 years of age, at the latest. All orphans' pensions and the surviving spouse's pension together reach a maximum of 90% of the Management Board member's pension, however. If a Management Board member leaves the Management Board of Fresenius Medical Care Management AG before reaching the age of 65, the rights to the aforementioned benefits



remain, however the pension to be paid is reduced – unless the Management Board member is leaving because of the occurrence of an event insured against (occupational disability, incapacity to work, pension payments to surviving dependents in case of death or, if applicable, early retirement) – in proportion to the ratio of the actual years of service as a Management Board member to the potential years of service until reaching the age of 65.

Based on individual contractual commitments, the members of the Management Board Messrs. Rice Powell, Michael Brosnan (member of the Management Board until October 31, 2019), William Valle and Kent Wanzek additionally participated in the U.S.-based 401(k) savings plan in the fiscal year; in this regard, contributions in the amount of \$8,400 (2018: \$8,250) were earned in the fiscal year in each case and allocated in January 2020 to the members of the Management Board mentioned above. This plan generally allows employees in the U.S. to invest a limited portion of their gross salaries in retirement pension programs. The Company supports its employees at this with contributions of up to 50% of the yearly made payments.

Furthermore, the members of the Management Board Messrs. Rice Powell and Michael Brosnan (member of the Management Board until October 31, 2019) have acquired non-forfeitable benefits from participation in employee pension plans of Fresenius Medical Care North America, which provide payment of pensions as of the age of 65 and the payment of reduced benefits as of the age of 55. In March 2002, the rights to receive benefits from the pension plans were frozen at the level then applicable.

Based on an individual contractual commitment, the member of the Management Board Mr. Harry de Wit additionally participated in the Hong Kong-based “Mandatory Provident Fund Scheme” until December 31, 2018. In this regard, contributions in the amount of 0 HKD (2018: 18,000 HKD) were earned in the fiscal year. This scheme enables employees to contribute a limited portion of their gross salaries in programs for retirement planning.



Additions to pension provisions in the fiscal year for the members of the Management Board being in office on December 31 of the fiscal year amounted to €6,751 THOUS (2018: €5,071 THOUS). The pension commitments are shown in the following table:

**Development and Status of Pension Commitments**

in € THOUS

	<b>As of January 1, 2019</b>	<b>Increase</b>	<b>As of December 31, 2019</b>
Rice Powell	12,940	3,309	16,249
Helen Giza	-	-	-
Dr. Katarzyna Mazur-Hofsäß	-	-	-
Dr. Olaf Schermeier	974	549	1,523
William Valle	-	-	-
Kent Wanzek	3,587	1,191	4,778
Harry de Wit	-	1,702	1,702
<b>Total:</b>	<b>17,501</b>	<b>6,751</b>	<b>24,252</b>

A post-employment non-competition covenant was agreed upon with all members of the Management Board. If such covenant becomes applicable, the members of the Management Board for a period of up to two years receive compensation amounting to half of their respective annual base salary and an amount equivalent to half of 30% of their respective base salary for each year of respective application of the non-competition covenant. The employment contracts of the members of the Management Board contain no express provisions that are triggered by a change of control.

The new or extended employment contracts concluded with individual members of the Management Board effective from or after January 1, 2018 provide for a severance payment cap. Under this cap, payments in connection with the early termination of a Management Board activity in the event of dismissal for cause (*Abberufung aus wichtigem Grund*) may not exceed the value of two years' compensation and may not compensate more than the remaining term of the contract. For the calculation of the relevant annual compensation, only the non-performance-based compensation components are applied. If there is good cause for the termination of the employment contract, no severance payments are made.

**V. Miscellaneous**

All members of the Management Board have received individual contractual commitments for the continuation of their compensation in cases of sickness for a maximum of twelve months, although after six months of sick leave, insurance benefits may be set off against such payments. If a Management Board member dies, the surviving dependents will be paid three more monthly instalments after the month of death, not to exceed, however,



the amount due between the time of death and the scheduled expiration of the respective employment contract.

Mr. Michael Brosnan was a member of the Management Board until the end of October 31, 2019. In his termination agreement, it was agreed with respect to the compensation components he is contractually entitled to for the period from November 1, 2019 to December 31, 2020 that he will receive a base salary of \$850 THOUS p.a. (pro rata for the period from November 1, 2019 to December 31, 2019). For the period from January 1, 2020 to December 31, 2020 Mr. Michael Brosnan has an entitlement to fringe benefits in the form of contributions to financial planning, insurance benefits, contributions to pension, accident, life and health insurances and housing, rent and relocation supplements as well as tax burden compensation due to varying tax rates in Germany and the U.S. (net compensation) and a car allowance in the total amount of approximately \$257 THOUS. For the period from November 1, 2019 to December 31, 2019 these fringe benefits amounted to \$17 THOUS. Additionally, Mr. Michael Brosnan will participate in the U.S.-based 401(k) savings plan until December 31, 2020. For the period from January 1, 2020 to December 31, 2020, Mr. Michael Brosnan will also receive an amount equivalent to 30% of his base salary. The compensation components granted to Mr. Michael Brosnan under the LTIP 2016, the MB LTIP 2019 and in the form of Share Based Awards are payable or exercisable in accordance with the respective plan conditions. With the exception of the Share Based Award for 2019, Mr. Michael Brosnan will no longer be granted any further components with long-term incentive effects as from (and including) the year 2020. As of January 1, 2021, Mr. Michael Brosnan will receive an annual compensation for the agreed post-employment non-competition covenant in the amount of \$553 THOUS p.a. for a period of two years. It was agreed with Mr. Michael Brosnan that he is entitled to receive a company pension on the basis of the individual contractual pension commitment of Fresenius Medical Care Management AG in the annual amount of \$405 THOUS from January 1, 2021. The compensation for the agreed post-employment non-competition covenant is credited against the company pension.

