

Convenience translation

CONVOCAATION OF

the Annual General Meeting
of CompuGroup Medical SE & Co. KGaA

on May 22, 2024

in the form of a virtual general meeting

ISIN: DE000A288904

WKN: A28890

CompuGroup Medical SE & Co. KGaA
Koblenz

Dear Shareholders,

We hereby invite you to the

Annual General Meeting of CompuGroup Medical SE & Co. KGaA,

which will take place on

Wednesday, May 22, 2024 at 10.00 a.m.
(CEST; 8.00 a.m. UTC)

as a **virtual general meeting** without the physical presence of the shareholders and their representatives.

The Annual General Meeting will be held in accordance with article 22 no. 3 of the Articles of Association in conjunction with section 118a German Stock Corporation Act (AktG) as a virtual general meeting without the physical presence of the shareholders and their representatives. Shareholders and their representatives who have properly registered for the meeting, can access and attend the virtual Annual General Meeting via the Investor Portal of the company at www.cgm.com/aggm. For more details and information on the rights of shareholders and their representatives, please refer to the "Further information and notes" section further down after the agenda following the "appendix to item 14 – Report of the general partner on the reasons for the authorization to exclude subscription rights" section.

The venue of the Annual General Meeting within the meaning of the Stock Corporation Act is Maria Trost 21, 56070 Koblenz. Please note that shareholders and their representatives (with the exception of proxies appointed by the company) cannot be physically present at the venue of the Annual General Meeting. Shareholders and their representatives are thus not able to follow the virtual Annual General Meeting at the actual venue.

Agenda

1. **Presentation of the approved annual financial statements, the approved consolidated annual financial statements, the combined management report for CompuGroup Medical SE & Co. KGaA and the group, the explanatory report on the disclosures pursuant to sections 289a, 315a of the German Commercial Code (HGB), the report of the Supervisory Board and the report of the Joint Committee for financial year 2023; resolution on the adoption of the annual financial statements of CompuGroup Medical SE & Co. KGaA for financial year 2023**

The aforementioned documents are published on the company's website at www.cgm.com/hv. They will also be accessible there during the Annual General Meeting. At the Annual General Meeting, the aforementioned documents will be explained in more detail by the Managing Directors of the general partner and – insofar as the report of the Supervisory Board is concerned – by the Chairman of the Supervisory Board.

The Supervisory Board has approved the annual financial statements and the consolidated financial statements prepared by the general partner, CompuGroup Medical Management SE. Pursuant to section 286 (1) German Stock Corporation Act (AktG), the Annual General Meeting resolves on the adoption of the annual financial statements; the resolution requires the approval of the general partner.

In addition, the aforementioned documents are to be made available to the Annual General Meeting without any further resolution being required in this regard.

The general partner and the Supervisory Board propose to adopt the annual financial statements of CompuGroup Medical SE & Co. KGaA (hereinafter "**Company**") for financial year 2023 in the version presented, which shows net profits of EUR 134,187,178.78.

2. **Resolution on the appropriation of net profits for financial year 2023**

The general partner and the Supervisory Board propose that the net profits for financial year 2023 of EUR 134,187,178.78 be appropriated as follows:

Distribution of a dividend of EUR 1.00 per dividend-bearing no-par value share:	EUR 52,234,576.00
Credited to retained earnings:	EUR 0
Carryforward to new account:	EUR 81,952,602.78
Net profits:	EUR 134,187,178.78

The proposal for the appropriation of profits is based on the number of dividend-bearing no-par value shares in existence on the date on which the annual financial statements were prepared by the general partner for the past financial year 2023. This takes into account the fact that pursuant to section 71b German Stock Corporation Act (AktG), the treasury shares held by the company are not entitled to dividends. Should the number of dividend-bearing no-par value shares change by the time the Annual General Meeting is held, a correspondingly adjusted resolution proposal will be put to the vote at the

Annual General Meeting, which will again provide for a dividend of EUR 1.00 per dividend-bearing no-par value share for the past financial year 2023. In this case, the profit carried forward will be adjusted accordingly.

Pursuant to section 278 (3), section 58 (4) sentence 2 German Stock Corporation Act (AktG), the claim to the dividend is due on the third business day following the resolution of the Annual General Meeting.

3. Resolution on the approval of the actions of the general partner of CompuGroup Medical SE & Co. KGaA for financial year 2023

The general partner and the Supervisory Board propose that the actions of the general partner of CompuGroup Medical SE & Co. KGaA be approved for financial year 2023.

4. Resolution on the approval of the actions of the members of the Supervisory Board of CompuGroup Medical SE & Co. KGaA for financial year 2023

The general partner and the Supervisory Board propose that the actions of the members of the Supervisory Board of CompuGroup Medical SE & Co. KGaA holding office in financial year 2023 be approved for this period.

5. Resolution on the appointment of the auditor of the annual and consolidated financial statements for financial year 2024

Based on the recommendation of the Audit Committee, the Supervisory Board proposes that KPMG AG Wirtschaftsprüfungsgesellschaft, Berlin, Frankfurt am Main branch be appointed as auditor of the annual financial statements and auditor of the consolidated financial statements for financial year 2024 and auditor for the review, if any, of the condensed financial statements and the interim management report of the Group for the first half of financial year 2024 and additional interim financial information for financial year 2024 and the first quarter of financial year 2025.

The Audit Committee has declared that its recommendation is free from undue influence by third parties and that no clause restricting its choice within the meaning of art. 16 (6) of the Regulation (EU) No 537/2014 of the European Parliament and of the Council of April 16, 2014 on specific requirements regarding statutory audit of public-interest entities and repealing Commission Decision 2005/909/EC has been imposed on it.

6. Resolution on the appointment of the auditor for the sustainability report for financial year 2024

Directive (EU) 2022/2464 of the European Parliament and of the Council of December 14, 2022 amending Regulation (EU) No 537/2014 and Directives 2004/109/EC, 2006/43/EC and 2013/34/EU as regards corporate sustainability reporting (OJ L 322 dated 16.12.2022, p. 15) (Corporate Sustainability Reporting Directive, **CSRD**) obliges the Member States to adopt legislation by July 6, 2024 that sets out an assurance standard for sustainability reporting of certain capital market-oriented companies, which would include CompuGroup Medical SE & Co. KGaA, for financial years beginning after December 31, 2023. In accordance with CSRD, the auditor of the sustainability report is to be appointed by the Annual General Meeting.

CSRD only takes direct legal effect when national implementation acts have been put in place. CSRD has not yet been implemented by the German legislator. The company's Annual General Meeting is therefore expected to be held at a time when the CSRD Implementation Act has not yet come into force. In order to avoid the need for an Extraordinary General Meeting to elect a sustainability auditor for the 2024 financial year once the CSRD Implementation Act comes into force, a sustainability auditor is to be elected as a precautionary measure and subject to the corresponding authorization of the Annual General Meeting.

Against this background, the Supervisory Board, based on a corresponding recommendation by the Audit Committee, proposes that KPMG AG Wirtschaftsprüfungsgesellschaft, Berlin, Frankfurt am Main branch be commissioned with the assurance of the consolidated sustainability report for the 2024 financial year.. The election is subject to the proviso that the German legislator, in implementing article 37 (1) of the Statutory Audit Directive (Directive 2006/43/EC, most recently amended by Directive (EU) 2022/2464), stipulates that the auditor of the sustainability report be elected by the Annual General Meeting and that this applies to the company's 2024 financial year.

The Audit Committee has declared that its recommendation is free from undue influence by third parties and that no clause restricting the choice within the meaning of art. 16 (6) of Regulation (EU) No 537/2014 of the European Parliament and of the Council of April 16, 2014 on specific requirements regarding statutory audit of public-interest entities and repealing Commission Decision 2005/909/EC has been imposed on it.

7. Resolution on the approval of the remuneration report for financial year 2023

In accordance with section 162 German Stock Corporation Act (AktG), CompuGroup Medical SE & Co. KGaA has prepared a remuneration report for financial year 2023 which, in addition to the members of the Supervisory Board, also covers the Managing Directors of the general partner of CompuGroup Medical SE & Co. KGaA over and above the statutory requirements for companies in the legal form of a KGaA. This remuneration report has been audited by the auditor in accordance with section 162 (3) AktG and will be submitted to the Annual General Meeting for approval.

The General Partner and the Supervisory Board propose that the remuneration report for the 2023 financial year printed as an attachment to this agenda item 7 after the agenda together with the auditor's report be approved.

8. Resolution on the approval of a profit transfer agreement between CompuGroup Medical SE & Co. KGaA and CGM LAB International GmbH

CompuGroup Medical SE & Co. KGaA intends to conclude a profit transfer agreement with CGM LAB International GmbH. CGM LAB International GmbH is a wholly owned subsidiary of CompuGroup Medical SE & Co. KGaA.

As all shares in CGM LAB International GmbH are held directly by CompuGroup Medical SE & Co. KGaA, the profit transfer agreement does not provide for a compensation payment (section 304 AktG) or a settlement (section 305 AktG) for external shareholders. Against this background, a review of the agreement by a contract auditor in accordance with section 293b (1) AktG is not required either.

The text of the intended profit transfer agreement is attached to this convocation to the Annual General Meeting as an appendix to agenda item 8.

The general partner of CompuGroup Medical SE & Co. KGaA has issued a detailed joint report with the management of CGM LAB International GmbH in accordance with section 293a AktG, in which the conclusion of the profit transfer agreement and the agreement are explained and justified in detail from a legal and economic perspective. This report, together with the profit transfer agreement and the other documents to be made available in accordance with section 293f AktG, is published on the Internet at www.cgm.com/agm from the date on which the Annual General Meeting is convened. All documents to be made available will also be available there up to and during the company's Annual General Meeting. The agreement will only become effective with the approval of the Annual General Meeting of CompuGroup Medical SE & Co. KGaA and the shareholders' meeting of CGM LAB International GmbH and only once its existence has been entered in the commercial register of CGM LAB International GmbH.

The general partner and the Supervisory Board propose that the intended profit transfer agreement between CompuGroup Medical SE & Co. KGaA and CGM LAB International GmbH be approved.

9. Resolution on the cancellation of the Authorized Capital 2020, the creation of Authorized Capital 2024-I with the option of excluding shareholders' subscription rights and a corresponding amendment to article 4 of the Articles of Association

In connection with the change of legal form resolution adopted by the Annual General Meeting on May 13, 2020 under agenda item 7 in article 4 (3) of the Articles of Association, the general partner was authorized, with the approval of the Supervisory Board, to increase the share capital by a total of up to EUR 26,609,675.00 (Authorized Capital 2020) by issuing new no-par value bearer shares against cash and/or non-cash contributions on one or more occasions until May 12, 2025 and, subject to the approval of the Supervisory Board, to exclude in certain cases shareholders' subscription rights to new shares.

On June 22, 2020, the company utilized some of the Authorized Capital 2020 and issued 515,226 new shares with shareholder subscription rights excluded. On the same day, the company sold 4,806,709 treasury shares with shareholder subscription rights excluded in accordance with section 186 (3) sentence 4 German Stock Corporation Act (AktG).

The Authorized Capital 2020 currently in place is to be cancelled and replaced by a new Authorized Capital 2024-I along with an Authorized Capital 2024-II proposed under agenda item 10, and the Articles of Association amended accordingly, so that the company retains the flexibility to comprehensively shore up its equity as required in the future.

The general partner and the Supervisory Board therefore propose the adoption of the following resolutions:

a) Cancellation of the Authorized Capital 2020

The current authorization granted by the Annual General Meeting on May 13, 2020 with effect until May 12, 2025 to increase the share capital (Authorized Capital 2020) and article 4 (3) of the Articles of Association are cancelled subject to the condition precedent that the amendment to the Articles of Association proposed in lit. b) of this agenda item 9 is added to the company's entry in the commercial register.

b) Creation of an Authorized Capital 2024-I with the option of excluding shareholders' subscription rights and a corresponding amendment to article 4 of the Articles of Association

A new authorized capital of EUR 10,746,915.00 with the option of excluding shareholders' subscription rights is created in accordance with the following provision in the Articles of Association (**Authorized Capital 2024-I**).

Article 4 (3) of the Articles of Association is amended to read as follows:

"3. The general partner is authorized, with the approval of the Supervisory Board, to increase the share capital of the company on one or more occasions until (and including) May 21, 2028 by up to a total of EUR 10,746,915.00 by issuing 10,746,915 new no-par value bearer shares against cash and/or non-cash contributions (Authorized Capital 2024-I).

The general partner may only utilize the Authorized Capital 2024-I up to a maximum of 50 % of the share capital at the time the authorization becomes effective or – if this value is lower – at the time this authorization is exercised. Shares issued or to be issued during the term of this authorization from other authorized capital or shares issued to satisfy bonds with conversion or option rights or with conversion or option obligations from contingent capital shall be counted towards this maximum limit of 50 % of the share capital, provided that these bonds were issued during the term of this authorization. This inclusion as per the above sentence will no longer be applicable in the future if and to the extent that the authorization(s), according to which the shares to be included were issued, is/are granted again by the Annual General Meeting in compliance with statutory provisions. This applies to the extent of the new authorization, but up to a maximum of 50 % of the share capital in accordance with the provisions of sentence 1 of this paragraph.

The shareholders must generally be granted subscription rights to the new shares as prescribed by law. The shares may also be taken over by one or more bank(s) or as per section 186 (5) German Stock Corporation Act (AktG) or one or more companies active as per section 53 (1) sentence 1 or section 53b (1) sentence 1 or section 53b (7) of the German Banking Act (KWG) on condition that they offer these to the company's shareholders for subscription (referred to as an indirect subscription right).

The general partner is, however, authorized, with the approval of the Supervisory Board, to exclude shareholder subscription rights in full or in part, on one or more occasions, in accordance with one or more of the following provisions:

- a. to exclude fractional amounts from the subscription rights of the shareholders;*
- b. to satisfy any rights or obligations to acquire company shares arising out of or in connection with convertible bonds, bonds with warrants, profit participation certificates and/or profit participation bonds (or any combination of these instruments) issued by the company or an associated company within the meaning of sections 15 et seqq. AktG, as well as to grant subscription rights to the bearers or creditors of such instruments with option and/or conversion rights and/or obligations*

to compensate for dilutions in the extent to which they would be entitled after having exercised these rights or fulfilling these obligations;

- c. to fulfill option rights from the authorization to be granted by resolution of the Annual General Meeting on May 22, 2024 under agenda item 12 to grant subscription rights (share options) to the Managing Directors of the general partner as well as managerial staff of the company or its associated companies to the extent that the company does not fulfill the obligations arising from share options from the authorized or contingent capital or with treasury shares or a cash payment. To the extent that new shares are to be transferred to Managing Directors of the general partner to fulfill the obligations arising from issued share options, the above authorization applies to the Administrative Board of the general partner;*
- d. for a capital increase against cash contributions as per or in accordance with section 186 (3) sentence 4 AktG, if the issue price of the new shares does not fall significantly below the stock market price of the company shares already listed on the stock market and the newly issued shares with subscription rights excluded do not make up more than a total of 10 % of the share capital at any time whether this be at the time the authorization becomes effective or – if lower – at the time the Authorized Capital 2024-I is exercised. Shares in the company that were issued or sold during the term of this authorization under exclusion of subscription rights in accordance with section 186 (3) sentence 4 German Stock Corporation Act (AktG) or that are issued or will be issued to satisfy bonds with conversion or option rights or conversion or option obligations, as long as these bonds were issued during the term of this authorization under exclusion of subscription rights in accordance with section 186 (3) sentence 4 German Stock Corporation Act (AktG), shall count towards this maximum limit of 10 % of the share capital. This inclusion as per the above sentence will no longer be applicable in the future if and to the extent that the authorization(s) to exclude shareholder subscription rights as per or in accordance with section 186 (3) sentence 4 AktG, according to which the shares to be included were issued, is/are granted again by the Annual General Meeting in compliance with statutory provisions. This applies to the extent of the new authorization, but up to a maximum of 10 % of the share capital in accordance with the provisions of sentence 1 of this paragraph;*
- e. in cases of capital increases against non-cash contributions, in particular for the acquisition of companies, parts of companies or equity interests in companies or other assets, including receivables from the company or its group companies.*

The total number of shares issued under Authorized Capital 2024-I under exclusion of shareholders' subscription rights may not exceed 10 % of the share capital at the time the authorization becomes effective or – if this value is lower – at the time the respective authorization is exercised, taking into account other company shares that have been issued or sold during the term of this authorization under exclusion of shareholders' subscription rights or that are issued or shall be issued to satisfy bonds with conversion or option rights or conversion or option obligations if these bonds have been issued during the term of this

authorization under exclusion of shareholders' subscription rights (except for issuance under exclusion of subscription rights to eliminate fractional amounts), einen anteiligen Betrag von 10 % des Grundkapitals nicht übersteigen, und zwar weder im Zeitpunkt des Wirksamwerdens noch – falls dieser Wert geringer ist – im Zeitpunkt der Ausnutzung dieser Ermächtigung. This inclusion as per the above sentence will no longer be applicable in the future if and to the extent that the authorization(s), according to which the shares to be included were issued, is/are granted again by the Annual General Meeting in compliance with statutory provisions. This applies to the extent of the new authorization, but up to a maximum of 10 % of the share capital in accordance with the provisions of sentence 1 of this paragraph.

