
CORPORATE GOVERNANCE

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CORPORATE GOVERNANCE DECLARATION.

The Supervisory Board and the Management Board are committed to responsible management that is focused on achieving a sustainable increase in the value of the Company. Long-term corporate strategies, solid financial management, strict adherence to legal and ethical business standards, and transparency in corporate communication are key factors.

In this Corporate Governance Declaration, the Supervisory Board of Fresenius SE & Co. KGaA and the Management Board of the general partner of Fresenius SE & Co. KGaA, Fresenius Management SE (Management Board), report on corporate management pursuant to Sections 289 f and 315 d of the German Commercial Code (HGB) and on the corporate governance of the Company pursuant to Principle 23 of the German Corporate Governance Code (Corporate Governance Report). The Corporate Governance Declaration and the Corporate Governance Report are published on our website, see www.fresenius.com/corporate-governance.

GROUP MANAGEMENT AND SUPERVISORY STRUCTURE

The Company has the legal form of a partnership limited by shares (KGaA). The statutory bodies are the **Annual General Meeting**, the **Supervisory Board**, and the **general partner**, Fresenius Management SE. There were no changes to the Group management and supervisory structure in the reporting period. Within Fresenius SE & Co. KGaA, **responsibilities** are distributed as follows: Management is the responsibility of the general partner, represented by its Management Board. The Supervisory Board of Fresenius SE & Co. KGaA monitors the management by the general partner.

The Articles of Association of Fresenius SE & Co. KGaA, which define the competencies of the executive bodies in addition to the statutory provisions, are available on our website at www.fresenius.com/corporate-governance.

BODIES OF THE COMPANY

Annual General

Shareholders exercise their rights and **voting rights** at the Annual General Meeting. Each ordinary share of Fresenius SE & Co. KGaA grants one vote. There are no shares with multiple or preferential voting rights.

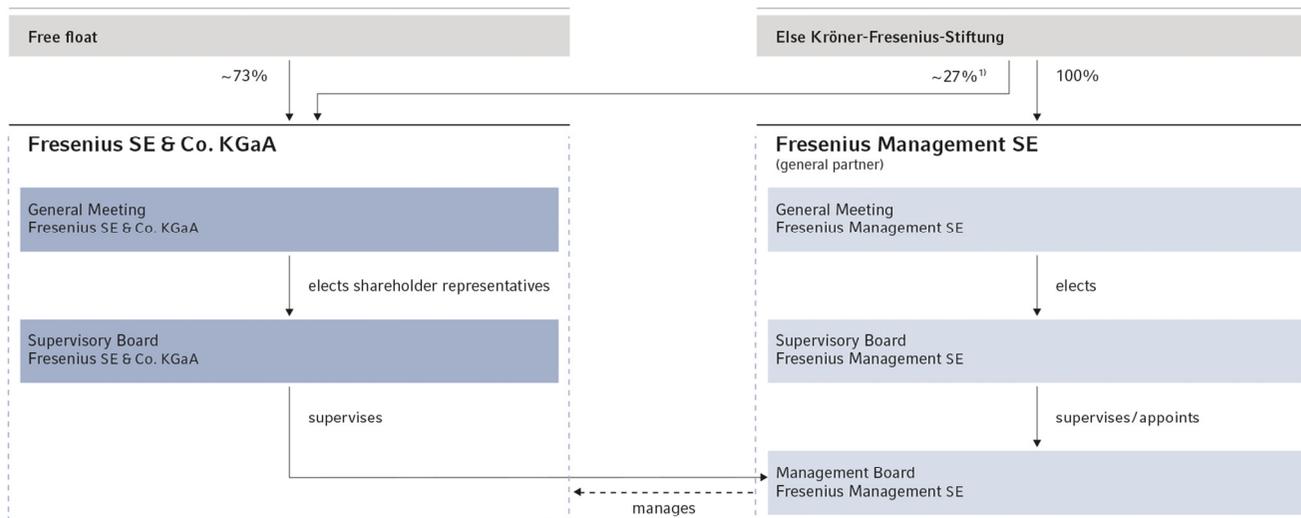
Our Annual General Meeting took place on May 17, 2024 at the Congress Center Messe Frankfurt in Frankfurt am Main. Around 73% of the share capital was represented. The shareholders approved the Compensation Report for the 2023 fiscal year with a majority of more than 93%. The actions of the general partner and the Supervisory Board were approved for 2023 with majorities of around 96% each.

The general partner and its sole shareholder, the Else Kröner-Fresenius-Stiftung, are excluded from voting on certain resolutions. These include the election of the Supervisory Board of Fresenius SE & Co. KGaA, the ratification of the actions of the general partner and the members of the Supervisory Board, and the election of the auditor. This ensures that the other shareholders can decide alone on these matters, which relate in particular to the control of the management.

The documents and information on the Annual General Meeting and the voting results are available on our website at www.fresenius.com/annual-general-meeting.

Shareholders exercise their rights, including their **voting rights**, at the Annual General Meeting. Each ordinary share of Fresenius SE & Co. KGaA carries one vote. There are no shares with multiple or preferential voting rights.

CORPORATE STRUCTURE AT FRESENIUS SE & CO. KGAA



¹ For selected items no voting power, e.g., election of Supervisory Board of Fresenius SE & Co. KGaA, discharge of general partner and Supervisory Board of Fresenius SE & Co. KGaA, election of the auditor.

General partner – Management Board and Supervisory Board

The general partner – Fresenius Management SE – is responsible for managing Fresenius SE & Co. KGaA and conducting its business. The governing bodies of Fresenius Management SE are the Management Board and the Supervisory Board.

MANAGEMENT BOARD OF FRESENIUS MANAGEMENT SE

Fresenius Management SE is represented by the Management Board. The Management Board develops the corporate strategy, discusses it with the Supervisory Boards of Fresenius Management SE and Fresenius SE & Co. KGaA,

and ensures its implementation. Its actions and decisions are aligned with the interests of Fresenius SE & Co. KGaA. The Management Board is committed to sustainably increasing the value of the Company.

Working methods of the board

The rules of procedure of the Management Board issued by the Supervisory Board of Fresenius Management SE determine the details of the work of this body. In particular, they regulate the areas for which the members of the Management Board are responsible, which matters are reserved for the Management Board as a whole, and which resolutions are to be passed by the Management Board.

The Management Board of Fresenius Management SE consists of five members: the Chief Executive Officer, the Chief Financial Officer, the Management Board member responsible for Legal Affairs, Compliance, Risk Management, Sustainability, Human Resources (Labor Director), Corporate Audit, and for the Fresenius Vamed business segment, the Management Board member responsible for the Fresenius Kabi business segment, and the Management Board member responsible for the Fresenius Helios business segment. This ensures that the Management Board as a whole is always informed about important business transactions, plans, developments, and measures within the business segments. In addition to coordinating the business segments and exercising shareholder rights at Fresenius Medical Care AG, the Chairman of the Management Board is responsible for general business policy, investment policy and Group Communication. The Group-wide topic of sustainability is anchored in the role of the Management Board member responsible for Legal Affairs, Compliance, Risk Management, Sustainability, Human Resources (Labor Director), Corporate Audit, and for the Fresenius Vamed business segment. Further information on the topic of sustainability can be found in the Sustainability Report on pages 147 ff. In addition to Finance and Accounting and Group Controlling, the Board Member for Finance is also responsible for the Group's Internal Audit and Tax departments. They also coordinate measures in the areas of cybersecurity, IT, and corporate real estate management.

As part of their activities, members of the Management Board also chair internal Group advisory bodies, such as the Risk Steering Committee. Further information on these committees can be found on page 147 ff. of the Sustainability Report.

No committees of the Executive Board have been established. The members of the Management Board are listed on page 80 of the Annual Report.

Members of the Management Board are appointed for a maximum term of five years. In line with the Code's recommendation, initial appointments are made for three years.

For members of the Management Board of Fresenius Management SE who were first appointed from 2022, a standard retirement age applies: Members of the Management Board should generally retire from the Management Board at the end of the calendar year after reaching the age of 65.

The **meetings of the Management Board** are convened and chaired by the Chairman of the Management Board as and when required, but at least once a month. If he is unable to do so, this task falls to the Chief Financial Officer; if he is also unable to do so, it falls to the oldest present Management Board member. The chairperson determines the order in which the agenda items are dealt with and the method of voting. The Management Board adopts resolutions in meetings by a simple majority of the votes cast and outside of meetings by a simple majority of its members. This does not apply to matters for which stricter requirements are set forth by mandatory legal provisions or the statutes of Fresenius Management SE. In the event of a tie vote, the chairman of the Management Board has the casting vote. If the chairman of the Management Board is unable to attend or abstains from voting, the proposal for a resolution is rejected in the event of a tie vote. The rules of procedure for the Management Board also govern the oral and written communication between the Management Board and the Supervisory Board of the general partner and between the general partner and the Supervisory Board of Fresenius SE & Co. KGaA. They also define the cases in which the prior consent of the Supervisory Board of the general partner is required.

Concept in accordance with Section 289f (2) No. 6 HGB (diversity concept)

The Supervisory Boards of Fresenius SE & Co. KGaA and Fresenius Management SE have adopted a concept in accordance with Section 289f (2) No. 6 HGB for the Management Board of Fresenius Management SE. Fresenius strives for adequate staffing on the Management Board of Fresenius Management SE with regard to age, gender, education, professional background, and international experience. A balance between experience and new approaches is important for the work of the Management Board. For this reason, the Management Board of Fresenius Management SE should have a balanced mix of experienced and new members. In this way, not only do different perspectives flow into the decision-making process, but a continuous transfer of knowledge is also promoted. In addition, Fresenius considers a mix of women and men on the Management Board of Fresenius Management SE to be desirable. However, qualifications are the decisive criterion when filling Management Board positions. One member of the Management Board of Fresenius Management SE should have many years of experience in each of the company's key areas of activity:

- Essential medicines and medical products for critically and chronically ill patients,
- Operation of hospitals and healthcare services

Furthermore, one member should have many years of experience and expertise in finance and in the areas of corporate governance, law, and compliance. This takes into account the special requirements of a capital-market-oriented company. Fresenius has subsidiaries in more than 60 countries. Against this background, the majority of the members of the Management Board of Fresenius Management SE should have international experience in at least one of Fresenius' key markets through their background,

education, or professional activity. The concept in accordance with Section 289f (2) No. 6 HGB has been implemented in full.

SUPERVISORY BOARD OF FRESENIUS MANAGEMENT SE

As a European Company (SE – Societas Europaea), Fresenius Management SE has its own **Supervisory Board**. It consists of six members. This Supervisory Board appoints the members of the Management Board of Fresenius Management SE. It also ensures long-term succession planning for each Management Board position, which is based on the implementation of a structured process. The Supervisory Board pursues a holistic and consistent approach. Potential successors should come from within the company. Succession planning therefore begins at the level below the Management Board, building on talent from the levels below. Potential successors are identified with the involvement of current job holders, managers, and members of the Management Board. This is based on discussions with Management Board members and job holders and impressions of managers, which they present at meetings of the Supervisory Boards of Fresenius Management SE and Fresenius SE & Co KGaA. Existing skills are assessed and necessary or possible areas of development are identified so that targeted support can be provided. On the other hand, potential Management Board candidates outside the company are also to be included in the succession planning, so that systematic market screening takes place in parallel. The aim of the Supervisory Board's succession planning, both in the short and long term, is therefore to have several suitable candidates in mind for each Management Board position at all times.

The Supervisory Board of Fresenius Management SE also monitors and advises the Management Board on the

management of the company. It meets regularly without the Management Board. It has adopted rules of procedure.

The members of the Supervisory Board of Fresenius Management SE are listed on page 81 of the Annual Report. The competencies of the individual members of the Supervisory Board of Fresenius Management SE are shown for information purposes in the qualification matrix of the Supervisory Board of Fresenius SE & Co. KGaA on page 37 of the Annual Report.

Information on the compensation of the Management Board and Supervisory Board of Fresenius Management SE can be found here:

- Compensation system of the Executive Board pursuant to Section 87a (1), (2) sentence 1 AktG at www.fresenius.com/corporate-governance
- Compensation Report 2024 including the Auditor's Report in accordance with Section 162 AktG at www.fresenius.com/corporate-governance

Supervisory Board

The Supervisory Board of Fresenius SE & Co. KGaA monitors the management by the general partner, Fresenius Management SE. The object of the monitoring is the entrepreneurial decisions of the Management Board with regard to their correctness, expediency, and economic efficiency. The Supervisory Board also examines the annual financial statements of the Group and the consolidated financial statements, taking into account the auditor's reports. Another key component of the Supervisory Board's activities is its work in the committees, which are formed in accordance with the provisions of the German Stock Corporation Act and the recommendations of the Code. The Management Board of the general partner informs the Supervisory Board on an ongoing basis about business development,

corporate planning, and strategy. On pages 14 f., the Supervisory Board reports on the focal points of its activities and those of its committees in 2024.

The Supervisory Board of Fresenius SE & Co. KGaA consists of 12 members. The members of the Supervisory Board are listed on page 78 f. of the Annual Report. Half of the members are elected by the Annual General Meeting. In the interests of the Company, proposals for the election of Supervisory Board members are primarily based on the knowledge, skills, and professional experience required to perform the tasks. When considering its proposals, the Supervisory Board takes into account the objectives it has set itself and at the same time strives to fulfill the profile of skills and expertise. A nomination committee was formed for the election proposals of the **shareholder representatives**, which is based on the requirements of the law and the Code. The **employee representatives** on the Supervisory Board of Fresenius SE & Co. KGaA are elected by the European Works Council. If substitute members are appointed, they will take their place on the Supervisory Board after an employee representative leaves before the end of his or her term of office. At the end of July 31, 2024, the employee representative Mr. Konrad Kölbl left the Supervisory Board due to retirement. On August 1, 2024, Mr. Harald Steer joined the Supervisory Board as a personal substitute member. When Mr. Harald Steer left the Fresenius Group, he also left the Supervisory Board with effect from January 31, 2025. Since February 1, 2025, he has been succeeded by the employee representative Mr. Alberto Fuentelsaz Franganillo.

The statutory regulations stipulate a quota of at least 30% women and 30% men for the Supervisory Board of Fresenius SE & Co. KGaA. The statutory quotas were met in 2024.

A standard age limit applies to the Supervisory Board of Fresenius SE & Co. KGaA. Accordingly, as a rule, the

Supervisory Board of Fresenius SE & Co. KGaA should only include members who have not yet reached the age of 75 at the time of their election or appointment. The average age on the Supervisory Board as at December 31, 2024 was around 62 years. In addition, a regular limit for the length of membership of the Supervisory Board set out in the rules of procedure must be observed. Subject to special reasons, the consecutive term of office of a member of the Supervisory Board representing the shareholders should not exceed a period of 15 years.

The skills and experience of all Supervisory Board members help to ensure a balanced exchange within the Board. In 2024, the self-imposed targets for composition and the requirements for the skills profile were met. Further information on this can be found on pages 33 ff. of the Annual Report.

The Supervisory Board of Fresenius SE & Co. KGaA fulfills its duties in accordance with the provisions of the law, the Articles of Association of Fresenius SE & Co. KGaA, and the rules of procedure of the Supervisory Board. Its Chairman coordinates the work, chairs the **meetings of the Supervisory Board**, and represents its interests externally. The Supervisory Board shall meet once every calendar quarter and must meet twice every half calendar year. The meetings are convened and chaired by the Chairman or, if he is unable to attend, by a chairperson appointed by him. He determines the order of the items to be discussed and the type of voting. The Supervisory Board decides by a simple majority of the votes participating in the resolution, unless other majorities are prescribed by law. In the event of a tie, the Chairman has the casting vote and, if he is not present, the Deputy Chairman representing the shareholders has the casting vote. The shareholder representatives and the employee representatives on the Supervisory Board regularly hold separate preliminary discussions for

Supervisory Board meetings. The Supervisory Board meets regularly without the Management Board.

Details on the election, constitution, and term of office of the Supervisory Board, its meetings and resolutions, as well as its rights and obligations, are governed **by the Articles of Association** of Fresenius SE & Co. KGaA and the rules of procedure of the Supervisory Board of Fresenius SE & Co. KGaA. Both documents are available on our website at www.fresenius.com/corporate-governance available.

Information on the compensation of the Supervisory Board of Fresenius SE & Co. KGaA can be found here:

- Compensation system of the Supervisory Board of Fresenius SE & Co. KGaA including the remuneration resolution pursuant to Section 113 (3) AktG at www.fresenius.com/corporate-governance
- Compensation Report 2024 including the Auditor's Report in accordance with Section 162 AktG at www.fresenius.com/corporate-governance

INDEPENDENCE AND CONFLICTS OF INTEREST

In the opinion of the Supervisory Board of Fresenius SE & Co. KGaA, all of its members of the shareholder representative body are independent. It therefore also has what it considers to be an appropriate number of **independent members** who have no business or personal relationship with the Company, its executive bodies, a controlling shareholder, or an affiliated company that could give rise to a material and not merely temporary conflict of interest. This also applies to Prof. Dr. med. D. Michael Albrecht, who has been a member of the Supervisory Board for more than 12 years. His conduct in office demonstrates the necessary critical distance to properly advise and monitor the management by the general partner in every respect.

The general partner, acting through the Management Board, and the Supervisory Board of Fresenius SE & Co. KGaA are committed to the interests of the Company. The members of the executive bodies do not pursue personal interests in the performance of their duties, nor do they grant unjustified advantages to other persons. Any sideline activities or transactions of the members of the executive bodies with the Company must be disclosed to the Supervisory Board without delay and approved by it. The Supervisory Board of Fresenius SE & Co. KGaA reports to the Annual General Meeting on any **conflicts of interest** and how they are handled. There were no conflicts of interest involving members of the Supervisory Board in the past fiscal year.

Fresenius publishes information on related parties in the Annual Report on page 393 f.

TRAINING AND EDUCATION MEASURES

The members of the Supervisory Board are responsible for the training and development measures required to fulfill their duties. Training and further training measures are intended to build up new skills (training) and update and strengthen existing skills (further training). The members of the Supervisory Board regularly obtain information from internal and external sources on the current status of the requirements for their supervisory activities. The Supervisory Board ensures that its members are continuously qualified, that their specialist knowledge is updated, and that their judgment and experience are further developed. Fresenius provides them with appropriate support in this regard. For example, experts from Fresenius' specialist areas and external specialists provide ongoing information on relevant developments, e.g. on relevant changes in legislation and case law and on changes in accounting and auditing in accordance with IFRS. In the 2024 fiscal year, the effects of the hospital reform and other regulatory changes in the German hospital market were discussed, among other things. There was also extensive internal training on the topic of ESG with a focus on CSRD and sustainability strategy with the participation of speakers from the Fresenius Sustainability Advisory Board. In addition, new Supervisory Board members are offered individual introductory measures (onboarding), for example on internal structures and the Company's strategy. Onboarding is accompanied by site visits. Training on the topics of information technology, artificial intelligence, and digitalization in medicine is planned for the 2025 fiscal year.

SELF-ASSESSMENT OF THE SUPERVISORY BOARD

The Supervisory Board of Fresenius SE & Co. KGaA regularly conducts an assessment with the support of a consultant, most recently in 2024, of how effectively it as a whole and its committees fulfill their duties. The Supervisory Board conducted the review 2024 with the support of an external service provider using a detailed **company-specific questionnaire**, which each Supervisory Board member completed and which covered the key aspects for a self-assessment. The Supervisory Board discusses the anonymized evaluation of the responses in an open discussion in plenary session. The most recent self-assessment revealed that both the organization and the work of the Supervisory Board, including its committees, are rated as efficient and the fulfillment of tasks as effective. In particular, the transparency, the constructive discussions, and the extraordinary commitment of all Supervisory Board members were emphasized. In future, the Supervisory Board would like to further intensify its commitment to transformation topics such as sustainability, cybersecurity, and IT. The evaluation of the Company by customers and the market is also to be given even greater consideration.