Mr. Dominik Wehner was a member of the Management Board until the end of December 31, 2017. In his termination agreement, it was agreed with respect to the compensation components he is contractually entitled to for the period from January 1, 2018 to March 31, 2022 that he will annually receive a base salary of €425 THOUS and an amount of 30% of his base salary. In addition, Mr. Dominik Wehner is entitled to fringe benefits such as the private use of his company car, contributions to financial planning, insurance benefits and contributions to pension and health insurance in a total amount of approximately €30 THOUS p.a. The compensation components granted to Mr. Dominik Wehner under the LTIP 2011, the LTIP 2016 and in form of Share Based Awards are payable or can be exercised, as the case may be, upon the relevant regular vesting date in accordance



with the respective plan conditions. Except for the Share Based Award for 2017, Mr. Dominik Wehner is no longer eligible to be granted any components with long-term incentive effects since the year 2018 (including). As of the completion of the age of 65, Mr. Dominik Wehner will receive a Company-funded retirement pension in accordance with the individual contractual pension commitment by Fresenius Medical Care Management AG, as described before.

Mr. Ronald Kuerbitz, who was a member of the Management Board until February 17, 2017, received an annual non-compete compensation from February 17, 2017 for a period of two years; this compensation amounted in the fiscal year to €90 THOUS (2018: €515 THOUS). It was also agreed with him that, after the end of his employment contract, he would act as an advisor to National Medical Care, Inc. from August 14, 2017 until the end of August 13, 2019. The consideration to be granted for such services (including reimbursement of expenses) amounts to €167 THOUS (2018: €212 THOUS) for the fiscal year. As of the completion of the age of 65, Mr. Ronald Kuerbitz will receive a Company-funded retirement pension of €130 THOUS per year.

Mr. Roberto Fusté, who was a member of the Management Board until March 31, 2016, received pension payments in the amount of approximately €274 THOUS (2018: €261 THOUS) in the fiscal year. On the occasion of the termination of his employment contract with effect as of December 31, 2016 as a member of the Management Board, it was agreed with Mr. Roberto Fusté that he would be subject to a post-employment non-compete obligation lasting until the end of December 31, 2018 and that he would act as an advisor to the Chairman of the Management Board. For this, he did neither receive a non-compete compensation (2018: €377 THOUS) nor an advisory fee (2018: €377 THOUS) in the fiscal year.

Prof. Emanuele Gatti, who was a member of the Management Board until March 31, 2014, received pension payments in the amount of €355 THOUS in the fiscal year (2018: €338 THOUS).

A consulting agreement was entered into with Dr. Rainer Runte, who was a member of the Management Board until March 31, 2014, effective March 1, 2017, the term of which in the meantime was extended until December 31, 2018. Under this consulting agreement, Dr. Rainer Runte provided consulting services on certain fields. The consideration (including the reimbursement of expenses) to be granted by Fresenius Medical Care Management AG for such services amounts to €0 THOUS for the fiscal year (2018: €226 THOUS).

Instead of a pension provision, a consulting agreement was entered into with Dr. Ben Lipps, the Chairman of the Management Board until December 31, 2012, for the period January 1, 2013 to December 31, 2021. Under this consulting agreement, Dr. Ben Lipps will provide consulting services on certain fields and within a specified time frame and will be subject





to a non-compete covenant. The consideration to be granted by Fresenius Medical Care Management AG for such services (including reimbursement of expenses) amounts for the fiscal year to €568 THOUS (2018: €522 THOUS). In 2019, an amendment to the agreement was made which provides for a one-off payment of €1,129 THOUS for the remaining term of the agreement. This payment was also made in the fiscal year. All payments for services to be performed by him under the consulting agreement have thus been made.

In the fiscal year, no loans or advance payments for future compensation components were made to the members of the Management Board of Fresenius Medical Care Management AG.

The payments to U.S. members of the Management Board Messrs. Rice Powell, Michael Brosnan (member of the Management Board until October 31, 2019) and Kent Wanzek were paid in part in the U.S. (in U.S. dollar) and in part in Germany (in euro). For the part paid in Germany, the Company has agreed that due to varying tax rates in both countries, the increased tax burden to such members of the Management Board arising from German tax rates in comparison to U.S. tax rates will be balanced (net compensation). Pursuant to a modified net compensation agreement, these members of the Management Board will be treated as if they were taxed in their home country, the United States, only. Therefore, the gross amounts may be retroactively changed. Since the actual tax burden can only be calculated in connection with the preparation of the Management Board members' tax returns, subsequent adjustments may have to be made, which will then be retroactively covered in future compensation reports.

