



## **Supervisory Board of Fresenius Medical Care AG & Co. KGaA**

### **Lead Independent Director**

The Supervisory Board of Fresenius Medical Care AG & Co. KGaA (the "Company") has decided to introduce the role of a Lead Independent Director (*Führendes Unabhängiges Mitglied*). In doing so, the Supervisory Board strengthens its corporate governance in line with best practices in other jurisdictions and emphasizes the importance it attaches to independence when performing its duties.

The Chairman of the Supervisory Board of the Company, Dr. Dieter Schenk, has served on the Supervisory Board for more than twelve (12) years. In addition, Dr. Schenk is a member of the supervisory boards of Fresenius Medical Care Management AG, i.e. the Company's general partner, and of Fresenius Management SE, i.e. the general partner of Fresenius SE & Co. KGaA, which holds more than 30 % of the shares of the Company. This renders Dr. Schenk not independent in the view of relevant investors and proxy advisors.

The Lead Independent Director shall ensure that the interests of all shareholders are given adequate consideration in the dealings, negotiations, discussions and decisions of the Supervisory Board. Already in 2019, the Supervisory Board resolved that, also taking into account the shareholder structure of the Company, at least four (4) of its in total six (6) members shall be independent in the meaning of the German Corporate Governance Code. While the majority of the members of the Supervisory Board of the Company are (and will remain) independent in this meaning, the Supervisory Board, by introducing the role of a Lead Independent Director, intends to further strengthen the independence of the Supervisory Board for the shareholders.

The Lead Independent Director shall be a member of the Supervisory Board of the Company that

- is independent within the meaning of the recommendations of the German Corporate Governance Code;
- does not hold any executive position or supervisory mandate in Fresenius SE & Co. KGaA or its general partner (i.e. Fresenius Management SE), or its major shareholder (i.e. Else Kröner-Fresenius-Stiftung) or any of its subsidiaries (including, for the avoidance of doubt, Fresenius Medical Care Management AG, i.e. the general partner of the Company) other than the mandate in the Supervisory Board of the Company;
- does not hold more than three (3) other supervisory mandates at listed companies or comparable mandates;
- has served on the Supervisory Board of the Company for not more than ten (10) years.

The Lead Independent Director shall exercise the rights and responsibilities attached to the role in line with applicable laws and regulations and shall

- as a rule, be a member of the audit and corporate governance committee and of the nomination committee of the Supervisory Board of the Company;
- have the right to convene meetings of the Supervisory Board of the Company and to set agenda items of the meetings;
- have a right to participate as a guest in the meetings of the committees of the Supervisory Board of the Company;
- chair the survey of effectiveness of the Supervisory Board of the Company, and have the right to analyze the outcome and to develop and propose measures regarding the results of the survey of effectiveness;
- be responsible to address matters relating to environmental, social and governance aspects of the Company and to develop and propose measures on such environmental, social and governance aspects;
- develop and maintain a balanced understanding of shareholders' and other stakeholders' issues and concerns;
- be available for discussions with shareholders and other stakeholders within the framework of the statutory regulations;
- serve as an intermediary in case of disagreement between (a) the Chairman of the Management Board of the Company's general partner and the Chairman of the Supervisory Board of the Company or (b) the Chairman of the Supervisory Board of the Company and any other member of the Supervisory Board of the Company; and
- have any other rights and responsibilities as resolved by the Supervisory Board and as mutually agreed.

The rights and responsibilities of the Lead Independent Director are intended to be included also in the Rules of Procedure of the Supervisory Board of the Company.

The Supervisory Board of the Company proposes to appoint its member Dr. Dorothea Wenzel as Lead Independent Director. The final decision shall be reserved to the members of the Supervisory Board elected at the Company's Annual General Meeting on May 20, 2021. The formal appointment of Dr. Wenzel as Lead Independent Director is intended to be made in the constituent meeting of the Supervisory Board that will take place after the Annual General Meeting.

For further information on the Company's corporate governance and for details on the composition of the Supervisory Board of the Company, please see the Declaration on Corporate Governance in the Company's annual report and the profile of skills and expertise as well as the CVs of the members of the Supervisory Board of the Company, each available on the Company's website at [www.freseniusmedicalcare.com](http://www.freseniusmedicalcare.com) in the section "About us" in the sub-section "Supervisory Board".