The new shares created on the basis of the Authorized Capital 2024-I offer profit participation from the start of the financial year in which they are created and for all subsequent financial years. Notwithstanding the aforementioned and with the approval of the Supervisory Board, the general partner may determine that the new shares offer profit participation from the start of the financial year for which the Annual General Meeting has not yet passed a resolution on the appropriation of net profit at the time of the capital increase, as far as this is permitted by law.

The general partner is also authorized, with the approval of the Supervisory Board, to determine the further details of the capital increase and its execution, in particular the content of the share rights and the conditions of the share issues.”

c) Authorization to amend the Articles of Association

The Supervisory Board is authorized to amend the wording of article 4 of the Articles of Association in accordance with the issue of new shares from the Authorized Capital 2024-I and, if the Authorized Capital 2024-I is not exercised in full or at all by May 21, 2028, to make amendments thereto once the authorization lapses.

d) Instruction issued to the general partner

The general partner is instructed to have the cancellation of the Authorized Capital 2020 and the creation of the new Authorized Capital 2024-I entered into the company's commercial register with the proviso that the cancellation of the Authorized Capital 2020 is only entered if it is ensured that the amendment to article 4 (3) of the Articles of Association is entered immediately thereafter.

The report of the general partner on the reasons for the authorization to exclude subscription rights is enclosed with this convocation as an appendix to agenda items 9 and 10.

10. Resolution on the creation of an Authorized Capital 2024-II with the option of excluding shareholders' subscription rights and a corresponding amendment to article 4 of the Articles of Association

In addition the Authorized Capital 2024-I, the Authorized Capital 2024-II is intended to further increase the flexibility to procure equity and the Articles of Association shall be amended accordingly.

The general partner and the Supervisory Board propose the adoption of the following resolutions:

a) Creation of an Authorized Capital 2024-II with the option of excluding shareholders' subscription rights and a corresponding amendment to article 4 of the Articles of Association

A new authorized capital of EUR 16,120,372.00 with the option of excluding shareholders' subscription rights (**Authorized Capital 2024-II**) is created in addition to the Authorized Capital 2024-I.

Article 4 (4) of the Articles of Association of the Company is amended to this end as follow:

"4. The general partner is authorized, with the approval of the Supervisory Board, to increase the share capital of the company on one or more occasions until (and including) May 21, 2029 by up to a total of EUR 16,120,372.00 by issuing 16,120,372 new no-par value bearer shares against cash and/or non-cash contributions (Authorized Capital 2024-II).

The general partner may only utilize the Authorized Capital 2024-II up to a maximum of 50 % of the share capital at the time the authorization becomes effective or – if this value is lower – at the time this authorization is exercised. Shares issued or to be issued during the term of this authorization from other authorized capital or shares issued to satisfy bonds with conversion or option rights or with conversion or option obligations from contingent capital shall be counted towards this maximum limit of 50 % of the share capital, provided that these bonds were issued during the term of this authorization. This inclusion as per the above sentence will no longer be applicable in the future if and to the extent that the authorization(s), according to which the shares to be included were issued, is/are granted again by the Annual General Meeting in compliance with statutory provisions. This applies to the extent of the new authorization, but up to a maximum of 50 % of the share capital in accordance with the provisions of sentence 1 of this paragraph.

The shareholders must generally be granted subscription rights to the new shares as prescribed by law. The shares may also be taken over by one or more bank(s) or as per section 186 (5) German Stock Corporation Act (AktG) or one or more companies active as per section 53 (1) sentence 1 or section 53b (1) sentence 1 or section 53b (7) of the German Banking Act (KWG) on condition that they offer these to the company's shareholders for subscription (referred to as an indirect subscription right).

The general partner is, however, authorized, with the approval of the Supervisory Board, to exclude shareholder subscription rights in full or in part, on one or more occasions, in accordance with one or more of the following provisions:

- a. to exclude fractional amounts from the subscription rights of the shareholders;*
- b. to satisfy any rights or obligations to acquire company shares arising out of or in connection with convertible bonds, bonds with warrants, profit participation certificates and/or profit participation bonds (or any combination of these instruments) issued by the company or an associated company within the meaning of sections 15 et seqq. AktG, as well as to grant subscription rights to the bearers or creditors of such instruments with option and/or conversion rights and/or obligations to compensate for dilutions in the extent to which they would be entitled after having exercised these rights or fulfilling these obligations;*

- c. *to fulfill option rights from the authorization to be granted by resolution of the Annual General Meeting on May 22, 2024 under agenda item 12 to grant subscription rights (share options) to the Managing Directors of the general partner as well as managerial staff of the company or its associated companies to the extent that the company does not fulfill the obligations arising from share options from the authorized or contingent capital or with treasury shares or a cash payment. To the extent that new shares are to be transferred to Managing Directors of the general partner to fulfill the obligations arising from issued share options, the above authorization applies to the Administrative Board of the general partner;*

- d. *if the issue price of the new shares does not fall significantly below the stock market price of the company shares already listed on the stock market and the newly issued shares with subscription rights excluded do not make up more than a total of 10 % of the share capital at any time for a capital increase against cash contributions as per or in accordance with section 186 (3) sentence 4 AktG, whether this be on the effective date or – if lower – at the time the Authorized Capital 2024-I is exercised. Shares in the company that were issued or sold during the term of this authorization under exclusion of subscription rights in accordance with section 186 (3) sentence 4 German Stock Corporation Act (AktG) or that are issued or will be issued to satisfy bonds with conversion or option rights or conversion or option obligations, as long as these bonds were issued during the term of this authorization under exclusion of subscription rights in accordance with section 186 (3) sentence 4 German Stock Corporation Act (AktG), shall count towards this maximum limit of 10 % of the share capital. This inclusion as per the above sentence will no longer be applicable in the future if and to the extent that the authorization(s) to exclude shareholder subscription rights as per or in accordance with section 186 (3) sentence 4 AktG, according to which the shares to be included were issued, is/are granted again by the Annual General Meeting in compliance with statutory provisions. This applies to the extent of the new authorization, but up to a maximum of 10 % of the share capital in accordance with the provisions of sentence 1 of this paragraph;*

- e. *in cases of capital increases against non-cash contributions, in particular for the acquisition of companies, parts of companies or equity interests in companies or other assets, including receivables from the company or its group companies.*

The total number of shares issued under Authorized Capital 2024-II under exclusion of shareholders' subscription rights may not exceed 10 % of the share capital at the time the authorization becomes effective or – if this value is lower – at the time the respective authorization is exercised, taking into account other shares of the company that have been issued or sold during the term of this authorization under exclusion of shareholders' subscription rights or that are issued or shall be issued to satisfy bonds with conversion or option rights or conversion or option obligations if these bonds have been issued during the term of this authorization under exclusion of shareholders' subscription rights (except for issuance under exclusion of subscription rights to eliminate fractional

amounts). This inclusion as per the above sentence will no longer be applicable in the future if and to the extent that the authorization(s), according to which the shares to be included were issued, is/are granted again by the Annual General Meeting in compliance with statutory provisions. This applies to the extent of the new authorization, but up to a maximum of 10 % of the share capital in accordance with the provisions of sentence 1 of this paragraph.

The new shares created on the basis of the Authorized Capital 2024-II offer profit participation from the start of the financial year in which they are created and for all subsequent financial years. Notwithstanding the aforementioned and with the approval of the Supervisory Board, the general partner may determine that the new shares offer profit participation from the start of the financial year for which the Annual General Meeting has not yet passed a resolution on the appropriation of net profit at the time of the capital increase, as far as this is permitted by law.

The general partner is also authorized, with the approval of the Supervisory Board, to determine the further details of the capital increase and its execution, in particular the content of the share rights and the conditions of the share issues.”

b) Authorization to amend the Articles of Association

The Supervisory Board is authorized to amend the wording of article 4 of the Articles of Association in accordance with the issue of new shares from the Authorized Capital 2024-II and, if the Authorized Capital 2024-II is not exercised in full or at all by May 21, 2029, to make amendments thereto once the authorization lapses.

The report of the general partner on the reasons for the authorization to exclude subscription rights is enclosed with this convocation as an appendix to agenda items 9 and 10.

11. Resolution on the authorization to issue convertible bonds, bonds with warrants, profit participation certificates and/or profit participation bonds (or a combination of these instruments) and to create a Contingent Capital 2024-I and corresponding amendment to article 4 of the Articles of Association

Convertible bonds, bonds with warrants, profit participation certificates and profit participation bonds are common instruments used in company financing. The general partner is to be authorized to issue convertible bonds, bonds with warrants, profit participation certificates and/or profit participation bonds (or a combination of these instruments)(hereinafter also referred to as “bonds”) for a limited period until May 21, 2028, to increase the financing options available to the company. A new Contingent Capital 2024-I shall be created and the Articles of Association amended accordingly to satisfy the option and conversion rights to shares of the company arising from the bonds.

The general partner and the Supervisory Board propose the adoption of the following resolutions:

a) Authorization to issue convertible bonds, bonds with warrants, profit participation certificates and/or profit participation bonds (or any combination of these instruments) and to exclude subscription rights

The following authorization of the general partner to issue convertible bonds, bonds with warrants, profit participation certificates and/or profit participation bonds (or any combination of these

instruments) becomes effective once the amendment to the Articles of Association proposed under lit. b) of this agenda item 11 is registered.

aa) Nominal amount, authorization period and number of shares

The general partner is authorized, with the approval of the Supervisory Board, to issue bearer or registered convertible bonds, bonds with warrants, profit participation certificates and/or profit participation bonds (or a combination of these instruments) with a total nominal amount of up to EUR 500,000,000.00 with or without a limited term, until May 21, 2028. The general partner is further authorized to grant the creditors or bearers of bonds conversion or option rights to shares of the company at the time of their respective establishment with a proportional amount of the share capital of up to EUR 5,373,457.00 in accordance with the respective option or convertible bond conditions, profit participation bond conditions and/or profit participation certificate conditions (hereinafter referred to as “**conditions**”). The conditions may also stipulate a conversion or option obligation at the end of the term or at another time. They may also provide for exchange rights, in particular rights to replace the output originally owed thereunder by shares of the company (also as put option, right to offer an alternative or redemption option), either at the end of the term or at another time.

The bonds may be issued once or on several occasions, in full or in part or at the same time in different tranches. All partial bonds of a respective tranche issued must come with rights and obligations that are of equal value among them. Bonds may also be issued in full or in part against a non-cash contribution.

Aside from in euro, bonds may also be issued in the legal tender of a member state of the Organization for Economic Cooperation and Development – limited to the equivalent amount in euro of the total nominal amount allowed. The bonds can also be issued through associated companies within the meaning of sections 15 et seqq. German Stock Corporation Act (AktG). Where this is the case, the general partner is authorized to guarantee the bonds for the associated companies within the meaning of sections 15 et seqq. German Stock Corporation Act (AktG). The general partner is also authorized to grant the creditors of such bonds conversion rights, option rights or profit participation certificates to shares of the company. This may also include the obligation to exercise the conversion or option rights, as well as to make any declarations or take any action required for the bonds to be successfully issued.

The general partner is only authorized to issue bonds to the extent that the number of shares issued or to be issued to satisfy the bonds with conversion or option rights or with conversion or option obligations from contingent capital does not exceed 50 % of the share capital at the time this authorization becomes effective or – if this value is lower – at the time this authorization is exercised. Shares issued or to be issued from authorized capital during the term of this authorization shall be counted towards this maximum limit of 50 % of the share capital. This inclusion as per the above sentence will no longer be applicable in the future if and to the extent that the authorization(s), according to which the shares to be included were issued, is/are granted again by the Annual General Meeting in compliance with statutory provisions. This applies to the extent of the new authorization, but up to a

maximum of 50 % of the share capital in accordance with the provisions of sentence 1 of this paragraph.

bb) Granting of subscription rights and exclusion of subscription rights

Shareholders are generally to be granted subscription rights to the bonds. The bonds may also be taken over by one or more bank(s) or one or more companies active as per section 53 (1) sentence 1 or section 53b (1) sentence 1 or section 53b (7) of the German Banking Act (KWG) on condition that they offer these to the shareholders for subscription (referred to as an indirect subscription right). The general partner is, however, authorized, with the approval of the Supervisory Board, to exclude shareholder rights to subscribe to the bonds in full or in part, on one or more occasions, in accordance with one or more of the following provisions:

- (1) in order to exclude fractional amounts from the subscription rights;
- (2) where required to grant bearers of bonds that have already been or will be issued by the company or a company that is dependent or under direct or indirect majority ownership a subscription right to the extent to which they would be entitled as shareholders after exercising the conversion or option rights or after fulfilling conversion or option obligations;
- (3) if the bonds with conversion or options rights or obligations are issued for cash and the issue price is not materially below the bonds market value as calculated in accordance with recognized financial models within the meaning of sections 221 (4) sentence 2, 186 (3) sentence 4 AktG.

The authorization to exclude subscription rights only applies however for bonds including rights and obligations to shares if the pro rata amount does not exceed 10 % of the share capital at the time the authorization becomes effective or – if this value is lower – at the time this authorization is exercised. Shares in the company that were issued or sold during the term of this authorization under exclusion of subscription rights in accordance with or as per section 186 (3) sentence 4 German Stock Corporation Act (AktG) or that are issued or will be issued to satisfy bonds with conversion or option rights or conversion or option obligations, as long as these bonds were issued during the term of this authorization under exclusion of subscription rights in accordance with section 186 (3) sentence 4 German Stock Corporation Act (AktG), shall count towards this maximum limit of 10 % of the share capital. This inclusion as per the above sentence will no longer be applicable in the future if and to the extent that the authorization(s) to exclude shareholder subscription rights as per or in accordance with section 186 (3) sentence 4 AktG, according to which the shares to be included were issued, is/are granted again by the Annual General Meeting in compliance with statutory provisions. This applies to the extent of the new authorization, but up to a maximum of 10 % of the share capital in accordance with the provisions of sentence 1 of this paragraph;

(4) for bonds issued for consideration in kind, provided that the value of the consideration in kind corresponds appropriately with the theoretical market value of the bonds calculated in accordance with recognized financial models in particular.

The authorizations to exclude subscription rights included in the above paragraphs are limited to a pro rata amount 10 % of the share capital at the time this authorization becomes effective or is exercised, taking into account other shares of the company that are issued or sold during the term of this authorization under exclusion of shareholders' subscription rights or that are issued or shall be issued to satisfy bonds with conversion or option rights or conversion or option obligations if these bonds are issued during the term of this authorization under exclusion of shareholders' subscription rights (except for issuance under exclusion of subscription rights to eliminate fractional amounts). This inclusion as per the above sentence will no longer be applicable in the future if and to the extent that the authorization(s), according to which the shares to be included were issued, is/are granted again by the Annual General Meeting in compliance with statutory provisions. This applies to the extent of the new authorization, but up to a maximum of 10 % of the share capital in accordance with the provisions of sentence 1 of this paragraph.

As far as profit participation certificates or profit participation bonds without conversion or option rights or obligations are issued, the general partner is authorized to exclude shareholder subscription rights in full, with the approval of the Supervisory Board, if these profit participation certificates or profit participation bonds are structured in a way similar to bonds, i.e., they do not convey any membership rights in respect of the company, do not allow any participation in any proceeds from liquidation, and the interest rate is not profit-centric and calculated on the basis of net income, net profits or the dividend. In this case, the interest calculation and issue price of the profit participation certificates or profit participation bonds would have had to be in line with current market conditions for comparable borrowing as at the time of issue.

cc) Conversion and option rights

Where bonds with conversion rights are issued, creditors can convert their bonds into shares of the company as permitted by the conditions. The conversion rate is calculated by dividing the nominal amount or the issue price of bond that is lower than the nominal amount by the conversion price set for a share of the company. The conversion rate can be variable and rounded up or down to the next whole number. A top-up payment in cash can also be defined. It is also possible to stipulate that fractional amounts may be combined and/or compensated in cash. The portion of the share capital represented by the shares to be subscribed for each bond may not exceed the nominal amount of the individual bond.

