

# Declaration of Compliance

*Fresenius Medical Care AG & Co. KGaA*

**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 declaration of compliance in December 2020 and, respectively, the update of the declaration of compliance in February 2021 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 in the version of December 16, 2019 (hereafter: the Code) have been complied with and will be complied with in the future. Only the following recommendations of the Code have not been complied with or will not be complied with to the extent described below:

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

Pursuant to the 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 was and 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 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.

In all other respects, the Code recommendation C.10 has been and will be complied with. The Chairman of the Audit Committee has been and is independent within the meaning of this recommendation.

**Code recommendation G.8:  
No subsequent changes to the target values or comparison parameters**

Pursuant to the Code recommendation G.8, subsequent changes to the target values or comparison parameters of the variable compensation of the members of the Management Board shall be excluded. This recommendation was deviated from in the manner described below.

For the 2020 fiscal year, an impairment of goodwill and tradenames in the Latin America segment has materialized with an impact of almost EUR 195 million as a consequence of the macro-economic downturn and increasing risk adjustment rates for several countries in Latin America. In particular to ensure the comparability of the underlying financial figures of the performance targets with the Company's operating performance and to adequately recognize the actual performance of the members of the Management Board, the Supervisory Board of the general partner – in accordance with the Code recommendation G.11, pursuant to which the Supervisory Board shall have the possibility to account for extraordinary developments to an appropriate extent – has decided to exclude the im-

*Convenience translation*

pairment in the Latin America segment in question, which solely relates to the carrying amounts, when determining the relevant target achievement.

Bad Homburg v.d. Höhe, December 2021

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