



FRESENIUS MEDICAL CARE

1. JUNTA GENERAL DE ACCIONISTAS

Carátula de la Annual General Meeting 2021:

Annual General Meeting 2021



The Annual General Meeting of Fresenius Medical Care AG & Co. KGaA took place on Thursday, May 20, 2021 as a virtual General meeting without the physical presence of shareholders or their proxies.

The documents and the further information to be made available pursuant to section 278 (3) AktG in connection with section 124a AktG as well as all other information pertaining to the General Meeting are available below.

Vídeo de la Annual Shareholders Meeting 2021, discurso del presidente:



PROXY STATEMENT

Tabla de contenidos de la junta:

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Convocatoria a la junta:

ANNUAL
GENERAL
MEETING

INVITATION TO THE ANNUAL GENERAL MEETING

Fresenius Medical Care AG & Co. KGaA
Hof an der Saale

ISIN: DE0005785802 // Securities Identification No.: 578580
ISIN: DE000A3H23E3 // Securities Identification No.: A3H23E
ISIN: US3580291066 // CUSIP: 358029106

We hereby invite our shareholders to the

Annual General Meeting

to be held on Thursday, 20 May 2021, at 10:00 hours

Central European Summer Time (CEST).

Against the background of the continuing spread of the coronavirus SARS-CoV-2 and the orders of the competent authorities, the Annual General Meeting will be held as a virtual General Meeting without the physical presence of shareholders or their proxies.

Carta del presidente convocando la junta:



Letter of the Chairman of the Supervisory Board

Dear Shareholders,

On behalf of the Supervisory Board of Fresenius Medical Care AG & Co. KGaA, I would like to thank you for your continued interest in our Company.

The tasks entrusted to us as a supervisory body and representative of shareholders' interests can only be performed in an active and intensive exchange with the Management Board. On the basis of this constructive dialog and in the run-up to our virtual Annual General Meeting on May 20, 2021, I would like to give you an insight into the significant developments that have shaped Fresenius Medical Care's business in recent months. I would also like to look ahead with you to the current fiscal year.

For Fresenius Medical Care, 2020 was marked by the global COVID-19 pandemic, which began in Europe and North America in the spring – and in Asia a few weeks earlier – continues to impact us today. COVID-19 is undoubtedly the greatest global challenge of recent decades – and yet affects many of us in very different ways.

As the Supervisory Board, we are closely monitoring the extension measures taken to ensure the life-sustaining dialysis treatments for our more than 300,000 patients worldwide. This makes us all the more appreciative of the tireless efforts of Fresenius Medical Care's employees across business segments, who have often gone above and beyond the call of duty in recent months. I would like to take this opportunity to express my heartfelt thanks to them, as well as to the members of the Management Board.

As an example, we provided personal protective equipment to protect our patients and employees in the COVID-19 pandemic and to maintain safe operations at our more than 4,000 dialysis centers and 44 production sites worldwide. Employees in isolation clinics received higher compensation. These and numerous other measures led to significantly higher costs in the Dialysis Services business, which were largely compensated in 2020 by government support, particularly in the U.S., accelerated efficiency measures and a strong development in the Product business.

We will continue to face the effects of the pandemic in 2021.

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We see costs remaining at a high level, lower utilization of our dialysis centers as a result of excess mortality among dialysis patients caused by COVID-19, and resulting adverse effects on other parts of our value chain in the area of care for patients with chronic kidney disease. Thus, the pandemic will continue to require extraordinary commitment and full attention. From each of us – and more than ever.

The Supervisory Board will use its entire expertise and collective years of experience to support the Management Board in this difficult environment. I would like to make my personal contribution to this and also further apply my full knowledge of the niche industry as well as my network to act as a reliable partner. I consider continuity and expertise in the Supervisory Board to be absolutely essential, especially in view of the extraordinary challenges posed by the COVID-19 pandemic.

In its role as advisor to the Management Board, the Supervisory Board has always been and continues to be very closely involved in fundamental decisions. The business strategy of a globally operating company is always subject of discussion: this is about improving the positioning of Fresenius Medical Care and strengthening the Company in the long term.

The term of office of all Supervisory Board members will expire as regularly scheduled at the end of the Annual General Meeting on May 20, 2021. In order to ensure broad perspectives and productive exchanges on the Supervisory Board, the focus is on both competence and diversity. We will therefore present a balanced and diverse range of expertise among the candidates available for election to the Supervisory Board.