To the extent permitted by law, Fresenius Medical Care Management AG undertook to indemnify the members of the Management Board from claims against them arising out of their work for the Company and its affiliates, to the extent such claims exceed their liability under German law. To secure such obligations, a Directors & Officers liability insurance exists with a deductible that corresponds to the specifications according to the German Stock Corporation Act.

Former members of the Management Board did not receive any compensation in the fiscal year other than mentioned herein. As of December 31 of the fiscal year, pension obligations towards this group of persons exist in an amount of €37,373 THOUS (2018: €25,163 THOUS).

## **VI. Revision of the compensation system for the Management Board**

The Supervisory Board attaches great importance to good corporate governance – also in the area of the compensation of the Management Board. This includes ensuring an effective system of incentives that is in line with the market. Therefore, the Supervisory Board also in 2019 intensively dealt with the system for the compensation of the General Partner's





Management Board and continuously and closely monitored the further development of the standards of good corporate governance and identified suitable measures to adjust the existing compensation regulations. On the basis of intensive discussions also with external stakeholders and the now established statutory changes resulting from the implementation of the Second Shareholders' Rights Directive in the German Stock Corporation Act and the publication of a new version of the German Corporate Governance Code, the compensation system for the members of the Management Board of the General Partner shall now be comprehensively revised.

The Supervisory Board is convinced that the changes to the system for compensation will significantly contribute to creating further incentives to bring the long-term strategic business orientation, with due consideration of the amended regulatory framework, even more in line with the further evolved interests of the Company's shareholders. This includes in particular the introduction of non-financial sustainable performance parameters for compensation, with which the Company's commitment to its social and environmental responsibility is also reflected in the Management Board compensation. In addition, it is intended to adjust the basic systematics of the system for compensation, to reduce its complexity, and to orient it even more strongly on the long term. The compensation component that has so far been paid out as part of the one-year variable compensation, but irrespective of the target achievement, will in future be determined as part of the base salary. Further, the one-year variable compensation shall no longer partially be converted into a long-term performance-related compensation element (Share Based Award). Instead, a larger portion of the performance-related compensation than so far shall be granted in the long term under the future long-term incentive plan. Such plan is also intended to provide for mandatory share retention rules to promote share ownership. Overall, this results in a shift in compensation to a longer-term composition with comparable total compensation. The hypothetical possibility of paying a discretionary compensation component shall be expressly excluded. Furthermore, maximum payout limits (caps) shall be introduced for all performance-related compensation components granted in future.

The comprehensively revised compensation system for the members of the Management Board of the General Partner shall be submitted to the Annual General Meeting of the Company on May 19, 2020 for approval in accordance with the provisions of the Second Shareholders' Rights Directive as implemented in the German Stock Corporation Act.

## **VII. Tables of the value of benefits granted and received**

The German Corporate Governance Code in the version dated February 7, 2017 provides that the compensation report shall include information for each member of the Management Board on the benefits granted and received as well as on the pension expenses for



the fiscal year. The model tables provided in the appendix to the German Corporate Governance Code shall be used to present this information. The following tables include information on the value of benefits granted and received. They adhere to the structure and, to the greatest extent possible, the standards of the model tables of the German Corporate Governance Code:

**Benefits granted to serving members of the Management Board as of December 31, 2019**

in € THOUS

	<b>Rice Powell</b> Chairman of the Management Board Member of the Management Board since December 21, 2005 <sup>(1)</sup>				<b>Helen Giza</b> Chief Financial Officer Member of the Management Board since November 1, 2019			
	2019	2019	2019	2018 <sup>(2)</sup>	2019	2019	2019	2018 <sup>(2)</sup>
	Minimum		Maximum		Minimum		Maximum	
Base salary	1,340	1,340	1,340	1,270	108	108	108	-
Fringe benefits	256	256	256	195	440	440	440	-
Total non-performance-based compensation	1,596	1,596	1,596	1,465	548	548	548	-
One-year variable compensation	2,211	201	2,653	2,096	179	98	215	-
Multi-year variable compensation / components with long-term incentive effects	2,232	-	n.a.	2,390	865	-	n.a.	-
thereof Share Based Award - New Incentive Bonus Plan 2010								
3-year term / 3-year vesting period	657	-	n.a.	977	53	-	n.a.	-
thereof Performance Shares - LTIP 2016								
4-year term / 4-year vesting period	-	-	n.a.	1,413	-	-	n.a.	-
thereof Performance Shares - MB LTIP 2019								
4-year term / 4-year vesting period	1,575	-	n.a.	-	812	-	n.a.	-
Total non-performance-based compensation and performance-based compensation	6,039	1,797	n.a.	5,951	1,592	646	n.a.	-
Pension expense	828	828	828	674	-	-	-	-
Value of benefits granted	6,867	2,625	n.a.	6,625	1,592	646	n.a.	-

