

**Fresenius Medical Care AG & Co. KGaA****Annual General Meeting on 27 August 2020  
(virtual General Meeting without the physical presence  
of shareholders or their proxies)****Explanations on the Rights of Shareholders according to section 278 (3)  
in connection with sections 122 (2), 126 (1), 127, and 131 (1) German  
Stock Corporation Act in connection with section 1 of the COVID-19 Act**

The invitation to the Annual General Meeting already contains information regarding the rights of shareholders according to section 278 (3) in connection with sections 122 (2), 126 (1), 127, and 131 (1) German Stock Corporation Act (*Aktiengesetz – AktG*) in connection with section 1 German Act on Measures in Corporate, Cooperative, Association, Foundation and Housing Law to Combat the Effects of the COVID-19 Pandemic (*Gesetz über Maßnahmen im Gesellschafts-, Genossenschafts-, Vereins-, Stiftungs- und Wohnungseigentumsrecht zur Bekämpfung der Auswirkungen der COVID-19-Pandemie – COVID-19 Act*). The following information shall serve as a further explanation in respect of such shareholder rights.

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

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

Supplemental requests must be received by the Company at least 30 days prior to the Meeting in writing; the day of receipt and the day of the General Meeting are not included in that calculation. Therefore, the last possible date for receipt is **27 July 2020 (24:00 hours CEST)**. Supplemental requests received after that date cannot be taken into account.

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Applicants must provide evidence that they hold the minimum quantity of shares for at least ninety days prior to the day of the receipt of the supplemental request and that they hold the shares until the General Partner's decision on the supplemental request (section 278 (3) AktG in connection with section 122 (2), (1) sentence 3 AktG), with section 70 AktG being applicable when calculating the time for which shares have been held.

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

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

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

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

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

(1) *The General Meeting is to be called if shareholders whose combined shares in total amount to at least the twentieth part of the share capital demand the calling of the General Meeting in writing, stating the purpose and grounds therefore; the demand is to be addressed to the Management Board. The Articles of Association can link the right to demand the calling of a General Meeting to another form and to the holding of a lesser proportion of the share capital. The applicants must provide evidence that they hold the shares for at least 90 days prior to the day of the receipt of the request and that they hold the shares until the Management Board's decision on the request. Section 121 (7) applies accordingly.*

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

*Section 121 General information (excerpt)*

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

*Section 70 Calculation of the period of shareholding*

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

2. Motions and proposals for election by shareholders according to section 278 (3) AktG in connection with sections 126 (1), 127 AktG

Prior to the General Meeting shareholders may send countermotions to the Company regarding proposals made by the General Partner and/or the Supervisory Board pertaining to a specific item on the agenda. Shareholders may also submit proposals for the election of the auditors. Countermotions and proposals for election to be made accessible that have been received by the Company at the address mentioned below at least 14 days prior to the General Meeting, i.e. until **12 August 2020 (24:00 hours CEST)** at the latest, will

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be made available on the Company's website to the other shareholders, including the name of the shareholder and any reasons given, at [www.freseniusmedicalcare.com/en/agm/](http://www.freseniusmedicalcare.com/en/agm/). Reasons must be given for counter motions. For proposals for election, however, no reasons need to be given.

Any comments of the management will also be published under the internet address provided above.

Counter motions and proposals for election are to be sent only to

Fresenius Medical Care AG & Co. KGaA  
– Investor Relations –  
Else-Kröner-Straße 1  
61352 Bad Homburg v.d. Höhe  
Germany  
Telefax: +49 (0)6172 609-2301  
E-Mail: [hauptversammlung@fmc-ag.com](mailto:hauptversammlung@fmc-ag.com)

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

Proposals for the election of the auditors pursuant to section 127 AktG will moreover only be made accessible if they contain the name, the profession exercised and the residential address of the proposed person or the name and registered office of the proposed legal entity.