In the context of well-functioning corporate governance, the independence of the Supervisory Board is of particular importance. To ensure that we meet the justified requirements of good corporate governance, we are introducing the concept of a "Lead Independent Director". This dedicated function shall be assigned to a specific independent member of the Supervisory Board. In a special function, this member of the Supervisory Board shall specifically safeguard your interests as shareholders.

Our proposal to you is to re-elect Dr. Dorothea Wenzel to the Supervisory Board to facilitate her appointment as Lead Independent Director at the constituent meeting of the newly elected Supervisory Board. I am very pleased that Dr. Wenzel has agreed to accept the additional rights and duties associated with this appointment. Further information on this proposal and on the concept of the Lead Independent Director is available on the Fresenius Medical Care website.

Another topic that is of great importance to me, dear shareholders, is your participation in the business success of Fresenius Medical Care. Our dividend policy aims to pay out dividends based on the business performance in the respective fiscal year.

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At the same time, we strive to ensure dividend continuity. Against the backdrop of an economically very successful fiscal year in 2020 and the particularly challenging business environment in 2021, also taking our continued strong free cash flow into account, we will propose the Annual General Meeting the distribution of a dividend of €1.34 per share.

Fresenius Medical Care's products and services make it possible for people around the world to live a fulfilling life despite kidney disease. The Company has proven that it is capable of navigating even very challenging conditions. To support the evolved corporate strategy communicated in October 2020, we are very proactively investing in optimizing the operating model behind it over the next few years. This will make your Company even more agile, digital, competitive and well positioned for the next growth phase ahead.

If you have any questions in the run-up to the Annual General Meeting that cannot be answered at the event itself, please do not hesitate to contact our Investor Relations team. 2021 will be a challenging year for us. But the course has been set to master the challenges described. I would like to thank you for your confidence in the Supervisory Board and would be delighted to receive your support for the candidates in the election on May 20, 2021.

Yours,

Dr. Dieter Schenk

Chairman of the Supervisory Board
Fresenius Medical Care AG & Co KGaA

Bad Homburg, April 2021

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Auditor y sus honorarios:

CONSOLIDATED FINANCIAL STATEMENTS

Consolidated financial statements
Index to consolidated financial statements
Supervisory Board and Management Board
Independent Auditor's Report

29. PRINCIPAL ACCOUNTANT FEES AND SERVICES

At our AGM on August 27, 2020, PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft (PwC), Frankfurt am Main, was approved to serve as our new independent accountants beginning with the 2020 fiscal year, thereby replacing KPMG AG Wirtschaftsprüfungsgesellschaft (KPMG), Berlin, as the Company's auditors.

In 2020, 2019 and 2018, fees for the auditors and their affiliates were expensed as shown in TABLE 2.9.0.

TABLE 2.9.0
FEES
IN € THOUS

	2020		2019		2018	
	Consolidated group	thereof Germany	Consolidated group	thereof Germany	Consolidated group	thereof Germany
Audit fees - PwC	9,386	1,608	-	-	-	-
Audit fees - KPMG	455	-	10,173	1,665	7,845	1,322
Audit-related fees - PwC	510	394	-	-	-	-
Audit-related fees - KPMG	87	45	65	525	320	316
Tax fees - PwC	951	54	-	-	-	-
Tax fees - KPMG	310	0	318	-	1,069	115
Other fees - PwC	5,236	5,236	-	-	-	-
Other fees - KPMG	42	-	41	-	251	234

Audit fees are the aggregate fees billed by the Company's auditors for the audit of the Company's consolidated financial statements and the statutory financial statements of FMC AG & Co. KGaA and certain of its subsidiaries, reviews of interim financial statements and attestation services that are provided in connection with statutory and regulatory filings or engagements. Fees related to the audit of internal control over financial reporting are included in audit fees.

Audit-related fees are fees charged by the Company's auditors for assurance and related services that are reasonably related to the performance of the audit or review of the Company's financial statements and are not reported under audit fees. This category mainly comprises fees billed by

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FRESENIUS MEDICAL CARE 2020



PwC for comfort letters, agreed-upon procedure engagements and other attestation services subject to regulatory requirements. Fees billed by KPMG comprises fees for comfort letters, consultation on accounting issues, agreed-upon procedure engagements and other attestation services subject to regulatory requirements.

Tax fees are fees for professional services rendered by PwC for tax compliance, tax advice on implications for actual or contemplated transactions, tax consulting associated with international transfer prices, as well as support services related to tax audits. Tax fees billed by KPMG comprises fees for tax compliance, tax advice on implications for actual or contemplated transactions, tax consulting associated with international transfer prices, and expatriate employee tax services, as well as support services related to tax audits.