	<b>Dr. Katarzyna Mazur-Hofsäß</b> Member of the Management Board for EMEA Member of the Management Board since September 1, 2018				<b>Dr. Olaf Schermeier</b> Member of the Management Board for Research and Development Member of the Management Board since March 1, 2013			
	2019	2019	2019	2018 <sup>(2)</sup>	2019	2019	2019	2018 <sup>(2)</sup>
	Minimum		Maximum		Minimum		Maximum	
Base salary	700	700	700	233	510	510	510	490
Fringe benefits	94	94	94	844	136	136	136	131
Total non-performance-based compensation	794	794	794	1,077	646	646	646	621
One-year variable compensation	1,155	105	1,386	386	842	77	1,010	809
Multi-year variable compensation / components with long-term incentive effects	1,180	-	n.a.	857	1,053	-	n.a.	1,080
thereof Share Based Award - New Incentive Bonus Plan 2010								
3-year term / 3-year vesting period	377	-	n.a.	123	250	-	n.a.	323
thereof Performance Shares - LTIP 2016								
4-year term / 4-year vesting period	-	-	n.a.	734	-	-	n.a.	757
thereof Performance Shares - MB LTIP 2019								
4-year term / 4-year vesting period	803	-	n.a.	-	803	-	n.a.	-
Total non-performance-based compensation and performance-based compensation	3,129	899	n.a.	2,320	2,541	723	n.a.	2,510
Pension expense	-	-	-	-	179	179	179	189
Value of benefits granted	3,129	899	n.a.	2,320	2,720	902	n.a.	2,699

(1) The indicated date refers to the appointment as a member of the Management Board of the General Partner.

(2) Please note for purposes of comparison between the amounts indicated and those of the fiscal year that the compensation is subject to foreign exchange rate fluctuations depending on whether it is contractually denominated in euro (Ms. Helen Giza and Dr. Katarzyna Mazur-Hofsäß as well as Messrs. Dr. Olaf Schermeier and Harry de Wit) or U.S. dollar (Messrs. Rice Powell, William Valle, Kent Wanzek and Michael Brosnan).



**Benefits granted to serving members of the Management Board as of December 31, 2019**

in € THOUS

	<b>William Valle</b> Member of the Management Board for North America Member of the Management Board since February 17, 2017				<b>Kent Wanzek</b> Member of the Management Board for Global Manufacturing, Quality and Supply Member of the Management Board since January 1, 2010			
	2019	2019	2019	2018 <sup>(1)</sup>	2019	2019	2019	2018 <sup>(1)</sup>
	<u>Minimum</u>		<u>Maximum</u>		<u>Minimum</u>		<u>Maximum</u>	
Base salary	866	866	866	792	607	607	607	550
Fringe benefits	237	237	237	330	127	127	127	126
Total non-performance-based compensation	1,103	1,103	1,103	1,122	734	734	734	676
One-year variable compensation	1,430	130	1,716	1,306	1,002	91	1,203	908
Multi-year variable compensation / components with long-term incentive effects	1,133	-	n.a.	1,403	1,077	-	n.a.	1,084
thereof Share Based Award - New Incentive Bonus Plan 2010								
3-year term / 3-year vesting period	345	-	n.a.	696	289	-	n.a.	377
thereof Performance Shares - LTIP 2016								
4-year term / 4-year vesting period	-	-	n.a.	707	-	-	n.a.	707
thereof Performance Shares - MB LTIP 2019								
4-year term / 4-year vesting period	788	-	n.a.	-	788	-	n.a.	-
Total non-performance-based compensation and performance-based compensation	3,666	1,233	n.a.	3,831	2,813	825	n.a.	2,668
Pension expense	-	-	-	-	379	379	379	369
<b>Value of benefits granted</b>	<b>3,666</b>	<b>1,233</b>	<b>n.a.</b>	<b>3,831</b>	<b>3,192</b>	<b>1,204</b>	<b>n.a.</b>	<b>3,037</b>

	<b>Harry de Wit</b> Member of the Management Board for Asia-Pacific Member of the Management Board since April 1, 2016			
	2019	2019	2019	2018 <sup>(1)</sup>
	<u>Minimum</u>		<u>Maximum</u>	
Base salary	520	520	520	480
Fringe benefits	337	337	337	315
Total non-performance-based compensation	857	857	857	795
One-year variable compensation	858	78	1,030	792
Multi-year variable compensation / components with long-term incentive effects	1,083	-	n.a.	1,074
thereof Share Based Award - New Incentive Bonus Plan 2010				
3-year term / 3-year vesting period	280	-	n.a.	317
thereof Performance Shares - LTIP 2016				
4-year term / 4-year vesting period	-	-	n.a.	757
thereof Performance Shares - MB LTIP 2019				
4-year term / 4-year vesting period	803	-	n.a.	-
Total non-performance-based compensation and performance-based compensation	2,798	935	n.a.	2,661
Pension expense	1,795	1,795	1,795	-
<b>Value of benefits granted</b>	<b>4,593</b>	<b>2,730</b>	<b>n.a.</b>	<b>2,661</b>

(1) Please note for purposes of comparison between the amounts indicated and those of the fiscal year that the compensation is subject to foreign exchange rate fluctuations depending on whether it is contractually denominated in euro (Mses. Helen Giza and Dr. Katarzyna Mazur-Hofsäß as well as Messrs. Dr. Olaf Schermeier and Harry de Wit) or U.S. dollar (Messrs. Rice Powell, William Valle, Kent Wanzek and Michael Brosnan).