Where bonds with warrants are issued, each bond is furnished with one or more warrants that entitle the bearer to subscribe to shares of the company as permitted by the terms and conditions. The terms and conditions for the options can state that the option price may also be satisfied in full or in part through the transfer of partial bonds. The subscription ratio is calculated by dividing the nominal amount or the issue price of bond that is lower than the nominal amount by the option price for a share of the company. The subscription ratio can be variable and rounded up or down to the next whole number. A top-up payment in cash

can also be defined. It is also possible to stipulate that fractional amounts may be combined and/or compensated in cash. The portion of the share capital represented by the shares to be subscribed for each bond may not exceed the nominal amount of the bond.

dd) Conversion and option obligations/rights of exchange

In addition to or in place of conversion or option rights, the conditions may also give rise to a conversion or option obligation at the end of the term or at another point time (each also referred to as “**final maturity**”) or provide for exchange rights (in particular the right of the company or an associated company within the meaning of sections 15 et seqq. AktG to grant the bearers of bonds shares of the company in full or in part at final maturity, instead of paying the cash amount due). In such cases, the conversion or option price for a share may equate to the arithmetic average closing price of the company’s share in Xetra trading (or a corresponding successor system) on the Frankfurt Stock Exchange during the ten consecutive trading days before or after the final maturity date, even if this is below the minimum price stated below in lit. a) ee).

The proportionate amount of share capital of the shares to be issued at final maturity per partial bond may not exceed the nominal amount of the individual bond. Section 9 (1) German Stock Corporation Act (AktG) in conjunction with section 199 (2) AktG must be observed.

ee) Conversion/option price

Except for the cases in which there is a provision for an option or conversion obligation, or a right of exchange, the respective conversion or option price to be set for a share must either

- (i) make up at least 80 % of the arithmetic average closing price of the company’s share in Xetra trading (or a corresponding successor system) on the Frankfurt Stock Exchange during the ten trading days before the date on which the final decision on placing bonds is taken by the general partner; or
- (ii) in the event that a subscription right is granted, equate to at least 80 % of the arithmetic average closing price of the company’s share in Xetra trading (or a corresponding successor system) on the Frankfurt Stock Exchange during (a) the days on which the subscription rights are traded on the Frankfurt Stock Exchange, not including the two last trading days on which the subscription rights are traded, or (b) the days from the time the subscription period begins until the time the issue price is ultimately determined.

Sections 9 (1) and 199 AktG remain unaffected.

In the case of bonds with conversion or option rights or conversion or option obligations, the conversion or option price may be reduced, notwithstanding sections 9 (1) German Stock Corporation Act (AktG), because of a dilution protection clause subject to applicable conditions, if the company increases the share capital during the conversion or option period while granting subscription rights to its shareholders, or if the company issues further bonds

or grants other option rights (and provides the corresponding guarantees) and the holders of bonds with conversion or option rights or conversion or option obligations are not granted subscription rights to the extent to which they would be entitled after exercising the conversion or option rights. In accordance with the applicable provisions of the terms and conditions, the reduction of the option of conversion price may also be satisfied by a cash payment upon exercise of the option or conversion right or fulfillment of the conversion or option obligations. The terms and conditions may also provide for a value-preserving adjustment of the conversion or option price for other measures that may lead to a dilution of the value of the conversion or option rights (e.g. also when a dividend is paid out). In any event, the portion of the share capital represented by the shares to be subscribed for each partial bond may not exceed the nominal amount of the respective partial bond.

ff) Further options

The conditions may stipulate that, where a conversion or option is exercised or option or conversion obligations are satisfied, the company may choose between granting treasury shares, shares from authorized capital or another way. The conditions may also stipulate that, when exercising a conversion or option or satisfying option or conversion obligations, the company pays the present value in money to the bond bearers instead of granting shares of the company. The conditions specify that the equivalent value here equates to the average closing price of the company share in Xetra trading (or a corresponding successor system) on the Frankfurt Stock Exchange during the ten to twenty trading days following the announcement of payment being made in cash.

The conditions may conversely furnish the company with the right to grant company shares to bond bearers in full or in part instead of paying the monetary amount due when the bonds mature.

The terms and conditions of the bonds may further provide that the number of shares to be subscribed upon the exercise of conversion or option rights or the fulfillment of conversion or option obligations is variable and/or that the conversion or option price may be adjusted within a certain range to be determined by the general partner depending on the development of the share price or due to dilution protection provisions.

gg) Authorization to determine the further terms and conditions of bonds

The general partner is authorized to determine the further details concerning the issue and class of the bonds, in particular the interest rate, issue price, term and unit size, conversion or option price and the conversion or option period, or to determine these in agreement with the governing bodies of the company issuing the bonds in association or under direct or indirect majority shareholding.

b) Creation of a Contingent Capital 2024-I and corresponding amendment to article 4 of the Articles of Association

A new contingent capital is created (*Contingent Capital 2024-I*) to satisfy the authorization proposed under lit. a) to issue bonds.

The previous article 4 (5) of the Articles of Association becomes article 4 (7) of the Articles of Association and a new article 4 (5) is added as follows:

“5. The share capital is contingently increased by up to EUR 5,373,457.00 by issuing up to 5,373,457 no-par value bearer shares (Contingent Capital 2024-I). The contingent capital increase is only carried out to the extent that the bearers or creditors of convertible bonds, bonds with warrants, profit participation bonds and/or profit participation certificates, or a combination of any of these instruments, issued until May 21, 2028 by the company or a group subsidiary of the company on the basis of the authorization passed by the Annual General Meeting of May 22, 2024, exercise their conversion or option rights, satisfy their conversion or option obligations or if share put options are granted and no other methods are chosen to satisfy these and to the extent that the conversion or option rights or the conversion or option obligations are not satisfied with treasury shares, with shares from authorized capital or in any other way. The new shares are issued at the respective conversion or option price to be defined pursuant to the aforementioned authorization resolution. The new shares participate in profits from the beginning of the financial year in which they are created through the exercise of conversion or option rights or the fulfillment of corresponding obligations (“year of creation”); in deviation from this, the general partner and the Supervisory Board may determine in the terms and conditions of the bonds that the new shares shall participate in profits from the beginning of the financial year prior to the year of creation if, at the time of the creation of the shares, the Annual General Meeting has not yet adopted a resolution on the appropriation of the net profit for the year prior to the year of creation. The general partner is authorized to determine the details on carrying out contingent capital increases.”

The report of the general partner on the reasons for the authorization to exclude subscription rights is enclosed with this convocation as an appendix to agenda item 11.

c) Authorization to amend the Articles of Association

The Supervisory Board is authorized to amend the wording of article 4 of the Articles of Association in accordance with the issue of new shares from the Contingent Capital 2024-I or to the extent that the Contingent Capital 2024-I is not exercised in full or at all.

12. Resolution on the authorization to issue share options as well as to create a Contingent Capital 2024-II and amend article 4 of the Articles of Association accordingly

The authorization given by the Annual General Meeting on May 15, 2019 to grant subscription rights (share options) to the Managing Directors of the general partner as well as managerial staff of the company or its associated companies expires on May 14, 2024. A new authorization to grant subscription rights (share options) shall be created to ensure the company remains able to compensate its senior executives with share-based components on a sustained basis.

The general partner and the Supervisory Board therefore propose the adoption of the following resolutions:

a) Authorization to grant share options (share option program 2024)

The general partner is authorized to issue up to 2,686,728 subscription rights (“**share options**”) to the groups of eligible persons (as defined below) for up to 2,686,728 no-par value bearer shares of the company (“**total volume**”) until the end of May 21, 2029 (“**authorization period**”). The responsibility for granting share options to eligible Managing Directors of the general partner of the company lies solely with the Administrative Board of the general partner.

The company may choose to satisfy the share options exercised by utilizing a contingent capital approved to this end, particularly the Contingent Capital 2024-II proposed for resolution under lit. b) of this agenda item, by exercising an authorized capital approved to this end, with treasury shares of the company, or with cash. The general partner determines further details here in the share option conditions.

The key factors for granting the share options and issuing new shares are as follows:

aa) Eligible persons

The share options may only be issued to Managing Directors of the general partner (group 1), to executives of its subordinated associated companies (group 2), to senior managers of the company comprising only Senior Vice Presidents or General Managers (Group 3) and senior managers of its subordinated associated companies comprising only Senior Vice Presidents or General Managers (Group 4).

The total volume of share options is divided between the four eligible groups as follows:

- Group 1 members together receive a maximum of 1,880,710 share options and the resulting subscription rights.
- Group 2 members together receive a maximum of 134,336 share options and the resulting subscription rights.
- Group 3 members together receive a maximum of 268,673 share options and the resulting subscription rights.
- Group 4 members together receive a maximum of 403,009 share options and the resulting subscription rights.

If the eligible persons belong to more than one group, they will only receive share options in an amount they would receive for belonging to just one group. The general partner of the company and, if Managing Directors of the general partner of the company are concerned, the Administrative Board of the general partner of the company determine membership of the groups.

bb) Granting of share options

Share options may each be issued during the authorization period within a period of ten weeks following the date on which the ordinary Annual General Meeting of the company is held. Share options may be issued to eligible persons joining the company or subordinated

associated companies each within twelve weeks of their date of joining (an “**acquisition period**” to this extent).

The “**issue date**” of the share options is the day on which the respective eligible person is informed of the decision by the general partner or, in the case of eligible Managing Directors of the general partner, the Administrative Board of the general partner to issue the share options (receipt of declaration).

cc) Exercise price

The price per share to be paid when exercising a share option (**exercise price**) corresponds to the volume-weighted average price of the Company’s shares in XETRA on the Frankfurt Stock Exchange (or a corresponding successor system) for a period beginning 45 calendar days before and ending 45 calendar days after the respective issue date, but at least the pro rata amount of the Company’s share capital attributable to the share (section 9 (1) German Stock Corporation Act (AktG)).

dd) Performance target

Exercising share options is conditional upon the company’s share price

- (i) in a period of three years from the issue date or
- (ii) in a period of three years prior to the date on which the respective share options can be exercised for the first time

having increased by at least 15 % (“**minimum share price increase**”)

The relevant reference price for performance period (i) is the exercise price, and the reference for performance period (ii) is the volume-weighted average price of the company’s shares in the XETRA trading system (or a corresponding successor system) on the Frankfurt Stock Exchange during the 45 calendar days before and the 45 calendar days after the first day of the relevant three-year period. The relevant closing price for measuring the minimum share price increase is the volume-weighted average price of the company’s shares in the XETRA trading system (or a corresponding successor system) on the Frankfurt Stock Exchange during the three months prior to the last day of the relevant three-year period.

If the performance target is not reached, the share options are forfeited without replacement. The general partner is authorized to determine additional performance targets, including a higher minimum share price increase. With respect to the share options of the general partner’s Managing Directors, this may only be determined by the Administrative Board.

ee) Waiting period, term and exercise periods

Share options may be exercised for the first time after the waiting period. The waiting period commences on the respective issue date and ends four years after the issue date (end of day).

The eligible persons may exercise the share options within six years of the waiting period expiring (“**term**”). Within this period, share options can be exercised within four weeks, commencing on the third business day after publication of the results for the respective quarter or the entire financial year (each an “**exercise period**”). Any statutory restrictions that may exist under the general provisions remain unaffected thereby.

The general partner or, if the Managing Directors of the general partner are concerned, the Administrative Board of the general partner may extend the term by an appropriate amount, if the exercise of the share options after the expiration of the original term is not possible due to legal provisions. The general partner or, if the Managing Directors of the general partner are concerned, its Administrative Board is further authorized to reasonably limit the term generally or in individual cases and, if such limitation has been applied, to extend the term in individual cases.

ff) Adjustment in case of capital measures/dilution protection

If the company increases its share capital during the term of share options by issuing new shares or placing treasury shares, thereby granting their shareholders a direct or indirect subscription right, or issues bonds with warrants or conversion rights or profit participation certificates or combines or splits shares, thereby granting their shareholders a subscription right, the general partner is authorized to grant the respective eligible person full or partial compensation for the resulting dilution effect. With respect to the general partner’s eligible Managing Directors, this may only be determined by the Administrative Board. This compensation may be granted by reducing the exercise price and/or by adjusting the number of share options. However, the eligible persons do not have a claim to such financial compensation.

gg) Non-transferability and forfeiture of share options

Except if inherited, share options cannot be transferred, sold, pledged or encumbered. Share options not exercised before the end of the – potentially extended or limited – term shall lapse without replacement.

If share options lapse in accordance with further provisions of the option conditions, they are considered not granted in terms of the overall volume.

hh) Handling further details

The general partner is authorized to determine the further details on issuing the shares and the further conditions of the share option program, in particular the option conditions for eligible persons. When it comes to Managing Directors of the general partner, it is the latter’s Administrative Board which is responsible for determining these details. Further details also include provisions on taxes and costs, the process for exercising share options, and other process-related rules.

b) Creation of a Contingent Capital 2024-II and corresponding amendment to article 4 of the Articles of Association

A new contingent capital is created (**Contingent Capital 2024-II**) to satisfy the authorization proposed for resolution under lit. a) to grant share options.

The previous article 4 (6) of the Articles of Association becomes article 4 (8) of the Articles of Association and a new article 4 (6) is added as follows:

“6. The share capital is contingently increased by up to EUR 2,686,728.00 by issuing up to 2,686,728 no-par value bearer shares (Contingent Capital 2024-II). The sole purpose of the contingent capital increase is for granting subscription rights (share options) to Managing Directors of CompuGroup Medical Management SE and eligible employees of the company, as well as executives of its subordinated associated companies and their eligible employees up until May 21, 2029 in accordance with the provisions of the authorization resolution of the Annual General Meeting of May 22, 2024, , which the general partner or the Administrative Board of the general partner were authorized to issue as per the resolution on agenda item 12 lit. a). of the aforementioned authorizing resolution. The contingent capital increase will only be implemented to the extent that subscription rights are exercised in accordance with this authorization resolution and the company does not pay the consideration from authorized capital, from another contingent capital, or in the form of cash or treasury shares. The new shares participate in profits for all financial years for which a resolution on the appropriation of profits has not been adopted at the time of them being created. The general partner is authorized to determine the details on carrying out the contingent capital increase.”

c) Authorization to amend the articles of association and to amend the remuneration system

The Supervisory Board is authorized to amend the wording of article 4 of the Articles of Association to reflect new shares being issued from the Contingent Capital 2024-II or to the extent that the Contingent Capital 2024-II is not exercised in full or at all.

The Administrative Board of the general partner is authorized to amend the remuneration system as approved by the Annual General Meeting on May 17, 2023 to the extent required by changes arising out of this resolution on agenda item 12.

The report of the general partner on the reasons for the authorization to exclude subscription rights is enclosed with this convocation as an appendix to agenda item 12.

13. Resolution on renewing the authorization to acquire and use treasury shares, including excluding any potential put option or subscription right

The authorization to purchase treasury shares resolved by the Annual General Meeting on May 19, 2021 expires on May 18, 2024. In order to enable the company to purchase and use treasury shares at any time and without significant time gaps, a new authorization to acquire treasury shares is to be created.

The general partner and the Supervisory Board therefore propose the adoption of the following resolutions:

a) Purchasing treasury shares with potential put options excluded

The general partner is authorized to acquire shares in the company until May 21, 2029 (inclusive) for any permissible purpose amounting to max. 10 % of the share capital of the company existing at the time of the resolution or - if this value is lower - at the time this authorization is exercised. The shares acquired on the basis of this authorization, together with other shares in the company that the company has already acquired and still holds or that are attributable to it in accordance with sections 278 (3), 71a et seqq. German Stock Corporation Act (AktG), may at no time account for more than 10 % of the respective share capital. The authorization may not be used for the purpose of trading in treasury shares.

In each case, the general partner may choose to purchase these (i) on the stock exchange or (ii) by means of a public purchase offer including the invitation to submit offers.

The following price thresholds apply when purchasing treasury shares:

- aa) If purchased on the stock exchange, the equivalent value paid per share of the company (excluding any ancillary purchase costs) may not exceed the share price by more than 10 % or fall below the share price by more than 20 % as determined by the opening auction in Xetra trading (or a corresponding successor system) on the Frankfurt Stock Exchange on the trade date.
- bb) If purchased by means of a public purchase offer, the purchase price per share offered and paid by the company (excluding any ancillary purchases costs) may not exceed the arithmetic mean of the closing auction prices of shares of the same class by more than 10 % or fall below said arithmetic mean by more than 20 % as determined in Xetra trading (or a corresponding successor system) on the Frankfurt Stock Exchange on the last three trade days prior to the date of publication of the offer. Where there is a substantial difference in the price once the offer has been published, the offer may be amended accordingly. The relevant reference period in this case is the three trade days prior to the day of publication of the amendment.
- cc) If purchased by means of a public invitation to submit offers for sale directed at all shareholders, the company sets a range for the purchase price per share within which offers can be submitted. The purchase price per share offered and paid by the company (excluding any ancillary purchases costs) may not exceed the arithmetic mean of the closing auction prices of shares of the same class by more than 10 % or fall below said arithmetic mean by more than 20 % as determined in Xetra trading (or a corresponding successor system) on the Frankfurt Stock Exchange on the last three trade days prior to the date on which the public invitation to submit offers is made. Where there is a substantial price deviation once the public invitation to submit offers has been published, the invitation to sell may be amended accordingly. The relevant reference period in this case is the three trade days prior to the day of publication of the amendment.