In 2020, other fees include amounts related to services from PwC, mainly in regard to corporate governance. Prior to 2020, other fees included amounts related to services from KPMG in regard to the harmonization of the IT landscape as well as amounts related to supply chain consulting fees.

Fees billed by the Company's auditors for non-audit services in Germany include fees for the services described above within the audit-related fees, tax fees and other fees.

30. CORPORATE GOVERNANCE

The Management Board of the General Partner, represented by Fresenius Medical Care Management AG, and the Supervisory Board of Fresenius Medical Care AG & Co. KGaA issued a compliance declaration pursuant to Section 161 of the German Stock Corporation Act (AktG). The Company has frequently made this declaration available to the public by publishing it on its website.

The Company's declaration of compliance can be found at the following address: www.freseniusmedicalcare.com/en/investors/corporate-governance/declaration-of-compliance/.

Audit and Corporate Governance Committee

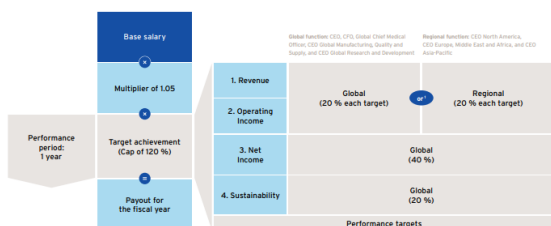
Rolf A. Classon (Chairman since January 1, 2020)

William P. Johnston (Vice Chairman since January 1, 2020)

Pascale Witz

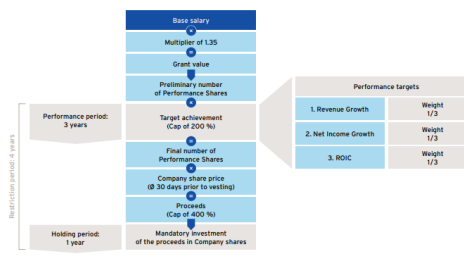
Incentivos y retribuciones de la Alta Dirección:

C.4.21 SHORT-TERM INCENTIVE



¹ Depending on the Management Board member's function

C.4.22 LONG-TERM INCENTIVE



T.4.22 TOTAL COMPENSATION
IN € THOUS

	Cash compensation (without long-term incentive components)		Components with long-term incentive effect		Total compensation (including long-term incentive components)	
	2020	2019 ¹	2020	2019 ¹	2020	2019 ¹
Members of the Management Board serving as of December 31, 2020						
Rice Powell	3,932	3,566	2,170	2,232	6,102	5,798
Helen Giza ²	2,014	707	1,070	865	3,084	1,572
Franklin W. Maddux, MD ²	1,795	-	988	-	2,783	-
Dr. Katarzyna Mazur-Hofsäß	1,993	1,925	1,139	1,080	3,132	3,105
Dr. Olaf Schermeier	1,573	1,396	907	1,053	2,480	2,449
William Valle	3,107	2,138	1,676	1,333	4,783	3,271
Kent Wanzenk	1,781	1,600	972	1,076	2,753	2,676
Harry de Wit	1,816	1,698	920	1,083	2,736	2,781
Former member of the Management Board who resigned during the year 2019³						
Michael Brosnan	-	1,961	-	1,160	-	3,121
TOTAL	19,011	14,991	9,842	9,782	27,853	24,773

¹ Please note for purposes of comparison between the amounts indicated and those of the fiscal year that the compensation is subject to foreign exchange rate fluctuations depending on whether it is contractually denominated in euro (Ms. Helen Giza and Dr. Katarzyna Mazur-Hofsäß) as well as Dr. Olaf Schermeier and Mr. Harry de Wit) or U.S. dollar (Messrs. Rice Powell, Franklin W. Maddux, MD, William Valle, Kent Wanzenk and Michael Brosnan). In principle, the translation of U.S. dollar amounts was done at the average exchange rate for the applicable calendar year; the translation of U.S. dollar amounts for Performance Shares granted under the M&I LTP 2020 for the fiscal year and under the M&I LTP 2019 for the year 2020 was done at the closing rate of the applicable grant date.

² Please note for purposes of comparison of the amounts indicated for the fiscal year that Ms. Helen Giza was appointed as member of the Management Board only with effect as of November 1, 2019 and Mr. Franklin W. Maddux, MD with effect as of January 1, 2020 and, therefore, they have received compensation payments to be set out herein in each case commencing only as of such respective dates.