**Benefits granted to a former member of the Management Board who retired in fiscal year 2019**

in € THOUS

	<b>Michael Brosnan</b>			
	Chief Financial Officer			
	Member of the Management Board until October 31, 2019			
	<b>2019<sup>(1)</sup></b>	<b>2019<sup>(1)</sup></b>	<b>2019<sup>(1)</sup></b>	<b>2018<sup>(2)</sup></b>
	<b>Minimum</b>		<b>Maximum</b>	
Base salary	633	633	633	720
Fringe benefits	211	211	211	56
Total non-performance-based compensation	<u>844</u>	<u>844</u>	<u>844</u>	<u>776</u>
One-year variable compensation	<u>1,253</u>	<u>114</u>	<u>1,503</u>	<u>1,188</u>
Multi-year variable compensation / components with long-term incentive effects	<u>1,160</u>	-	n.a.	<u>1,307</u>
thereof Share Based Award - New Incentive Bonus Plan 2010				
3-year term / 3-year vesting period	372	-	n.a.	600
thereof Performance Shares - LTIP 2016				
4-year term / 4-year vesting period	-	-	n.a.	707
thereof Performance Shares - MB LTIP 2019				
4-year term / 4-year vesting period	<u>788</u>	-	n.a.	-
Total non-performance-based compensation and performance-based compensation	<u>3,257</u>	<u>958</u>	n.a.	<u>3,271</u>
Pension expense	<u>1,494</u>	<u>1,494</u>	<u>1,494</u>	<u>667</u>
Value of benefits granted	<u>4,751</u>	<u>2,452</u>	n.a.	<u>3,938</u>

(1) The amounts for the base salary and the fringe benefits as set out herein for the fiscal year relate to the period until October 31, 2019.

(2) Please note for purposes of comparison between the amounts indicated and those of the fiscal year that the compensation is subject to foreign exchange rate fluctuations depending on whether it is contractually denominated in euro (Ms. Helen Giza, Dr. Katarzyna Mazur-Hofsäß as well as Messrs. Dr. Olaf Schermeier and Harry de Wit) or U.S. dollar (Messrs. Rice Powell, William Valle, Kent Wanzek and Michael Brosnan).



**Allocations**  
in € THOUS

	Serving members of the Management Board as of December 31, 2019														Former member of the Management Board (retired in fiscal year)	
	Rice Powell		Helen Giza		Dr. Katarzyna Mazur-Hofsäß		Dr. Olaf Schermeier		William Valle		Kent Wanzek		Harry de Wit		Michael Brosnan	
	Chairman of the Management Board	Member of the Management Board since December 21, 2005 <sup>(1)</sup>	Chief Financial Officer	Member of the Management Board since November 1, 2019	Member of the Management Board for EMEA	Member of the Management Board since September 1, 2018	Member of the Management Board for Research and Development	Member of the Management Board since March 1, 2013	Member of the Management Board for North America	Member of the Management Board since February 17, 2017	Member of the Management Board for Global Manufacturing, Quality and Supply	Member of the Management Board since January 1, 2010	Member of the Management Board for Asia-Pacific	Member of the Management Board since April 1, 2016	Chief Financial Officer	Member of the Management Board until October 31, 2019
	2019	2018 <sup>(2)</sup>	2019	2018 <sup>(2)</sup>	2019	2018 <sup>(2)</sup>	2019	2018 <sup>(2)</sup>	2019	2018 <sup>(2)</sup>	2019	2018 <sup>(2)</sup>	2019	2018 <sup>(2)</sup>	2019 <sup>(3)</sup>	2018 <sup>(2)</sup>
Base salary	1,340	1,270	108	-	700	233	510	490	866	792	607	550	520	480	633	720
Fringe benefits	256	195	440	-	94	844	136	131	237	330	127	126	337	315	211	56
Total non-performance based compensation	1,596	1,465	548	-	794	1,077	646	621	1,103	1,122	734	676	857	795	844	776
One-year variable compensation	1,970	2,376	159	-	1,131	370	750	970	1,035	1,395	866	1,076	841	950	1,117	1,300
Multi-year variable compensation / components with long-term incentive effects thereof Share Based Award - New Incentive Bonus Plan 2010	494	2,777	-	-	-	-	740	277	207	2,693	459	5,401	-	-	1,505	131
3-year term / 3-year vesting period																
Grant 2014	-	131	-	-	-	-	-	55	-	-	-	104	-	-	-	76
Grant 2015	150	-	-	-	-	-	53	-	-	-	115	-	-	-	82	-
thereof LTIP 2011 - Stock Option Plan 2011																
8-year term / 4-year vesting period																
Grant 2011	-	2,536	-	-	-	-	-	-	-	532 <sup>(4)</sup>	-	1,573	-	-	1,251	-
Grant 2012	-	-	-	-	-	-	-	-	-	333 <sup>(4)</sup>	-	786	-	-	-	-
Grant 2013	-	-	-	-	-	-	-	-	-	466 <sup>(4)</sup>	-	786	-	-	-	-
Grant 2014	-	-	-	-	-	-	-	-	-	1,331 <sup>(4)</sup>	-	2,097	-	-	-	-
thereof LTIP 2011 - Phantom Stock Plan 2011																
5-year term / 4-year vesting period																
Grant 2013	-	110	-	-	-	-	-	-	-	31	-	55	-	-	-	55
Grant 2014	344	-	-	-	-	-	-	222	207	-	344	-	-	-	172	-
Grant 2015	-	-	-	-	-	-	687	-	-	-	-	-	-	-	-	-
Other	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Total non-performance-based and performance-based compensation	4,060	6,618	707	-	1,925	1,447	2,136	1,868	2,345	5,210	2,059	7,153	1,698	1,745	3,466	2,207
Pension expense	828	674	-	-	-	-	179	189	-	-	379	369	1,795	-	1,494	667
Allocation	4,888	7,292	707	-	1,925	1,447	2,315	2,057	2,345	5,210	2,438	7,522	3,493	1,745	4,960	2,874