COOPERATION BETWEEN THE SUPERVISORY BOARD AND THE GENERAL PARTNER

Good corporate governance requires **trusting and efficient cooperation** between the Management Board and the Supervisory Board. The general partner and the Supervisory Board of Fresenius SE & Co. KGaA work closely together for the benefit of the Company. Open communication is essential for this. The common goal is to sustainably increase the value of the Company while upholding the principles of corporate governance and compliance. The Management Board of the general partner and the Supervisory Board of Fresenius SE & Co. KGaA coordinate in particular on the strategic direction of the Company. As the supervisory body,

the Supervisory Board of Fresenius SE & Co. KGaA also requires comprehensive information on business development and planning as well as on the risk situation, risk management, and compliance. The Management Board of the general partner provided this information in full and as required in the past fiscal year.

The shareholder and employee representatives can prepare for the meetings of the Supervisory Board separately, if necessary with members of the Management Board. Preliminary discussions of the employee representatives and consultations with the shareholder representatives take place on a regular basis.

COMMITTEES OF THE SUPERVISORY BOARD

The Supervisory Board of Fresenius SE & Co. KGaA has formed two **permanent committees** from among its members: the Audit Committee with five members and the Nomination Committee with three members. The members of the committees were elected for the duration of their term of office on the Supervisory Board of Fresenius SE & Co. KGaA. According to the Articles of Association of Fresenius SE & Co. KGaA, only membership of the Audit Committee is compensated separately (Article 13 (4)). There is no Personnel Committee in the KGaA, as the Supervisory Board of Fresenius SE & Co. KGaA is not responsible for the appointment or employment contracts of the members of the Management Board of the general partner. Rather, this personnel competence lies with the Supervisory Board of the general partner, which has formed a Personnel Committee to prepare relevant decisions.

The rules laid down for the Supervisory Board of Fresenius SE & Co. KGaA apply accordingly to the committees. They hold meetings as required, which are convened by the respective committee chairman. He reports on the work of the respective committee at the following Supervisory Board meeting. The rules of procedure of the

committees are contained in the rules of procedure of the Supervisory Board of Fresenius SE & Co. The committees have therefore not adopted their own rules of procedure

The members of the Supervisory Board committees are listed on page 79 of the Annual Report.

Audit Committee

The Audit Committee deals with the preliminary audit of the annual financial statements and the Management Report of Fresenius SE & Co. KGaA, the consolidated financial statements, and the Group Management Report. Its tasks preparing the decisions of the Company's Supervisory Board on the approval of the annual financial statements and the consolidated financial statements, the proposal for the appropriation of net retained profits, and the Supervisory Board's proposal to the Annual General Meeting on the election of the auditor, the auditor for the possible review of interim financial information, and the auditor of the Sustainability Report. It must also review the interim financial reports (half-year financial statements and quarterly financial reports) prior to their publication and discuss them with the Management Board of the general partner. The Audit Committee discusses the assessment of the audit risk, the audit strategy, and audit planning, the determination of key audit matters and audit priorities with the auditor, and, if necessary, determines further audit priorities. The Chairman of the Audit Committee and the Chairman of the Supervisory Board issue the audit mandate to the auditor on behalf of the Supervisory Board and agree on the auditor's reporting obligations to the Audit Committee.

The Audit Committee also deals with the quality of the audit and the effectiveness of the internal control system, the risk management system, the compliance management system, and the internal audit system. He ensures that the Executive Board of the general partner fulfills its obligations to set up appropriate and effective management systems, regularly monitors their effectiveness through internal auditing, and appropriately addresses any weaknesses identified. The Audit Committee also has to deal with regulatory changes, such as the reporting requirements resulting from the implementation of the Corporate Sustainability Reporting Directive (CSRD) and the EU Taxonomy Regulation. The Audit Committee also deals in detail with the approval of non-audit services provided by the auditor.

The members of the Audit Committee are Ms. Susanne Zeidler (Chairwoman), Mr. Bernd Behlert, Ms. Grit Genster, Mr. Wolfgang Kirsch, and Dr. Christoph Zindel. Mr. Wolfgang Kirsch was appointed by the Supervisory Board as a financial expert in the field of accounting, as he has expertise in this area. This expertise includes special knowledge and experience in the application of accounting principles and internal control and risk management systems. Accounting also includes sustainability reporting. Ms. Susanne Zeidler was appointed by the Supervisory Board as a financial expert in the field of auditing, as she has expertise in this area. This expertise includes special knowledge and experience in auditing financial statements, including the audit of sustainability reporting. To take account of the growing importance of sustainability, the Audit Committee has appointed Dr. Zindel as an ESG expert. Further information on the expertise of the members of the Audit Committee in the areas of accounting and auditing can be found in the section Implementation of the objectives and competence profile on page 33 f. of the Annual Report.

Nomination Committee

In accordance with the requirements of the Code, the Nomination Committee proposes suitable persons to the Supervisory Board for its election proposals to the Annual General Meeting for the appointment of shareholder representatives to the Company's Supervisory Board. The presentation of the election proposals at the Annual General Meeting is based on an orderly nomination process: First, a candidate profile is drawn up based on the objectives for the composition of the Supervisory Board, the skills profile, and the concept in accordance with Section 289f (2) No. 6 HGB. The requirements in terms of skills and knowledge, professional experience, balanced composition, and personal suitability are defined in detail. The Nomination Committee then evaluates potential candidates based on the defined profile. The result of the selection process is presented to the full committee. This decides by resolution which candidates for the shareholder side of the Supervisory Board will be proposed to the Annual General Meeting.

The Nomination Committee consists exclusively of persons representing the shareholders. The current members of the committee are Mr. Wolfgang Kirsch (Chairman), Mr. Michael Diekmann, and Ms. Susanne Zeidler.

Mediation Committee

There is no Mediation Committee at Fresenius SE & Co. KGaA, as the provisions of the German Codetermination Act that provide for such a committee do not apply to a partnership limited by shares.

Joint Committee

Pursuant to Sections 13a et seq. of the Articles of Association of Fresenius SE & Co. KGaA, the Supervisory Board of Fresenius SE & Co. KGaA has formed a Joint Committee together with the Supervisory Board of Fresenius Management SE. The general partner of Fresenius SE & Co. KGaA requires the approval of the Joint Committee for individual matters specified in Section 13c (1) of the Articles of Association of Fresenius SE & Co. KGaA, provided that 40% of consolidated sales, consolidated total assets, and consolidated net income are affected by the matter. These matters include, for example, the sale and acquisition of significant shareholdings and parts of companies or the spin-off of significant parts of companies from the assets of Fresenius SE & Co. KGaA or a company in which it holds a sole shareholding. The approval of the Joint Committee is also required for certain legal transactions between Fresenius SE & Co. KGaA and its affiliated companies on the one hand and the Else Kröner-Fresenius-Stiftung on the other.

Mr. Michael Diekmann and Ms. Susanne Zeidler are members of the Joint Committee. Dr. Dieter Schenk (Chairman) and Mr. Wolfgang Kirsch, who were delegated by the general partner, are also members of the committee. The Joint Committee did not meet in the reporting year.

OBJECTIVES FOR THE COMPOSITION OF THE SUPERVISORY BOARD, COMPETENCE PROFILE, CONCEPT IN ACCORDANCE WITH SECTION 289F (2) NO. 6 HGB AS WELL AS IMPLEMENTATION

The Supervisory Board of Fresenius SE & Co. KGaA has set specific targets for its composition. It further developed these existing targets and adopted them together with a revised skills profile for the entire Board in December 2022. The status of implementation is disclosed, amongst others, in the form of a qualification matrix. The Supervisory Board has also adopted a concept in accordance with Section 289f (2) No. 6 HGB for itself.

Objectives for the composition of the Supervisory Board and profile

The Supervisory Board of Fresenius SE & Co. KGaA must be composed in such a way that its members as a whole have the knowledge, skills, and professional experience required to properly perform their duties. A distinction must be made between the requirements for the individual Supervisory Board members and the requirements for the composition of the Supervisory Board as a whole.

REQUIREMENTS FOR THE INDIVIDUAL MEMBERS OF THE SUPERVISORY BOARD

Supervisory Board members must be both professionally and personally qualified to advise and monitor the Management Board in the management of a global healthcare Group.

Good corporate governance

Each member of the Supervisory Board should have the knowledge of good corporate governance of a capital-market-oriented company required for the proper performance of their duties. This includes knowledge of the basic

principles of accounting, risk management, internal control mechanisms, and compliance.

Industry experience and internationality

Each member of the Supervisory Board should have general knowledge of the healthcare industry and a basic understanding of Fresenius' international activities.

Independence

At least half of the shareholder representatives on the Supervisory Board should be independent within the meaning of the Code. Independent in this sense means anyone who does not have a personal or business relationship with the Company, its executive bodies, a controlling shareholder, or a company affiliated with the latter that could give rise to a significant and not merely temporary conflict of interest. The ownership structure can be given appropriate consideration.

When assessing independence, the Supervisory Board is of the opinion that neither membership of the Management Board for more than two years nor the duration of membership of the Supervisory Board in itself precludes classification as independent.

Persons who hold a position on the board of a major competitor of Fresenius or who directly or indirectly hold more than 3% of the voting capital should not be members of the Supervisory Board.

If a member of the Supervisory Board works for another company with which Fresenius has a business relationship, this activity is explained in the Legal relationships with members of governing bodies section of the Annual Report.

Time availability and limitation of the number of mandates

Each Supervisory Board member should be able to devote the time required to properly fulfill their Supervisory Board mandate and comply with the limit on the number of mandates recommended by the German Corporate Governance Code. Assuming five meetings per year in future, the expected time commitment of new members is approximately 15 to 30 days per year. This includes preparing for and following up on Supervisory Board meetings, dealing with reports to the Supervisory Board, attending the Annual General Meeting, and regular further training. It should be noted that the amount of time required also depends on membership of one or more of the Supervisory Board committees.

Age limit and regular limit for length of membership

As a rule, the Supervisory Board of Fresenius SE & Co. KGaA should only include members who have not yet reached the age of 75 at the time of their election or appointment. In addition, a regular limit for the length of membership of the Supervisory Board set out in the rules of procedure must be observed. The consecutive term of membership of a member of the Supervisory Board of the shareholder representatives should not exceed a period of 15 years, subject to special reasons.

REQUIREMENTS FOR THE ENTIRE BOARD

An appropriate number of Supervisory Board members should also have in-depth knowledge and/or experience in the areas of work that are important to the Company. The following descriptions of the individual competencies are exemplary and not exhaustive. It is not necessary for a Supervisory Board member to have knowledge and experience in every aspect in order to be considered competent.

Industry experience

The Supervisory Board as a whole must be familiar with the healthcare sector. An appropriate number of Supervisory Board members should have in-depth knowledge and / or experience in the areas of work that are important to the Company:

- Essential medicines and medical devices for critically and chronically ill patients
- Operation of hospitals and healthcare services

The Supervisory Board should include an appropriate number of members with management experience in the healthcare sector.

Finances

The Supervisory Board as a whole must have financial expertise, particularly in the areas of accounting, financial reporting, and auditing. At least one member must have expertise in the area of accounting and at least one other member must have expertise in the area of auditing. The Chairperson of the Audit Committee should be an expert in at least one of the two areas.

Sustainability

The Supervisory Board as a whole should have expertise in sustainability issues of importance to the Company, particularly with regard to environmental, social, and governance (ESG) aspects.

Law and compliance

The Supervisory Board as a whole should be familiar with the relevant legal issues as well as the relevant regulatory and compliance topics.

Digitalization

The Supervisory Board as a whole should have the necessary understanding of the requirements of digitalization.

Internationality

Fresenius has subsidiaries in more than 60 countries. Therefore, the Supervisory Board as a whole should have knowledge and experience in the regions that are important for Fresenius. The Supervisory Board should include an appropriate number of members who, due to their background or business experience, have a special connection to the international markets that are important for Fresenius.

Management experience

The Supervisory Board should include an appropriate number of members who have experience in the management or supervision of a medium-sized or large company.

Balanced composition

The Supervisory Board should be able to draw on the widest possible range of specialist knowledge, skills, and experience. Therefore, it should have a balanced composition and care should be taken when preparing the election proposals to ensure that the profiles of the candidates complement each other in the interests of the Company.

The Supervisory Board fulfills the requirements of Section 96 (3) sentence 1 AktG. This is generally seen as a joint responsibility of the shareholders and employees.

Concept in accordance with Section 289f (2) No. 6 HGB (diversity concept)

For the Supervisory Board of Fresenius SE & Co. KGaA has a concept in accordance with Section 289f (2) No. 6 HGB. This is described below. The objectives of the concept, the way it is implemented and the results achieved in the fiscal year are also explained.

A balanced composition enables perspectives from different angles and against the background of different experiences. Fresenius strives for an adequate composition of the Supervisory Board of Fresenius SE & Co. KGaA in terms of age, gender, education, professional background and international experience.

AGE

For the activities of the Supervisory Board of Fresenius SE & Co. KGaA, a balance between experience and new approaches is important. For this reason, the Supervisory Board of Fresenius SE & Co. KGaA should have a balanced mix of experienced and new members. In this way, not only do different perspectives flow into the decision-making process, but a continuous transfer of knowledge is also promoted.

GENDER

In accordance with Section 96 para. 3 sentence 1 AktG, the Supervisory Board is composed of at least 30% women and at least 30% men. This is generally seen as a joint responsibility on the part of the shareholders and employees.

EDUCATION AND PROFESSIONAL BACKGROUND

The Supervisory Board of Fresenius SE & Co. KGaA should include members with different educational and professional backgrounds. An appropriate number of members should have experience in the management or supervision of a medium-sized or large company. An appropriate number of Supervisory Board members should have management experience in the healthcare sector. At least one member must have expertise in the field of accounting and at least one other member must have expertise in the field of auditing.

INTERNATIONAL EXPERIENCE

Fresenius has subsidiaries in more than 60 countries. An appropriate number of members of the Supervisory Board of Fresenius SE & Co. KGaA should have a special connection to the international markets relevant to Fresenius due to their origin or business experience. International expertise based on business experience is assumed in particular if a member has had a regular job abroad or has worked in an international business environment for several years.

Implementation of the objectives for the composition, the skills profile and the concept in accordance with Section 289f (2) No. 6 HGB

In the opinion of the Supervisory Board of Fresenius SE & Co. KGaA, it meets the objectives for its composition and fulfills both the competence profile and the concept in accordance with Section 289f (2) No. 6 HGB. The Supervisory Board members also meet the personal and professional requirements deemed necessary.

In particular, the Supervisory Board members as a whole are familiar with the sector in which the Company operates. In addition, the Supervisory Board has the knowledge, skills, and experience essential for the company, including in production and profitability, digitalization and transformation, innovation and strategy development, as well as human resources and management. The Supervisory Board also has knowledge and experience in the Company's key business areas. These include, in particular, medical devices for critically and chronically ill patients, the operation of hospitals, and healthcare services.

Thanks to the expertise available on the Supervisory Board, the Supervisory Board is in a position to monitor sustainability issues that are important to the Company, particularly with regard to environmental, social, and governance (ESG) aspects, both in terms of corporate planning and strategic orientation.

The composition of the Supervisory Board is balanced. The members are between 50 and 75 years of age. Many Supervisory Board members have international experience. In the 2024 fiscal year, the Supervisory Board had four female members and eight male members. This corresponds to a gender ratio of Supervisory Board members of 33% to 67%. Both the shareholder representatives and the employee representatives are each made up of two women and four men.

In the opinion of the Supervisory Board, all Supervisory Board members representing the shareholders are to be regarded as independent. The agreed age limit and the standard limit for length of membership will be taken into account at the time of the Supervisory Board's election proposals to the Annual General Meeting.

With Susanne Zeidler as Chairwoman of the Audit Committee, Mr. Wolfgang Kirsch, and Dr. Christoph Zindel, three members of the Audit Committee have expertise in the areas of accounting and auditing.

Ms. Susanne Zeidler has the necessary expertise in the areas of accounting and auditing due to her many years as an auditor. She was able to deepen this expertise during her many years as a member of the management board and Chief Financial Officer of a listed stock corporation.

Mr. Wolfgang Kirsch has acquired his expertise in the areas of accounting and auditing through his many years of work in the banking sector and his membership of the board of a financial institution, of which he was chairman.

Dr. Christoph Zindel has the necessary expertise in the areas of accounting and auditing due to his many years of management activities, including his membership of the management board of a listed stock corporation. As a former member of the management board of a listed stock corporation with responsibility for sustainability, he also has expertise in sustainability reporting and its auditing. Dr. Christoph Zindel was appointed as an ESG expert by the Audit Committee of Fresenius SE & Co KGaA.

The status of implementation of the skills profile is disclosed in the form of the following qualification matrix, which includes the implementation of the concept in accordance with Section 289f (2) No. 6 HGB the Supervisory Board. As the Company is organized in the special legal form of a KGaA, the qualification matrix also contains information on the Supervisory Board members of the general partner, Fresenius Management SE. The purpose of this presentation is to clearly and concisely reflect the expertise available on the Company's supervisory bodies.

The evaluation for the creation of the qualification matrix was based on an individual self-assessment of the Supervisory Board members using standardized definitions and examples. If, in the opinion of the Supervisory Board, individual skills contained in the skills profile of the Supervisory Board are no longer sufficiently present in the future, the Supervisory Board will take this into account when proposing candidates to the Annual General Meeting.