³ Mr. Michael Brosnan resigned from the Management Board with effect as of the end of October 31, 2019.

T.4.23 PERSONAL INVESTMENT FROM THE NET SHORT-TERM
INCENTIVE FOR THE FISCAL YEAR
IN THOUS

	Amount	Currency
Rice Powell	597	\$
Helen Giza	253	€
Franklin W. Maddux, MD	272	\$
Dr. Katarzyna Mazur-Hofsäß	189	€
Dr. Olaf Schermeier	214	€
William Valle	324	\$
Kent Wanzenk	268	\$
Harry de Wit	153	€

Accionariado:

Nombre	Acciones	%
Else Kröner-Fresenius-Stiftung	148 685 702	26,6%
Harris Associates LP	16 866 065	3,02%
Allianz Global Investors GmbH	16 595 436	2,97%
The Vanguard Group, Inc.	11 299 487	2,02%
Norges Bank Investment Management	9 313 379	1,67%
DWS Investment GmbH	8 694 086	1,56%
Capital Research & Management Co. (World Investors)	8 529 558	1,53%
BlackRock Fund Advisors	6 993 857	1,25%
Deka Investment GmbH	6 196 584	1,11%
Lyxor International Asset Management SAS	5 796 425	1,04%

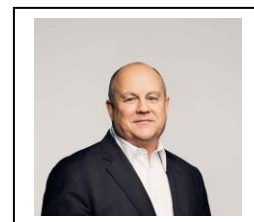
Form 10K (Annual report):



2. CONSEJO DE ADMINISTRACIÓN

→Arroz Powell, Director.

Rice Powell es director ejecutivo y presidente de la junta directiva a partir del 1 de enero de 2013. Antes de eso, fue vicepresidente de la junta directiva y miembro de la junta directiva responsable de la región de América del Norte de 2010 a 2012. Se unió a Fresenius Medical Care en 1997 y fue nombrado miembro de la junta directiva de la empresa y codirector ejecutivo de Fresenius Medical Care North America en enero de 2004. Tiene más de



36 años de experiencia en la industria del cuidado de la salud. De 1978 a 1996 ocupó varios cargos, entre otros, en Baxter International Inc. y Biogen Inc. en EE. UU.

→Helen Giza, Director Financiero y Director de Transformación.

Helen Giza fue nombrada directora financiera a partir del 1 de noviembre de 2019. A partir del 1 de enero de 2022 asumió el cargo adicional de directora de transformación. Antes de eso, fue directora de gestión de integración y desinversión en Takeda Pharmaceuticals. Antes de unirse al equipo ejecutivo corporativo de Takeda, se desempeñó como directora financiera de la unidad comercial estadounidense de Takeda desde 2008. Antes de eso, ocupó varios puestos clave de control y finanzas internacionales, entre otros, en TAP Pharmaceuticals y Abbott Laboratories. Helen Giza es contadora pública certificada del Reino Unido y tiene una Maestría en Administración de Empresas de la Escuela de Administración Kellogg de la Universidad Northwestern en Evanston, Illinois, EE. UU.



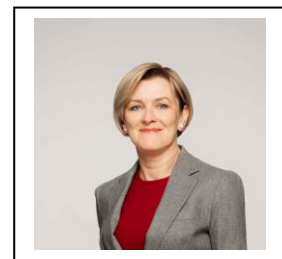
→Franklin W. Maddux, MD, Oficina Médica.

Franklin W. Maddux, MD, fue nombrado director médico global en 2019 y miembro de la junta directiva el 1 de enero de 2020. Es un nefrólogo experto, empresario de TI y ejecutivo de atención médica con más de 30 años de experiencia en atención médica. Se incorporó a la empresa en 2009 como vicepresidente ejecutivo de Asuntos Clínicos y Científicos y director médico de Fresenius Medical Care North America, donde fue responsable de la prestación de atención de alta calidad basada en el valor para la red integrada de atención renal más grande del mundo. Su experiencia e intereses de investigación se han centrado en la atención de calidad para pacientes con enfermedad renal crónica en todo el mundo.



→Dra. Katarzyna Mazur-Hofsäß, Habilitación de la atención.