(1) The indicated date refers to the appointment as a member of the Management Board of the General Partner.

(2) Please note for purposes of comparison between the amounts indicated and those of the fiscal year that the compensation is subject to foreign exchange rate fluctuations depending on whether it is contractually denominated in euro (Mses. Helen Giza and Dr. Katarzyna Mazur-Hofsäß as well as Messrs. Dr. Olaf Schermeier and Harry de Wit) or U.S. dollar (Messrs. Rice Powell, William Valle, Kent Wanzek and Michael Brosnan).

(3) The amounts for the base salary and the fringe benefits as set out herein for the fiscal year relate to the period until October 31, 2019.

(4) The indicated amounts are allocations from multi-year variable compensation which have been granted to the member of the Management Board William Valle prior to his appointment to the Management Board: LTIP 2011 - Phantom Stock Plan 2011 - Grant 2011 - fair value at grant €81 THOUS, LTIP 2011 - Phantom Stock Plan 2011 - Grant 2012 - fair value at grant €48 THOUS, LTIP 2011 - Phantom Stock Plan 2011 - Grant 2013 - fair value at grant €47 THOUS, LTIP 2011 - Phantom Stock Plan 2011 - Grant 2014 - fair value at grant €135 THOUS.



### **Compensation of the Supervisory Board**

The compensation of the FMC-AG & Co. KGaA Supervisory Board is set out in section 13 of the Articles of Association.

Each Supervisory Board member receives a base salary of \$88 THOUS (2018: \$88 THOUS) for each full fiscal year, payable in four equal instalments at the end of a calendar quarter. The Chairman of the Supervisory Board receives additional compensation of \$88 THOUS (2018: \$88 THOUS) and the Vice Chairman receives additional compensation of \$44 THOUS (2018: \$44 THOUS) per respective full fiscal year.

In addition, each member of the Supervisory Board receives as a variable performance-based compensation component (hereinafter also: "performance-based compensation") an additional remuneration which is based upon the respective average growth of earnings per share of the Company (EPS) during the period of the last three fiscal years prior to the payment date (3-year average EPS growth). The amount of the performance-based compensation is \$60 THOUS in case of achieving a 3-year average EPS growth corridor from 8.00% to 8.99%, \$70 THOUS in the corridor from 9.00% to 9.99% and \$80 THOUS in case of a 3-year average EPS growth of 10.00% or more. If the aforementioned targets are reached, the respective variable remuneration amounts of the performance-based compensation are earned to their full extent, i.e., within these margins there is no pro rata remuneration. In any case, this component is capped at the maximum amount of \$80 THOUS per annum. Reciprocally, the members of the Supervisory Board are only entitled to the remuneration component if the 3-year average EPS growth of at least 8.00% is reached. Provided that the relevant targets have been achieved, the remuneration is, in principle, disbursed on a yearly basis following approval of the Company's annual financial statements at the end of the calendar quarter in which the Company's annual financial statements are approved. For the fiscal year 2019, the 3-year average EPS growth for the years 2017, 2018 and 2019 was relevant.

In application of the principles above, for the fiscal year no entitlement to a payment of performance-based compensation was achieved (2018: \$641 THOUS).

As a member of a committee, a Supervisory Board member of FMC-AG & Co. KGaA additionally annually receives \$44 THOUS (2018: \$44 THOUS). A member of a committee who serves as chairman or vice chairman of a committee additionally receives \$22 THOUS and \$11 THOUS a year, respectively (2018: \$22 THOUS and \$11 THOUS, respectively), payable in identical instalments at the end of a calendar quarter. For memberships in the Nomination Committee of the Supervisory Board and in the Joint Committee of the Company as well as in the capacity of their respective chairmen and vice chairmen, no separate remuneration shall be granted to the members of the Supervisory Board. In accordance with section 13e para. 3 of the Articles of Association of FMC-AG & Co. KGaA, the members of



the Joint Committee are, however, entitled to receive an attendance fee in the amount of \$3.5 THOUS.

Should a member of the FMC-AG & Co. KGaA Supervisory Board at the same time be a member of the Supervisory Board of the General Partner Fresenius Medical Care Management AG and receive compensation for his/her work on the Supervisory Board of Fresenius Medical Care Management AG, the compensation for the work as a FMC-AG & Co. KGaA Supervisory Board member shall be reduced by half. The same applies to the additional compensation for the Chairman of the FMC-AG & Co. KGaA Supervisory Board and the Vice Chairman, to the extent that they are at the same time chairman and vice chairman, respectively, of the Supervisory Board of Fresenius Medical Care Management AG. To the extent the vice chairman of the FMC-AG & Co. KGaA Supervisory Board is at the same time chairman of the Supervisory Board at Fresenius Medical Care Management AG, he shall receive no additional compensation for his work as vice chairman of the FMC-AG & Co. KGaA Supervisory Board.