► Corporate Governance Declaration | Further information on Corporate Governance | Compensation report | Boards

		Wolfgang Kirsch	Prof. Dr. med. D. Michael Albrecht	Dr. Frank Appel	Bernd Behlert	Michael Diekmann	Grit Genster	Dr. Heinrich Hiesinger	Frauke Lehmann	Prof. Dr. med. Iris Löw-Friedrich	Holger Michel	Oscar Romero de Paco	Dr. Dieter Schenk	Harald Steer	Susanne Zeidler	Dr. Christoph Zindel	
KGaA Duration of membership and function	Member since	2021	2011	–	2018	2015	2020	–	2016	2016	2023	2016	–	2024	2022	2022	
	Term until	2025	2025	–	2025	2025	2025	–	2025	2025	2025	2025	–	2024/2025	2025	2025	
	Function	Chair	Member	–	Member	Deputy Chair	Deputy Chair	–	Member	Member	Member	Member	–	Member	Member	Member	
FMSE Duration of membership and function	Member since	2020	–	2021	–	2015	–	2020	–	–	–	–	1998	–	2021	–	
	Term until	2025	–	2025	–	2025	–	2025	–	–	–	–	2025	–	2025	–	
	Function	Chair	–	Member	–	Member	–	Member	–	–	–	–	Deputy Chair	–	Member	–	
Personal fit	Independence*	✓	✓	✓	✓	✓	✓	✗	✓	✓	✓	✓	✗	✓	✓	✓	
	No overboarding*	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	
Diversity	Gender	Male	Male	Male	Male	Male	Female	Male	Female	Female	Male	Male	Male	Male	Female	Male	
	Year of birth	1955	1949	1961	1958	1954	1973	1960	1963	1960	1969	1974	1952	1973	1961	1961	
	Nationality	German	German	German	German	German	German	German	German	German	German	Spanish	German	Austrian	German	German	
	International experience	1-2 years	1-2 years	More than 6 years	None	More than 6 years	None	More than 6 years	None	None	3-5 years	None	3-5 years	1-2 years	1-2 years	None	3-5 years
	Professional background	Business graduate	Medical professional	Chemist, neuro-biologist	Engineering technician	Legal professional	Commercial business	Engineer	Nurse	Medical professional	Specialist for Occupational Health Management	Skilled worker	Lawyer, tax consultant	Bio- and Industrial Engineer	Business graduate, auditor, tax consultant	Medical professional	
Professional competence	Change management	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	
	Innovation	✓✓	✓✓	✓✓	✓✓	✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓	✗	✓✓	
	Leadership & management experience	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	
	Quality	✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✗	✓✓
	Increase profitability/organic growth	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓
	Strategy development and implementation	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓
Healthcare competence	Sector experience (Healthcare)	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓	✓✓	✓✓	✓✓	✗	✓✓	✓✓	✓✓	✓✓	
	Dialysis products & services	✓	✓✓	✓✓	✓✓	✓	✓✓	✗	✓✓	✓✓	✓✓	✓	✓✓	✗	✓✓	✓✓	
	Hospital supplies & services	✓	✓✓	✓✓	✓✓	✓	✓✓	✓	✓✓	✓	✓✓	✓	✓✓	✓	✓✓	✓✓	
	Hospital projects & services	✓	✓✓	✓✓	✓✓	✓	✓✓	✓✓	✓✓	✓	✓✓	✓	✓✓	✗	✓✓	✓✓	
	Hospital operations	✓	✓✓	✓✓	✓✓	✓	✓✓	✓	✓✓	✗	✓✓	✓	✓✓	✓✓	✓✓	✓✓	
Finance expertise	Financial expertise	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✗	✓✓	✗	✓✓	✓✓	✓✓	✓✓	
	Financial expert (accounting) according to sec.100 para. 5 Stock Corporation Act (AktG)	✓✓	✗	✓✓	✗	✓✓	✗	✓✓	✗	✓	✗	✗	✓✓	✓	✓✓	✓✓	
	Financial expert (annual audit) according to sec.100 para. 5 Stock Corporation Act (AktG)	✓	✓	✓✓	✗	✓✓	✗	✓✓	✗	✗	✗	✗	✓✓	✓	✓✓	✓	
Functional competencies	Digitalization	✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✗	✓	✓	✓✓	✓✓	
	ESG & sustainability	✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✗	✓✓	✓✓	✓✓	✓✓	
	Marketing	✓✓	✓✓	✓✓	✓	✓✓	✓	✓	✓	✓	✓✓	✗	✓✓	✓✓	✗	✓✓	
	M & A/Integration	✓✓	✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✗	✓✓	✓	✓✓	✓✓	
	Human resources	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✗	✓✓	✓✓	✓✓	✓✓	
	Production	✗	✓✓	✓✓	✓✓	✓	✓	✓✓	✓	✓✓	✓✓	✓	✓✓	✓	✗	✓✓	
	Legal & Compliance, Corporate Governance	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✗	✓✓	✓✓	✓✓	
	Risk management	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✗	✓✓	✓	✓✓	
	Transformation	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✓✓	✗	✓✓	✓✓	✗	
Committee membership	Human Resources Committee (FMSE)	Chair	–	–	–	✓	–	–	–	–	–	–	✓	–	–	–	
	Nomination Committee (KGaA)	Chair	–	–	–	✓	–	–	–	–	–	–	–	–	✓	–	
	Audit Committee (KGaA)	✓	–	–	✓	–	✓	–	–	–	–	–	–	–	Chair	✓	
	Joint Committee (FMSE & KGaA)	✓	–	–	–	✓	–	–	–	–	–	–	Chair	–	✓	–	

* In light of the German Corporate Governance Code **Left due to the registration of the legal form change of Fresenius Medical Care AG ✓✓ Special competence ✓ General competence ✗ Not specified

CORPORATE GOVERNANCE PRACTICES

The general partner – represented by the Management Board – manages the Company’s business with the diligence of a prudent and conscientious manager in compliance with the statutory provisions, the Articles of Association, the rules of procedure of the Management Board and the resolutions of the full Management Board, and the Supervisory Board of the general partner. The basic rules of our corporate governance, some of which go beyond the legal requirements, can be found in the Fresenius Code of Conduct. It contains the key principles for conduct within the Company and towards external partners and the public. The **Fresenius Code of Conduct** can be viewed on our website at www.fresenius.com/compliance. All business segments of Fresenius have also implemented their own codes of conduct. These reflect the principles of the Fresenius Code of Conduct and also cover the special features of the respective business activities.

Compliance management system

For Fresenius, compliance means doing the right thing. Because our fundamental ethical values go beyond regulatory requirements, for us this means acting not only in accordance with the law, but also in accordance with applicable industry codes, internal guidelines, and our values. Rule-compliant behavior is an integral part of our corporate culture and therefore of our daily work.

Each of our divisions has entrusted a **Chief Compliance Officer** or a corporate function with the development, implementation, and monitoring of the division’s compliance management system (CMS). The divisions have also established corresponding compliance responsibilities in their organizational and business structures. The respective compliance organization supports managers and employees in the implementation of compliance principles within the Company.

We use our **compliance management systems** to control the implementation of and compliance with the rules within the Company. We have implemented risk-oriented compliance management systems in all business segments and at Fresenius SE & Co. KGaA level. These comprise three pillars: prevention, detection, and response. Our compliance measures are primarily aimed at preventing compliance violations through active prevention. These systems take into account the specific requirements of the markets in which the divisions operate.

Key **preventive measures** include comprehensive risk identification and assessment, effective guidelines, appropriate and effective processes, regular training, and ongoing advice. We try to identify compliance risks at an early stage using objective indicators. We have therefore implemented tools for early risk detection and internal control structures, e.g. for cash transactions and banking transactions, and regularly review these measures in workshops and through internal audits.

We already take potential misconduct very seriously. Fresenius employees who suspect misconduct can contact their line manager or the responsible compliance officer. Potential compliance incidents can also be reported anonymously via whistleblower systems or e-mail addresses set up specifically for this purpose. Most whistleblower systems are available via the website not only to employees, but also to third parties, e.g. customers, suppliers, and other partners, in many national languages.

Every illegal act, and every breach of the rules harms the individual and Fresenius. If we discover violations, we take the necessary measures to stop them and prevent them from happening again. We also take all reports as an opportunity to review our company processes for possible improvements. Further information on compliance and our compliance management system can be found in the Sustainability Report on pages 288 ff.

Risk management system

We consider the responsible handling of risks to be an essential element of good corporate governance. Fresenius has a systematic risk management and control system that enables the Management Board to recognize risks and market trends at an early stage and to react immediately to relevant changes in the risk profile. It comprises the following elements:

- Internal control system
- Early risk detection and risk management system
- Management of financial, operational, and strategic risks
- Quality management systems
- Compliance management systems
- Risk analysis in the context of investments and acquisitions

Our risk management and control system and efficiently designed processes contribute to what is important to us – the well-being of our patients and thus the success of the Company. The early risk detection system is the subject of the annual audit. The auditor assesses whether the monitoring system set up by the Management Board is suitable for identifying risks that could jeopardize the continued existence of the Company at an early stage. The appropriateness and effectiveness of our risk management and control system is the responsibility of the Executive Board and is regularly reviewed by Internal Audit.

Findings from these audits are incorporated into the ongoing development of the risk management and control system, the effectiveness of which is also monitored by the Audit Committee of the Supervisory Board. In addition, the Executive Board commissioned an audit of the risk management system and the internal control system for appropriateness and effectiveness in accordance with the audit

standards PS 981 and PS 982 in 2024 in order to further improve our systems. Recommendations from these audits are taken into account directly in the further development of the RMS and ICS. Further information can be found in the Report of the Supervisory Board on page 14 f. of the 2024 Annual Report.

In accordance with the German Corporate Governance Code, our risk management and control system also covers the sustainability-related objectives anchored in our corporate strategy, insofar as this is not already required by law. This includes the processes and systems for recording and processing sustainability-related data. Further information (including the description of the key features of the overall internal control system and the risk management system recommended by the Code and the statement on the appropriateness and effectiveness of these systems also recommended by the Code) can be found in the Group Management Report on pages 141 ff.

As an independent function, Internal Audit also supports the Management Board outside of day-to-day operations. The department assesses internal processes from an objective perspective and with the necessary distance. The aim is to create added value for Fresenius by improving internal controls, optimizing business processes and increasing efficiency, thereby achieving organizational goals. The findings from the internal audits are used by the business units and the compliance organization to continuously develop the existing preventive measures (e.g. to avoid corruption).

GERMAN CORPORATE GOVERNANCE CODE AND DECLARATION OF CONFORMITY

The German Corporate Governance Code is intended to make the rules of corporate management and supervision applicable in Germany more transparent for investors. The principle of sustainable value creation and the vast majority of the guidelines, recommendations, and suggestions for **responsible corporate management** contained in the Code have been part of everyday corporate life at Fresenius for many years. Comprehensive information on the topic of corporate governance can be found on our website at www.fresenius.com/corporate-governance.

The Management Board of the general partner of Fresenius SE & Co. KGaA, Fresenius Management SE, and the Supervisory Board of Fresenius SE & Co. KGaA issued the following **Declaration of Conformity** in December 2024 in accordance with Section 161 AktG and made it available on the Company's website:

Declaration of the Management Board of the general partner of Fresenius SE & Co. KGaA, Fresenius Management SE, and of the Supervisory Board of Fresenius SE & Co. KGaA on the German Corporate Governance Code pursuant to Section 161 AktG

The Management Board of the general partner of Fresenius SE & Co. KGaA, Fresenius Management SE (hereafter the Management Board) and the Supervisory Board of Fresenius SE & Co. KGaA declare that since the issuance of the previous Declaration of Conformity in December 2023 the recommendations of the Government Commission on the German Corporate Governance Code published by the Federal Ministry of Justice (Bundesministerium der Justiz) in the official section of the Federal Gazette (Bundesanzeiger) (hereafter the Code) in the version of April 28, 2022 have been met and that the Code will also be met in the future.

Only the following recommendation of the Code has not been and will not be met as explained in the following:

► **Code recommendation C.5: protection against overboarding**

Pursuant to Code recommendation C.5, a member of the management board of a listed company shall not be a member of more than two supervisory boards in listed non-group companies or hold comparable positions and shall not chair the supervisory board of a listed non-Group company.

Prof. Dr. med. Iris Löw-Friedrich is a member of the Supervisory Board of Fresenius SE & Co. KGaA and elected Chairwoman of the Supervisory Board of Evotec SE. She also served on the Executive Committee of UCB S.A. as Chief Medical Officer and Executive Vice President Development and Medical Practices until June 30, 2024. Even if this committee does not formally correspond to the management board of a stock corporation or SE, it is nevertheless comparable with such a board, so that a deviation from Code recommendation C.5 is declared in this respect on a precautionary basis.

Prof. Dr. med. Iris Löw-Friedrich always had sufficient time to fulfill her mandate as a member of the Supervisory Board of Fresenius SE & Co. KGaA to the extent required.

Mr. Michael Sen is Chairman of the Management Board of Fresenius Management SE, the general partner of Fresenius SE & Co. KGaA. He is also Chairman of the Supervisory Board of Fresenius Medical Care AG, which is no longer part of the Fresenius Group. Even though the Code recommendation C.5 refers to the appointment of the chairman of the supervisory board of the listed company outside the Group, a

deviation from Code recommendation C.5 is declared as a precaution.

Mr. Sen has plausibly demonstrated to the Company that he has sufficient time available to perform his duties as Chairman of the Management Board of Fresenius Management SE and that he can perform his mandate with due care. This is in line with the fact that Mr. Sen was previously already Chairman of the Supervisory Board of Fresenius Medical Care Management AG, the general partner of Fresenius Medical Care AG & Co. KGaA, and in this function he was also able to combine both offices without further ado. Due to this function, Mr. Sen is also very familiar with the Fresenius Medical Care Group and its circumstances.

This and all previous declarations of conformity are available on our website at www.fresenius.com/corporate-governance.

Fresenius complies with all suggestions of the Code.

Bad Homburg v. d. H., December 2024

Management Board of the general partner of Fresenius SE & Co. KGaA, Fresenius Management SE, and the Supervisory Board of Fresenius SE & Co. KGaA

FURTHER INFORMATION ON CORPORATE GOVERNANCE

We continuously review the corporate governance structures of the company and the Group in order to comply with regulatory requirements as a listed company and as a globally operating group. In this context, we continuously analyze all new legal requirements, including the new regulations and decrees in the USA, and implement the necessary adjustments on an ongoing basis.

Equal opportunities

Equal opportunities are promoted and practiced throughout the Fresenius Group. We consciously oppose discrimination of any kind. We have firmly anchored these values in our Code of Conduct.

We always want to promote employees equally. We are also committed to upholding this principle when filling positions: At Fresenius, qualifications and experience are decisive for every personnel selection, be it recruitment or promotion. We want to ensure that we offer all employees the opportunity to participate in application, selection, and development processes – regardless of their origin, faith, political views, age, gender, ethnicity, skin color, nationality, cultural background, sexual orientation, physical condition, social background, appearance, or other personal characteristics.

Fresenius will comply with all obligations arising from the Act on the Equal Participation of Women and Men in Leadership Positions in the Private and Public Sectors (FüPoG I) and the Act to Supplement and Amend the Regulations for the Equal Participation of Women and Men in Leadership Positions in the Private and Public Sectors (FüPoG II):

The statutory regulations stipulate a quota of at least 30% women and 30% men for the Supervisory Board of

Fresenius SE & Co. KGaA. The statutory quotas were again met in 2024.

The statutory targets for the Management Board do not apply to either Fresenius Management SE or Fresenius SE & Co. KGaA. Fresenius SE & Co. KGaA does not have a Management Board due to its legal form. Fresenius Management SE is not listed on the stock exchange and is not subject to co-determination. As of December 31, 2024, one woman was a member of the Management Board and the proportion of women was therefore 20%.

Nevertheless, the Management Board has made the following stipulations for the first two management levels below the Management Board in accordance with the statutory regulations:

For the proportion of women at the first management level of Fresenius SE & Co. KGaA, a target of 30.0% was set by resolution of the Management Board with effect from January 1, 2021, with a deadline of December 31, 2025. The first management level comprises all Senior Vice Presidents and Vice Presidents with an employment contract with Fresenius SE & Co. KGaA who report directly to a member of the Management Board. As at December 31, 2024, the proportion of women at this management level was 26.3%.

For the proportion of women at the second management level of Fresenius SE & Co. KGaA, a target of 30.0% was set by resolution of the Management Board with effect from January 1, 2021, with a deadline of December 31, 2025. The second management level comprises all Vice Presidents with an employment contract with Fresenius SE & Co. KGaA who report directly to a member of the first management level. As at December 31, 2024, the proportion of women at this management level was 27.6%.

In the view of the Management Board, the CSRD regulations must also be taken into account with regard to the

governance structure and, at the same time, relevant regulations outside Europe have to be considered.

For the calculation of the gender distribution in top management, Fresenius defines employees in top management as those who perform the day-to-day tasks of managing the Company and belong to level 1 or 2 below the Management Board (Fresenius SE Management Board). This only includes persons who actually hold a management position, e.g. secretarial or assistant positions are not counted. Management activities include at least one of the following criteria: Management responsibility and/or budget responsibility. This Group-wide quota of women at the first and second management level was 28.2% as at December 31, 2024.

Further information on our HR management and development can be found in the Group Management Report on page 104 f. and the Sustainability Report on pages 214 ff.

Information on directors' dealings / managers' transactions and shareholdings in the fiscal year 2024

Persons discharging managerial responsibilities and persons closely associated with them must report transactions in shares or debt instruments of Fresenius SE & Co. KGaA or related financial instruments in accordance with Article 19 of the EU Market Abuse Regulation (MAR).

The overview on our website at www.fresenius.com/corporate-governance provides information on managers' own-account transactions in 2024.

None of the members of the Management Board and Supervisory Board of the general partner or the members of the Supervisory Board of Fresenius SE & Co. KGaA directly or indirectly holds more than 1% of the shares issued by Fresenius or related financial instruments.

In total, the members of the Management Board and Supervisory Board of Fresenius Management SE and the Supervisory Board of Fresenius SE & Co. KGaA hold shares or related financial instruments or stock options from the stock option plans of Fresenius SE & Co. KGaA amounting to around 0.13% of the shares issued in Fresenius SE & Co. KGaA as at December 31, 2024. The Management Board of Fresenius Management SE holds around 0.12%, the Supervisory Board of Fresenius Management SE around 0.01%, and the Supervisory Board of Fresenius SE & Co. KGaA around 0.01%. As some persons are members of both Supervisory Boards, the sum of the reported individual values may be higher than the actual ownership of shares, related financial instruments, or share options of all members of the three boards.

There were no notifications indicating that the shareholdings of members of the Management Board or Supervisory Board had reached, exceeded, or fallen below the respective reporting thresholds stipulated in the German Securities Trading Act.

Transparency and communication

Through constant communication with the public, Fresenius fulfills all the transparency requirements contained in the Code. In this way, we want to justify and deepen the trust placed in us. The **equal treatment** of all addressees is particularly important to us. To ensure that all market participants receive the same level of information in terms of time and content, we make all important documentation available on our website www.fresenius.com. We report in detail on our investor relations activities on page 23 f. of the Annual Report.

Accounting and consolidated financial statements

As a corporation domiciled in a member state of the European Union, Fresenius must prepare and publish its consolidated financial statements in accordance with International Financial Reporting Standards (IFRS), applying Section 315e of the German Commercial Code (HGB).

In accordance with the Audit Regulation (EU) No. 537/2014, there is an obligation to regularly rotate the external auditor or Group auditor. Such an external rotation took place at Fresenius SE & Co. KGaA for the 2020 fiscal year. The auditor PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Frankfurt am Main, was elected as auditor for the 2024 fiscal year by the 2024 Annual General Meeting. The responsible auditor, Prof. Dr. Bernd Roese, PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Frankfurt am Main, has been responsible for auditing the consolidated financial statements since 2020. Ms. Aissata Touré is designated as the auditor in charge from the financial year 2025.

COMPENSATION REPORT

1. Introduction

The compensation report summarizes the main elements of the compensation system for the members of the Management Board of Fresenius Management SE as the general partner of Fresenius SE & Co. KGaA, and has been prepared jointly by the Management Board and the Supervisory Board of the Company. The contents of the compensation report comply with the regulatory requirements of the German Stock Corporation Act (AktG) (Section 162 AktG) as well as with the recommendations and suggestions of the German Corporate Governance Code (GCGC) in the version dated April 28, 2022. In addition to disclosing the amount and structure of the compensation, the compensation report sets out how the compensation components comply with the relevant compensation system and how the compensation promotes the long-term development of the Company. To ensure comprehensive transparency, the compensation report also contains additional disclosures and explanations that go considerably beyond the statutory requirements. Furthermore, the compensation report describes the main elements of Supervisory Board compensation and discloses their amount.

Fresenius SE & Co. KGaA has published the compensation report on its website (www.fresenius.com/corporate-governance). The compensation system of the Management Board and the compensation system of the Supervisory Board are also available on the Company's website (www.fresenius.com/corporate-governance).

Clear, comprehensible, and transparent reporting is of great importance to both the Management Board and the Supervisory Board of the Company. For this reason, Fresenius SE & Co. KGaA voluntarily commissioned PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft with a substantive audit of the disclosures in the compensation report, above and beyond the legally required formal review in accordance with Section 162 (3) AktG for the presence of the disclosures. The note regarding the audit is attached to the compensation report.

2. Review of fiscal year 2024 from a compensation perspective

The compensation report 2023 was submitted to the Annual General Meeting of Fresenius SE & Co. KGaA for approval on May 17, 2024, in accordance with Section 120a (4) AktG, and approved with 93.06% of the votes cast. The again very good voting result encourages the belief of the Management Board and the Supervisory Board that comprehensible and transparent reporting is in place. During fiscal year 2024, the Company implemented additional improvements to meet the expectations of investors and the public as well as established market practice even more closely. For example, the Company presented its strategy, ambitions, and successes in terms of sustainability in a compact and clear manner in a Sustainability Highlights Report published for the first time. The additional reporting provided further transparency on CO₂ emissions, which are also relevant from a compensation perspective.

The compensation of the Management Board is directly linked to its performance (pay for performance) and is considerably aligned with the Company's success through the high proportion of variable compensation. Furthermore, the Supervisory Board of Fresenius Management SE, as part of the Compensation System 2023+, has integrated sustainability targets, summarized under the abbreviation ESG – Environmental, Social, Governance, into the long-term variable compensation of the Management Board, which reflect the sustainable orientation of the corporate strategy in addition to the ESG targets already provided for in the short-term variable compensation.