The general partner determines the further details of the respective purchase. If, in the case of a public purchase offer, including a public invitation to submit offers, the number of shares tendered for purchase exceeds the total volume that the company had intended to buy, the put option of the shareholders may be excluded to the extent that the purchase is made relative to the number of shares tendered per shareholder. Provisions may also be made to allow the preferential assumption of small amounts (up to 100 shares per shareholder) and the rounding of shares up or

down to the nearest whole number to avoid fractional share amounts. Any further put option of the shareholders is excluded to this extent.

b) Using treasury shares

The general partner is authorized to use treasury shares purchased on the basis of this authorization, previous authorizations or for any other reasons, in addition to disposals via the stock exchange or by means of an offer to all shareholders in relation to their ownership interest, for all other legally permissible purposes, in particular the purposes stipulated below:

- aa) The treasury shares can also be canceled without the cancellation or execution requiring a further resolution by the Annual General Meeting. Cancelling the shares generally leads to a reduction in capital. In deviation of the above, the general partner may determine that the share capital shall remain unchanged upon such cancellation and that instead the cancellation shall increase the proportion of the share capital represented by the remaining shares in accordance with section 278 (3), section 8 (3) German Stock Corporation Act (AktG). The Supervisory Board shall be authorized to adjust the number of shares specified in the Articles of Association.
- bb) The treasury shares may be sold at a price that is not significantly lower than the stock market price of shares in the company of the same class at the time of disposal. The arithmetical part of the share capital attributable to the shares used as per the authorization under lit. bb) may not exceed more than 10 % of the share capital at any time, whether it be at the time this authorization becomes effective or – if this value is lower – at the time it is exercised. Shares in the company that were issued or sold during the term of this authorization under exclusion of shareholder subscription rights in accordance with section 186 (3) sentence 4 German Stock Corporation Act (AktG) or that are issued or will be issued to satisfy bonds with conversion or option rights or conversion or option obligations, as long as these bonds were issued during the term of this authorization under exclusion of subscription rights in accordance with section 186 (3) sentence 4 German Stock Corporation Act (AktG), shall count towards this maximum limit of 10 % of the share capital. This inclusion as per the above sentence will no longer be applicable in the future if and to the extent that the authorization(s) to exclude shareholder subscription rights as per or in accordance with section 186 (3) sentence 4 AktG, according to which the shares to be included were issued, is/are granted again by the Annual General Meeting in compliance with statutory provisions. This applies to the extent of the new authorization, but up to a maximum of 10 % of the share capital in accordance with the provisions of sentence 1 of this paragraph.
- cc) The treasury shares may be disposed of in return for contributions in kind, in particular – but without being limited in this respect – for the acquisition of companies, parts of companies or equity interests in companies or other assets, including receivables from the company or its group companies. In particular, treasury shares can be disposed of as consideration for the transfer to the company or one of its subsidiaries of industrial property rights or third-party intellectual property rights, such as patents or trademarks, to market and develop brands of CompuGroup or as consideration for licenses to such rights being granted.
- dd) Treasury shares can be used to fulfill or secure obligations or rights to purchase shares of the company. This is especially relevant for convertible bonds, bonds with warrants, profit participation certificates and/or profit participation bonds (or combinations of these

instruments) issued by the company or one of its associated companies in accordance with sections 15 et seqq. German Stock Corporation Act (AktG).

- ee) Treasury shares can be used to fulfill option rights from the authorization to be granted by resolution of the Annual General Meeting on May 22, 2024 under agenda item 12 to grant subscription rights (share options) to the Managing Directors of the general partner as well as managerial staff of the company or its associated companies to the extent that the company does not fulfill the share options from the authorized or contingent capital or with a cash payment. To the extent that treasury shares are to be transferred to Managing Directors of the general partner to fulfill the obligations arising from issued share options, the above authorization applies to the Administrative Board of the general partner.

c) Excluding subscription rights

Shareholders' subscription rights to acquired treasury shares of the company are excluded if these shares are used as per the above authorizations in lit. b) bb) and ee). The general partner is further authorized to exclude subscription rights in order to grant bearers or creditors of conversion/option rights to shares of the company or of corresponding conversion/option obligations to compensate for dilutions in the extent to which they would be entitled after having exercised these rights or fulfilling these obligations. The general partner may also exclude shareholder subscription rights for fractional amounts.

The total number of shares sold with shareholders' subscription rights excluded may not exceed a pro-rated amount of 10 % of the share capital at the time the authorization becomes effective or – if this value is lower – at the time the respective authorization is exercised, taking into account other shares of the company that are issued or sold during the term of this authorization under exclusion of shareholders' subscription rights or that are issued or shall be issued to satisfy bonds with conversion or option rights or conversion or option obligations if these bonds are issued during the term of this authorization under exclusion of shareholders' subscription rights (except for issuance under exclusion of subscription rights to eliminate fractional amounts). This inclusion as per the above sentence will no longer be applicable in the future if and to the extent that the authorization(s), according to which the shares to be included were issued, is/are granted again by the Annual General Meeting in compliance with statutory provisions. This applies to the extent of the new authorization, but up to a maximum of 10 % of the share capital in accordance with the provisions of sentence 1 of this paragraph.

- d) All abovementioned authorizations to purchase and use treasury shares acquired on the basis of this or a previous authorization may be exercised in full or in part, on one or more occasions, individually or collectively by the company or associated companies within the meaning of sections 15 et seqq. AktG, or by third parties for its or their account.

The report of the general partner on the reasons for the authorization to exclude any potential put option and to exclude subscription rights is enclosed with this convocation as an appendix to agenda item 13.

14. Resolution on the authorization to use derivatives when purchasing treasury shares

In addition to the authorization to acquire treasury shares under section 71 1) no. 8 AktG proposed for resolution under agenda item 13, the company is also to be authorized to acquire treasury shares using derivatives and to conclude corresponding derivative transactions. This option is not intended to increase

the total volume of shares that may be purchased, but instead to open up further alternatives for the acquisition of treasury shares.

The general partner and the Supervisory Board therefore propose the adoption of the following resolutions:

a) In addition to the authorization to purchase treasury shares under section 71 (1) no. 8 AktG proposed under agenda item 13, treasury shares of the company may also be purchased using equity derivatives as well as using the methods set out therein. The general partner is therefore authorized

(i) to conclude options that oblige the company to purchase shares of the company when exercising the option (“put options”),

(ii) to purchase options that give the company the right to purchase shares of the company when exercising the option (“call options”),

(iii) to conclude forward purchase agreements for shares of the company in which there are more than two trading days between when the respective purchase agreement is concluded and the purchased shares are delivered (“forward purchase agreements”).

(iv) to purchase shares of the company using a combination of put options, call options and/or forward purchase agreements

(the means listed under (i) to (iv) of this item are hereinafter also referred to as “**derivatives**”).

The authorization may be used in full or in part, on one or more occasions, for different transactions or in connection with other permissible transactions not attributable to this authorization by the company, by associated companies within the meaning of sections 15 et seqq.

AktG or by third parties acting on behalf of the company or on their own behalf. All shares purchased using derivatives are limited to 5 % of the share capital at the time of the resolution by the Annual General Meeting or – if this value is lower – at the time this authorization is exercised. The term of each individual derivative may not exceed 18 months, must expire no later than May 21, 2026 and must be defined in such a way that the purchase of treasury shares by exercising or fulfilling this derivative cannot take place after May 21, 2026.

b) The derivatives may only be concluded with one or more bank(s) or one or more entities with activities under section 53 (1) sentence 1 of the German Banking Act or section 53b (1) sentence 1 or section 7 of the German Banking Act. They must be structured in such a way that the derivatives are only served with shares that were bought in compliance with the principle of equal treatment of shareholders. The purchase or sale price paid or received by the company for derivatives may not be significantly higher or lower than the theoretical market value determined in accordance with recognized financial models, the calculation of which must take into account, among other things, the agreed exercise price.

c) Upon exercise of the put option or upon maturity of the forward purchase, the price to be paid per share of the company may not exceed the share price by more than 10 % or fall below the share price by more than 20 % as determined by the opening auction in Xetra trading (or a corresponding successor system) on the Frankfurt Stock Exchange on the trade day on which the relevant

transaction is concluded excluding ancillary purchase costs but taking into account the value of the option upon exercise or maturity. The call option may only be exercised if the purchase price to be paid does not exceed the arithmetic mean of the closing auction prices of shares of the same class in Xetra trading (or in a functionally comparable successor system to the Xetra system) on the Frankfurt Stock Exchange during the last three trade days prior to the purchase of the shares by more than 10 % or fall below said closing auction price by more than 20 %, excluding ancillary purchase costs but taking into account the value of the option upon exercise.

- d) If treasury shares are purchased using derivatives in compliance with the rules outlined above, any right of the shareholders to conclude such derivatives with the company is excluded, as is any put option of the shareholders.
- e) The provisions set out in lit. b) to d) of the proposed resolution on agenda item 12 of the Annual General Meeting of May 22, 2024 apply to the use of treasury shares purchased using derivatives. Shareholder subscription rights to treasury shares are excluded to the extent that these shares are used as per the authorizations in lit. b) bb) to ee) and c) of the proposed resolution on agenda item 13 of the Annual General Meeting of May 22, 2024.

The report of the general partner on the reasons for the authorization to exclude any potential put option and to exclude subscription rights is enclosed with this convocation as an appendix to agenda item 14.

Appendix to Agenda item 7 – Remuneration report for financial year 2023

1. Remuneration report 2023

In the following remuneration report in accordance with section 162 German Stock Corporation Act (AktG), the general partner, CompuGroup Medical Management SE, and the Supervisory Board of the listed CompuGroup Medical SE & Co. KGaA (hereinafter also referred to as “CGM”, “CompuGroup Medical” or the “Company”) report on the structure and amount of the remuneration of CompuGroup Medical Management SE and the remuneration of the members of the Supervisory Board. In addition, disclosures on the structure and the amount of the remuneration of the Managing Directors (hereinafter “Managing Directors”) and the members of the Administrative Board (hereinafter “Administrative Board”) of the non-listed CompuGroup Medical Management SE are provided on a voluntary basis.

For ease of reading, the masculine form is used in this report when referring to persons. It is representative of persons of any gender. Due to rounding, some figures in this report may not add up precisely to the totals provided and the percentages presented may not precisely reflect the absolute values to which they relate.

Remuneration report 2022

At the meeting on May 17, 2023, the Annual General Meeting approved the remuneration report for financial year 2022 in accordance with section 120a (4) German Stock Corporation Act (AktG).

Changes in the Company’s governing bodies

There were a number of changes concerning the Company’s Managing Directors in financial year 2023:

On May 17, 2023, the previous spokesman for the Managing Directors, **Michael Rauch**, was appointed as Chief Executive Officer. He will also remain responsible for CGM’s finance division as Chief Financial Officer until January 31, 2024.

Effective as at May 31, 2023, **Angela Mazza Teufer** prematurely resigned from office as Managing Director of Ambulatory Information Systems DACH and Connectivity Germany which she had led since February 2022.

On September 28, 2023, **Dr. Eckart Pech** resigned from his office as Managing Director, effective as at March 15, 2024.

Dr. Ulrich Thomé has been responsible for the business unit Ambulatory Information Systems DACH and Connectivity Germany since August 1, 2023. He has been appointed Managing Director with effect from November 1, 2023.

With effect from February 1, 2024, **Daniela Hommel** has been appointed CFO of CompuGroup Medical SE & Co. KGaA.

2. Remuneration system for the management

2.1. Remuneration of CompuGroup Medical Management SE

The sole general partner of CompuGroup Medical SE & Co. KGaA is CompuGroup Medical Management SE (itself not listed). CompuGroup Medical Management SE has not made a special contribution and does not participate in the profit and loss or assets of CompuGroup Medical SE & Co. KGaA. CompuGroup Medical Management SE is the legal representative and also otherwise manages the business of CompuGroup Medical SE & Co. KGaA. Under article 8 (4) of the Articles of Association of CompuGroup Medical SE & Co. KGaA, it is agreed that the general partner receives an annual remuneration of 4 % of its share capital from the Company for assuming the management and liability.

Furthermore, article 8 (3) of the Articles of Association provides that the general partner shall also be reimbursed for all expenses incurred in connection with managing the business of the Company. This applies to the remuneration of the Managing Directors and the members of the Administrative Board of CompuGroup Medical Management SE described in detail below.

2.2. Remuneration of the Managing Directors

This remuneration system describes the principles for determining the remuneration of the Managing Directors of CompuGroup Medical Management SE, the general partner of CompuGroup Medical SE & Co. KGaA (“CompuGroup Medical” or the “Company”). Since the Company is organized as a partnership limited by shares (Kommanditgesellschaft auf Aktien, KGaA), its business is managed by its general partner and thus indirectly by the Managing Directors who have a similar position in this respect as the members of the management board of a stock corporation.

2.2.1 Process for determining, implementing and reviewing the remuneration system

The Administrative Board of CompuGroup Medical Management SE (“Administrative Board”) is responsible for determining the remuneration system for the Managing Directors.

The general provisions under the German Stock Corporation Act (AktG) and the recommendations in the German Corporate Governance Code on dealing with conflicts of interest are consulted when determining and implementing the remuneration system. Whenever a conflict of interest arises, the Administrative Board members in question must disclose such to the Chair of the Administrative Board and may not participate in the corresponding votes within the Administrative Board. If a conflict of interest proves to be material and not only temporary, the member is removed from office. Michael Rauch did not participate in passing the resolution on this remuneration system or abstained from voting.

This remuneration system builds on the system approved by the Annual General Meeting of CompuGroup Medical on May 19, 2022. It was adopted at the meeting of the Administrative Board on February 6, 2023, and approved by the Annual General Meeting of CompuGroup Medical in accordance with section 120a (1) of the German Stock Corporation Act (AktG) on May 17, 2023. The amended remuneration system contains the following main changes:

- Adjustments to the relative shares of the remuneration components: The previous ranges were adjusted to a certain extent in order to allow for enlarging the share of the long-term incentive while maintaining the required flexibility. This is to further enhance the sustainability and long-term orientation of the remuneration structure.
- Alternative design of the long-term incentive as a cash bonus: In individual cases, the Administrative Board is to be given the possibility to offer Managing Directors a cash bonus with a multi-year performance period instead of share options as long-term incentive. First, this improves the Administrative Board's negotiation power when trying to attract exceptionally qualified and suitable Managing Directors. Additionally, the possibility to grant a cash bonus with long-term orientation and performance targets that are not linked to the company's share price enables the Administrative Board to better match the remuneration to the specific responsibilities and tasks of a Managing Director.
- Possibility to grant special bonus payments under certain circumstances: Furthermore, the Administrative Board is to be enabled to grant Managing Directors a special bonus when they take office or renew their contract, or for extraordinary performance. This measure will also enhance the Company's position in the competition for exceptional talent and is to enable the Administrative Board to offer the Directors incentives for long-lasting top performance.

This remuneration system applies to every employment contract concluded or renewed with Managing Directors from the day following the Annual General Meeting 2023. Managing Director employment contracts concluded or renewed since the Annual General Meeting 2022 already anticipate the changes set forth in this new remuneration system. The other employment contracts of the Managing Directors in office concluded before the remuneration system was created do not in all respects comply with this amended remuneration system and are protected by grandfathering provisions. The actual remuneration of the Managing Directors based on their current contracts is presented in Section 3 of this report.

2.2.2 Basic principles of the Managing Director remuneration system

CompuGroup Medical is a global market leader in the development of e-health solutions and sells efficiency and quality-enhancing software plus information technology services for the healthcare sector. This position as an internationally leading provider of IT solutions for the healthcare sector is to be further expanded by organic growth and additional acquisitions.

CompuGroup Medical is strongly focused on growth. This philosophy of growth is mainly based on the idea that growth brings advantages for the Company that go beyond purely economic benefits and is therefore highly important for all stakeholders of CompuGroup Medical. As a result, the corporate strategy focuses very strongly on further growth, while maintaining profitability and sustainability. Core elements of this corporate strategy are in particular further expanding the relevant customer base, selling new products and services to existing customers, and maintaining a stable leading position in the field of technology and innovation.

