

**Additional information regarding agenda item 7
of the Annual General Meeting of Fresenius Medical Care AG
on May 22, 2025**

This comparative version for purely illustrative purposes displays the amendments to Article 4 (3) and (4) of the Company's Articles of Association that – as published in the Federal Gazette (Bundesanzeiger) on April 8, 2025 – will be proposed by the Management Board and the Supervisory Board of the Company to the Company's 2025 Annual General Meeting under agenda item 7.

– NON-BINDING CONVENIENCE TRANSLATION –

(...)

Article 4 Share capital

(...)

- (3) The Management Board is authorized until ~~August 26, 2025, 21 May 2030~~ to increase the share capital of the Company with the approval of the Supervisory Board by up to ~~a total of EUR 35,000,000.00~~ EUR 60,000,000.00 (in words: ~~thirty-five~~ sixty million ~~Euro~~euros) for cash and/or contributions in kind by issuing new bearer shares with no-par value on one or more occasions (Authorized ~~Capital 2020~~Capital 2025). The number of shares must be increased in the same proportion as the share capital. ~~In principle, the shareholders have~~ The new shares shall participate in the profits from the start of the fiscal year in which they are issued. In deviation therefrom and to the extent legally permissible, the Management Board may stipulate with the approval of the Supervisory Board that the new shares will participate in profits as of the beginning of a fiscal year that has already ended and for which no resolution on the allocation of distributable profit has been passed by the General Meeting at the time of their issue. In general, the shareholders have a subscription ~~rights~~right. The new shares can also be ~~underwritten~~ obtained by a credit institution, a securities institution or a company operating in accordance with ~~section 53 (1) sent. 1 or section 53b (1) sent. 1 or (7) sentence 1~~ of the German Banking Act (Kreditwesengesetz – KWG) or sec. 53b (1) sentence 1 or (7) KWG (financial institution) or a consortium of such credit institutions, securities institutions and/or financial institutions retained by the Management Board with the obligation to offer the shares to the Company's shareholders for subscription.

However, the Management Board is authorized with the approval of the Supervisory Board to exclude the shareholders' subscription rights in ~~order~~ particular in the following cases:

- to eliminate fractional amounts from the subscription right;
- to grant subscription rights, as a compensation for dilutive effects, to the holders or creditors of option or conversion rights to shares of the Company or those liable under the corresponding option or conversion obligations arising from bonds issued or guaranteed by the Company or its group companies to the extent to which they would be entitled after exercising these option or conversion rights or fulfilment of these option or conversion obligations;

~~The Management Board may only exercise the aforementioned authorization to exclude subscription rights to the extent that the proportional amount of the total shares issued subject to an exclusion of subscription rights exceeds 10 % of the share capital neither at the time of this authorization coming into effect nor at the time of the exercise of this authorization. If, during the period of validity of the Authorized Capital 2020/I until its utilization, other authorizations on the issuance or on the sale of shares of the Company or the issuance of rights which authorize or bind to the subscription of shares of the Company are exercised and the subscription rights are excluded, such subscription rights will be taken into account with regard to the aforementioned limit.~~

~~The Management Board is also authorized with the approval of the Supervisory Board to determine the further details for the implementation of capital increases from the Authorized Capital 2020/I. Following a total or partial implementation of the increase of the share capital from the Authorized Capital 2020/I, the Supervisory Board is authorized to amend the wording of the corresponding provisions of the Articles with respect to the volume of such capital increase.~~

- ~~(4) The Management Board is authorized until August 26, 2025 to increase the share capital of the Company with the approval of the Supervisory Board by up to a total of EUR 25,000,000.00 (in words: twenty five million Euro) for cash and/or contributions in kind by issuing new bearer shares with no-par value on one or more occasions (Authorized Capital 2020/II). The number of shares must be increased in the same proportion as the share capital. In principle, the shareholders have subscription rights. The new shares can also be underwritten by a credit institution or a company operating in accordance with section 53 (1) sent. 1 or section 53b (1) sent. 1 or (7) KWG (financial institution) or a consortium of such credit institutions and/or financial institutions retained by the Management Board with the obligation to offer the shares to the Company's shareholders for subscription.~~

~~However, the Management Board is authorized with the approval of the Supervisory Board to exclude the shareholders' subscription rights in the following cases:~~

- ~~– in the case of one or more capital increases for contributions in kind for the purpose of acquiring companies, parts of companies, interests in companies or other assets, or~~
- ~~– in the case of one or more capital increases for cash if the issue price for the shares does not significantly fall below the stock exchange price of the shares already listed and the proportionate amount of the share capital of the Company attributable to the shares issued with exclusion of subscription rights exceeds 10% of the share capital neither at the time of this authorization coming into effect nor at the time of the exercise of this authorization. ~~To be set off against this limitation is~~ This limit shall include the proportionate amount of share capital attributable to new shares or treasury shares previously acquired by the Company which are issued or sold during the period of validity of this authorization with exclusion of subscription rights in direct, analogous or corresponding application of ~~section 186 (3) sent. 4~~ section 4 AktG and as well as the proportionate amount of the share capital attributable to shares issued or to be issued to satisfy option or conversion rights or ~~discharge to fulfil~~ option or conversion obligations from bonds, if the bonds are issued during the period of validity of this authorization with exclusion of subscription rights in analogous application of ~~section 186 (3) sent. 4~~ section 4 AktG.~~

The Management Board may only exercise the aforementioned ~~authorizations~~ authorization to exclude subscription rights to the extent that the proportional amount of the total shares issued subject to an exclusion of subscription rights exceeds 10% of the share capital neither at the time of ~~these authorizations~~ this authorization coming into effect nor at the time of the exercise of ~~these authorizations~~ this authorization. ~~If, In case that~~ during the period of validity of the Authorized ~~Capital 2020/II~~ Capital 2025 until its utilization, other authorizations on the issuance or on the sale of shares of the Company or the issuance of rights which authorize or bind to the subscription of shares of the Company are exercised and the subscription rights are excluded, such subscription rights will be taken into account with regard to the aforementioned limit.

The Management Board is ~~also further~~ authorized to determine with the approval of the Supervisory Board ~~to determine~~ the further details for the implementation of capital increases from the Authorized ~~Capital 2020/II~~ Capital 2025. ~~Following a total or partial implementation of the increase of the share capital from the Authorized Capital 2020/II, the~~ The Supervisory Board is authorized to amend the wording of the corresponding provisions of the Articles ~~with respect to~~ of Association after a total or partial implementation of the increase of the share capital from the Authorized Capital 2025 in accordance with the volume of such capital increase and, if the Authorized Capital 2025 has not been used or not fully used by 21 May 2030, after the expiry of the authorization.