Restructuring and changes in the Fresenius Group have resulted from the sale of the investment company Vamed (Vamed divestment). Only the high-end services business of Vamed will remain in the Fresenius Group and will continue as Fresenius Health Services from January 1, 2025. As a result of the Vamed divestment, the Supervisory Board has made adjustments to the actual values of the financial and non-financial performance targets for short-term variable compensation. In addition, the target values of the financial and non-financial performance targets of the short-term variable compensation have also been adjusted for the exit from Fresenius Vamed, thus ensuring comparability between target and actual values. In the long-term variable compensation, adjustments have been made to the ROIC performance target in the corresponding tranches of the LTIP 2023. A detailed description can be found in chapter 3.3.2.2.

3. Compensation of the Management Board

3.1 Compensation governance

According to the German Stock Corporation Act, the Supervisory Board of Fresenius Management SE is responsible for determining the compensation of each Management Board member as well as for determining, reviewing, and implementing the compensation system. The Supervisory Board of Fresenius Management SE is assisted in this task by its Human Resources Committee, which is also responsible for the tasks of a Compensation Committee. In the past fiscal year, the Human Resources Committee of Fresenius Management SE was composed of Mr. Wolfgang Kirsch, Dr. Dieter Schenk, and Mr. Michael Diekmann. The Human Resources Committee makes recommendations to the Supervisory Board of Fresenius Management SE, which are discussed and – where necessary – decided on by the Supervisory Board.

With regard to the requirements of the German Stock Corporation Act and the GCGC, the Supervisory Board of Fresenius Management SE regularly reviews the appropriateness and customary practice of the compensation of the members of the Management Board. In the course of determining the amount of the total target compensation, care is taken to ensure that the respective compensation is in an appropriate relationship to the duties and performance of the Management Board member as well as to the performance of the Company, that it supports the long-term and sustainable development of Fresenius SE & Co. KGaA, and that it does not exceed the usual compensation without

special reasons. For this purpose, both external and internal comparative analyses are carried out. In addition, the total compensation contractually agreed with the individual members of the Management Board takes into account the interest of the Company in retaining the members of the Management Board at the Company or attracting new potential talents for the Management Board. The Supervisory Board also ensures that the compensation system is in line with the sustainable corporate strategy. In doing so, it takes into account the results of the materiality analysis in accordance with the Corporate Sustainability Reporting Directive (CSRD) when setting non-financial performance targets.

In order to assess the appropriateness and customary practice of the compensation system and the individual compensation of the Management Board members, the Supervisory Board of Fresenius Management SE regularly conducts a review of the respective amount and structure of the compensation by means of a horizontal analysis (external comparative analysis). In line with the Compensation System 2023+, the respective amount of the total target compensation and the underlying compensation components contractually agreed with the individual Management Board members are compared with the compensation data of other DAX companies.

When determining the compensation of the Management Board members, the Supervisory Board of Fresenius Management SE additionally conducts a vertical review (internal comparative analysis) with respect to the compensation levels of the Company's employees. For this purpose, the

ratios between the average compensation of the Management Board, the average compensation of the senior management of the Company, and that of the total workforce are determined. Senior management is defined as all employees who report to a Management Board member in a position of Vice President and above. When conducting the vertical review, the Supervisory Board of Fresenius Management SE also considers the development of the compensation levels over time. Most recently in fiscal year 2024, the Supervisory Board of Fresenius Management SE examined the appropriateness and customary practice of the compensation of the members of the Management Board. The support of an independent consultant was called in to review the customary practice. In fiscal year 2024, the total target compensation of two Management Board members was adjusted to a standard market level. Details can be found in chapter 3.7.

In general, the Supervisory Board of Fresenius Management SE has the right to temporarily deviate from the compensation system if this is necessary in the interest of the Company's long-term well-being. In the past fiscal year, the Supervisory Board of Fresenius Management SE did not make use of this right.

In addition, under the Compensation System 2023+, the Supervisory Board of Fresenius Management SE is not entitled to award special payments for outstanding performance to the Management Board members (also known as "Ermessenstantieme").

3.2 Overview of the Compensation System

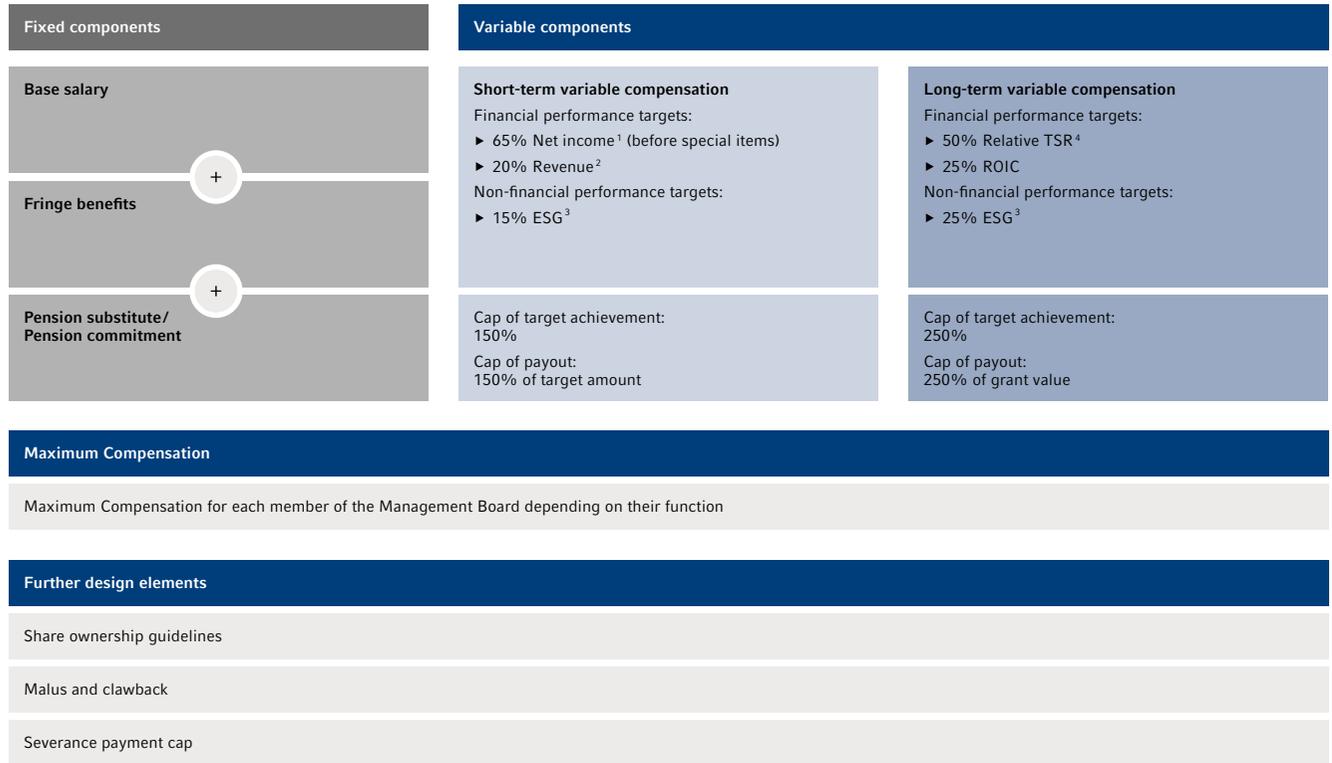
PRINCIPLES OF THE COMPENSATION SYSTEM

The Compensation System 2023+ for the members of the Management Board makes a significant contribution to promoting the business strategy and the long-term, sustainable development of Fresenius SE & Co. KGaA. It provides effective incentives for the achievement of the strategic goals as well as for the long-term value creation of the Company, taking into account the interests of patients, shareholders, employees, and other stakeholders. The Compensation System 2023+ is based on the following principles:

Link to strategy	The Compensation System 2023+ for the Management Board members promotes the execution of Fresenius' global strategy. In particular, the long-term and sustainable development of Fresenius is taken into account.
Alignment with shareholders' interests	With the aim of achieving cost-effective and profitable growth and taking into account total shareholder return, the Compensation System 2023+ is aligned with shareholders' interests. Feedback from many investors has been considered in the design of the system and the link to the development of Company value has been enforced.
Simple structure	The Compensation System 2023+ is comprehensible and not complex.
Long-term orientation	The compensation components and the long-term-oriented compensation structure promote long-term and sustainable value creation.
Rewarding financial performance and sustainability	The performance targets reflect the Company's strategy and enforce the Company's commitment towards environmental, social, and governance (ESG) aspects.
Cooperation across business segments	Performance targets at Group as well as on business segment level are defined for the Management Board members. By measuring performance at the Group level, a close cooperation across the Company's business segments is promoted.
Good corporate governance	The Compensation System 2023+ is designed to comply with the recommendations set out in the German Corporate Governance Code in the version dated April 28, 2022.
Current market best practice	The Compensation System 2023+ is based on current market best practice.
Alignment with performance	The Compensation System 2023+ is significantly aligned to the Company's success due to its high proportion of variable compensation.

The following illustration shows the compensation components and the further design elements of the Compensation System 2023+, which are described in more detail below:

COMPENSATION SYSTEM 2023+



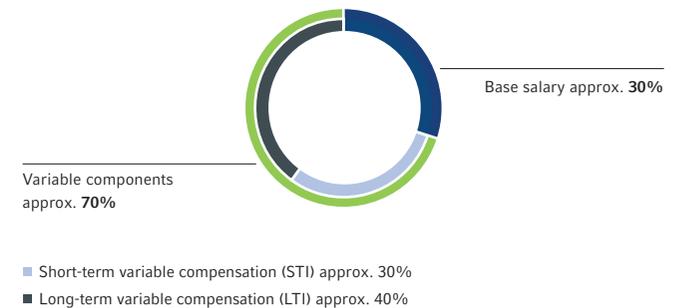
¹ Net income of the Group or the Group and business segments
² Revenue of the Group or the Group and business segments
³ Environmental, Social, Governance
⁴ Total Shareholder Return

To promote the sustainable and long-term development of the Company, the variable compensation components in the Compensation System 2023+ are awarded predominately on a long-term basis. Accordingly, the grant value of the Long-Term Incentive always exceeds the target amount of the Short-Term Incentive for each fiscal year.

Under the Long-Term Incentive, performance is measured over a period of four years. The compensation under the Long-Term Incentive is available to Management Board members after a period of at least four years.

The general compensation structure of the target direct compensation (sum of base salary p.a., target Short-Term Incentive (STI) amount p.a., and grant value under the Long-Term Incentive (LTI) p.a.) for a full fiscal year consists of approximately 30% each of the base salary and the Short-Term Incentive as well as approximately 40% of the Long-Term Incentive.

GENERAL COMPENSATION STRUCTURE



Consequently, approximately 70% of the target direct compensation comprises performance-related variable compensation components. The approximately 40% share of the Long-Term Incentive (approximately 57% of the variable components) reflects the long-term orientation of the compensation structure.

MAXIMUM COMPENSATION

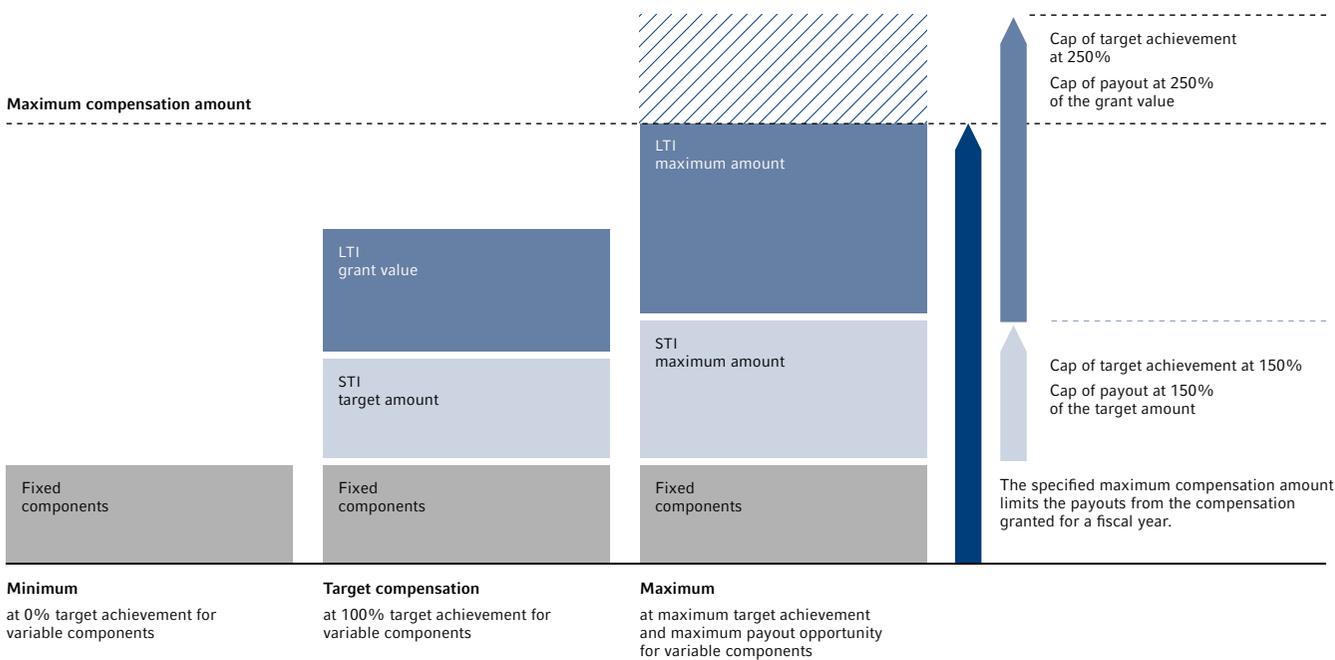
Like the Compensation System 2021+, the Compensation System 2023+ provides for an overall annual maximum compensation amount (Maximum Compensation) for each

Management Board member. These Maximum Compensation amounts limit the payouts to a Management Board member from the compensation contractually agreed for a fiscal year, irrespective of the dates of the payouts. The Maximum Compensation comprises base salary (payment in the fiscal year), the Short-Term Incentive (payment in the following fiscal year), and the Long-Term Incentive (payment according to plan conditions in later fiscal years), as well as all other fringe benefits and compensation (payment in the fiscal year). The pension substitute and the pension commitment that is part of the fixed compensation components are

also included in the calculation of the Maximum Compensation with the amount of the service cost incurred in the fiscal year. The Maximum Compensation amount for Management Board members can be below the sum of the potentially achievable payouts from the individual compensation components contractually agreed for a fiscal year. If the calculated payout for a Management Board member is higher than the respective Maximum Compensation, the amounts accruing under the Long-Term Incentive are reduced accordingly until the Maximum Compensation is no longer exceeded.

The Maximum Compensation in the Compensation System 2023+ equals €10 million for the Chairman of the Management Board and €6.5 million for all other Management Board members. Compliance with the Maximum Compensation is reviewed annually. Compliance with the Maximum Compensation can be finally determined in October 2025 for the first time once all contractually agreed compensation components of the Compensation System 2021+ for a fiscal year have been paid out. Thus, the Supervisory Board of Fresenius Management SE will – for the first time in 2025 – ultimately review the final payout amount against the background of the Maximum Compensation 2021 after the end of the measurement period and the determination of the final values of the long-term variable compensation granted for fiscal year 2021 after the vesting requirements have been met, and confirm compliance with the Maximum Compensation.

MAXIMUM COMPENSATION



3.3 Compensation components in detail

3.3.1 Fixed components

BASE SALARY

The base salary, which is usually agreed upon for a full year, is paid in accordance with the local payroll customs applicable to the respective member of the Management Board. For members of the Management Board in Germany, the base salary is usually paid in twelve monthly installments.

FRINGE BENEFITS

Fringe benefits are awarded based on the individual service agreements and can fundamentally include: the private use of company cars, special payments such as housing, rent, and relocation payments, costs for the operation of security alarm systems, and contributions to pension insurance as well as to accident, health, and nursing care insurance, other insurance policies, and tax equalization compensation due to different tax rates in Germany and, as the case may be, the

country in which the Management Board member is personally taxable. Fringe benefits can be of one-time or recurring nature.

In order to attract qualified candidates for the Management Board, the Supervisory Board of Fresenius Management SE may complement the compensation of first-time Management Board members in an appropriate and market-compliant manner with an entry bonus (sign-on bonus), e.g. to compensate for forfeited compensation from previous employment or service agreements. The Supervisory Board of Fresenius Management SE may also award reimbursements for fees, charges, and other costs in connection with or related to a change in the regular place of work of Management Board members.

Fresenius SE & Co. KGaA furthermore undertook to indemnify the Management Board members, to the legally permitted extent, against any claims that may be asserted against them in the course of their service for the Company and its affiliated Group companies to the extent that such claims exceed their liability under German law. To cover

such obligations, the Company took out Directors' & Officers' liability insurance, the deductible complying with the requirements of the Stock Corporation Act. The indemnification covers the period during which the respective member of the Management Board holds office as well as any claims in this regard after termination of the service on the Management Board.

PENSION SUBSTITUTE / PENSION COMMITMENT

Management Board members appointed to the Management Board for the first time after the 2023 Annual General Meeting will receive a pension substitute in cash amounting to 40% of their respective base salary.

Management Board members who were first appointed to the Management Board between January 1, 2020 and the 2023 Annual General Meeting were promised a pension commitment within the framework of a defined contribution plan.

The pension commitments are described in detail in chapter 3.6.2.

3.3.2 Variable components

3.3.2.1 Short-Term Incentive

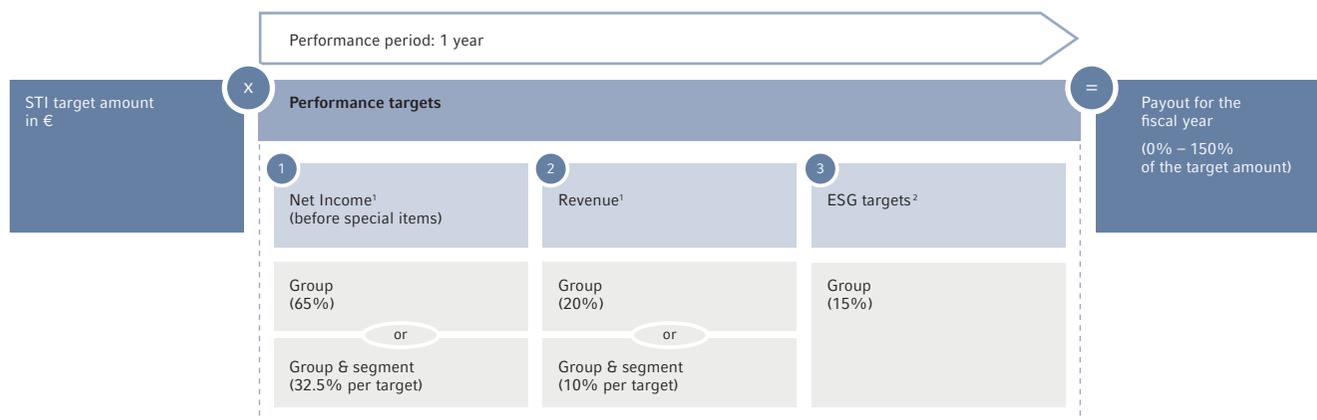
OVERVIEW

Under the Compensation System 2023+, the Management Board members are entitled to receive a Short-Term Incentive, which may result in a cash payment. The Short-Term Incentive for the Management Board members reflects the success of the Company in the relevant fiscal year. The

Short-Term Incentive is linked to the achievement of financial and non-financial performance targets, balancing growth, profitability, and sustainability aspects.

The respective target amount for the Short-Term Incentive (i.e. the amount paid out if the target is reached to 100%) is individually agreed upon as a percentage of the respective base salary of a Management Board member. In case of appointments to the Management Board during a fiscal year, the respective target amount will be prorated.

SHORT-TERM VARIABLE COMPENSATION



Management Board members with Group responsibility:

Chief Executive Officer, Chief Financial Officer and Management Board member responsible for Legal, Compliance, Risk Management, ESG, Human Resources (Labor Director), Corporate Audit, and business segment Fresenius Vamed

Management Board members with business segment responsibility:

Management Board members with responsibility for the business segments Fresenius Helios and Fresenius Kabi

¹ For Management Board members with business segment responsibility, the key financial figures are measured equally at Group and on business segment level.