The remuneration system for the Managing Directors provides a crucial incentive for implementing the corporate strategy of CompuGroup Medical based on ambitious performance targets derived from it. The individual remuneration components promote the three key corner stones of the corporate strategy: growth, profitability, and sustainability.

At the same time, the remuneration of the Managing Directors has been devised to remunerate them adequately, reflecting their performance, and their office and responsibility, which extends indirectly to CompuGroup Medical. In addition, the success and future prospects of the Company in the relevant competitive environment are also key criteria for the remuneration of the Managing Directors.

In preparing the structure of the remuneration system, special attention is paid to the following guiding principles:

Promoting and implementing the corporate strategy:

By setting ambitious short-term and long-term performance targets that are in line with the goals for corporate development and make them measurable in a targeted manner, the remuneration system as a whole contributes to the promotion and implementation of CompuGroup Medical's corporate strategy.

Harmonizing targets with shareholder and stakeholder interests:

The remuneration system makes a crucial contribution to aligning the interests of the Managing Directors with the interests of shareholders and other stakeholders, as the remuneration depends largely on the long-term and sustainable performance of CompuGroup Medical and the share price development of the CompuGroup Medical share.

Focusing on long-term and sustainable development:

The long-term and sustainable development of CompuGroup Medical is promoted by granting a long-term incentive (LTI) and the implementation of ESG criteria (Environmental, Social, Governance) is rewarded by means of the short-term incentive (STI).

Pay for performance:

The Managing Directors receive a performance-based remuneration component, as adequate and ambitious targets are defined for the variable remuneration component. If the targets are not met, the variable

remuneration component can be reduced to zero; at the same time, if the targets are exceeded, it can be raised up to a certain maximum amount (cap).

Compliance:

The structure of the remuneration system for the Managing Directors takes into account the applicable regulatory requirements for executive remuneration.

2.2.3 Appropriateness of Managing Director remuneration

When making remuneration decisions, the Administrative Board shall ensure that the total remuneration is appropriate in relation to the corresponding Managing Director's tasks and performance as well as to the Company's overall position and performance, does not exceed the usual level of remuneration without specific reasons and is geared toward supporting the long-term and sustainable development of the Company.

In order to assess whether the remuneration amounts are appropriate, they are compared with an appropriate peer group (horizontal comparison). The Administrative Board uses the horizontal comparison with a sense of perspective, in order to prevent an automatic upward trend. The peer group usually consists of national and international listed companies with a comparable size and from a similar sector, e.g., SDAX, MDAX and TecDAX companies as well as global software and technology corporations. In addition, the Administrative Board considers internal remuneration relations by comparing the remuneration of the Managing Directors with the remuneration at the executive level below the Managing Directors and the workforce as a whole (vertical comparison). The vertical comparison also assesses how the remuneration of the aforementioned groups develops over time.

2.3. Components of the remuneration system

Remuneration components

Managing Director remuneration consists of fixed and variable remuneration components. The fixed remuneration consists of the fixed annual salary (fixed salary) and fringe benefits.

The variable remuneration consists of a short-term (short-term incentive) and a long-term (long-term incentive) component. The short-term incentive has a one-year performance period and is granted annually as a cash bonus depending on target achievement levels. The long-term incentive has a multi-year performance period and is generally granted in the form of share options, but may be fully or partially replaced by a long-term incentive that is designed as a cash bonus.

Furthermore, the Administrative Board may grant Managing Directors special bonus payments under certain circumstances that depend on the achievement of special additional targets.

The following table shows the normal remuneration components and other material provisions concerning the remuneration.

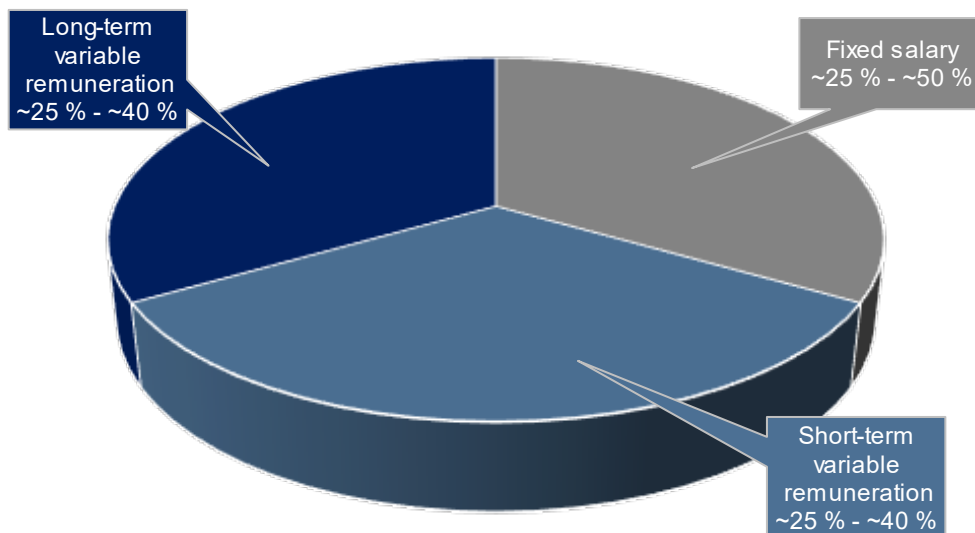
Remuneration components at a glance	
Fixed remuneration components	
Fixed salary	Fixed non-performance-related remuneration for the full year that is paid out in twelve monthly instalments
Fringe benefits	<ul style="list-style-type: none"> ➤ Company car for business and private use ➤ Group accident insurance/D&O insurance ➤ Health and care insurance allowances ➤ Relocation costs and accommodation of newly appointed Managing Directors, if applicable
Variable remuneration components	
Short-term incentive	
Type of plan	Target bonus model
Performance targets	<ul style="list-style-type: none"> ➤ Group targets (30 %-70 %) <ul style="list-style-type: none"> ➤ 15 %-35 % revenues ➤ 15 %-35 % adjusted EBITDA ➤ Individual targets (30 %-70 %) <ul style="list-style-type: none"> ➤ Targets for ESG, individual business units and, if applicable additional group targets
Performance period	One year
Cap	200 % of target amount
Payment	Cash after the end of the performance period
Long-term incentive	
Plan type 1	Share option program
Key parameters	<ul style="list-style-type: none"> ➤ Performance period: three years ➤ Waiting period: four years ➤ Exercise period: six years
Vesting conditions	<ul style="list-style-type: none"> ➤ Achievement of share price increase by at least 15 %
Exercise	<ul style="list-style-type: none"> ➤ The exercise price corresponds to the volume-weighted average share price in a period beginning 45 days before and ending 45 days after the issue date ➤ Share options can be exercised fully or partially in tranches of at least 10,000 option rights
Plan type 2	Target bonus model
Key parameters	<ul style="list-style-type: none"> ➤ Group and/or individual targets as performance targets ➤ Multi-year performance period ➤ To be paid in cash after the end of the performance period
Special bonus payments	
Signing bonus	<ul style="list-style-type: none"> ➤ A signing bonus may be paid when joining the Company
Special bonuses	<ul style="list-style-type: none"> ➤ Special bonuses may be paid for extraordinary performance (like implementing key projects)
Additional contractual provisions	
Malus and clawback regulations	Full or partial reduction of short-term variable remuneration granted and/or clawback of such remuneration already paid
Maximum remuneration p.a.	Maximum of EUR 15,000,000 p.a. per Managing Director
Payments upon premature removal from office/termination of employment contract	Any severance payments may at the most remunerate the remaining term of the employment contract until its ordinary termination, capped at two total annual remunerations
Change of control	Payments in case of change of control may at the most remunerate 150 % of the fixed and short-term variable remuneration components until the ordinary termination date of the employment contract, capped at a period of two years

Remuneration structure

When determining Managing Director remuneration, the Administrative Board ensures that the remuneration structure offers strong incentives to support CompuGroup Medical SE's long-term positive development while allowing for appropriate performance-related remuneration levels. The remuneration structure refers to the relative shares of the individual remuneration components.

The target total remuneration is the reference point for determining the remuneration structure. The target total remuneration is defined as the sum total of all the normal remuneration components (including fringe benefits) granted for one financial year. The target total remuneration further includes variable cash remuneration components, namely the respective amount that is paid for 100 % target achievement, as well as share options, namely the value of the options determined by the Administrative Board when the contract is concluded on the basis of customary measurement methods. However, neither special bonus payments nor changes in the value of share options and fringe benefits are taken into account for target total remuneration.

The remuneration structure for a financial year is as follows:



The Administrative Board ensures in each case that the variable remuneration clearly outweighs the fixed remuneration and that, within the variable remuneration, the share of the long-term incentive exceeds that of the short-term incentive to accommodate the “pay for performance” principle and the sustainability objective. Deviations from the relative shares in the target total remuneration set out above may arise (i) if no or only a limited number of new share options are granted upon contract renewal or (ii) resulting from the development of the share price and thus the value of the share options or due to the measured value of the granted fringe benefits.

2.3.1 Basic remuneration

Fixed salary

The fixed salary is a fixed remuneration for the full year that is paid out in twelve monthly instalments.

Fringe benefits

Additionally, the Managing Directors receive benefits in kind and other benefits (fringe benefits). This encompasses the provision of a company car appropriate with regard to their position for private and business use as well as the payment of insurance premiums, in particular group accident insurance and D&O insurance with appropriate coverage and a deductible in accordance with section 40 (8) of the SE Implementation Act (SEAG) in conjunction with section 93 (2) sentence 3 German Stock Corporation Act (AktG). In addition, the group may pay an allowance of up to 50 % of the documented amount of a private health insurance/care insurance, but no more than what the maximum employer contribution to statutory health/care insurance would cost.

The Administrative Board may also, at its reasonable discretion, temporarily reimburse expenses for extraordinary fringe benefits (e.g., security measures) where a substantial change in need has been identified. In addition, the group may pay relocation costs for newly appointed Managing Directors as well as additional accommodation costs and the travel expenses.

CompuGroup Medical does not grant a company pension.

2.3.2 Variable remuneration components

The variable, performance-based remuneration of the Managing Directors is linked to performance and based on the short and long-term development of the Company. It consists of a short-term component (short-term incentive), a long-term component (long-term incentive) as well as special bonus payments. The amount of the short-term and the long-term components depends on the achievement of financial and non-financial performance criteria. The performance criteria are derived from the strategic goals and operational management of the Company and also include the performance criterion of sustainability. Ultimately, all performance criteria measure the strategically targeted successful value creation in its various manifestations.

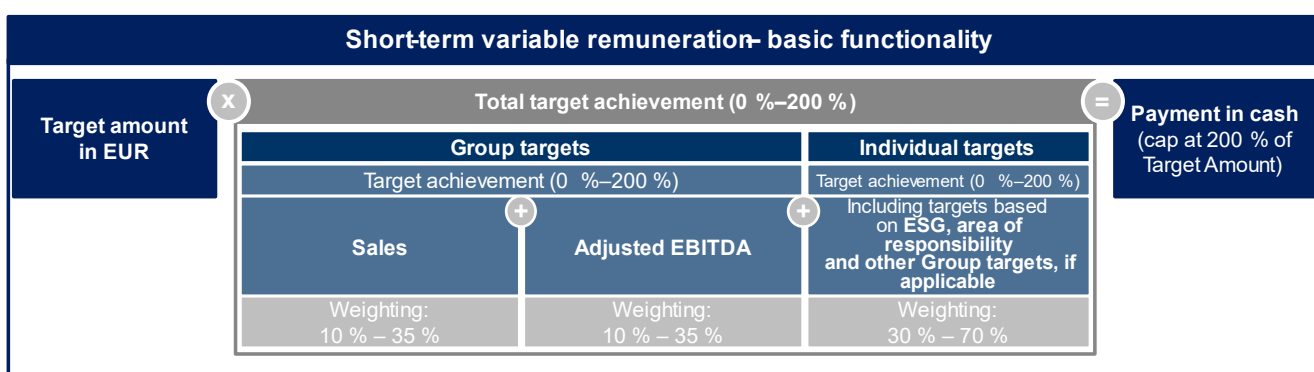
2.3.2.1 Short-term incentive

How does the short-term incentive work?

The short-term incentive is a target bonus system. An individual target amount is contractually agreed with every Managing Director for the short-term incentive bonus that is to be paid out every year. This target amount equals the payout amount if the target achievement level is 100 %. The actual amount of the bonus is based on the degree of target achievement, but is capped at 200 % of the target amount.

The performance targets can be split into two target categories: group targets focusing on group revenue and earnings growth and individual targets that are related to the Managing Director’s specific area of responsibility and ESG factors (environmental, social, governance).

The following illustration shows the elements of the short-term incentive and the ranges for weighting the performance targets:



The Administrative Board determines the weighting of the performance targets, the specific individual targets and the target values of all the performance targets before the beginning of the relevant financial year. The ranges for weighting the performance targets appropriately take account of the respective Managing Director’s area of responsibility. The Administrative Board can, for instance, set a larger share of group targets for Managing Directors with overall areas of responsibility, like CEO, the spokesperson for the Managing Directors, CFO or CTO, than for the other Managing Directors that are directly responsible for one certain business unit.

Short-term incentive performance targets – group targets

The group targets for the short-term incentive are based on CompuGroup Medical's corporate strategy and relate to revenues and adjusted EBITDA.

- Revenues are CompuGroup Medical's main key parameter and account for 10 % to 35 % of the total target achievement under the short-term incentive. Using revenues as a performance target underlines CompuGroup Medical's growth strategy and thus contributes substantially to successfully implementing the corporate strategy.
- Adjusted EBITDA, i.e., adjusted earnings before interest, taxes, depreciation and amortization (EBITDA), is also weighted with 10 % to 35 %. Adjusted EBITDA is a good indicator of CompuGroup Medical's ability to generate cash flow, net of expenses in connection with taxes, capital expenditure and financing. Complementing the revenue target, this target is thus based on profitability, and promotes profitable growth.

In addition to the target value (100 % target achievement level), the Administrative Board also determines a threshold and a maximum value.

Below such threshold, the achievement level of the corresponding performance target is deemed to be 0 %, leading to forfeiture of any proportional payment for that target. If the maximum value for an individual performance target is reached or exceeded, the target achievement level can be increased to a maximum of 200 % (cap). Another increase in the value of the corresponding performance target does not lead to an increase in the target achievement level and cannot be used to offset other performance targets with lower target achievement levels. Target achievement levels between the threshold and the target value as well as between target and maximum value are each interpolated on a straight-line basis.

Short-term incentive performance targets – individual targets

The individual targets are based on the respective Managing Director's specific responsibilities and, depending on the respective area of responsibility, have a weighting of 30 % to 70 % within the short-term incentive. They include both targets for the individual business units and ESG targets and, if appropriate, other group performance targets on the basis of several financial and non-financial performance criteria, i.e., key performance indicators (KPI). In addition to each individual target value (100 % target achievement level), the Administrative Board also determines a threshold, a maximum value as well as time frames for reaching certain milestones or other measurable parameters. The target achievement level of each individual target is determined on the basis of these parameters. Below such threshold, the achievement level of the corresponding performance target is deemed to be 0 %, leading to forfeiture of any proportional payment for that target. If the maximum value for an individual performance target is reached or exceeded, the target achievement level can be increased to a maximum of 200 %.

- The **targets for the individual business units** focus especially on the business unit headed by the respective Managing Director. By taking individual performance targets into account, the Administrative Board is able to create individual incentives for the Managing Directors. These targets for the individual business units are derived from the segment strategy. Financial parameters for the operating business, such as revenues or adjusted EBITDA of the respective segment or business unit, are used as financial KPIs. The Administrative Board may also determine other financial reporting parameters as financial or non-financial KPIs if such are better suited to reflect the long-term development of CompuGroup Medical. The targets for the individual business units may be based on the following categories or criteria: business performance, successfully completing key projects in the respective Managing Director's area of responsibility (e.g., developing and rolling out strategic products or innovations or OneGroup tools, or customer platform growth), successfully implementing strategic restructuring or investments, product development and innovation, improving customer satisfaction in a certain business unit, gaining market share, enhancing efficiency, or successfully implementing the annual business priorities. The targets are selected by paying special attention to their relevance and measurability.
- In addition to business unit targets, the individual targets also include ESG targets that are based on the Company's corporate and sustainability strategy. These targets may be based on the following categories or criteria: employee commitment index, corporate culture, sustainability and environmental protection, carbon footprint/zero carbon strategy, corporate social responsibility or promoting and improving data protection and information security, health and safety, equality and diversity, increasing the proportion of female managerial staff, or compliance. The Administrative Board may also determine other reporting parameters as KPI if such are better suited to reflect the long-term development of ESG objectives at group level.
- Whenever the individual targets include additional **group performance targets**, such targets are based on the respective Managing Director's overall group responsibilities (thus providing an incentive to increase that Director's performance at group level), such as successfully implementing the annual group priorities, the sustainable group strategy or transformation projects, efficiency enhancement, or liquidity planning at group level.