La Dra. Katarzyna Mazur-Hofsäß asumió la responsabilidad del segmento Care Enablement que opera a nivel mundial, en el que Fresenius Medical Care está consolidando su negocio de productos para el cuidado de la salud bajo un paraguas global de MedTech, a partir del 1 de enero de 2022. Anteriormente, se desempeñó como directora ejecutiva para EMEA desde el 1 de septiembre de 2018. Desde 2013 fue presidenta para EMEA en la empresa de tecnología médica Zimmer Biomet. En sus 25 años de carrera profesional, Katarzyna ha adquirido una amplia experiencia internacional en puestos ejecutivos de dirección general. Ella es médica por formación académica y tiene un Ph.D. de la Universidad Médica de Gdansk en Polonia, así como un MBA de la Escuela de Economía de Varsovia y la Universidad de Minnesota.



→Guillermo Valle, Entrega de atención.

William Valle lidera el segmento de prestación de atención que opera a nivel mundial, en el que la compañía combina su negocio global de servicios de atención médica a partir del 1 de enero de 2022.

Anteriormente, se desempeñó como director ejecutivo para América del Norte desde el 17 de febrero de 2017. Antes de eso, fue Vicepresidente ejecutivo responsable del negocio de servicios de diálisis y acceso vascular de Fresenius Medical Care North America de 2014 a 2017. Bill se unió a Fresenius Medical Care en 2009 y tiene más de 30 años de experiencia en la industria de la diálisis, ocupando puestos ejecutivos en ventas, marketing y desarrollo comercial en varias empresas de diálisis, incluida Gambro Healthcare, Inc.



El Consejo de Administración está formado por un 40% de mujeres. Su principal misión es velar y salvaguardar los intereses de los accionistas y desempeñar el papel de intermediario entre éstos y los ejecutivos de la compañía.

3. COMISIONES O COMITÉS

De entre sus miembros, el Consejo de Vigilancia forma comités calificados para el ejercicio eficiente de sus responsabilidades, que preparan los asuntos para deliberación y resoluciones del Consejo de Vigilancia. El Consejo de Vigilancia recibe información periódica y oportuna sobre el trabajo de los comités.

Comité de Auditoría y Gobierno Corporativo

-Impulsores de las buenas prácticas en las empresas y los responsables últimos del control interno de las compañías.

Rolf A. Classon (Presidente)

Pascale Witz (vicepresidenta)

Dra. Dorothea Wenzel

Comité de Nominación

-Es un comité de accionistas que poseen sus propias acciones con derecho a voto. Es responsable de identificar, evaluar y nominar a candidatos para la elección para el consejo de directores.

Dr. Dieter Schenk (Presidente)

Rolf A. Classon (Vicepresidente)

Dra. Dorothea Wenzel

Comité Conjunto

-Formado por conjunto de trabajadores de una empresa que representan a todos los empleados de ésta. Es un organismo fundamental, ya que se encarga de negociar las condiciones de trabajo con la empresa y defender los intereses de los trabajadores en caso de conflicto.

Fresenius Medical Care AG & Co. KGaA también ha establecido un Comité Conjunto cuya composición y actividad están previstas en los Artículos 13a y siguientes. de los Estatutos Sociales de la Sociedad. El Comité Conjunto se convoca solo cuando es necesario, es decir, en casos de ciertas transacciones legales definidas en los Artículos de Asociación como transacciones sustanciales y para las cuales el Socio General requiere el consentimiento del Comité Conjunto.

Comité de Recursos Humanos

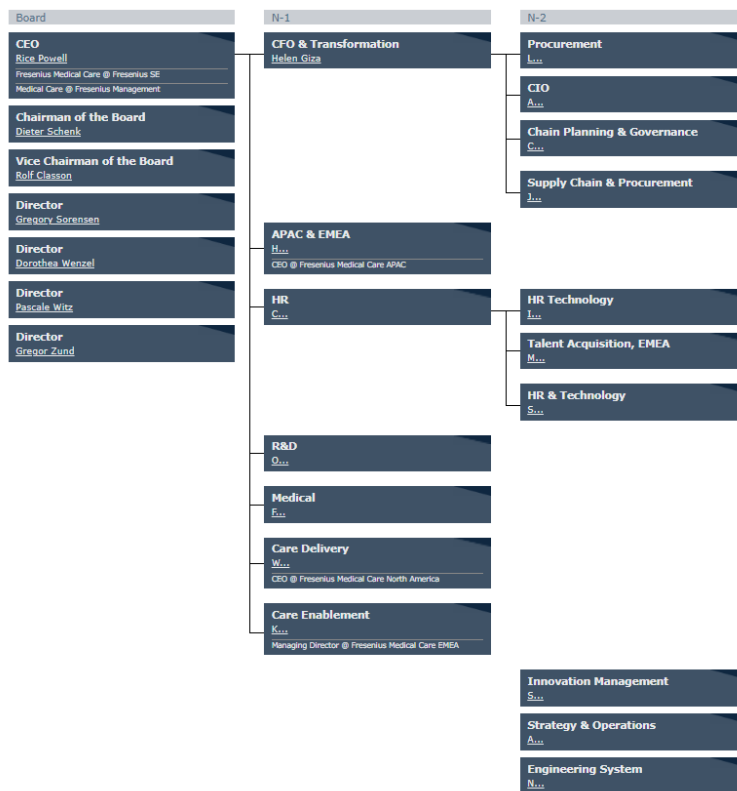
-Lidera un proceso estratégico cuyo fin es proveer a la empresa de los mejores recursos, para alcanzar los mejores resultados.