² The degree of fulfillment within each business segment is weighted equally; overall target achievement is identical for all Management Board members.

Target	Weight	Background and link to strategy
Net income (before special items)	65%	Group or business segment net income serves as a primary steering parameter for profitability. To enable a better comparison of operating performance over several periods, the net income figures are adjusted for special items where necessary.
Revenue	20%	As part of the growth strategy, the development of revenue at Group and business segment level, especially organic revenue growth, is of central importance.
ESG targets	15%	The ESG targets reflect the Company's commitment and strategy with regard to environmental, social, and governance aspects. The ESG targets are designed to achieve significantly improved ESG performance with reported and audited metrics that reflect Fresenius' strategy.

PERFORMANCE TARGETS

The Short-Term Incentive is measured based on the achievement of three performance targets: 65% relates to Group or business segment net income (before special items), 20% to Group or business segment revenue, and 15% to the achievement of sustainability criteria (ESG targets).

The financial performance targets reflect the key performance indicators of the Company and support the Company's strategy of achieving sustainable and profitable growth. The non-financial performance targets underline the Company's commitment to implementing its global sustainability strategy. Sustainable actions are an integral part of the corporate strategy and ensure the future viability from a social and economic perspective. When setting the non-financial performance targets, the Supervisory Board incorporates the results of the materiality analysis.

ADJUSTMENT OF THE PERFORMANCE TARGETS

The financial figures underlying the financial performance targets can be adjusted for certain effects from special items, in particular effects from significant acquisitions, divestments, restructuring measures, and changes in accounting principles. In addition, the Supervisory Board of Fresenius Management SE can also adjust for one-time material special items for which the Management Board is not responsible, which have not been budgeted for, and which are therefore not included in the calculation of the target values. In this way, the Supervisory Board ensures both comparability and that the calculation of variable compensation is based on actual Management Board performance rather than on external effects.

In fiscal year 2024, the Supervisory Board adjusted the target and actual values for the financial and non-financial performance targets for the exit from Fresenius Vamed.

Specifically, the Supervisory Board of Fresenius Management SE adjusted the consolidated net income excluding investments accounted for using the equity method for the following special items, particularly for the exit from Fresenius Vamed, in fiscal year 2024:

€ in millions	Fresenius Group	Fresenius Kabi	Fresenius Helios
Net income, reported (including special items)	433	735	762
Adjustments:			
Divestitures Eugin and clinic Peru	-1		-1
Vamed: discontinued operations	430		
Vamed: transformation/exit	398		
Expenses associated with the Fresenius cost and efficiency program	115	93	15
Legacy portfolio adjustments	55		-4
IT transformation	28	25	
Legal form conversion costs (Fresenius Medical Care)	3	-	-
Currency conversion (at budget rates)	-7	-5	-2
Net income, adjusted	1,454	848	770

Revenue was adjusted by the Supervisory Board of Fresenius Management SE for currency effects and, in particular, the exit from Fresenius Vamed in fiscal year 2024:

€ in millions	Fresenius Group	Fresenius Kabi	Fresenius Helios
Revenue, reported (including special items)	21,833	8,414	12,769
Adjustments:			
Divestitures Eugin and clinic Peru	-30		-30
Vamed exit	-277		
Currency conversion (at budget rates)	-31	4	-35
Revenue, adjusted	21,495	8,418	12,704

Due to the exit from Fresenius Vamed, the ESG targets were also adjusted accordingly. Fresenius Vamed was not taken into account when determining the achievement of the two performance targets Employee Engagement Index and Medical Quality.

LEVELS OF PERFORMANCE MEASUREMENT

In order to further enhance cooperation across the business segments and at the same time incentivize the Management Board members with respect to their individual responsibilities, some performance targets are measured at Group level, others at business segment level. For Management Board members who are responsible for a business segment (Mr. Pierluigi Antonelli and Mr. Robert Möller), half of the net income and half of revenue are based on the corresponding key financial figures of the Group and the respective business segment. For Management Board members with Group responsibilities (Mr. Michael Sen, Dr. Michael Moser, and Ms. Sara Hennicken), net income and revenue refer to the corresponding key financial figures of the Group. By measuring the financial performance targets at Group as well as on a business segment level, the financial success of both the individual business segments and the Group is reflected.

The achievement of sustainability targets is measured at Group level to ensure close cooperation across the Company's business segments in the field of sustainability. The

non-financial performance targets relate to ESG focus topics such as quality, employees, innovation, compliance, and environment. Each year, one or more ESG targets are defined, which in turn are applied to one or more of the focus topics. The overall ESG target achievement is identical for all Management Board members.

SHORT-TERM VARIABLE COMPENSATION FOR FISCAL YEAR 2024

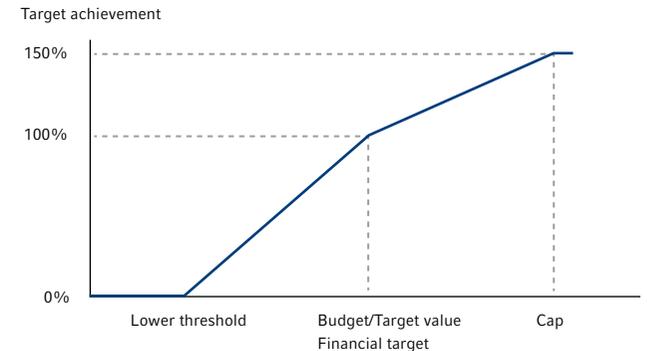
Financial performance targets

At the beginning of fiscal year 2024, the Supervisory Board of Fresenius Management SE set concrete target values for the financial performance targets, taking into account the market and competitive environment, the budget, and the strategic growth targets.

After the end of the past fiscal year, the Supervisory Board of Fresenius Management SE determined whether and to what extent the financial performance targets had been achieved.

These were based on the following target achievement curve:

TARGET ACHIEVEMENT CURVE FOR FINANCIAL TARGETS



The target achievement is deemed to be 0% if the lower threshold is not reached. If the cap is exceeded, the target is deemed to have been reached by 150% (cap). If the achieved financial indicators are between the respective values for target achievement of 0% and 100% or 100% and 150%, the target achievement is determined by linear interpolation.

For the financial performance targets, the Supervisory Board of Fresenius Management SE set the following lower and upper thresholds as well as target values at Group and business

segment level for fiscal year 2024. At the end of fiscal year 2024, the targets were achieved as follows:

STI 2024 TARGET ACHIEVEMENT

FINANCIAL PERFORMANCE TARGETS

	Lower threshold € in millions	Target value € in millions	Upper threshold € in millions	Actual value € in millions	Target achievement in %
Net income (before special items)					
Fresenius Group	1,044	1,305	1,566	1,454	128.38%
Fresenius Kabi	630	788	946	848	118.90%
Fresenius Helios	620	775	930	770	96.61%
Revenue					
Fresenius Group	18,990	21,100	23,210	21,495	109.35%
Fresenius Kabi	7,469	8,299	9,129	8,418	107.13%
Fresenius Helios	11,230	12,478	13,726	12,704	109.07%

Non-financial performance targets

For fiscal year 2024, the Supervisory Board of Fresenius Management SE set two equally weighted ESG targets out of the five ESG focus topics quality, employees, innovation, compliance, and environment. In fiscal year 2024, the focus was placed on the areas of employees and quality. The ESG targets are relevant, derived from strategy, and integrated into corporate management.

For the area of employees, the ESG target of employee survey was selected. The Employee Engagement Index on Group level is used as the indicator for this. The ESG target medical quality, which is made up of two equally weighted targets that are defined at business segment level, was selected for the area of quality.

The overall ESG target achievement is limited to 150% and is identical for all members of the Management Board.

Non-financial performance targets for fiscal year 2024

Based on the corporate sustainability strategy and in line with the materiality analysis, the Supervisory Board of Fresenius Management SE specified the following two equally weighted ESG targets for fiscal year 2024:

ESG TARGETS

Employee survey	<ul style="list-style-type: none"> ▶ Measurement of employee satisfaction by means of the Fresenius SE & Co. KGaA Employee Engagement Index ▶ The Employee Engagement Index describes how positively employees identify with their employer, how committed they feel, and how dedicated they are to their work.
Medical quality	<ul style="list-style-type: none"> ▶ The ESG target is made up of two equally weighted targets that are defined at business segment level. ▶ Audit & Inspection Score and Inpatient Quality Indicator are used as targets.

The methodology and further information on the ESG targets used can be found in the Fresenius SE & Co. KGaA Sustainability Report 2024. The following target values were set for fiscal year 2024, and the overall target achievement for the non-financial performance targets was as follows:

STI 2024 TARGET ACHIEVEMENT

NON-FINANCIAL PERFORMANCE TARGETS

	Target value	Actual value	Target achievement in %
1. Focus topic Employees			
Employee Engagement Index (EEI)			
Fresenius SE & Co. KGaA	4.33	4.02	76.52%
Overall target achievement focus topic Employees	4.33	4.02	76.52%
2. Focus topic Quality			
Medical Quality			
Fresenius Kabi (Audit & Inspection Score)	2.3	1.7	116.67%
Fresenius Helios (Inpatient Quality Indicator)	DE:88,0/ES:55,0	DE:90,7/ES:76,7	141.88%
Overall target achievement focus topic Medical Quality			129.27%
Weighted overall target achievement (50% weighting each)			102.90%

Overall target achievement for fiscal year 2024

The degree of the overall target achievement is determined by the weighted arithmetic mean of the respective achievement of each financial and non-financial target. Multiplying the degree of respective overall target achievement by the target amounts of the Short-Term Incentive results in the final Short-Term Incentive amount.

When determining the degree of target achievement, the Supervisory Board of Fresenius Management SE may – in accordance with the corresponding recommendation of the GCGC in the version dated April 28, 2022 – take into account that certain extraordinary economic, tax, or comparable effects are not related to the performance of the respective member of the Management Board.

In principle, the final amount of the short-term variable compensation is paid out in cash to the respective member of the Management Board following approval by the Supervisory Board, whereby the amount paid out is limited to 150% of the respective target amount.

The following target amounts were set for the financial and non-financial performance targets for the Management Board members in office as at December 31, 2024 for fiscal year 2024, as well as the following target achievements and resulting payout amounts were determined:

STI 2024

OVERALL TARGET ACHIEVEMENT

	Target amount € in thousands	Net income (before special items)		Revenue		ESG targets		Weighted overall target achievement in %	Payout amount € in thousands
		Weighting in %	Target achievement in %	Weighting in %	Target achievement in %	Weighting in %	Target achievement in %		
Michael Sen	1,680		128.38%		109.35%		102.90%	120.75%	2,029
Sara Hennicken	788	65% Group	128.38%	20% Group	109.35%		102.90%	120.75%	951
Dr. Michael Moser	705		128.38%		109.35%		102.90%	120.75%	851
Pierluigi Antonelli	893	32.5% Group	128.38%	10% Group	109.35%	15%	102.90%	117.45%	1,048
		32.5% Kabi	118.90%	10% Kabi	107.13%				
Robert Möller	788	32.5% Group	128.38%	10% Group	109.35%		102.90%	110.40%	869
		32.5% Helios	96.61%	10% Helios	109.07%				

3.3.2.2 Long-term incentive ALLOCATION FOR FISCAL YEAR 2024

Overview

Under the Compensation System 2023+, the Management Board members are entitled to receive long-term variable compensation in the form of stock awards with a measurement period of four years (LTIP 2023). Stock awards are virtual cash-settled payment instruments not backed by equity. A payout depends on the achievement of three performance targets, on the development of the share price of the Company, and on the amount of dividends paid during the performance period.

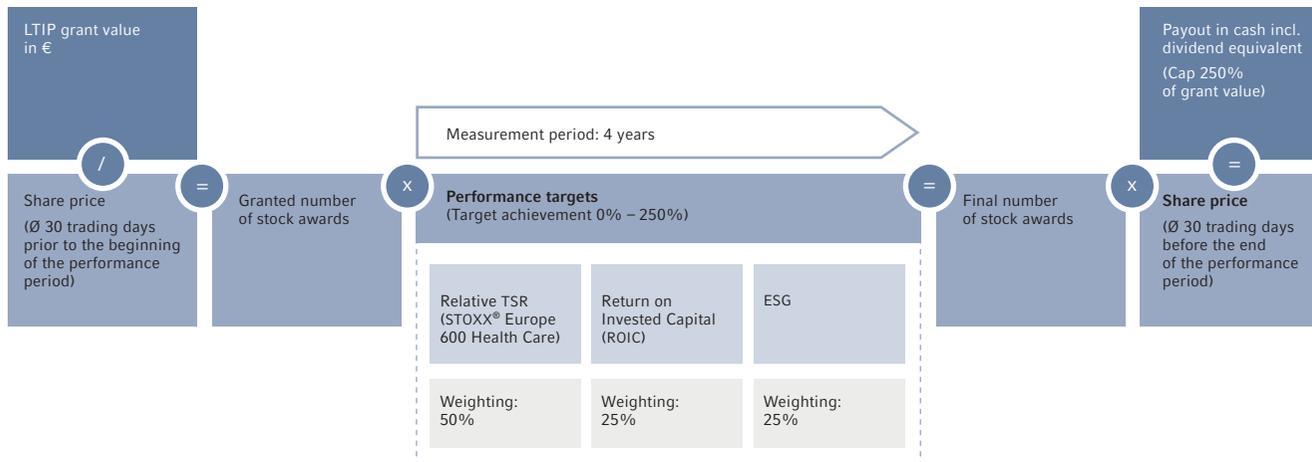
Grant values

The grant value of the Long-Term Incentive for each Management Board member is defined by the Supervisory Board of Fresenius Management SE. It corresponds to a percentage of the base salary, as stipulated in the individual service agreement.

In order to determine the number of stock awards to be allocated to the respective Management Board member, the respective grant value is divided by the value per stock

award in accordance with IFRS 2 and considering the average share price of the Company over a period of 30 stock exchange trading days prior to the start of the respective performance period. The final number of stock awards depends on the achievement of predefined targets, which are set by the Supervisory Board of Fresenius Management SE prior to the beginning of the respective performance period.

LONG-TERM VARIABLE COMPENSATION



For fiscal year 2024, the allocations under the LTIP 2023 are as follows:

LTIP 2023 – GRANT 2024

	Grant value € in thousands	Share price (average 30 trading days before start of the performance period) in €	Granted number of stock awards	Maximum possible number of stock awards (250% target achievement)	Maximum possible payout amount (250% grant value) € in thousands
Michael Sen	2,903	28.25	102,770	256,925	7,258
Pierluigi Antonelli	1,339	28.25	47,390	118,475	3,347
Sara Hennicken	1,050	28.25	37,169	92,923	2,625
Robert Möller	1,050	28.25	37,169	92,923	2,625
Dr. Michael Moser	940	28.25	33,275	83,188	2,350

Performance targets

The Long-Term Incentive is measured on the basis of the achievement of three differently weighted performance targets: relative TSR, ROIC, and ESG targets. These performance targets have been chosen as they reflect the Company’s strategic priorities of increasing profitability,

long-term sustainable growth, and the development of the Company’s value. At the same time, they include a relative comparison with competitors and thus ensure that the interests of shareholders are adequately taken into account.

The performance targets under the Long-Term Incentive are among the most important key figures of the Company

and support the implementation of the Company’s long-term strategy. In order to ensure that all decision makers pursue uniform goals, the Long-Term Incentive for the Management Board and senior management is determined according to uniform targets and a uniform system.

Target	Weight	Background and link to strategy
Relative TSR	50%	Relative TSR as a performance target sets incentives to outperform the peer companies and, above all, takes into account the long-term development of Company value and the requirements of our shareholders.
ROIC	25%	ROIC is an internal strategic performance target and describes the return on invested capital. It therefore expresses Fresenius’ long-term financial capacity and value creation.
ESG	25%	Sustainability is a crucial and integral part of the Company’s corporate strategy. Moreover, by taking ESG into account, Fresenius reflects the specific requirements placed on it by investors and society.

The underlying financial figures of the ROIC performance target are adjusted for effects defined in advance, such as the effects of certain acquisitions and divestments and changes in IFRS accounting standards, to ensure comparability of these financial figures with respect to the operational

performance. As part of the ESG targets, the reduction of CO₂ emissions is set as an ESG target for the grant 2024 – in line with the externally communicated target of becoming climate-neutral by 2040. For future grants, the Supervisory Board of Fresenius Management SE may set another ESG

target or several other ESG targets (e.g. from the areas of employees and customers) instead of or in addition to the ESG target CO₂ reduction if it is convinced that this or these are better or equally suitable as a performance indicator to promote the long-term and sustainable development of the

Company. When selecting and setting the non-financial performance targets in the LTIP, the Supervisory Board considers the results of the materiality analysis. The ESG target or ESG targets must be relevant to the Company, strategy-derived, ambitious, comprehensibly measurable, and integrated into corporate strategy.

The exit from Fresenius Vamed in fiscal year 2024 had an impact on the ROIC performance target on which the LTIP is based. In order to take the effects of the divestment into account, the actual ROIC must be adjusted and a corresponding adjustment of the plan ROIC values from the medium-term planning is required. This ensures comparability between planned and actual values. The corresponding values are disclosed in the compensation reports, which publish the target achievement of the respective grants of the LTIP 2023. No adjustments have been made for the other performance targets of the LTIP.

Performance target setting and determination of target achievement

Prior to the beginning of the respective performance period of an allocation, the Supervisory Board of Fresenius Management SE defines target values for each performance target that lead to a target achievement of 0% (lower threshold), 100% (target value), and 250% (cap). Target achievement in intermediate value ranges is determined by linear interpolation, unless the Supervisory Board has determined otherwise. In setting the target values, the Supervisory Board of Fresenius Management SE considers the medium-term planning, strategic growth targets, and the market, as well as the competitive environment.

For the relative TSR performance target, 100% target achievement is given if the TSR of the Fresenius share corresponds exactly to the TSR of the STOXX® Europe 600 Health Care index in the respective fiscal year of the performance period. If the TSR of the Fresenius share falls below the TSR of the STOXX® Europe 600 Health Care index by 50 percentage points or more in the respective fiscal year of the performance period, the target achievement is 0%. If the TSR of the Fresenius share exceeds the TSR of the STOXX® Europe 600 Health Care index by 50 percentage points or more in the respective fiscal year of the performance period, the target achievement is 250%.

Exceeding the TSR by more than 50 percentage points does not lead to a further increase in target achievement.

For the ROIC performance target, 100% target achievement is given if the actual ROIC corresponds to the plan ROIC for the respective fiscal year of the performance

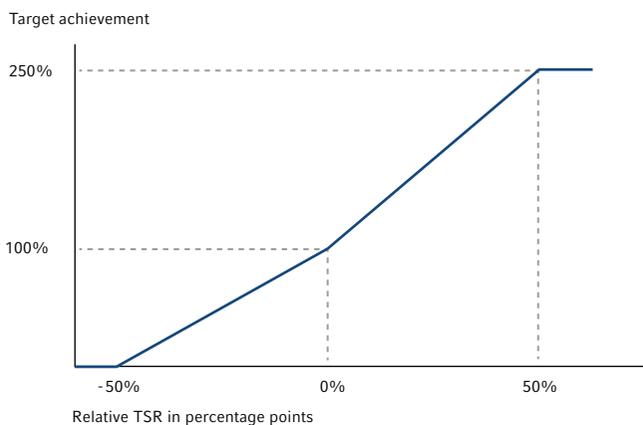
period. If the actual ROIC falls below the plan ROIC for the respective fiscal year of the performance period by 2 percentage points, the target achievement is 50%. If ROIC falls below the target by more than 2 percentage points, the target achievement is 0%. If the actual ROIC exceeds the plan ROIC of the respective fiscal year of the performance period by 2 percentage points or more, the target achievement is 250%. Exceeding the ROIC target by more than 2 percentage points does not lead to a further increase in target achievement.

In the event that the actual ROIC for the respective fiscal year of the performance period falls below the weighted average cost of capital (WACC), the target achievement for the ROIC performance target is always 0% for the relevant fiscal year, in deviation from the calculations described above.