2.3.2.2 Long-term incentive

The long-term incentive is generally granted in the form of share options, but may be fully or partially replaced by a cash bonus with a multi-year performance period in individual cases. The interests of Managing Directors and shareholders are aligned by linking the long-term incentive to CompuGroup Medical's share price performance. At the same time, the length of the performance period, the waiting period and the exercise period create an incentive to ensure the Company's long-term and sustainable development. The possibility of replacing share options with a cash bonus reflects the different tasks and areas of responsibility (overall responsibility or responsibility for a certain area or business unit) of the Managing Directors, thus specifically promoting sustainable company development.

Share option program

Where the long-term incentive consists of participating in the share option program, the Managing Directors receive subscription rights for no-par value bearer shares of CompuGroup Medical (share options).

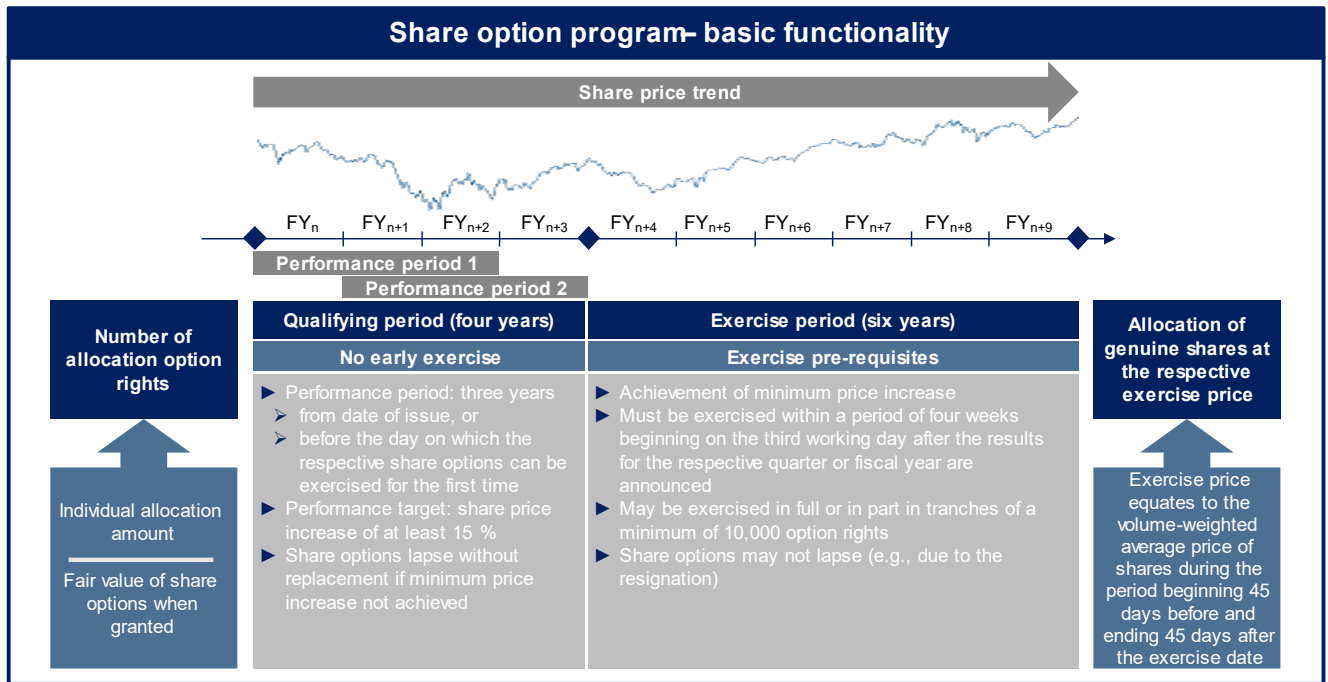
Share options are granted either annually in several equal tranches or once in one single tranche. Even if granted all at once, the share options are designed as a long-term incentive for several years or for the entire contractual term and are treated as if they had been granted annually in equal tranches over the respective time period with regard to waiting periods, vesting conditions, forfeiture rules and for determining the value for target total remuneration and maximum remuneration purposes.

The number of share options to be allocated is agreed in individual contracts by specifying a concrete number of shares or an allocation amount. Where there is an agreement regarding an allocation amount, the number of share options is determined by dividing the individual allocation by the fair value of the share options as determined by the Administrative Board on the basis of customary measurement methods.

Subject to the respective waiting periods and exercise periods (for more information, refer to (ii)) as well as fulfilment of the vesting conditions (for more information, refer to (iii)), the Managing Directors may exercise the share options at the respective exercise price (for more information, refer to (i)). The Administrative Board is free to decide if share options that have been exercised are to be satisfied by using conditional capital earmarked for this purpose, or by using the Company's treasury shares, or in cash.

The Administrative Board may make the granting of share options wholly or partially dependent on the Managing Director having achieved the performance targets of the short-term incentive to a minimum specific extent (e.g., 70 %) in the year prior to when the share options would normally be granted. Furthermore, the Administrative Board may, at its reasonable discretion, refrain from granting further share options in whole or in part for the period of a contract extension and instead provide for a comparable long-term remuneration component, which may also consist of the reallocation or extension of the waiting period of share options from previous periods of employment (extended lock-up).

The following chart illustrates how the long-term incentive works through the share option program:



(i) Exercise price

The price per share to be paid when exercising a share option (exercise price) corresponds to the volume-weighted average price of the Company’s shares in XETRA on the Frankfurt Stock Exchange for a period beginning 45 calendar days before and ending 45 calendar days after the respective issue date, but at least the pro rata amount of the Company’s share capital attributable to the share (section 9 (1) German Stock Corporation Act (AktG)). The issue date of a share option is the date the Managing Director is informed of the decision of the Administrative Board of CompuGroup Medical Management SE to issue such share option (receipt of the allocation letter).

(ii) Waiting period, term and exercise periods

Share options may first be exercised after a four-year waiting period. The waiting period commences on the respective issue date and ends four years after the issue date (end of day). After the waiting period, Managing Directors can exercise their share options within a period of six years (term). Within this period, share options can be exercised within four weeks, commencing on the third business day after publication of the results for a quarter of a financial year or the entire financial year (each, an exercise period). Any statutory restrictions that may exist under the general provisions remain unaffected thereby.

The Administrative Board may extend the term by a reasonable period if it is impossible to exercise the options at the end of the original term due to statutory provisions. The Administrative Board is also authorized to limit the term in general or in individual cases to a reasonable extent and, if so limited, to extend it in individual cases. Furthermore, the Administrative Board may conclude individual contracts to extend the waiting period for certain share options already granted, in particular share options that were granted in a previous employment period, by a period of up to four years (extended lock up) and may determine that the share options serve as long-term incentive for the financial years of the extended waiting period.

(iii) Vesting conditions

The prerequisite for exercising the share options is that the share price of the company must have risen by at least 15 % ("Minimum Share Price Increase") either (i) within three years of the issue date of the respective share options or (ii) within the three years prior to the day on which the respective share options can be exercised for the first time (each, a "Performance Period"). At present, a Minimum Share Price Increase of 20 % over a period of three years has been agreed with regard to all the share options granted.

The relevant reference price for performance period (i) is the exercise price and the reference for performance period (ii) is the volume-weighted average price of the Company's shares in the XETRA trading system on the Frankfurt Stock Exchange for a period beginning 45 calendar days before and ending 45 calendar days after the first day of the relevant three-year period. The relevant closing price for measuring the Minimum Share Price Increase is the volume-weighted average price of the Company's shares in the XETRA trading system on the Frankfurt Stock Exchange during a period of three months prior to the last day of the relevant three-year period (end of day).

If the Minimum Share Price Increase is not reached, the share options are forfeited without replacement.

Share options can be exercised fully or partially in tranches of at least 10,000 options. They can also be exercised after the Managing Director's employment has ended, provided that the allocated share options have not been forfeited due to them leaving the Company.

(iv) Adjustments

If the Company increases its share capital during the term of share options by issuing new shares or placing treasury shares, thereby granting their shareholders a direct or indirect subscription right, or issues bonds with warrants or conversion rights or profit participation certificates, thereby granting their shareholders a subscription right, the Administrative Board is authorized to grant Managing Directors full or partial compensation for the resulting dilution effect. This compensation may be granted by reducing the exercise price and/or by adjusting the number of share options. However, the eligible persons do not have a claim to such financial compensation.

Furthermore, the Administrative Board reserves the right to adjust the economic value of the share options at its reasonable discretion to account for extraordinary circumstances.

If the Annual General Meeting of CompuGroup Medical resolves to determine other or additional performance targets for granting share options, the vesting conditions for any share options to be newly granted to Managing Directors must be based on these resolutions by the Annual General Meeting and the performance targets and conditions defined by the Annual General Meeting are also deemed to be an integral part of this remuneration system.

(v) Forfeiture rules when leaving the Company

When the employment contract is terminated, all the share options that have not been allocated yet or that were granted for periods after having left the Company are forfeited after leaving the Company.

Share options already allocated remain in place subject to the original terms and conditions if the Managing Director's employment contract was in force for at least two years and if the share options were allocated at least twelve months before the employment contract was terminated. These share options may be exercised under the terms and conditions of the share option program, unless the Managing Director

- resigns without cause within the meaning of section 626 German Civil Code (BGB);
- refuses the first renewal of their contract with basically equal terms and conditions or if the Managing Director does not receive an offer to renew the contract due to grave cause within the meaning of section 84 (3) German Stock Corporation Act (AktG) on the part of the Managing Director;
- is removed due to grave cause within the meaning of section 84 (3) German Stock Corporation Act (AktG) on the part of the Managing Director;
- or the Managing Director's employment contract is terminated by the Company for cause within the meaning of section 626 (1) German Civil Code (BGB).

Share options already allocated may also be exercised in accordance with the terms and conditions of the share option program when the Managing Director retires or leaves the Company due to a permanent total incapacity for work, invalidity, or death.

Performance bonus (cash payment)

If a long-term cash bonus replaces the granting of share options, such cash bonus is also subject to a target bonus system like the short-term incentive and works basically like the short-term incentive. The performance targets, their weighting and the multi-year assessment period, however, are determined individually by the

Administrative Board at its reasonable discretion before the Performance Period commences and may relate to individual targets for a business unit depending on the respective Managing Director's area of responsibility.

2.3.2.3 Special bonus payments

Finally, the Administrative Board may grant Managing Directors a one-off special bonus when they take office or renew their contract, or for extraordinary performance (e.g., successful implementation of a key project as defined by the Administrative Board at its reasonable discretion) in promoting the corporate strategy in an exceptional manner.

2.3.3 Remuneration-related legal transactions

Terms of the employment contracts

The Managing Director employment contracts have a fixed term of a maximum of five years. If the appointment is revoked by the Administrative Board, the contract also automatically ends upon expiry of the statutory notice period as per section 622 (2) German Civil Code (BGB). The maximum contractual term for first appointments is three years.

The contract cannot be ended without cause; the right of either party to terminate the contract for cause as per section 626 (1) German Civil Code (BGB) remains unaffected.

Appointment or removal within the course of a year

If a Managing Director is appointed for the first time within the course of an ongoing financial year or leaves office at such time, the total remuneration, including the short-term and the long-term incentive or the allocation amount under the share option program is reduced pro rata temporis in accordance with the term of office in the financial year in question. Depending on the reason for leaving office, share options already granted, but not yet vested may be forfeited without replacement under certain circumstances.

Secondary employment, internal supervisory or administrative board mandates

Where Managing Directors take additional supervisory or administrative board mandates with the CompuGroup Medical Group, any remuneration received for such office must be passed on to the Company.

Any secondary employment outside CompuGroup Medical Group requires the prior consent of the Administrative Board. When granting consent to such secondary employment, the Administrative Board decides whether and to what extent any remuneration paid for such employment must be offset against the remuneration for the office as Managing Director.

Malus and clawback regulations

The employment contracts of the Managing Directors contain regulations on withholding short term incentives (malus) or reclaiming already paid out short term incentives (clawback) and it is in the Administrative Board's reasonable discretion whether to exercise such provisions or not.

A breach of duty, which gives the company the right of extraordinary termination of the employment relationship, or an intentional or grossly negligent breach of material duties of care within the meaning of section 40 (8) SE Implementation Act (SEAG) in conjunction with section 93 (2) sentence 1 German Stock Corporation Act (AktG), can lead to a reduction, withholding or reclaiming of all or part of the short-term incentive (compliance malus/compliance clawback).

Moreover, the Administrative Board may adjust the assessment of the short-term incentive, or reclaim, in whole or in part, short term incentives already paid out if and to the extent that it becomes apparent after the original assessment or after the payment, that the information on which the calculation of the payment amount had been based, in particular the underlying audited and approved consolidated financial statements, was not correct and that on the basis of the revised information, a lower amount or no payment of the short-term incentive would have been due (performance malus/performance clawback).

A reduction in the short-term incentive due to a breach of duty or compliance, or due to the adjustment of underlying information, can generally only be made for the financial year in which such breach has been identified or for which incorrect information was used to determine the amount of remuneration.

Irrespective of the reason for the clawback, short-term incentives already paid out can be reclaimed for up to four years after the end of the financial year in which the breach of duty or compliance occurred or for which the short-term incentive had been paid out on the basis of incorrect information.

Notwithstanding the above regulations, the obligation of the Managing Directors to compensate the company in accordance with section 40 (8) SE Implementation Act (SEAG) in conjunction with section 93 (2) sentence 2 German Stock Corporation Act (AktG) remains unaffected.

No malus or clawback provisions were made use of in the 2023 reporting year.

Maximum remuneration

The remuneration of each Managing Director is limited in individual contracts to a maximum remuneration per financial year, mEUR 15 at the most. The maximum remuneration is the maximum limit for the sum total of fixed salary, fringe benefits, short-term incentive, long-term incentive and special bonus payments resulting from the remuneration actually granted for a given financial year.

The amount of the individual maximum remuneration takes special account of the fact that the long-term incentive may be issued in the form of share options, which have a pronounced risk-reward profile. Granting of share options can lead to high profit takings, but at the same time it is also possible for the options to be forfeited and thus for the multi-year variable remuneration to be lost entirely.

The following maximum remuneration amounts are agreed in the individual contracts:

Michael Rauch	mEUR 10
Daniela Hommel	mEUR 5
Emanuele Mugnani	mEUR 5
Dr. Eckart Pech	mEUR 5
Hannes Reichl	mEUR 5
Dr. Ulrich Thomé	mEUR 5

The maximum remuneration regulation was not applied in the reporting year under review.

Payments upon premature removal from office/termination of employment contract

The Managing Director employment contracts generally include provisions according to which payments that are made on the Managing Director's premature removal from office or early termination of their employment without cause on the part of the Managing Director, are limited to the remuneration for the remaining term of employment until the ordinary expiry thereof, but to a maximum of two total annual remunerations (severance cap). The underlying total annual remuneration is based on the sum of fixed salary components, short-term incentive paid in the last full financial year and, if applicable, on the expected remuneration, consisting of fixed salary components and short-term incentive for the current financial year. Outstanding variable remuneration components referring to the period until the Managing Director leaves office, are paid in accordance with the originally agreed targets and comparison parameters and the contractually agreed payment dates or waiting periods.

A Managing Director has no claim to a severance payment if the premature removal from office or termination of the employment contract is based on cause on the part of the Managing Director. This also applies if the Managing Director resigns for reasons for which neither CompuGroup Medical nor CompuGroup Medical Management SE are responsible.

Change of control

The Managing Director employment contracts provide for an extraordinary right to terminate the contract in case of a change of control if (i) the entity gaining control significantly limits the powers of a Managing Director within a period of six months after the change of control event (ii) the remaining term of the Managing Director is less than two years and the Managing Director has not received a legally binding offer to extend the employment contract by at least another two years from the time of such offer at financial conditions that are comparable or better than the current terms and conditions. Change of control is defined as a situation where an acquirer (other than CompuGroup Medical) gains control of CompuGroup Medical Management SE, or CompuGroup Medical Management SE ceases to be the general partner of CompuGroup Medical.

When exercising this extraordinary right to termination, the Managing Directors can claim a severance payment that is capped. It is capped at 150 % of the fixed remuneration components and the short-term incentive until the normal termination date of the employment contract. For this purpose, the short-term incentive is based on an assumed target achievement level of 100 %, but at the longest for a period of two years.

