

Declaration of Compliance

Fresenius Medical Care AG & Co. KGaA

Convenience translation

**Declaration by the Management Board of
the general partner of
Fresenius Medical Care AG & Co. KGaA,
Fresenius Medical Care Management AG,
and by the Supervisory Board of
Fresenius Medical Care AG & Co. KGaA
on the German Corporate Governance Code
pursuant to Section 161 German Stock Corporation Act (Aktiengesetz)**

The Management Board of Fresenius Medical Care Management AG (hereafter: the Management Board), as the general partner of Fresenius Medical Care AG & Co. KGaA, and the Supervisory Board of Fresenius Medical Care AG & Co. KGaA declare that since issuance of the previous declaration of compliance in December 2019 the recommendations of the "German Corporate Governance Code Government Commission" published by the Federal Ministry of Justice and Consumer Protection in the official section of the Federal Gazette (hereafter: the Code) in the version of February 7, 2017 were met and in the version of December 16, 2019 will be met in the future. Only the following recommendations of the Code in its version of February 7, 2017 and in its version of December 16, 2019 have not been met or will not be met to the extent described below:

A. Code in the version of February 7, 2017

**Code number 4.2.3 paragraph 2 sentence 6:
Caps regarding specific compensation amounts**

Pursuant to Code number 4.2.3 paragraph 2 sentence 6, the amount of compensation for Management Board members shall be capped, both overall and for variable compensation components.

This recommendation was not met. The service agreements with members of the Management Board did not provide for caps regarding specific amounts for all compensation components and accordingly not for caps regarding specific amounts for the overall compensation. The performance-oriented short-term compensation (the variable bonus) was already capped. As regards stock options, phantom stock and performance shares as compensation components with long-term incentives, the service agreements with members of the Management Board did provide for a possibility of limitation but not for caps regarding specific amounts. Introducing caps regarding specific amounts in relation to such stock-based compensation components would have contradicted the basic idea pursued at that time of the members of the Management Board participating in the economic risks and opportunities of the company without such a restriction.

With the entry into force of the compensation system for the members of the Management Board of the general partner, which was approved by the ordinary General Meeting of the Company on August 27, 2020 (the "Compensation System 2020+") and implemented in the service agreements with the Management Board members, caps were also introduced for the stock-based compensation components with long-term incentives as well as a maximum compensation with specific amounts, each effective January 1, 2020.

**Code number 4.2.3 paragraph 4:
Severance payment cap**

Pursuant to Code number 4.2.3 paragraph 4, in concluding Management Board contracts, care shall be taken to ensure that payments made to a Management Board member on premature termination of his/her contract, including fringe benefits, do not exceed the

Convenience translation

value of two years' compensation (severance payment cap) and compensate no more than the remaining term of the service agreements. The severance payment cap shall be calculated on the basis of the total compensation for the past full financial year and if appropriate also the expected total compensation for the current financial year.

These recommendations were not met for the time until December 31, 2019 insofar as the service agreements of the members of the Management Board did partially not contain severance payment arrangements for each case of premature termination of the contract and consequentially did not contain a limitation of any severance payment amount insofar, because this would not in every case have done justice to the assessment of each individual case considered preferable at the time.

The Management Board contracts affected by this deviation were adjusted with effect from January 1, 2020. The recommendation has since been complied with.

**Code number 4.2.5 paragraph 3:
Presentation in the compensation report**

Pursuant to Code number 4.2.5 paragraph 3, the presentation of the compensation for each individual member of the Management Board in the compensation report shall inter alia present the maximum and minimum achievable compensation for variable compensation components by using corresponding model tables.

Fresenius Medical Care, in deviation from Code number 4.2.3 paragraph 2 sentence 6, did not provide for caps regarding specific amounts for all variable compensation components and, therefore, did not provide for caps regarding specific amounts for the overall compensation. In this respect, the compensation report for the fiscal year 2019 could not fully meet the requirements of the Code.

**Code number 5.1.2 paragraph 2 sentence 3:
Age limit for members of the Management Board**

Pursuant to Code number 5.1.2 paragraph 2 sentence 3, an age limit shall be specified for members of the Management Board.

This recommendation was deviated from. Not considering certain persons for the Management Board of the general partner solely on the basis of their age did not appear appropriate according to previous assessment.

In its meeting on November 30, 2020, the competent Supervisory Board of the general partner resolved to specify an age limit for the members of the Management Board of the general partner, which is to be disclosed in the Declaration on Corporate Governance.

**Code number 5.4.1 paragraph 2 and paragraph 4:
Specification of concrete objectives regarding the composition of the Supervisory Board and their consideration when making election proposals**

Pursuant to Code number 5.4.1 paragraph 2 and paragraph 4, the Supervisory Board shall specify concrete objectives regarding its composition and shall prepare a profile of skills and expertise for the entire Supervisory Board. Within the company-specific situation, the composition of the Supervisory Board shall reflect appropriately the international activities of the company, potential conflicts of interest, the number of independent Supervisory Board members within the meaning of Code number 5.4.2, an age limit and

Convenience translation

a regular limit to Supervisory Board members' term of office, both to be specified, as well as diversity. Proposals by the Supervisory Board to the General Meeting shall take these targets into account, while simultaneously aiming at fulfilling the profile of skills and expertise of the entire Supervisory Board. The status of the implementation shall be published in the Corporate Governance Report.

These recommendations were partly not met. In the company's interest not to limit the selection of qualified candidates in a generalizing way, the Supervisory Board refrained from an age limit and from a duration limit on the term of office.

In its meeting on November 30, 2020, the Supervisory Board resolved to specify an age limit for the members of the Supervisory Board, which is to be disclosed in the Declaration on Corporate Governance.

B. Code in the version of December 16, 2019

**Code recommendation C.10
Independence of the Chairman of the Supervisory Board**

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

As a precautionary measure, a deviation from this recommendation is declared with regard to the term of office of the Chairman of the Supervisory Board, Dr. Dieter Schenk, on the Supervisory Board of the Company. Whether Dr. Schenk in view of his term of office on the Supervisory Board of the Company of more than 12 years is to be regarded as independent of the Company and the Management Board within the meaning of the Code in the version of December 16, 2019 did not need to be considered, because the number of those Supervisory Board members who have been members of the Supervisory Board for no more than 12 years and are otherwise to be qualified as independent already complies with the Code recommendation C.7, pursuant to which more than half of the shareholder representatives shall be independent of the Company and the Management Board.

Bad Homburg v.d. Höhe, December 2020

Management Board of the general partner of Fresenius Medical Care AG & Co. KGaA, Fresenius Medical Care Management AG, and
Supervisory Board of Fresenius Medical Care AG & Co. KGaA