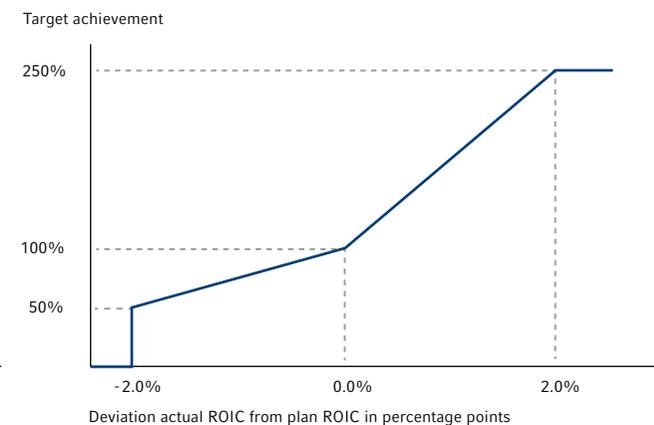
The target achievement curves for the two financial performance targets are as follows:

TARGET ACHIEVEMENT CURVES FOR FINANCIAL TARGETS

RELATIVE TSR



ROIC

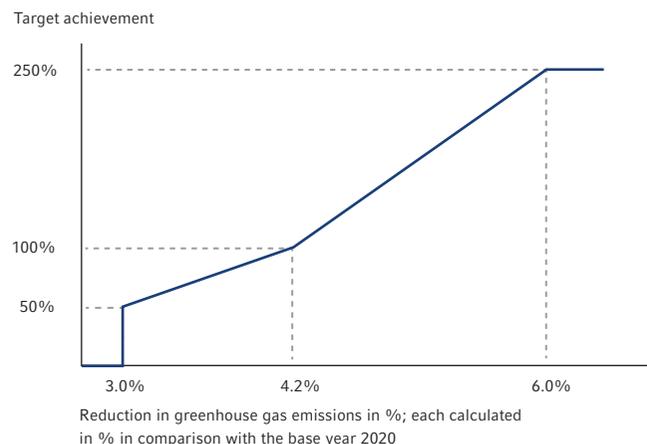


For the CO₂ reduction performance target set as an ESG target for the grant 2024, 100% target achievement is given if the actual reduction in CO₂ emissions in t CO₂ equivalents achieved in the respective fiscal year of the performance period compared to the respective previous year (actual CO₂ reduction) corresponds to a reduction in CO₂ emissions in the amount of the percentage of CO₂ emissions set by the Supervisory Board in the relevant base year determined by the Supervisory Board (planned CO₂ reduction). The base year for the grant 2024 is 2020. In addition to the planned CO₂ reduction, the Supervisory Board sets values that lead to a target achievement of 50% and 250%. If the actual CO₂ reduction is less than the value of the CO₂ emissions of the base year set for the target achievement of 50%, the target achievement is 0%.

An actual CO₂ reduction of more than the value of the CO₂ emissions of the base year defined for the target achievement of 250% does not lead to a further increase in target achievement. If, according to this system, a target achievement of 0% was determined in a performance period for at least one fiscal year of the performance period with regard to the CO₂ reduction ESG target, the target achievement for this ESG target can alternatively be determined uniformly for all fiscal years of the performance period on the basis of the average annual actual CO₂ reduction compared to the average annual planned CO₂ reduction for the entire performance period. In such a case, the target achievement for the fiscal years of this performance period corresponds uniformly to 25% of the total target achievement calculated in this way.

The target achievement curve for the CO₂ reduction ESG target set for the grant 2024 is as follows:

TARGET ACHIEVEMENT CURVE
FOR THE NON-FINANCIAL TARGETS
REDUCTION IN CO₂ EMISSIONS



At the end of the respective performance period, the Supervisory Board of Fresenius Management SE determines the overall target achievement for the granted Long-Term Incentive. For this purpose, the extent to which the three performance targets have been achieved is determined and included with their respective weighting in the determination of the overall target achievement.

The final number of stock awards is determined for each Management Board member on the basis of the overall target achievement and can increase or decrease over the performance period compared to the number at the time of the grant. A total loss or (at the most) 2.5 times the granted stock awards if 250% target achievement is reached (cap) are possible.

After the final determination of the overall target achievement, the final number of stock awards is multiplied by the average price of the Company's shares over the last 30 stock exchange trading days prior to the end of the respective performance period. This amount plus the sum of the dividends per share paid during the performance period by Fresenius SE & Co. KGaA corresponds to the payout amount. The payout is limited to 250% of the respective grant value. Payment is also conditional on the absence of a compliance violation and, basically, the continuation of the service or employment relationship.

In determining the overall target achievement, the Supervisory Board of Fresenius Management SE may – following the corresponding recommendation of the GCGC in the version dated April 28, 2022 – determine that certain extraordinary economic, tax, or other effects are to be disregarded in full or in part in accordance with the plan conditions. In this case, the Supervisory Board of Fresenius Management SE can correct the calculated overall target achievement accordingly, i.e. increase or decrease it. This also applies in the event that capital measures (e.g. capital increase, spin-off, or stock split) are conducted.

GRANTS UNDER THE LTIP 2018

Until the end of fiscal year 2022, performance shares with a measurement period of four years were allocated as a component with a long-term incentive effect as part of the LTIP 2018 of Fresenius SE & Co. KGaA. Performance shares are virtual cash-settled payment instruments not backed by equity. A payout depends on the achievement of the two equally weighted performance targets adjusted Group net income growth and relative TSR and on the development of the share price of the Company.

The performance target of adjusted net income growth is deemed to have been achieved to 100% if this is at least 8% p.a. on average over the four-year measurement period. If the growth rate is 5% p.a. or less, the target achievement is 0%. If the growth rate is between 5% p.a. and 8% p.a., the degree of target achievement is between 0% and 100%, and if the growth rate is between 8% p.a. and 20% p.a., the degree of target achievement is between 100% and 200%. Intermediate values are calculated by linear interpolation.

The adjusted net income growth is calculated at constant exchange rates. The underlying financial figures of the financial performance targets are adjusted for effects defined in advance, such as the effects of certain acquisitions and divestments and changes in IFRS accounting standards, to ensure comparability of these financial figures with respect to the operational performance.

For the relative TSR target, 100% target achievement is reached if the total shareholder return of Fresenius SE & Co. KGaA compared to the total shareholder return of the other

companies in the STOXX® Europe 600 Health Care Index is at the median of the peer companies over the four-year measurement period, i.e. exactly in the middle (50th percentile) of the ranking. If the rank is equal to or below the 25th percentile, the degree of target achievement is 0%. If the rank is between the 25th and the 50th percentile, the degree of target achievement is between 0% and 100%, and if the rank is between the 50th and the 75th percentile, the degree of target achievement is between 100% and 200%. Intermediate values are also calculated by linear interpolation here.

The final number of performance shares is determined for each Management Board member on the basis of the overall target achievement and can increase or decrease over the measurement period compared to the number at the time of the grant. A total loss as well as (at the most) doubling of the granted performance shares if 200% target achievement is reached (cap) is possible. After the final determination of the overall target achievement, the final number of performance shares is multiplied by the average price of the Company's shares over the last 60 stock exchange trading days prior to the end of the respective measurement period (four years after the date of the respective grant) plus the sum of the dividends per share paid in the meantime by Fresenius SE & Co. KGaA, in order to calculate the corresponding amount for the payment from the final performance shares. The payout is limited to 250% of the respective grant value.

Payment is also conditional on the absence of a compliance violation and the continuation of the service or employment relationship.

Overall target achievement of the LTIP 2018 for fiscal years 2020 to 2023 (grant 2020)

The measurement period of the grant 2020 ended in fiscal year 2023. The average growth of adjusted Group net income for fiscal year 2023 and the previous three years was -11.8%. Therefore, a target achievement of 0% was derived. For the relative TSR, the percentile rank at the end of the four-year measurement period was 15. Hence, the target achievement was 0% for the relative TSR, too. As a result, no payment was made from the grant 2020 in fiscal year 2024.

Overall target achievement of the LTIP 2018 for fiscal years 2021 to 2024 (grant 2021)

The measurement period of the grant 2021 ended in fiscal year 2024. The average growth of adjusted Group net income for fiscal year 2024 and the previous three years was 0.1%. Therefore, a target achievement of 0% was derived. For the relative TSR, the percentile rank at the end of the four-year measurement period was 52. Hence, the target achievement was 107.69% for the relative TSR. The Supervisory Board of Fresenius Management SE will ultimately determine the final values of the long-term variable compensation granted for fiscal year 2021 in October 2025 after the end of the vesting period and after the vesting requirements have been met.

The following tables show the target and actual value as well as the target achievement for the grants 2020 and 2021 for the two performance targets of growth rate of adjusted Group net income and relative TSR based on the STOXX® Europe 600 Health Care index:

LTIP 2018 – GRANT 2020

TARGET ACHIEVEMENT

	Lower threshold	Target value	Upper threshold	Actual value	Target achievement (in %)
Average growth of adjusted Group net income (in %)	5%	8%	20%	-11.8%	0%
Relative total shareholder return (percentile ranking)	25.	50.	75.	15.	0%

LTIP 2018 – GRANT 2021

TARGET ACHIEVEMENT

	Lower threshold	Target value	Upper threshold	Actual value	Target achievement (in %)
Average growth of adjusted Group net income (in %)	5%	8%	20%	0.1%	0%
Relative total shareholder return (percentile ranking)	25.	50.	75.	52.	107.69%

GRANTS UNDER THE LTIP 2013

Until the end of fiscal year 2017, benefits under the LTIP 2013 of Fresenius SE & Co. KGaA were allocated as a component with long-term incentive effect. The benefits consisted on the one hand of share-based compensation with cash settlement (phantom stocks) and on the other hand of stock options on the basis of the Stock Option Plan 2013 of Fresenius SE & Co. KGaA. Based on the LTIP 2013, both members of the Management Board and other executives were allocated stock options and phantom stocks. In fiscal year 2024, existing stock options under the LTIP 2013 could still be exercised. Stock options may still be exercised in the future.

Exercise of the stock options allocated under LTIP 2013 of Fresenius SE & Co. KGaA is subject to several conditions, such as expiry of a four-year waiting period, observance of blackout periods, achievement of the specified performance target, and continuance of the service or employment relationship. The vested stock options can be exercised within a period of four years.

The respective performance target has been reached if the adjusted consolidated net income of the Company (net income attributable to the shareholders of the Company) has increased by a minimum of 8% per year in comparison to the previous year within the waiting period, after adjustment for foreign currency effects. The performance target has also been achieved if the average annual growth rate of the adjusted consolidated net income of the Company during the four-year waiting period is at least 8%, adjusted for

foreign currency effects. If, with respect to one or more of the four reference periods within the waiting period, neither has the adjusted consolidated net income of the Company increased by a minimum of 8% per year in comparison to the previous year, after adjustment for foreign currency effects, nor is the average annual growth rate of the adjusted consolidated net income of the Company during the four-year waiting period at least 8%, adjusted for foreign currency effects, the respective granted stock options are forfeited on a pro rata basis according to the proportion of the performance target that has not been achieved within the waiting period, i.e. by one fourth, by two fourths, by three fourths, or completely. If a member of the Management Board leaves the Company, the stock options are forfeited as a matter of principle.

DEVELOPMENT AND STATUS OF THE LTIP GRANTS

The following table gives an overview of the outstanding grants under the LTIP 2018 in fiscal year 2024:

	Grant date	Vesting date	Grant date fair value € in thousands	Granted number of performance shares	Overall target achievement (if final)	Number of performance shares as of December 31, 2024
Michael Sen						
Grant 2021 (LTIP 2018)	Sept. 13, 2021	Sept. 13, 2025	1,058	23,633	n.a.	17,724
Grant 2022 (LTIP 2018)	Sept. 12, 2022	Sept. 12, 2026	1,794	68,203	n.a.	51,152
Total				91,836		68,876
Sara Hennicken						
Grant 2022 (LTIP 2018)	Sept. 12, 2022	Sept. 12, 2026	267	10,139	n.a.	7,605
Total				10,139		7,605

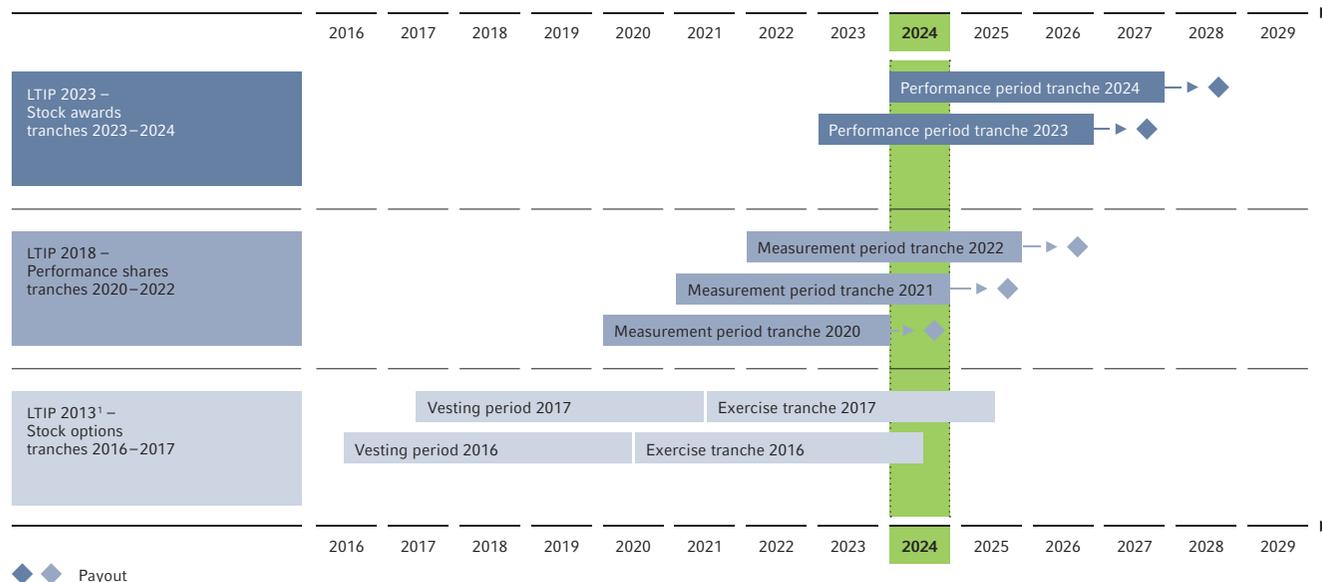
The following table gives an overview of the outstanding grants under the LTIP 2023 in fiscal year 2024:

	Grant date	Vesting date	Grant date fair value € in thousands	Granted number of stock awards	Overall target achievement (if final)	Number of stock awards as of December 31, 2024
Michael Sen						
Grant 2023 (LTIP 2023)	Jan. 1, 2023	Dec. 31, 2026	2,903	111,750	n.a.	111,750
Grant 2024 (LTIP 2023)	Jan. 1, 2024	Dec. 31, 2027	2,903	102,770	n.a.	102,770
Total				214,520		214,520
Pierluigi Antonelli						
Grant 2023 (LTIP 2023)	March 1, 2023	Dec. 31, 2026	1,116	42,942	n.a.	42,942
Grant 2024 (LTIP 2023)	Jan. 1, 2024	Dec. 31, 2027	1,339	47,390	n.a.	47,390
Total				90,332		90,332
Sara Hennicken						
Grant 2023 (LTIP 2023)	Jan. 1, 2023	Dec. 31, 2026	840	32,333	n.a.	32,333
Grant 2024 (LTIP 2023)	Jan. 1, 2024	Dec. 31, 2027	1,050	37,169	n.a.	37,169
Total				69,502		69,502
Robert Möller						
Grant 2023 (LTIP 2023)	Oct. 1, 2023	Dec. 31, 2026	263	10,104	n.a.	10,104
Grant 2024 (LTIP 2023)	Jan. 1, 2024	Dec. 31, 2027	1,050	37,169	n.a.	37,169
Total				47,273		47,273
Dr. Michael Moser						
Grant 2023 (LTIP 2023)	July 1, 2023	Dec. 31, 2026	420	16,167	n.a.	16,167
Grant 2024 (LTIP 2023)	Jan. 1, 2024	Dec. 31, 2027	940	33,275	n.a.	33,275
Total				49,442		49,442

The development and the status of the stock options allocated in the past can be found in chapter 3.8, Compensation of former Management Board members.

The following graph provides an overview of the different allocations (annual grants) under the Long-Term Incentive plans described above and their respective time profiles:

TIME PROFILE OF ALLOCATED LTIP TRANCHEs



¹ The LTIP 2013 was allocated partly in stock options and partly in phantom stocks. The chart shows the tranches 2016 and 2017 of the LTIP 2013 in relation to the share allocated in stock options. All tranches of the LTIP 2013 have completed the vesting period since July 2021. The exercise periods of the individual tranches end after four years in each case.

EFFECTS OF THE STATUTORY RESTRICTIONS OF THE ENERGY PRICE BRAKE ACTS ON LONG-TERM VARIABLE COMPENSATION

The Company is subject to statutory restrictions of the Energy Price Brake Acts due to the government financing and support received by the Fresenius Group, according to which the members of the Management Board of Fresenius

Management SE may not be awarded any variable compensation components for fiscal year 2023, among other things. The long-term variable compensation of the members of the Management Board has been affected, in that the tranche 2023 – i.e. the part relating to the year 2023 – must be disregarded in the payment of the grants under the LTIP 2018 and the LTIP 2023, the respective measurement

period of which also includes fiscal year 2023. This therefore affects the annual tranche 2023 of the grants 2020 to 2022 under the LTIP 2018 and the grant 2023 under the LTIP 2023. The Company will report on the specific effects of the statutory restrictions with regard to the grants 2021 to 2023 in its future compensation reports.

3.4 Share ownership guidelines

In addition to the Long-Term Incentive, the Compensation System 2023+ provides for share ownership guidelines (SOG) in order to further strengthen the long-term alignment with the interests of shareholders and to promote the sustainable development of the Group. They consider international market practice and the expectations of our shareholders.

Under these guidelines, the Management Board members are obliged to invest an amount equal to a percentage rate of the gross amount of an annual base salary in shares of Fresenius SE & Co. KGaA. The Chief Executive Officer has to invest 200% (until fiscal year 2022 100% according to the Compensation System 2021+) of the base salary in

shares. For ordinary Management Board members, the amount of obligation is 100% of the base salary. The Management Board members are obliged to hold these shares permanently until two years after resignation from the Management Board. For a Management Board member, the investment in shares of the Company shall be built up cumulatively from the second full year of service onwards at the latest, each year with one quarter of the gross amount of an annual base salary. The share ownership guideline must be met in full at the latest after the fifth year as a Management Board member. If the annual base salary increases, a corresponding subsequent purchase obligation arises for the Management Board member, which must be fulfilled

following the previous acquisition phase. The share ownership guidelines continue to apply if the first appointment to the Management Board is for three years and the Management Board member is not reappointed thereafter. Shares already voluntarily acquired by a member of the Management Board before or since the beginning of the (first) contractual term as a member of the Management Board of Fresenius Management SE or its legal predecessor will be taken into account for the fulfillment of the SOG target.

Management Board members can sell their shares at the earliest after the end of the mandatory retention period of two years after resignation from the Management Board.

The following table shows the status of compliance with the share ownership guidelines as of December 31, 2024:

SHARE OWNERSHIP GUIDELINES¹

	Required			Status quo			End of acquisition phase including subsequent purchase obligation
	in % of the gross amount of the annual base salary	Purchase obligation in the acquisition phase € in thousands	Purchase obligation including subsequent purchase obligation € in thousands	€ in thousands	in % of the SOG target	in % of the SOG target including subsequent purchase obligation	
Michael Sen ²	200%	3,200	3,360	1,852.09	57.88%	55.12%	April 11, 2028
Pierluigi Antonelli	100%	850	893	212.52	25.00%	23.80%	February 28, 2029
Sara Hennicken	100%	600	788	189.85	31.64%	24.09%	August 31, 2029
Robert Möller	100%	750	788	100.01	13.33%	12.69%	September 7, 2029
Dr. Michael Moser	100%	600	780	602.53	100.42%	77.25%	June 30, 2030

¹ Increases in base salary lead to subsequent purchase obligations and extend the acquisition phase by one year for the amount of subsequent purchase obligation.