If a Managing Director exercises their extraordinary right of termination upon change of control, any share options already granted remain valid and become vested. The same applies if the Managing Director is removed from office within a period of six months of change of control without cause on the part of the Managing Director.

Non-competition clause

Managing Directors are subject to an extensive non-competition clause for the duration of their work.

The employment contracts also provide for a post-contractual non-competition clause of twelve months. Compensation in the form of a waiting allowance is granted for the duration of the post-contractual non-competition clause. This amounts to 50 % of the last fixed annual salary received (without fringe benefits) and the last short-term incentive actually awarded.

Any severance payments are credited against the waiting allowance.

Termination by regular expiry of the term

No severance payments or special contributions to the pension scheme are made. There are no pension commitments or other retirement benefits in the event of regular termination of employment.

Permanent incapacity for work, death and retirement

If a Managing Director becomes temporarily incapacitated for work, they will receive continued payment of the fixed salary and short-term incentive pro rata temporis for a duration of four months but no longer than until the end of the employment contract.

If a Managing Director dies or becomes permanently incapacitated for work, they will receive continued payment of the fixed salary and the short-term incentive pro rata temporis for a period of three months after the end of the month in which the Managing Director left active service. If a Managing Director dies, payment is made to the descendants.

2.3.4 Temporary deviation from the remuneration system

The Administrative Board has the option of temporarily deviating from the remuneration system in special and exceptional circumstances if this is necessary in the interest of the Company's long-term well-being. Any such deviations may be necessary, for example, to ensure adequate incentives are offered in the event of a severe corporate or economic crisis. These exceptional circumstances underlying and requiring a deviation are to be determined by means of an Administrative Board resolution. In contrast, generally unfavorable market developments are not sufficient to justify a deviation from the remuneration system on the grounds of special and exceptional circumstances.

To the extent that it is permitted to deviate from the remuneration system, the components thereof that may be changed are the process, the rules pertaining to the remuneration structure and amount, the financial and non-financial performance criteria, the assessment bases and threshold, target, and maximum values of the individual remuneration components. The Administrative Board may in such cases also temporarily grant additional remuneration components or replace individual remuneration components with other remuneration components or deviate from the maximum remuneration to the extent necessary to restore an appropriate level of incentivisation to the remuneration of the Managing Directors. Notwithstanding any deviation from the remuneration system, the remuneration as such and its structure must continue to be geared towards the Company's long-term and sustainable development and suitably reflect the Company's success and the performance of the Managing Directors.

3. Total remuneration of Managing Directors and remuneration amounts

The disclosures on the granting and inflow of the remuneration of the Managing Directors are divided into fixed and variable remuneration components and supplemented by disclosures on pension expenses. The fixed remuneration components include the non-performance-related fixed remuneration and fringe benefits. The variable remuneration consists of a short-term (short-term incentive) and a long-term (long-term incentive) component as well as special bonus payments. The short-term incentive has a one-year performance period and is granted annually as a cash bonus depending on target achievement levels. The long-term incentive has a multi-year Performance Period and is generally granted in the form of share options, but may be fully or partially replaced by a long-term incentive that is designed as a cash bonus.

The annual bonus, the performance bonus deferral as well as the LTI are recognized as “granted benefits”, each with the commitment value at the time of granting (corresponds to a target achievement of 100 %). In addition to the remuneration elements, disclosures on the individually achievable maximum and minimum remuneration are provided.

The “inflow” stated in the reporting year comprises the fixed remuneration components actually received plus the amounts of the immediate sums determined at the time of the preparation of the remuneration report that will be received in the following year. Inflows from multi-year variable remuneration, for which the planning period ended in the reporting year, are not paid out until the following year. In the inflow disclosures, the pension expenses correspond to the amounts granted, although they do not represent actual inflow in the narrower sense of the word. The Managing Directors have neither received nor been promised any compensation from third parties for this office in financial year 2023.

3.1. Short-term variable remuneration

The variable remuneration, which is linked to a previously agreed target, is agreed individually with each Managing Director, and includes targets measured over a multi-year period. For financial year 2023, the following targets were set for the variable remuneration of all Managing Directors:

- Revenues: 10 %
- Adjusted EBITDA: 25 %
- Individual targets: 65%

The revenue target refers to an increase in group revenues without acquisitions and currency translation effects in 2023. The adjusted EBITDA target refers to the increase in CGM’s normalized earnings, which have also been adjusted for acquisitions and currency effects.

The individual targets vary depending on the specific challenges in each of the Managing Director's area of responsibility. These may include adjusted EBITDA, customer satisfaction or new customer business, project-related targets or specific targets in connection with software development. The targets are weighted differently for each Managing Director and depend on the specific situation in the respective area of responsibility. The sustainability targets (5 %) for 2023 include the results of an employee survey, an increase in employee satisfaction and a significant improvement in the employees' net promoter scores (NPS).

The following table shows the target amounts and target achievement levels relevant for the bonus in financial year 2022 (as far as relevant in terms of payment date) and 2023 and the resulting total target achievement level with the corresponding payment amounts in financial years 2023 and 2024.

in KEUR or in % of target amount	STI remuneration corridor				Actual remuneration	
	Period	Pro-rata	Target amount (= 100 %)	Max (<= 200 %)	Overall target achievement	Payment/ Accrual amount
Michael Rauch						
CFO (until Jun 6, 2022)	Jan 1 - Jun 30, 2022	50.0%	500	1,000	50%	126
Spokesman & CFO (Jul 1, 2022 - Jun 30, 2023)	Jul 1 - Dec 31, 2022	50.0%	900	1,800	50%	226
CEO & CFO (since May 17, 2023)	Jan 1 - Dec 31, 2023	100.0%	900	1,800	96%	860
Angela Mazza Teufer						
AIS DACH & Connectivity & CLICKDOC	Feb 15 - Dec 31, 2022	88.0%	400	800	55%	192
	Jan 1 - May 31, 2023	41.7%	400	800	57%	95
Emanuele Mugnani						
AIS Europe & PCS	Feb 15 - Dec 31, 2022	88.0%	400	800	52%	183
	Jan 1 - Dec 31, 2023	100.0%	400	800	69%	276
Dr. Eckart Pech						
CHS	Jan 1 - Oct 31, 2022	83.0%	400	600	60%	200
	Nov 1 - Dec 31, 2022	17.0%	400	800	60%	41
	Jan 1 - Dec 31, 2023	83.3%	400	800	67%	222
Hannes Reichl						
HIS	Jan 1 - Oct 31, 2022	83.0%	400	800	35%	117
	Nov 1 - Dec 31, 2022	17.0%	450	900	35%	27
	Jan 1 - Dec 31, 2023	100.0%	450	900	64%	289
Dr. Ulrich Thomé						
AIS DACH & Connectivity & CLICKDOC	Nov 1 - Dec 31, 2023	16.7%	400	800	100%	67

3.2. Share option program

The Managing Directors receive option rights as long-term variable remuneration in accordance with the conditions of the authorization to issue option rights for CompuGroup Medical SE & Co. KGaA decided upon under agenda item 6 at the Annual General Meeting on May 15, 2019. In order to be able to satisfy the share options, the Annual General Meeting on May 15, 2019 resolved to authorize contingent capital in agenda item 8, which – like the share option program – was adapted by resolution of the Annual General Meeting of CompuGroup Medical SE & Co. KGaA of May 19, 2021 (Contingent Capital 2019). The provisions set forth in the resolutions of the Annual General Meetings on May 15, 2019, May 13, 2020 and May 19, 2021 apply to issuing and settling the share options. The option conditions adopted by the Annual General Meeting in the version in force on August 2, 2021 apply equally to all Managing Directors. Any deviating conditions are described below.

Each share option entitles its holder to acquire a registered share of CompuGroup Medical with each individual share representing a pro rata amount of EUR 1.00 in share capital by paying the exercise price during the term within the exercise periods if all the conditions for exercising the option are met.

A share option may only be exercised if

- (i) the waiting period has expired;
- (ii) the performance target was reached; and
- (iii) the share option has not been forfeited in accordance with the option conditions or the employment contract.

CompuGroup Medical can choose to either satisfy exercised share options by (i) issuing the corresponding amount of shares using Contingent Capital 2019 or any other contingent capital resolved for this purpose (new shares) or (ii) by issuing shares or a combination of both, or (iii) by paying a corresponding amount of money, in each case less the statutory tax and any other charges.

Waiting period

The waiting period for exercising share options commences on the date the respective options are issued and ends four years after the issue date (end of day). The issue date of a share option is the date the eligible person is informed of the decision of the Administrative Board of CompuGroup Medical Management SE to issue such share option (issue date).

After the end of the waiting period and if all other requirements for exercising the options have been fulfilled, the eligible person may exercise the share options either entirely or partially in tranches within a period of six years (“term”), whereby each of the eligible person’s tranches must comprise at least 10,000 share options.

Performance target

The prerequisite for exercising share options is that the performance target for the respective share options has been reached. The performance target has been reached if the company's share price has increased by at least 20 % either compared to the exercise price within a period of three years either (i) from the issue date of the respective share options or (ii) within a period of three years prior to the date on which the respective share options can be exercised for the first time (performance target). The relevant reference price for measuring the Minimum Share Price Increase is the volume-weighted average price of the Company's shares in the XETRA trading system on the Frankfurt Stock Exchange during a period of three months prior to the date on which option rights may be exercised for the first time.

If the Minimum Share Price Increase has not been met within the two possible Performance Periods, the respective share options are forfeited without replacement. It is not possible to repeat the calculation of the performance in later periods.

In addition, and thus in deviation from item 4 of the General Option Conditions as amended on August 2, 2021, it was agreed in the individual employment contracts of the Managing Directors as a further performance target that the share options granted for and allocated to a respective financial year will be forfeited without replacement if the short-term variable remuneration granted for the prior financial year does not amount to at least 70 % of the target amount.

If the short-term variable remuneration of the Managing Director in question is based on individual performance targets on the achievement of which the Managing Director has little or no influence, the Administrative Board may decide to neglect such performance targets in determining or agreeing on the relevant performance targets for calculating the 70 % threshold referred to in the preceding sentence. This means that for this purpose the amount of the short-term variable remuneration is then determined as if the neglected performance target had never been set or agreed.

Exercise price

The price per share to be paid when exercising a share option (exercise price) corresponds, in accordance with the general option conditions, to the volume-weighted average price of the Company's shares in XETRA (or a similarly functioning system that replaces XETRA) on the Frankfurt Stock Exchange for a period beginning 45 calendar days before and ending 45 calendar days after the respective issue date, but at least the pro rata amount of the Company's share capital attributable to the share (section 9 (1) German Stock Corporation Act (AktG)).

The option rights can only be exercised if the employment contract of the respective Managing Director is extended beyond the existing term of their respective first employment contract and if the employment contract is still valid at the time the option rights can be exercised for the first time.

The issued share options developed as follows as at **December 31, 2023**:

		Options granted in prior years	Reporting year			Exercise price	Earliest exercise date	total outstanding options
			Options granted	Options forfeited	Options exercised			
Michael Rauch	CEO & CFO	400,000	0	0	0	42,77 EUR	Jul 2, 2026	400,000
Angela Mazza Teufer (until May 31, 2023)	AIS DACH	250,000	0	250,000	0	n/a	n/a	0
Dr. Ulrich Thomé (from Nov 01, 2023)	AIS DACH	0	250,000	0	0	35,77 EUR	Nov 11, 2027	250,000
Emanuele Mugnani	AIS Europe	250,000	0	0	0	42,77 EUR	Jul 2, 2026	250,000
Dr. Eckart Pech	CHS	250,000	120,000	370,000	0	n/a	n/a	0
Hannes Reichl	HIS	250,000	80,000	250,000	0	46,18 EUR	Jul 2, 2027	80,000
Total		1,400,000	450,000	870,000	0			980,000

The performance target that must be achieved to be able to exercise all the share options newly granted from 2022 is that the share price of CompuGroup Medical SE & Co. KGaA must have risen by at least 20 % either (i) within three years of the issue date of the respective share options or (ii) within the three years prior to the day on which the respective share options can be exercised for the first time. All the share options outstanding as at December 31, 2023 are thus subject to this performance target.

As part of his appointment as spokesperson for the Managing Directors in addition to his position as Chief Financial Officer as of July 1, 2022, Michael Rauch was awarded 400,000 share options. 100,000 share options are allocated to each of the financial years 2022 to 2025 for the purposes of allocation to remuneration for a particular financial year (in particular for the purposes of determining the maximum remuneration or calculating the waiting period) and assessing potential forfeiture. The waiting period ends in accordance with the general option conditions exactly four years after the issue date (end of day). By way of deviation from the general option conditions, there is no need to renew the employment contract again beyond July 31, 2027 in order to exercise the option.

Angela Mazza Teufer (Managing Director of Ambulatory Information Systems DACH, Connectivity & CLICKDOC) was awarded 250,000 share options in February 2022 when she was appointed as Managing Director. The options were forfeited without replacement when she left active service as Managing Director in May 2023.

In February 2022, **Emanuele Mugnani** (Managing Director of Ambulatory Information Systems Europe and Pharmacy Information Systems Europe) was awarded 250,000 share options. The waiting period ends in accordance with the general option conditions exactly four years after the issue date (end of day). The amount applies both to the entire term of the employment contract (three years) to any potential renewal (further two years) thereof. Emanuele Mugnani is allocated 50,000 share options each over five years for the purposes of these being allocated to remuneration for a given financial year (in particular for the purposes of determining the maximum remuneration, assessing potential forfeiture, calculating the waiting period or calculating the number of share options that vest in the event of termination for change of control). In addition to the general terms and conditions of the share option program set out above, the share options will be forfeited without replacement if the short-term variable remuneration determined from 2023 until the end of the appointment has not reached at least 70 % of the target amount. This does not apply to the share options granted on a proportionate basis for financial year 2022.

In connection with his office, **Dr. Eckart Pech** (Managing Director Consumer and Health Management Information Systems) was awarded long-term variable remuneration (LTI) of 250,000 option rights in 2019. The waiting period ended in accordance with the general option conditions four years after the issue date on November 2, 2023 (end of day). As the performance targets have not been reached, the share options were forfeited without replacement.

When his employment contract was renewed on February 8, 2022, Dr. Eckart Pech was awarded 120,000 options for no-par value bearer shares of CGM for each financial year, but no more than four years, each as at July 1 or two weeks after the Annual General Meeting of CompuGroup Medical if this has not taken place before July 1 of the respective year. The 30,000 share options for each of the financial years will only be granted if the short-term variable remuneration determined for the respective prior financial year amounted to at least 70 % of the target amount. If the short-term variable remuneration of the respective prior year was based on individual performance targets on the achievement of which the Managing Director had little or no influence, the Administrative Board may decide to neglect such performance targets in determining or agreeing on the relevant performance targets for calculating the 70 % threshold.

In September 2023, Dr. Eckart Pech resigned from his office as Managing Director, effective as at March 15, 2024. The share options granted were thus forfeited upon termination of the employment contract.

Hannes Reichl (Managing Director Inpatient and Social Care) was awarded long-term variable remuneration (LTI) of 250,000 option rights each in 2019. The waiting period ended in accordance with the general option conditions four years after the issue date (end of day). As the performance targets have not been reached, the share options were forfeited without replacement when the waiting period ended in 2023.

It has also been determined for Hannes Reichl that a long-term bonus in the amount of the difference between the exercise price for the virtual option rights allocated on November 1, 2018 and the aforementioned XETRA average price for the option rights allocated on June 29, 2019, in each case multiplied by a factor of 250,000, will be paid out (cash settled). This entitlement exists if the performance targets specified for the option rights (which are derived from the general option conditions) are achieved, and is due and payable at the time the option rights are exercised. The background for this provision, which deviates from the general option conditions, is that the exercise price of EUR 65.5270 newly determined by the Supervisory Board in June 2019 was above the XETRA average price for the period from 45 calendar days before November 1, 2018 to 45 calendar days after November 1, 2018 (EUR 45.1191).

In the event that the performance targets set for option rights have not been met, but all other requirements for exercising the option rights have been fulfilled, Hannes Reichl remains – if the relevant average share price has increased by at least 15 % compared with the average November share price – entitled to a long-term cash bonus amounting to 50 % of the difference between the relevant average share price and the average November share price multiplied by a factor of 250,000, due and payable at the time the option rights could have been exercised for the first time. This performance target has not been reached either and the claim to a cash bonus has been forfeited.