The compensation of the members of the Supervisory Board of Fresenius Medical Care Management AG and the compensation of the members of its committees were charged to FMC-AG & Co. KGaA in accordance with section 7 para. 3 of the Articles of Association of FMC-AG & Co. KGaA.

The members of the Supervisory Board of FMC-AG & Co. KGaA are to be reimbursed for the expenses incurred in the exercise of their office, which also include the applicable VAT.

For the benefit of the members of the Supervisory Board of FMC-AG & Co. KGaA a Directors & Officers liability insurance exists with a deductible that corresponds to the specifications according to the German Stock Corporation Act.

The total compensation of the Supervisory Board of FMC-AG & Co. KGaA, including the amount charged by Fresenius Medical Care Management AG to FMC-AG & Co. KGaA, is stated in the following tables:



**Compensation of the Supervisory Board**

in € THOUS<sup>(1)</sup>

	Base salary for Supervisory Board at FMC Management AG		Base salary for Supervisory Board at FMC-AG & Co. KGaA		Compensation for committee services at FMC Management AG		Compensation for committee services at FMC-AG & Co. KGaA		Total amount of non- performance-based compensation	
	2019	2018	2019	2018	2019	2018	2019	2018	2019	2018
Dr. Dieter Schenk <sup>(2)</sup>	39	44	118	91	120	93	19	-	296	228
Stephan Sturm <sup>(3)</sup>	157	149	-	-	100	65	-	-	257	214
Rolf A. Classon <sup>(4)</sup>	39	37	79	41	118	112	49	47	285	237
Rachel Empey <sup>(5)</sup>	79	75	-	-	-	-	-	-	79	75
William P. Johnston	39	37	39	37	108	102	59	56	245	232
Dr. Gerd Krick <sup>(6)</sup>	79	60	-	42	59	56	-	14	138	172
Dr. Dorothea Wenzel <sup>(7)</sup>	-	-	45	-	-	-	-	-	45	-
Pascale Witz <sup>(8)</sup>	-	-	79	75	-	-	60	-	139	75
Prof. Dr. Gregor Zünd <sup>(9)</sup>	-	-	79	13	-	-	-	-	79	13
Deborah Doyle McWhinney <sup>(10)</sup>	-	-	-	62	-	-	-	31	-	93
<b>Total</b>	<b>432</b>	<b>402</b>	<b>439</b>	<b>361</b>	<b>505</b>	<b>428</b>	<b>187</b>	<b>148</b>	<b>1,563</b>	<b>1,339</b>

(1) Shown without VAT and withholding tax; translation of U.S. dollar amounts at respective average exchange rates for the respective calendar year.

(2) Please note for purposes of comparison of the amounts indicated for the fiscal year that Dr. Dieter Schenk was appointed at the same time as vice chairman of the Supervisory Board of FMC-AG & Co. KGaA until May 17, 2018 and as chairman of the Supervisory Board of FMC-AG & Co. KGaA since May 17, 2018.

(3) Chairman of the Supervisory Board of FMC Management AG, but not a member of the Supervisory Board of FMC-AG & Co. KGaA; compensation paid by FMC Management AG.

(4) Please note for purposes of comparison of the amounts indicated for the fiscal year that Mr. Rolf A. Classon was appointed at the same time as vice chairman of the Supervisory Board of FMC-AG & Co. KGaA since November 30, 2018.

(5) Member of the Supervisory Board of FMC Management AG, but not a member of the Supervisory Board of FMC-AG & Co. KGaA; compensation paid by FMC Management AG.

(6) Please note for purposes of comparison of the amounts indicated for the fiscal year that Dr. Gerd Krick was appointed as a member of the Supervisory Board of FMC AG & Co. KGaA until May 17, 2018, and, therefore, received compensation payments to be set out herein until this date. Dr. Gerd Krick is a member of the Supervisory Board of FMC Management AG; compensation for this paid by FMC Management AG.

(7) Member of the Supervisory Board of FMC-AG & Co. KGaA, but not a member of the Supervisory Board of FMC Management AG; compensation paid by FMC-AG & Co. KGaA. Please note for purposes of comparison of the amounts indicated for the fiscal year that Dr. Dorothea Wenzel was appointed as a member of the Supervisory Board of FMC-AG & Co. KGaA as of May 16, 2019, and, therefore, received compensation payments to be set out herein as of this date.

(8) Member of the Supervisory Board of FMC-AG & Co. KGaA, but not a member of the Supervisory Board of FMC Management AG; compensation paid by FMC-AG & Co. KGaA.

(9) Member of the Supervisory Board of FMC-AG & Co. KGaA, but not a member of the Supervisory Board of FMC Management AG; compensation paid by FMC-AG & Co. KGaA. Please note for purposes of comparison of the amounts indicated for the fiscal year that Prof. Dr. Gregor Zünd was appointed as a member of the Supervisory Board of FMC-AG & Co. KGaA as of October 29, 2018, and, therefore, received compensation payments to be set out herein as of this date.