² Increase of share ownership obligation of the Chief Executive Officer from 100% to 200% of the gross amount starting fiscal year 2023

For the Management Board members Mr. Pierluigi Antonelli, Mr. Robert Möller, and Dr. Michael Moser, the acquisition phases for the share ownership guidelines do not begin until their second full year of service on the Management Board.

In fiscal year 2024, Mr. Pierluigi Antonelli and Mr. Robert Möller already voluntarily purchased shares that are taken into account with respect to their share ownership obligation.

3.5 Malus/clawback

Under the Compensation System 2023+, the Supervisory Board of Fresenius Management SE is entitled to withhold (malus) or reclaim (clawback) variable compensation components in the event of material violations of internal Company guidelines, statutory and contractual obligations, and in the event of incorrect consolidated financial statements, taking into account the particularities of the individual case.

Material violations include non-compliance with material provisions of the internal Code of Conduct, grossly negligent or unethical conduct, and significant violations of the duties of care as defined by Section 93 AktG. In the event of incorrect consolidated financial statements, it is possible to reclaim variable compensation that has already been paid out if, after payment, it emerges that the audited and approved consolidated financial statements on which the calculation of the amount to be paid out was based were incorrect and, on the basis of corrected consolidated financial statements, a lower or no payment amount of variable compensation would have been owed. The obligation of the Management Board member to pay damages to the Company pursuant to Section 93 (2) AktG remains unaffected by these provisions.

In the past fiscal year, the Supervisory Board of Fresenius Management SE did not withhold or reclaim variable compensation components.

3.6 Compensation-related transactions

3.6.1 Benefits from third parties

In the past fiscal year, no benefits were awarded or assured to any member of the Management Board by a third party with regard to their activities as a member of the Management Board.

Any compensation awarded to Management Board members for Supervisory Board mandates in subsidiaries of the Fresenius Group is offset against the Management Board member's compensation. If the Supervisory Board of Fresenius Management SE resolves to deduct any compensation, in full or in part, awarded to Management Board members for any activity in Supervisory Boards outside the Fresenius Group from the compensation of the Management Board member concerned, this will be made transparent.

3.6.2 Commitments in the event of termination COMPANY PENSION SCHEME

Management Board members who were first appointed to the Management Board between January 1, 2020 and the 2023 Annual General Meeting were awarded a pension commitment within the framework of a defined contribution plan. This is promised at the beginning of the service agreement, with a waiting period of the first three years regarding the granting of benefits. Under such a defined contribution plan, the respective Management Board member receives an annual contribution amounting to 40% of

the base salary, which determines the future capital amount. After reaching the retirement age under the defined contribution plan, payments can be made either as a one-off payment or optionally in 10 annual installments. An annuity or pension payment is not provided. The defined contribution plan may provide for survivors' benefits ("Hinterbliebenenversorgung") and benefits after the occurrence of a full or partial reduction in earning capacity ("Erwerbsminderung"). The implementation of the defined contribution plan is carried out in the form of external financing as a defined contribution plan with a reinsurance policy. This provides for covering the risks of death and occupational disability as early as from the start of service and not just starting from non-forfeiture (after the expiry of three years since the start of service).

Mr. Michael Sen, Mr. Pierluigi Antonelli, and Ms. Sara Hennicken have received a pension commitment in the form of a defined contribution pension commitment.

The 2024 insurance contributions and the obligations as of December 31, 2024 are as follows:

DEFINED CONTRIBUTION PENSION COMMITMENTS

€ in thousands	Insurance contribution 2024	Present value as of December 31, 2024
Michael Sen	672	2,014
Pierluigi Antonelli	357	570
Sara Hennicken	315	456
Total	1,344	3,040

PENSION SUBSTITUTE

Management Board members appointed to the Management Board for the first time after the 2023 Annual General Meeting receive a pension substitute in cash for self-provision in the amount of 40% of the respective base salary (see 3.3.1, Fixed components). Accordingly, Mr. Robert Möller and Dr. Michael Moser receive a pension substitute.

SEVERANCE REGULATIONS

The service agreements of the Management Board members are limited to a maximum of five years in accordance with Section 84 (1) AktG and provide for a severance payment cap. Accordingly, payments to a Management Board member in the event of early termination of a Management Board appointment, including fringe benefits, are limited to two years of compensation, but not exceeding the compensation for the remaining term of the service agreement. If the Company terminates the service agreement for cause on grounds attributable to the relevant Management Board member according to Section 626 of the German Civil Code (BGB), no severance payment will be due. In accordance with the Compensation System 2023+, which applies to all active members of the Management Board as at December 31, 2024, the compensation (base salary, short-term variable compensation, and fringe benefits, excluding long-term variable compensation and expenses for the pension

commitment or pension substitute) for the past fiscal year and the expected compensation (base salary, short-term variable compensation, and fringe benefits, excluding long-term variable compensation and expenses for the pension commitment or pension substitute) for the fiscal year in which the service agreement ends are used to calculate the severance payment cap.

POST-CONTRACTUAL NON-COMPETITION CLAUSE

A post-contractual non-competition clause has been agreed with all Management Board members for a period of up to two years. If such a post-contractual non-competition clause becomes applicable, the Management Board members may receive compensation for each year of the non-competition clause amounting to up to half of the amount arising from the sum of the base salary, the target amount of the Short-Term Incentive, and the last grant value of the Long-Term Incentive. Any payments under a post-contractual non-competition clause are to be offset against any severance payments and benefits under the Company pension scheme.

CHANGE OF CONTROL

The service agreements of the Management Board members do not contain any provisions in the event of a change of control.

CONTINUED PAYMENTS IN THE EVENT OF ILLNESS

All members of the Management Board have individual contractual commitments for the continuation of their compensation in the event of sickness for a maximum period of 12 months, provided that, after 6 months of sickness-related absence, any insurance benefits that may be paid are to be deducted from such continued compensation. In the event of death of a member of the Management Board, the surviving dependents will receive 3 monthly payments after the month in which the death occurred, at most, however, until the expiry of the respective service agreement.

OTHER AGREEMENTS

In order to attract qualified candidates for the Management Board, the Supervisory Board of Fresenius Management SE may complement the compensation of first-time Management Board members in an appropriate and market-compliant manner with an entry bonus (sign-on bonus), e.g. to compensate for forfeited compensation from previous employment or service agreements.

3.7 Individualized disclosure of Management Board compensation for fiscal years 2024 and 2023

3.7.1 Target compensation

In the following tables, the total target compensation of the members of the current Management Board set for fiscal years 2024 and 2023 is individually disclosed. For the short- and long-term variable compensation, the target or allocation value will be disclosed on the assumption of

100% target achievement. In fiscal year 2024, the base salary of Ms. Sara Hennicken and Dr. Michael Moser was adjusted. The increase in base salary has an impact on the amount of the variable compensation components. The base salary of Ms. Sara Hennicken was increased to €787.5 thousand from January 1, 2024. The increase was originally resolved for fiscal year 2023, but could not be applied in 2023 due to the Energy Price Brake Acts. The base salary of Dr. Michael Moser was increased from €630 thousand

to €780 thousand with effect from July 1, 2024. The new base salaries serve to gradually increase the compensation after the initial appointment and are intended to raise the target compensation to an appropriate and customary market level, particularly in comparison to the other Management Board members, after successful onboarding in the course of the initial appointment. The base salary of the other members of the Management Board did not increase in the past fiscal year.

TARGET COMPENSATION

€ in thousands	Michael Sen Chairman of the Management Board (since October 1, 2022) Board member since April 12, 2021		Pierluigi Antonelli CEO Fresenius Kabi Board member since March 1, 2023		Sara Hennicken Chief Financial Officer Board member since September 1, 2022	
	2024	2023	2024	2023	2024	2023
Base salary	1,680	1,680	893	744	788	630
Fringe benefits	59	57	49	68	21	34
Pension substitute	-	-	-	-	-	-
Sum fixed compensation	1,739	1,737	942	812	809	664
Short-term variable compensation	1,680	1,680	893	744	788	630
STI 2023 ¹	-	1,680	-	744	-	630
STI 2024	1,680	-	893	-	788	-
Long-term variable compensation	2,903	2,903	1,339	1,116	1,050	840
Stock Awards (LTIP 2023)						
Grant 2023 ²	-	2,903	-	1,116	-	840
Grant 2024	2,903	-	1,339	-	1,050	-
Sum variable compensation	4,583	4,583	2,232	1,860	1,838	1,470
Sum fixed and variable compensation	6,322	6,320	3,174	2,672	2,647	2,134
Service cost	672	672	357	298	315	252
Total target compensation	6,994	6,992	3,531	2,970	2,962	2,386

¹ As explained in the compensation report 2023, the STI 2023 will not be paid out in accordance with the statutory restrictions of the Energy Price Brake Acts.

² As explained in chapter 3.3.2.2, the annual tranche 2023 must be disregarded for the payment of the grant 2023 in accordance with the statutory restrictions of the Energy Price Brake Acts.

TARGET COMPENSATION

€ in thousands	Robert Möller		Dr. Michael Moser	
	CEO Fresenius Helios		Management Board member responsible for Legal, Compliance, Risk Management, ESG, Human Resources (Arbeitsdirektor), Corporate Audit and for the business segment Fresenius Vamed	
	Board member since September 8, 2023		Board member since July 1, 2023	
	2024	2023	2024	2023
Base salary	788	247	705	315
Fringe benefits	19	6	27	444 ³
Pension substitute	315	99	282	126
Sum fixed compensation	1,122	352	1,014	885
Short-term variable compensation	788	247	705	315
STI 2023 ¹	–	247	–	315
STI 2024	788	–	705	–
Long-term variable compensation	1,050	263	940	420
Stock Awards (LTIP 2023)				
Grant 2023 ²	–	263	–	420
Grant 2024	1,050	–	940	–
Sum variable compensation	1,838	510	1,645	735
Sum fixed and variable compensation	2,960	862	2,659	1,620
Service cost	–	–	–	–
Total target compensation	2,960	862	2,659	1,620

¹ As explained in the compensation report 2023, the STI 2023 will not be paid out in accordance with the statutory restrictions of the Energy Price Brake Acts.

² As explained in chapter 3.3.2.2, the annual tranche 2023 must be disregarded for the payment of the grant 2023 in accordance with the statutory restrictions of the Energy Price Brake Acts.

³ Including sign-on bonus in the amount of €417 thousand

3.7.2 Compensation awarded and due

In addition to the target compensation, the compensation awarded and due in the fiscal year is disclosed and explained in accordance with the requirements of Section 162 AktG. For fiscal year 2024, the short- and long-term variable compensation is reported in such a way that the respective performance has been completed or the vesting period has been fully completed by the end of fiscal year 2024 and the

vesting conditions are met. This enables a comprehensive presentation of the connection between the business results of fiscal year 2024 and the resulting compensation.

Thus, the compensation awarded and due in fiscal year 2024 comprises the base salary, fringe benefits, and the pension substitute paid in fiscal year 2024. The variable compensation is the short-term variable compensation for fiscal year 2024 (payment in fiscal year 2025) and the long-term variable compensation the vesting conditions of which have been met in fiscal year 2024.

Full vesting from the long-term incentive plan commitments will not take place until the year after the end of the measurement period. In addition, the pension expenses (current service cost) for the pension commitments incurred in fiscal year 2024 are disclosed.

The method of disclosure described above was applied analogously for fiscal year 2023.

COMPENSATION AWARDED AND DUE

	Michael Sen				Pierluigi Antonelli			
	Chairman of the Management Board (since October 1, 2022) Board member since April 12, 2021				CEO Fresenius Kabi Board member since March 1, 2023			
	2024		2023		2024		2023	
	€ in thousands	in %	€ in thousands	in %	€ in thousands	in %	€ in thousands	in %
Base salary	1,680		1,680		893		744	
Fringe benefits	59		57		49		68	
Pension substitute	-		-		-		-	
Sum fixed compensation	1,739	46%	1,737	100%	942	47%	812	100%
Short-term variable compensation ¹	2,029		-		1,048		-	
Long-term variable compensation	-		-		-		-	
Performance shares (LTIP 2018)								
Grant 2019	-		-		-		-	
Grant 2020	-		-		-		-	
Sum variable compensation	2,029	54%	-	0%	1,048	53%	-	0%
Sum in accordance with Section 162 (1) sentence 2, no. 1 AktG	3,768		1,737		1,990		812	
Service cost	672		672		357		298	
Sum including service cost	4,440		2,409		2,347		1,110	

¹ As explained in the compensation report 2023, the short-term incentive for fiscal year 2023 was not paid out in accordance with the statutory restrictions of the Energy Price Brake Acts.

	Sara Hennicken				Robert Möller			
	Chief Financial Officer Board member since September 1, 2022				CEO Fresenius Helios Board member since September 8, 2023			
	2024		2023		2024		2023	
	€ in thousands	in %	€ in thousands	in %	€ in thousands	in %	€ in thousands	in %
Base salary	788		630		788		247	
Fringe benefits	21		34		19		6	
Pension substitute	-		-		315		99	
Sum fixed compensation	809	46%	664	100%	1,122	56%	352	100%
Short-term variable compensation ¹	951		-		869		-	
Long-term variable compensation	-		-		-		-	
Performance shares (LTIP 2018)								
Grant 2019	-		-		-		-	
Grant 2020	-		-		-		-	
Sum variable compensation	951	54%	-	0%	869	44%	-	0%
Sum in accordance with Section 162 (1) sentence 2, no. 1 AktG	1,760		664		1,991		352	
Service cost	315		252		-		-	
Sum including service cost	2,075		916		1,991		352	

¹ As explained in the compensation report 2023, the short-term incentive for fiscal year 2023 was not paid out in accordance with the statutory restrictions of the Energy Price Brake Acts.

COMPENSATION AWARDED AND DUE

Dr. Michael Moser

Management Board member responsible for Legal, Compliance, Risk Management, ESG, Human Resources (Arbeitsdirektor), Corporate Audit and for the business segment Fresenius Vamed
Board member since July 1, 2023

	2024		2023	
	€ in thousands	in %	€ in thousands	in %
Base salary	705		315	
Fringe benefits ¹	27		444	
Pension substitute	282		126	
Sum fixed compensation	1,014	54%	885	100%
Short-term variable compensation ²	851		-	
Long-term variable compensation	-		-	
Performance shares (LTIP 2018)				
Grant 2019	-		-	
Grant 2020	-		-	
Sum variable compensation	851	46%	-	- %
Sum in accordance with Section 162 (1) sentence 2, no. 1 AktG	1,865		885	
Service cost	-		-	
Sum including service cost	1,865		885	

¹ Including sign-on bonus in the amount of €417 thousand

² As explained in the compensation report 2023, the short-term incentive for fiscal year 2023 was not paid out in accordance with the statutory restrictions of the Energy Price Brake Acts.

3.8 Compensation of former Management Board members

Dr. Ernst Wastler stepped down as Chairman of the management board of VAMED AG and thus also from the Management Board of Fresenius Management SE upon reaching retirement age on July 18, 2023. As part of his post-contractual non-competition clause for a period of six months, Dr. Ernst Wastler received compensation of €62.5 thousand per month until February 29, 2024.

A total of €125 thousand was awarded to Dr. Ernst Wastler in fiscal year 2024 as fixed compensation.

As part of his defined benefit pension commitment, Dr. Ernst Wastler was paid €95 thousand in fiscal year 2024. Dr. Ernst Wastler hence only received fixed compensation and no variable compensation in fiscal year 2024.

Dr. Sebastian Biedenkopf left the Management Board of Fresenius Management SE in fiscal year 2023. In fiscal year 2024, he received outstanding fringe benefits in the total

amount of €12 thousand, of which 100% was fixed compensation and 0% was variable compensation.

Furthermore, in fiscal year 2024, €1,290 thousand was paid to five additional former members of the Management Board who retired before 2015, mainly as part of pension commitments.

For 12 former members of the Management Board, there is a pension obligation in accordance with IAS 19 in the amount of €49,705 thousand in fiscal year 2024.

The following table shows the development and the status in fiscal year 2024 of the stock options allocated in the past:

	Dr. Ernst Wastler	Stephan Sturm	Total/ arithmetic mean
Options outstanding on January 1, 2024			
Number	84,375	135,000	219,375
Average exercise price in €	67.77	68.21	68.04
Options exercised during the fiscal year			
Number	–	–	–
Options forfeited during the fiscal year			
Number	67,500	101,250	168,750
Exercise price in €	66.02	66.02	66.02
Options outstanding and exercisable on December 31, 2024			
Number	16,875	33,750	50,625
Exercise price in €	74.77	74.77	74.77
Remaining contractual life in years	0.58	0.58	0.58

4. Compensation of the Supervisory Board

4.1 Compensation governance

The Supervisory Board of the Company advises and supervises the business activities conducted by the Management Board of 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 in all matters of fundamental importance for the Company. In view of these responsible duties, the members of the Supervisory Board of the Company receive appropriate compensation that also takes sufficient account of the time demands of the position of the Supervisory Board member. In addition, Supervisory Board compensation that is also in line with the market environment ensures that the Company will continue to attract qualified candidates to its Supervisory Board in the future. In this way, the fair compensation of the members of the Supervisory Board contributes to promoting the business strategy and long-term development of Fresenius SE & Co. KGaA.

This aspiration is met through the compensation for the members of the Supervisory Board governed in Section 13 of the articles of association of Fresenius SE & Co. KGaA. Furthermore, the compensation is in line with the suggestions of the GCGC in the version dated April 28, 2022.

The compensation of the members of the Supervisory Board was proposed for resolution to the Annual General Meeting of the Company on May 21, 2021 with a corresponding amendment in Section 13 of the articles of association and approved with an approval rate of 98.86%. The compensation system has been effective since January 1, 2021.

4.2 Compensation system

The members of the Supervisory Board of the Company are compensated on the basis of Section 13 of the articles of association. A resolution on the compensation of the members of the Supervisory Board is passed by the Annual General Meeting at least every four years on the basis of a proposal by the general partner and the Supervisory Board. The members of the Supervisory Board of the Company receive fixed compensation, fringe benefits (consisting of refunds of expenses and insurance cover), and, if they perform any duties on the Audit Committee of the Supervisory Board of the Company, compensation for their duties on this committee. The relative share of fixed compensation is always 100%.

As fixed compensation, each member of the Supervisory Board of the Company shall receive an amount of €180 thousand annually for each full fiscal year, payable after the end of the fiscal year. The Chairperson of the Supervisory Board of the Company shall receive two and a half times, and his/her deputies one and a half times, the compensation of a Supervisory Board member.

For membership in the Audit Committee of the Supervisory Board of the Company, a member shall receive additional compensation of €40 thousand for each full fiscal year, while the Chairperson of the Audit Committee shall receive twice this amount.

If a fiscal year does not encompass a full calendar year, or if a member of the Supervisory Board of the Company is a member of the Supervisory Board for only a portion of the fiscal year, the compensation shall be paid on a pro rata temporis basis. This shall apply accordingly to membership of the Audit Committee of the Supervisory Board of the Company.

The members of the Supervisory Board of the Company shall be refunded expenses incurred when exercising their functions. Fresenius SE & Co. KGaA shall provide members of its Supervisory Board with insurance cover to an appropriate extent for exercising Supervisory Board activities. As for the Management Board, Fresenius SE & Co. KGaA has also taken out Directors' & Officers' liability insurance for the Supervisory Board of Fresenius Management SE and the Supervisory Board of the Company. This insurance covers the legal defense costs of a member of a representative body in the event of a claim and, if applicable, any damages to be paid within the scope of the existing coverage sums.