The rights of shareholders to submit motions and proposals for elections on agenda items are excluded in accordance with the legal concept of the COVID-19 Act. Counter motions and proposals for election that have been received by the Company at the above address in due time and which are to be made accessible will nevertheless be considered as having been submitted at the General Meeting, provided that they were sent by shareholders who have registered and provided evidence of their shareholding in due time in accordance with the above provisions.

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

### *Section 126 Motions by shareholders*

- (1) *Motions of shareholders including the name of the shareholder, the grounds and any comments of the management are to be made accessible to those entitled in accordance with section 125 (1) to (3) subject to the conditions stated there, if the shareholder has sent a countermotion to a proposal of the Management Board and Supervisory Board on a specific item on the agenda to the Company with grounds to the address specified for that purpose in the invitation at least 14 days prior to the General Meeting. The day of receipt is not included in the calculation. In the case of listed companies, the access is to be granted through the Internet site of the Company. Section 125 (3) applies accordingly.*
- (2) *A countermotion and its grounds need not be made accessible:*
- 1. to the extent the Management Board by making it accessible would be liable to criminal prosecution,*
  - 2. if the countermotion would lead to a resolution of the General Meeting contrary to law or the Articles of Association,*
  - 3. if the grounds are obviously false in significant points or contain misleading data or insults,*
  - 4. if a countermotion of the shareholder based on the same facts has already been made accessible to a General Meeting of the Company according to section 125,*
  - 5. if the same countermotion of the shareholder with significantly the same grounds has been made accessible in the past five (5) years to at least two (2) General Meetings of the Company according to section 125 and less than the twentieth part of the represented share capital voted for it at the General Meeting,*
  - 6. if the shareholder gives notice that he will not participate in the General Meeting and not be represented there, or*
  - 7. if the shareholder has not, in the past two (2) years in two (2) General Meetings, put a countermotion notified by him or has not caused such a countermotion to be put.*

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

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- (3) *If several shareholders submit countermotions on the same resolution subject matter, the Management Board can combine the countermotions and their grounds.*

*Section 127 Election proposals by shareholders (excerpt)*

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

*Section 124 (3) sentence 4*

*The proposal for the election of members of the supervisory board or auditors shall state their names, actual profession and place of residence.*

3. Shareholders' opportunity to ask questions by way of electronic communication according to section 1 (2), (8) sentence 1 of the COVID-19 Act

Pursuant to section 1 (2), (8) sentence 1 of the COVID-19 Act, shareholders are offered the opportunity to submit questions by way of electronic communication. A right to information within the meaning of section 131 AktG does not exist.

The General Partner has stipulated that any questions must be submitted by electronic means at least two days prior to the Meeting at the latest. The General Partner will decide which questions to answer and how to answer them according to its dutiful, free discretion.

Shareholders who have registered for the General Meeting may submit their questions to the Company until **24 August 2020 (24:00 hours CEST)** at the latest via the Shareholder Portal by using the input facility provided there for this purpose.

In the context of answering questions also the name of the shareholder or proxy submitting the question may be disclosed.

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The provisions of the COVID-19 Act on which this opportunity to ask questions by way of electronic communication is based read as follows:

*Section 1 Stock Corporations; partnerships limited by shares; European Companies (SE); mutual insurance associations (excerpt)*

(2) *The Management Board may decide that the meeting shall be held as a virtual general meeting without the physical presence of the shareholders or their representatives, provided that:*

*[...]*

*3. shareholders are given the opportunity to ask questions by way of electronic communication,*

*[...].*

*The Management Board, at its dutiful, free discretion, decides which questions it answers and how; it may also provide that questions must be submitted by electronic communication no later than two days before the meeting.*

(8) *The above paragraphs shall apply mutatis mutandis to companies which have the legal form of a partnership limited by shares.*

In addition, the chairman of the General Meeting is entitled to various measures for the conduct and order of the General Meeting. The provision in Article 17 (2) sentence 1 of the Articles of Association of the Company on which this is based reads as follows:

*Article 17 (2) sentence 1 of the Articles of Association of the Company*

*The chairman shall chair the meeting and determine the order of items to be dealt with as well as the kind and form of the voting.*