(10) Former member of the Supervisory Board of FMC-AG & Co. KGaA, but not a member of the Supervisory Board of FMC Management AG; compensation paid by FMC-AG & Co. KGaA. Please note for purposes of comparison of the amounts indicated for the fiscal year that Mrs. Deborah Doyle McWhinney resigned as a member of the Supervisory Board of FMC-AG & Co. KGaA effective November 1, 2018, and, therefore, received compensation payments to be set out herein until this date.





**Compensation of the Supervisory Board**

in € THOUS<sup>(1)</sup>

	Performance-based compensation in FMC Management AG		Performance-based compensation in FMC-AG & Co. KGaA		Performance-based compensation		Total compensation	
	2019	2018	2019	2018	2019	2018	2019	2018
	Dr. Dieter Schenk <sup>(2)</sup>	-	34	-	34	-	68	296
Stephan Sturm <sup>(3)</sup>	-	68	-	-	-	68	257	282
Rolf A. Classon <sup>(4)</sup>	-	34	-	34	-	68	285	305
Rachel Empey <sup>(5)</sup>	-	68	-	-	-	68	79	143
William P. Johnston	-	34	-	34	-	68	245	300
Dr. Gerd Krick <sup>(6)</sup>	-	42	-	25	-	67	138	239
Dr. Dorothea Wenzel <sup>(7)</sup>	-	-	-	-	-	-	45	-
Pascale Witz <sup>(8)</sup>	-	-	-	68	-	68	139	143
Prof. Dr. Gregor Zünd <sup>(9)</sup>	-	-	-	12	-	12	79	25
Deborah Doyle McWhinney <sup>(10)</sup>	-	-	-	57	-	57	-	150
<b>Total</b>	-	<b>280</b>	-	<b>264</b>	-	<b>544</b>	<b>1,563</b>	<b>1,883</b>

(1) Shown without VAT and withholding tax; translation of U.S. dollar amounts at respective average exchange rates for the respective calendar year.

(2) Please note for purposes of comparison of the amounts indicated for the fiscal year that Dr. Dieter Schenk was appointed at the same time as vice chairman of the Supervisory Board of FMC-AG & Co. KGaA until May 17, 2018 and as chairman of the Supervisory Board of FMC-AG & Co. KGaA since May 17, 2018.

(3) Chairman of the Supervisory Board of FMC Management AG, but not a member of the Supervisory Board of FMC-AG & Co. KGaA; compensation paid by FMC Management AG.

(4) Please note for purposes of comparison of the amounts indicated for the fiscal year that Mr. Rolf A. Classon was appointed at the same time as vice chairman of the Supervisory Board of FMC-AG & Co. KGaA since November 30, 2018.

(5) Member of the Supervisory Board of FMC Management AG, but not a member of the Supervisory Board of FMC-AG & Co. KGaA; compensation paid by FMC Management AG.

(6) Please note for purposes of comparison of the amounts indicated for the fiscal year that Dr. Gerd Krick was appointed as a member of the Supervisory Board of FMC AG & Co. KGaA until May 17, 2018, and, therefore, received compensation payments to be set out herein until this date. Dr. Gerd Krick is a member of the Supervisory Board of FMC Management AG; compensation for this paid by FMC Management AG.

(7) Member of the Supervisory Board of FMC-AG & Co. KGaA, but not a member of the Supervisory Board of FMC Management AG; compensation paid by FMC-AG & Co. KGaA. Please note for purposes of comparison of the amounts indicated for the fiscal year that Dr. Dorothea Wenzel was appointed as a member of the Supervisory Board of FMC-AG & Co. KGaA as of May 16, 2019, and, therefore, received compensation payments to be set out herein as of this date.

(8) Member of the Supervisory Board of FMC-AG & Co. KGaA, but not a member of the Supervisory Board of FMC Management AG; compensation paid by FMC-AG & Co. KGaA.

(9) Member of the Supervisory Board of FMC-AG & Co. KGaA, but not a member of the Supervisory Board of FMC Management AG; compensation paid by FMC-AG & Co. KGaA. Please note for purposes of comparison of the amounts indicated for the fiscal year that Prof. Dr. Gregor Zünd was appointed as a member of the Supervisory Board of FMC-AG & Co. KGaA as of October 29, 2018, and, therefore, received compensation payments to be set out herein as of this date.

(10) Former member of the Supervisory Board of FMC-AG & Co. KGaA, but not a member of the Supervisory Board of FMC Management AG; compensation paid by FMC-AG & Co. KGaA. Please note for purposes of comparison of the amounts indicated for the fiscal year that Mrs. Deborah Doyle McWhinney resigned as a member of the Supervisory Board of FMC-AG & Co. KGaA effective November 1, 2018, and, therefore, received compensation payments to be set out herein until this date.



Hof an der Saale, March 2020

**Fresenius Medical Care AG & Co. KGaA**

represented by **Fresenius Medical Care Management AG**

as General Partner

sgd. Rice Powell

Member of the Management Board

sgd. Helen Giza

Member of the Management Board