If a member of the Supervisory Board of the Company is at the same time a member of the Supervisory Board of the general partner, Fresenius Management SE, and receives compensation for their services on the Supervisory Board of Fresenius Management SE, the compensation for their activities as a member of the Supervisory Board of the Company shall be reduced by half. The same applies with regard to the additional part of the compensation for the Chairperson of the Supervisory Board of the Company, provided he/she is simultaneously the Chairperson of the Supervisory Board of Fresenius Management SE; this applies accordingly to his/her deputies to the extent they are simultaneously deputies of the Chairperson of the Supervisory Board of Fresenius Management SE. If a deputy of the Chairperson of the Supervisory Board of the Company is at the same time the Chairperson of the Supervisory Board of Fresenius Management SE, they shall not receive any additional compensation for their service as Deputy Chairperson of the

Supervisory Board of the Company. According to Section 7 of the articles of association of Fresenius SE & Co. KGaA, the compensation of the Supervisory Board of Fresenius Management SE will be charged to Fresenius SE & Co. KGaA.

Fresenius Management SE, with the consent of its Supervisory Board, had entered into a consultancy agreement with Dr. Gerd Krick on July 17, 2021, with a term of three years until June 30, 2024, to ensure that the comprehensive knowledge and experience of Dr. Gerd Krick regarding the

Fresenius Group is still available after his retirement from the Supervisory Board of the Company and from the Supervisory Board of Fresenius Management SE on May 21, 2021. For his consulting activities, Dr. Gerd Krick received an annual fee in the amount of €200 thousand plus any applicable value added tax. In fiscal year 2024, Dr. Gerd Krick received compensation of €100 thousand for his consulting activities until June 30, 2024.

4.3 Individualized disclosure of Supervisory Board compensation for fiscal years 2024 and 2023

The amount of compensation awarded and due for the fulfillment of service in fiscal years 2024 and 2023, including compensation for committee services for the members of the Supervisory Board of the Company and Fresenius Management SE (excluding expenses and reimbursements), is as follows:

COMPENSATION OF THE SUPERVISORY BOARD

€ in thousands	Fixed compensation				Compensation for committee services				Total compensation	
	Fresenius SE & Co. KGaA		Fresenius Management SE		Fresenius SE & Co. KGaA		Fresenius Management SE		2024	2023
	2024	2023	2024	2023	2024	2023	2024	2023		
Wolfgang Kirsch	225	225	255	255	40	40	40	40	560	560
Michael Diekmann	180	180	120	120	-	-	20	20	320	320
Grit Genster	270	270	-	-	40	40	-	-	310	310
Dr. Dieter Schenk	-	-	300	300	-	-	20	20	320	320
Prof. Dr. med. D. Michael Albrecht	180	180	-	-	-	-	-	-	180	180
Dr. Frank Appel	-	-	210	210	-	-	-	-	210	210
Stefanie Balling (until November 30, 2023)	-	165	-	-	-	-	-	-	-	165
Bernd Behlert	180	180	-	-	40	35	-	-	220	215
Dr. Heinrich Hiesinger	-	-	210	210	-	-	-	-	210	210
Konrad Kölbl (until July 31, 2024)	105	180	-	-	-	5	-	-	105	185
Frauke Lehmann	180	180	-	-	-	-	-	-	180	180
Prof. Dr. med. Iris Löw-Friedrich	180	180	-	-	-	-	-	-	180	180
Holger Michel (since November 30, 2023)	180	16	-	-	-	-	-	-	180	16
Oscar Romero De Paco	180	180	-	-	-	-	-	-	180	180
Harald Steer (since August 1, 2024)	75	-	-	-	-	-	-	-	75	-
Susanne Zeidler	90	90	120	120	80	80	-	-	290	290
Dr. Christoph Zindel	180	180	-	-	40	40	-	-	220	220
Total	2,205	2,206	1,215	1,215	240	240	80	80	3,740	3,741

5. Comparative presentation of the compensation development of the Management Board members and the Supervisory Board members in relation to the compensation of the overall workforce and to the earnings development of the Company

The development of the compensation awarded and due to the members of the Management Board and both Supervisory Boards according to Section 162 AktG, the earnings development of the Company, and the development of the

average compensation of the workforce will be presented in the following comparative table for the five-year period 2020 to 2024.

For the comparative presentation of the earnings development of the Company, Group revenue and Group net income (before special items) will be shown, which are key performance indicators for the steering of the Group and the variable compensation of the Management Board. In addition, according to the regulatory requirements, net income of Fresenius SE & Co. KGaA pursuant to HGB will be presented.

It should be noted that the compensation data refers to the compensation awarded and due pursuant to Section 162 AktG. In the case of payments from the long-term incentive plans, this relates to compensation components allocated in previous financial years. Therefore, a meaningful comparison of the compensation awarded in the fiscal year and the earnings development of the Company in the same fiscal year is only possible to a limited extent.

The comparative presentation of the development of the compensation of the workforce includes all employees of the Fresenius Group on a full-time equivalent (FTE) basis.

ANNUAL COMPARISON OF COMPENSATION AWARDED AND DUE

		2024	2023	2022	2021	2020
Revenue	€ in millions	21,833	22,299	40,840	37,520	36,277
	Annual change in %	-2%	n.a.	+9%	+3%	+2%
Group net income ¹	€ in millions	1,749	1,505	1,729	1,867	1,796
	Annual change in %	+16%	-13%	-7%	+4%	-4%
Net income of Fresenius SE & Co. KGaA pursuant to HGB	€ in millions	-993	-308	401	503	603
	Annual change in %	-222%	-177%	-20%	-17%	+4%
Average employee compensation ²	€ in thousands	51	49	50	45	45
	Annual change in %	+4%	-2%	+11%	0%	0%
Current members of the Management Board						
Michael Sen (Management Board member since April 12, 2021)	€ in thousands	3,768	1,737	2,088	1,572	-
	Annual change in %	+117%	-17%	n.a.	n.a.	n.a.
Pierluigi Antonelli (Management Board member since March 1, 2023)	€ in thousands	1,990	812	-	-	-
	Annual change in %	+145%	n.a.	n.a.	n.a.	n.a.
Sara Hennicken (Management Board member since September 1, 2022)	€ in thousands	1,760	664	347	-	-
	Annual change in %	+165%	n.a.	n.a.	n.a.	n.a.
Robert Möller (Management Board member since September 8, 2023)	€ in thousands	1,991	352	-	-	-
	Annual change in %	+466%	n.a.	n.a.	n.a.	n.a.
Dr. Michael Moser (Management Board member since July 1, 2023)	€ in thousands	1,865	885	-	-	-
	Annual change in %	+111%	n.a.	n.a.	n.a.	n.a.
Former members of the Management Board						
Dr. Sebastian Biedenkopf (Management Board member until November 30, 2023)	€ in thousands	12	639	1,000	1,277	54
	Annual change in %	-98%	-36%	-22%	+2,265%	n.a.
Dr. Ernst Wastler (Management Board member until July 18, 2023)	€ in thousands	220	3,678	1,270	2,324	2,027
	Annual change in %	-94%	+190%	-45%	+15%	-8%

¹ Before special items

² Average of wages and salaries of all Group employees on FTE basis

ANNUAL COMPARISON OF COMPENSATION AWARDED AND DUE

		2024	2023	2021	2020	2019
Current members of the Supervisory Boards						
Wolfgang Kirsch (Supervisory Board member since January 1, 2020)	€ in thousands	560	560	560	426	150
	Annual change in %	0%	0%	+31%	+184%	n.a.
Michael Diekmann (Supervisory Board member since May 20, 2015)	€ in thousands	320	320	320	320	235
	Annual change in %	0%	0%	0%	+36%	-25%
Grit Genster (Supervisory Board member since May 1, 2020)	€ in thousands	310	310	310	310	159
	Annual change in %	0%	0%	0%	+95%	n.a.
Dr. Dieter Schenk (Supervisory Board member since March 11, 2010)	€ in thousands	320	320	320	320	235
	Annual change in %	0%	0%	0%	+36%	-28%
Prof. Dr. med. D. Michael Albrecht (Supervisory Board member since January 28, 2011)	€ in thousands	180	180	180	180	150
	Annual change in %	0%	0%	0%	+20%	-38%
Dr. Frank Appel (Supervisory Board member since May 21, 2021)	€ in thousands	210	210	210	129	-
	Annual change in %	0%	0%	+63%	n.a.	n.a.
Bernd Behlert (Supervisory Board member since September 1, 2018)	€ in thousands	220	215	180	180	150
	Annual change in %	+2%	+19%	0%	+20%	-38%
Dr. Heinrich Hiesinger (Supervisory Board member since July 1, 2020)	€ in thousands	210	210	210	210	75
	Annual change in %	0%	0%	0%	+180%	n.a.
Frauke Lehmann (Supervisory Board member since May 13, 2016)	€ in thousands	180	180	180	180	150
	Annual change in %	0%	0%	0%	+20%	-38%
Prof. Dr. med. Iris Löw-Friedrich (Supervisory Board member since May 13, 2016)	€ in thousands	180	180	180	180	150
	Annual change in %	0%	0%	0%	+20%	-38%
Holger Michel (Supervisory Board member since November 30, 2023)	€ in thousands	180	16	-	-	-
	Annual change in %	+1,025%	n.a.	n.a.	n.a.	n.a.
Oscar Romero de Paco (Supervisory Board member since May 13, 2016)	€ in thousands	180	180	180	180	150
	Annual change in %	0%	0%	0%	+20%	-38%
Harald Steer (Supervisory Board member since August 1, 2024)	€ in thousands	75	-	-	-	-
	Annual change in %	n.a.	n.a.	n.a.	n.a.	n.a.
Susanne Zeidler (Supervisory Board member since May 21, 2021)	€ in thousands	290	290	270	129	-
	Annual change in %	0%	+7%	+109%	n.a.	n.a.
Dr. Christoph Zindel (Supervisory Board member since May 13, 2022)	€ in thousands	220	220	139	-	-
	Annual change in %	0%	+58%	n.a.	n.a.	n.a.
Former members of the Supervisory Boards						
Konrad Kölbl (Supervisory Board member since July 16, 2007 until July 31, 2024)	€ in thousands	105	185	220	220	170
	Annual change in %	-43%	-16%	0%	+29%	-35%
Dr. Gerd Krick (Supervisory Board member since May 28, 2003 until May 21, 2021)	€ in thousands	100	200	200	219	490
	Annual change in %	-50%	0%	-9%	-55%	-16%

AUDITOR'S REPORT

TO FRESENIUS SE & CO. KGAA, BAD HOMBURG V.D.H.

We have audited the remuneration report of Fresenius SE & Co. KGaA, Bad Homburg v. d. Höhe, for the financial year from January 1 to December 31, 2024, including the related disclosures, which was prepared to comply with § [Article] 162 AktG [Aktiengesetz: German Stock Corporation Act].

Responsibilities of the Executive Directors and the Supervisory Board

The executive directors and the supervisory board of Fresenius SE & Co. KGaA are responsible for the preparation of the remuneration report, including the related disclosures, that complies with the requirements of § 162 AktG. The executive directors and the supervisory board are also responsible for such internal control as they determine is necessary to enable the preparation of a remuneration report, including the related disclosures, that is free from material misstatement, whether due to fraud or error.

Auditor's responsibilities

Our responsibility is to express an opinion on this remuneration report, including the related disclosures, based on our audit. We conducted our audit in accordance with German generally accepted standards for the audit of financial statements promulgated by the Institut der Wirtschaftsprüfer (Institute of Public Auditors in Germany) (IDW). Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the remuneration report, including the related disclosures, is free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts including the related disclosures stated in the remuneration report. The procedures selected depend on the auditor's judgment. This includes the assessment of the risks of material misstatement of the remuneration report including the related disclosures, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the preparation of the remuneration report including the

related disclosures. The objective of this is to plan and perform audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the executive directors and the supervisory board, as well as evaluating the overall presentation of the remuneration report including the related disclosures.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Audit opinion

In our opinion, based on the findings of our audit, the remuneration report for the financial year from January 1 to December 31, 2024, including the related disclosures, complies in all material respects with the accounting provisions of § 162 AktG.

Reference to an other matter – formal audit of the remuneration report according to § 162 AktG

The audit of the content of the remuneration report described in this auditor's report includes the formal audit of the remuneration report required by § 162 Abs. 1 [paragraph] 3 AktG, including the issuance of a report on this audit. As we express an unqualified audit opinion on the content of the remuneration report, this audit opinion includes that the information required by § 162 Abs. 1 and 2 AktG has been disclosed in all material respects in the remuneration report.

Restriction on use

We issue this auditor's report on the basis of the engagement agreed with Fresenius SE & Co. KGaA. The audit has been performed only for purposes of the company and the auditor's report is solely intended to inform the company as to the results of the audit. Our responsibility for the audit and for our auditor's report is only towards the company in accordance with this engagement. The auditor's report is not intended for any third parties to base any (financial) decisions thereon. We do not assume any responsibility, duty of care or liability towards third parties; no third parties are included in the scope of protection of the underlying engagement. § 334 BGB [Bürgerliches Gesetzbuch: German Civil Code], according to which objections arising from a contract may also be raised against third parties, is not waived.

Frankfurt am Main, February 25, 2025

PricewaterhouseCoopers GmbH
Wirtschaftsprüfungsgesellschaft
(Original German Version signed by:)

Dr. Ulrich Störk
Wirtschaftsprüfer
(German Public Auditor)

Prof. Dr. Bernd Roesse
Wirtschaftsprüfer
(German Public Auditor)

BOARDS

SUPERVISORY BOARD FRESENIUS SE & CO. KGAA

Membership of statutory supervisory boards and comparable domestic or foreign supervisory bodies

Name	Occupation	Year of birth	Initial appointment	External positions as at Dec. 31, 2024	Fresenius Group company positions as at Dec. 31, 2024
Wolfgang Kirsch Chair	Member of various supervisory boards	1955	2021	Adolf Würth GmbH & Co. KG B. Metzler seel. Sohn & Co. AG (Chair)	Fresenius Management SE (Chair)
Prof. Dr. med. D. Michael Albrecht	Medical Director and Spokesman of the Management Board of the University Hospital Carl Gustav Carus Dresden (until December 31, 2024)	1949	2011		
Bernd Behlert	Full-time Works Council Member Helios Vogtland-Klinikum Plauen GmbH	1958	2018		Helios Vogtland-Klinikum Plauen GmbH
Michael Diekmann Deputy Chair	Member of various supervisory boards	1954	2015	Allianz SE ¹ (Chair)	Fresenius Management SE
Grit Genster Deputy Chair	Secretary of the Trade Union ver.di, Vereinte Dienstleistungsgewerkschaft Division Manager Health Care/ Health Policy	1973	2020		
Konrad Kölbl (until July 31, 2024)	Full-time Works Council Member VAMED-KMB Krankenhausmanagement und Betriebsführungsges. m.b.H.	1959	2007		
Frauke Lehmann	Full-time Works Council Member Helios Kliniken Schwerin GmbH	1963	2016		Helios Kliniken Schwerin GmbH (Deputy Chair)
Prof. Dr. med. Iris Löw-Friedrich	Member of various supervisory boards	1960	2016	Evotec SE ¹ (Chair) Celosia Therapeutics Pty Ltd., New South Wales, Australia (Chair since October 01, 2024)	
Holger Michel	Full-time Works Council Member Fresenius Kabi Deutschland GmbH	1969	2023		
Oscar Romero de Paco	Production staff member Fresenius Kabi España S.A.U.	1974	2016		

The term of office expires at the end of the Annual General Meeting 2025.

¹ Stock-listed company

BOARDS

SUPERVISORY BOARD FRESENIUS SE & CO. KGAA

Membership of statutory supervisory boards and comparable domestic or foreign supervisory bodies

Name	Occupation	Year of birth	Initial appointment	External positions as at Dec. 31, 2024	Fresenius Group company positions as at Dec. 31, 2024
Harald Steer (since August 01, 2024)	Chairman of the Group Works Council of VAMED AG Chairman of the Works Council and Psychiatric Nurse of Anton Proksch Institut (VAMED AG) Member of the European Works Council of Fresenius Fresenius SE & Co. KGaA	1973	2024		
Susanne Zeidler	Supervisory Board Member	1961	2022		Fresenius Management SE
Dr. Christoph Zindel	Member of various supervisory boards	1961	2022	Gerresheimer AG ¹	
Dr. Gerd Krick	Honorary Chairman of the Supervisory Board of Fresenius SE & Co. KGaA and Fresenius Management SE				

The term of office expires at the end of the Annual General Meeting 2025.

COMMITTEES OF THE SUPERVISORY BOARD

Nomination Committee	Audit Committee	Joint Committee ¹
Wolfgang Kirsch (Chair)	Susanne Zeidler (Chair)	Dr. Dieter Schenk (Chair)
Michael Diekmann	Bernd Behlert	Michael Diekmann
Susanne Zeidler	Grit Genster	Wolfgang Kirsch
	Wolfgang Kirsch	Susanne Zeidler
	Dr. Christoph Zindel	

¹ The committee consists equally of two members each of the Supervisory Board of Fresenius SE & Co. KGaA and of Fresenius Management SE.

BOARDS

MANAGEMENT BOARD FRESENIUS MANAGEMENT SE

(General partner of Fresenius SE & Co. KGaA)

Name	Segment	Year of birth	Initial appointment	Term expires	Membership of statutory supervisory boards and comparable domestic or foreign supervisory bodies	
					External positions as at Dec. 31, 2024	Fresenius Group company positions as at Dec. 31, 2024
Michael Sen	Chairman	1968	2021	2027	Fresenius Medical Care AG ¹ (Chair)	Fresenius Kabi AG (Chair)
Pierluigi Antonelli	Business Segment Fresenius Kabi	1963	2005	2026		
Sara Hennicken	Chief Financial Officer	1980	2022	2027	Fresenius Medical Care AG ¹ (Deputy Chair until March 14, 2024) Deutsche Lufthansa AG ¹ (since May 7, 2024)	Fresenius Kabi AG (Deputy Chair) VAMED AG, Austria (Deputy Chair)
Robert Möller	Business Segment Fresenius Helios	1967	2023	2026		Amper Kliniken Aktiengesellschaft Helios Kliniken Breisgau-Hochschwarzwald GmbH Helios Spital Überlingen GmbH Helios Beteiligungs Aktiengesellschaft Imaging Service AG
Dr. Michael Moser	Legal, Compliance, Risk Management, Sustainability, Human Resources, Corporate Audit and business segment Fresenius Vamed	1976	2023	2026	UEE Holding Verwaltungs SE (Enercon) (since August 23, 2024)	VAMED AG, Austria

¹ Stock-listed company

BOARDS

SUPERVISORY BOARD FRESENIUS MANAGEMENT SE

(General partner of Fresenius SE & Co. KGaA)

Name	Occupation	Year of birth	Initial appointment	Membership of statutory supervisory boards and comparable domestic or foreign supervisory bodies	
				External positions as at Dec. 31, 2024	Fresenius Group company positions as at Dec. 31, 2024
Wolfgang Kirsch Chair	Member of various Supervisory Boards	1955	2020	Adolf Würth GmbH & Co. KG B. Metzler seel. Sohn & Co. AG (Chair)	Fresenius SE & Co. KGaA ¹ (Chair)
Dr. Frank Appel	Member of various supervisory boards	1961	2021	Deutsche Telekom AG ¹ (Chair) RWE AG ¹ (since May 03, 2024)	
Michael Diekmann	Member of various Supervisory Boards	1954	2015	Allianz SE ¹ (Chair)	Fresenius SE & Co. KGaA ¹ (Deputy Chair)
Dr. Heinrich Hiesinger	Member of various Supervisory Boards	1960	2020	ZF Friedrichshafen AG (Chair) BMW AG ¹ Deutsche Post AG ¹	
Dr. Dieter Schenk Deputy Chair	Member of several supervisory boards	1952	2010	Gabor Shoes AG (Chair) TOPTICA Photonics AG (Chair) Else Kröner-Fresenius-Stiftung (Chair)	VAMED AG, Austria (Chair)
Susanne Zeidler	Supervisory Board Member	1961	2021		Fresenius SE & Co. KGaA ¹
Dr. Gerd Krick	Honorary Chairman of the Supervisory Board of Fresenius SE & Co. KGaA and Fresenius Management SE				
Dr. Karl Schneider	Honorary Member of the Supervisory Board of Fresenius Management SE				

The term of office expires at the end of the Annual General Meeting 2025.

¹ Stock-listed company