Stephan Sturm (Presidente)

Dr. Dieter Schenk (Vicepresidente)

Rolf A. Classon

4. ORGANIGRAMA



<https://www.theofficialboard.es/organigrama/fresenius-medical-care>

Se trata de una organización funcional, pues están agrupados según las funciones que llevan a cabo.

CEO- Rice Powell: director ejecutivo y presidente de la junta directiva desde el 1 de enero de 2013. Antes de eso, fue vicepresidente de la junta directiva y miembro de la junta directiva responsable de la región de América del Norte de 2010 a 2012. Se unió a Fresenius Medical Care en 1997 y fue nombrado miembro de la junta directiva de la empresa y codirector ejecutivo de Fresenius Medical Care North America en enero de 2004. Tiene más de 36 años de experiencia en la industria del cuidado de la salud. De 1978 a 1996 ocupó varios cargos, entre otros, en Baxter International Inc. y Biogen Inc. en EE. UU. Estudió en Mississippi College U.S.

Al CEO le reportan: director financiero y director de transformación, director ejecutivo, asia pacífico y presidente europa oriente medio y África, vicepresidente ejecutivo, jefe global de recursos humanos, vicepresidente ejecutivo, investigación y desarrollo, director médico mundial, miembro del consejo de administración, prestación de cuidados, miembro del consejo de administración, habilitación de cuidados.

Funciones en línea: director financiero y director de transformación, director ejecutivo, asia pacífico y presidente europa oriente medio y África, vicepresidente ejecutivo, jefe global de recursos humanos, vicepresidente ejecutivo, investigación y desarrollo,, director médico mundial, miembro del consejo de administración, prestación de cuidados, miembro del consejo de administración, habilitación de cuidados.

Funciones en staff: director de compras, vicepresidente sénior y director de información, vicepresidente de gobernanza y planificación de la cadena de suministro global, vicepresidente de cadena de suministro y adquisiciones, director de tecnología de recursos humanos, jefe de adquisición de talento, vicepresidente sénior de operaciones y tecnología de recursos humanos.

Están escindidas las ramas de negocio dedicadas a las finanzas y la transformación, las dedicadas al mercado de Asia Pacífico, Europa Oriente Medio y África, recursos humanos, investigación y desarrollo, médico, entrega de cuidados, habilitación del cuidado.

Los miembros del consejo de administración no forman parte de los directivos.

5. ESTRUCTURA SOCIETARIA

Filiales:

Fresenius Medical Care: Productos y servicios para pacientes con fallos renales de tipo crónico y agudo. Dispone de sus propias clínicas de diálisis, las cuales trabajan bajo el nombre de NephroCare.

Fresenius Kabi: Produce productos para la nutrición parenteral como catéteres y suero fisiológico y para la nutrición enteral.

Fresenius Vamed: Es una empresa austríaca de servicios profesionales especializada en estudios de viabilidad y gestión y mantenimiento de equipos médicos.

Fresenius Netcare: Proporciona soluciones IT para clientes tanto internos como externos del grupo.

<https://es.wikipedia.org/wiki/Fresenius>

Una razón para no fusionar estas empresas con la empresa matriz, es la de evitar posibles efectos negativos que pueda tener la nueva empresa.

Otro motivo es la dificultad que puede suponer el organizar una empresa muy grande, solventando este problema con la dirección de empresas más pequeñas.

Otra razón puede ser para no vincular unas empresas con otras, así si alguna tiene una mala reputación, o algún suceso desfavorable, no se encuentra relacionado con otras empresas y no las afecta.

Página oficial de Fresenius Medical Care de donde se ha obtenido casi toda la información:
<https://www.freseniusmedicalcare.com/en/home>