When his new employment contract was concluded in 2022, Hannes Reichl was allocated 20,000 share options per year for each financial year, but at the most for up to four years, each as at July 1 of the respective year or two weeks after the Annual General Meeting of CompuGroup Medical SE & Co. KGaA if this has not taken place before July 1 of the respective year. The first allocation was made on July 1, 2023. The 20,000 share options for each of the financial years will only be granted if the short-term variable remuneration determined for the respective prior financial year amounted to at least 70 % of the target amount. If, from 2022 onward, the short-term variable remuneration is based on individual performance targets on the achievement of which the Managing Director has little or no influence, the Administrative Board may decide to neglect such performance targets in determining or agreeing on the relevant performance targets for calculating the 70 % threshold referred to in the preceding sentence.

In November 2023, **Dr. Ulrich Thomé** (Managing Director Ambulatory Information Systems DACH) was awarded 250,000 share options. The waiting period ends in accordance with the general option conditions exactly four years after the issue date (end of day). The amount applies both to the entire term of the employment contract (three years) to any potential renewal thereof (by another two years). Dr. Ulrich Thomé is allocated 50,000 share options each over five years for the purposes of these being allocated to remuneration for a given financial year (in particular for the purposes of determining the maximum remuneration, assessing potential forfeiture, calculating the waiting period or calculating the number of share options that vest in the event of termination for change of control). In addition to the general terms and conditions of the share option program set out above, the share options will be forfeited without replacement if the short-term variable remuneration for the respective prior financial year did not reach at least 70 % of the target amount. If the short-term variable remuneration of the respective prior year was based on individual performance targets on the achievement of which the Managing Director had little or no influence, the Administrative Board may decide to neglect such performance targets in determining or agreeing on the relevant performance targets for calculating the 70 % threshold.

Consolidated income statement

The equity-settled share option programs of the individual Managing Directors are recognized over the waiting period in profit or loss up to the fixed fair value on a straight-line basis by offsetting against the capital reserve.

For share-based remuneration components that are cash settled, on the other hand, the fair value is recalculated at each reporting date based on current market parameters and recognized in profit or loss as an expense. In financial year 2023, the corresponding provision for Hannes Reichl was reversed and mEUR 4.3 was recognized through profit or loss (prior year: expense of mEUR 1.2).

3.3. Remuneration for the Managing Directors

The remuneration granted and owed to the Managing Directors in office during the year under review is shown below:

in KEUR	Entry date	Position / segment	Fixed components			Variable components				Total remuneration	Fixed remuneration share	Variable remuneration share	Inflow in 2023
			Fixed salary	Fringe benefits	Total	Short-term bonus	LTI	Other	Total				
Michael Rauch	Aug 1, 2019	CEO/CFO	800	8	808	681	500	0	1,181	1,989	41%	59%	3,160
Emanuele Mugnani	Feb 15, 2022	AIS Europe	500	0	500	190	0	0	190	690	72%	28%	683
Dr. Eckart Pech	Nov 1, 2019	CHS	500	22	522	100	0	1,592	1,692	2,214	24%	76%	762
Hannes Reichl	Nov 1, 2018	HIS	550	9	559	174	1,033	0	1,207	1,766	32%	68%	2,703
Dr. Ulrich Thomé	Nov 1, 2023	AIS DACH	83	3	86	67	2,249	0	2,316	2,402	4%	96%	86

The remuneration granted refers to the payment a Managing Director was promised for a given financial year. This payment must not necessarily be paid out in the same financial year. The remuneration owed, in contrast, refers to the payment the Managing Directors are actually owed. This may also relate to remuneration that was granted in the past and has become due.

All benefits were paid by CompuGroup Medical Management SE; no further remuneration is granted for any other mandates in the group.

Upon signing his new employment contract in 2022, **Michael Rauch** was promised a one-off payment (“signing bonus”) of mEUR 2 in return for the additional duties he assumed as spokesman for the Managing Directors. It was paid out in July 2023. In addition, Michael Rauch will receive a one-time special bonus of mEUR 1 for exceptional performance, which must be paid out by July 1, 2024 at the latest and the achievement of which is determined at the due discretion of the Administrative Board. The special bonus is granted for the development and successful implementation of projects approved by the Administrative Board at its dutiful discretion.

Hannes Reichl was promised a one-off payment of mEUR 2 for signing his new employment contract in 2022 (signing bonus). The one-off payment was made in June 2023. In addition to the share options, Hannes Reichl has also been given another long-term variable remuneration component of mEUR 1.25 (in case of 100 % target achievement) for the entire term of his renewed employment contract until October 31, 2027.

In addition to the share options, long-term variable remuneration is granted for each financial year, which is conditional on the achievement of performance targets set by the Administrative Board. In the event of 100 % target achievement, the long-term variable remuneration amounts to mEUR 1.25 (incl. tax).

Dr. Eckart Pech receives a cash severance payment of mEUR 1.6 in connection with the termination of his contract as at March 31, 2024. This amount corresponds to (i) the sum total of fixed remuneration and – assuming 100 % target achievement level – short-term variable remuneration for a period of 24 months after leaving the company, i.e., from April 1, 2024 until October 31, 2025 (end of day).

3.4. Remuneration of former Managing Directors of CompuGroup Medical SE & Co. KGaA

The below table presents the benefits granted to former Managing Directors in the reporting year:

in KEUR	Exit date	Last position	Fixed components			Variable components				Total remuneration	Fixed remuneration share	Variable remuneration share	Inflow in 2023
			Fixed salary	Fringe benefits	Total	Shortterm bonus	LTI	Other	Total				
Frank Gotthardt	Dec 31, 2020	CEO	0	0	0	0	-57	0	-57	-57	0%	100%	447
Dr. Dirk Wössner	Jun 30, 2022	CEO	0	0	0	-144	0	-	-144	-144	0%	100%	121
Angela Mazza Teufer	May 31, 2023	AIS DACH	208	5	213	7	0	825	832	1,045	20%	80%	1,229

Under the agreement on the multi-year bonus, **Frank Gotthardt** received a pro rata payment for the 2020 financial year of mEUR 0.4 for the contractually agreed period from January 1, 2020 to December 31, 2022. Thus, the payments for financial year 2020 have been made and no further claims exist under the multi-year bonus.

Angela Mazza Teufer received a severance payment of mEUR 0.8 in connection with the premature termination of her employment contract as at May 31, 2023, thereby definitively settling any and all contractual claims.

4. Remuneration of the Supervisory Board and the Administrative Board in 2023

Remuneration amounts for the members of the Supervisory Board of CompuGroup Medical SE & Co. KGaA are provided for in article 15 of the Company's Articles of Association and are approved by the Annual General Meeting with the consent of the general partner pursuant to article 26 (4) of the Articles of Association of the Company. Pursuant to the resolution of the (virtual) Annual General Meeting of CompuGroup Medical SE & Co. KGaA on May 13, 2020, the members of the Supervisory Board have been receiving fixed remuneration of kEUR 40 and reimbursement of expenses since the conversion into an SE & Co. KGaA was registered. The Chair of the Supervisory Board receives kEUR 80, twice the fixed remuneration, while the Vice Chair receives kEUR 60, 1.5 times the fixed remuneration. For membership in a Supervisory Board committee, a member receives an additional fixed remuneration of kEUR 10, and the chair of a committee receives twice that amount, namely kEUR 20.

The total remuneration (excluding any VAT) of the Supervisory Board of CompuGroup Medical SE & Co. KGaA for the year 2023, including the charges passed on by CompuGroup Medical Management SE for the Administrative Board, amount to (in kEUR):

Remuneration 2023 for the Supervisory Board of CompuGroup Medical SE & Co. KGaA

kEUR	2023
von Ilberg, Philipp, Chair	100
Weinmann, Stefan, Vice Chair, employee representative	60
Handel, Ulrike, Dr.	48
Kohrmann, Martin, Prof.Dr.	40
Lyhs, Reinhard (from March 1, 2023)	34
Störmer, Matthias	60
Volkens, Bettina, Dr.	40
Basal, Ayfer, employee representative	50
Betz, Frank, employee representative	50
Hegemann, Adelheid, employee representative	40
Johnke, Lars, IG Metall	50
Mole, Julia, ver.di	40
Total	612

Review of the Supervisory Board remuneration system

On the occasion of the entry into force of the law for the implementation of the Second Shareholder Rights Directive (ARUG II), the Supervisory Board remuneration system is also to be submitted to the Annual General Meeting for approval pursuant to section 113 (3) German Stock Corporation Act (AktG). This took place at the Annual General Meeting on May 19, 2021.

Remuneration 2023 for the Administrative Board

The remuneration of the Administrative Board of the general partner, CompuGroup Medical Management SE, is provided for in article 13 of the Articles of Association and is approved by the Annual General Meeting of CompuGroup Management SE pursuant to article 21 (3) of the Articles of Association. The members of the Administrative Board of the general partner receive an annual fixed remuneration of kEUR 60 unrelated to performance as well as the reimbursement of expenses. The Chair of the Administrative Board receives twice the amount of the fixed remuneration, namely kEUR 120. Pursuant to article 8 (3) of the Articles of Association of CompuGroup Medical SE & Co. KGaA regarding the remuneration of the Administrative Board of CompuGroup Medical Management SE, the charges have been passed on to CompuGroup Medical SE & Co. KGaA. CEO Michael Rauch receives no remuneration for his work on the Administrative Board of CompuGroup Medical Management SE.

kEUR	2023
Gotthardt, Frank	120
Esser, Klaus, Dr.	60
Gotthardt, Daniel, Prof. Dr.	60
Peters, Stefanie	60
Rauch, Michael	0
Total	300

5. Comparison

The following table shows a comparison of the annual changes in executive remuneration, the group's earnings performance and the average remuneration for employees.

	Change 2019 vs. 2018	Change 2020 vs. 2019	Change 2021 vs. 2020	Change 2022 vs. 2021
Managing Directors as at Dec 31, 2023				
Rauch, Michael (Speaker, from July 1, 2022; CFO, from August 1, 2019)	222%	-28%	586%	-70%
Thomé, Dr. Ulrich (from August 1, 2022)	n/a	n/a	n/a	n/a
Mugnani, Emanuele (from February 15, 2022)	n/a	n/a	n/a	-75%
Reichl, Hannes	10%	3%	246%	-39%
Pech, Eckart, Dr.	452%	2%	-5%	195%
Former Managing Directors				
Gotthardt, Frank (until December 31, 2020)	40%	-150%	-72%	-93%
Wössner, Dirk, Dr. (until June 30, 2022)	n/a	n/a	-74%	-102%
Mazza Teufer, Angela (until May 31, 2023)	n/a	n/a	n/a	-63%
Supervisory Board as at December 31, 2023				
von Ilberg, Philipp, Chair	n/a	86%	0%	0%
Weinmann, Stefan, Vice Chair, employee representative	n/a	n/a	336%	0%
Handel, Ulrike, Dr.	-10%	-26%	0%	20%
Köhrmann, Martin, Prof. Dr.	n/a	77%	0%	0%
Lyhs, Reinhard (from March 1, 2023)	n/a	n/a	n/a	n/a
Störmer, Matthias	n/a	86%	0%	0%
Volkens, Bettina, Dr.	n/a	85%	0%	0%
Basal, Ayfer, employee representative	n/a	n/a	318%	0%
Betz, Frank, employee representative	n/a	n/a	318%	0%
Hegemann, Adelheid, employee representative	n/a	n/a	292%	0%
Johnke, Lars, IG Metall	n/a	n/a	318%	0%
Mole, Julia, ver.di	n/a	n/a	4%	0%
Former members of the Supervisory Board				
Fuchs, Michael, Dr. (deceased December 25, 2022)	n/a	86%	-2%	-100%
Administrative Board as at December 31, 2023				
Gotthardt, Frank	n/a	n/a	0	0%
Esser, Klaus, Dr.	-11%	-25%	0%	0%
Gotthardt, Daniel, Prof. Dr.	8%	-8%	0%	0%
Rauch, Michael (from July 1, 2022)	n/a	n/a	n/a	n/a
Peters, Stefanie	n/a	n/a	0	0%
Former members of the Administrative Board				

	Change 2019 vs. 2018	Change 2020 vs. 2019	Change 2021 vs. 2020	Change 2022 vs. 2021
Wössner, Dirk, Dr. (from January 1, 2021 until June 30, 2022)	n/a	n/a	n/a	n/a
Key performance indicators				
Revenues of CGM group (IFRS)	12%	22%	10%	5%
Organic growth of CGM group	4%	6%	4%	4%
Adjusted EBITDA of CGM group	8%	4%	4%	13%
Free cashflow	41%	7%	-32%	64%
Net income of CGM SE & Co. KGaA (German Commercial Code)	-19%	19%	-9%	71%
Average remuneration of the workforce				
Total workforce in Germany	n/a	4%	12%	-3%

The changes in the comparative data for the Managing Directors are mainly due to people joining or leaving the company during the year, the allocation of share options or one-off payments.

The total workforce in Germany in the above comparative calculation includes all employees on an FTE basis of CompuGroup Medical companies that have their registered office in the Federal Republic of Germany.

INDEPENDENT AUDITOR'S ASSURANCE REPORT ON THE EXAMINATION OF THE REMUNERATION REPORT PURSUANT TO SECTION 162 (3) AKTG

To CompuGroup Medical SE & Co. KGaA, Koblenz

Opinion

We have formally examined the remuneration report of CompuGroup Medical SE & Co. KGaA, Koblenz, for the financial year from January 1 to December 31, 2023, to determine whether the disclosures pursuant to Section 162 (1) and (2) AktG have been made in the remuneration report. In accordance with Section 162 (3) AktG, we have not examined the content of the remuneration report.

In our opinion, the accompanying remuneration report complies, in all material respects, with the disclosure requirements pursuant to Section 162 (1) and (2) AktG. Our opinion does not cover the content of the remuneration report.

Basis for the Opinion

We conducted our examination of the remuneration report in compliance with Section 162 (3) AktG taking into account the IDW assurance standard: Examination of the remuneration report pursuant to Section 162 (3) AktG (IDW AsS 870 (09.2023)). Our responsibilities under this regulation and this standard are further described in the "Auditor's Responsibilities" section of our assurance report. Our audit firm applies the IDW Standard on Quality Management 1: Requirements for Quality Management in Audit Firms (IDW QMS 1 (09.2022)). We have complied with our professional duties pursuant to the German Public Accountants Act and the Professional Charter for Auditors/Chartered Accountants, including the independence requirements.

Responsibility of the General Partner and of the Supervisory Board

The General Partner and the Supervisory Board are responsible for the preparation of the remuneration report, including the related disclosures, in accordance with the requirements of Section 162 AktG. In addition, they are responsible for such internal controls as they have determined necessary to enable the preparation of the remuneration report, including the related disclosures, that is free from material misstatement, whether due to fraud (i.e. fraudulent financial reporting and misappropriation of assets) or error.

Auditor's Responsibilities

Our objectives are to obtain reasonable assurance about whether the remuneration report complies, in all material respects, with the disclosure requirements pursuant to Section 162 (1) and (2) AktG, and to issue an assurance report that includes our opinion.

We planned and performed our examination to obtain evidence about the formal completeness of the remuneration report by comparing the disclosures made in the remuneration report with the disclosures required by Section 162 (1) and (2) AktG. In accordance with Section 162 (3) AktG, we have not examined whether the disclosures are correct or individual disclosures are complete or whether the remuneration report is fairly presented.

Frankfurt am Main, March 22, 2024

KPMG AG

Wirtschaftsprüfungsgesellschaft

Original German version signed by:

Bock

Wirtschaftsprüfer

German Public Auditor

Jennes

Wirtschaftsprüfer

German Public Auditor

APPENDIX TO ITEM 8 – INTENDED PROFIT TRANSFER AGREEMENT

Profit transfer agreement

between

CompuGroup Medical SE & Co. KGaA, Maria Trost 21, 56070 Koblenz, registered in the commercial register of the Koblenz District Court under HRB 27430 (controlling company)

and

CGM LAB International GmbH, Maria Trost 21, 56070 Koblenz, registered in the commercial register of the Koblenz District Court under HRB 23980 (controlled company).

Section 1.01 PRELIMINARY REMARKS

The controlling company is the sole shareholder of the controlled company. The controlling company and the controlled company intend to conclude a profit transfer agreement and agree as follows:

Section 1.02 I. PROFIT TRANSFER

- (i) 1. The controlled company undertakes to transfer all of its profits to the controlling company for the duration of the contract and with initial effect from the beginning of the financial year current at the time this contract is entered in the commercial register. The provisions of Section 301 AktG in the currently valid version apply accordingly; If, in the event of future changes to Section 301 AktG, the wording of the contract conflicts with the statutory regulation, this statutory regulation takes precedence in accordance with Section V. 2 of this contract.
- (ii) 2. With the consent of the controlling company, the controlled company may allocate amounts from the annual surplus to retained earnings in accordance with Section 272 Paragraph 3 of the German Commercial Code (HGB) to the extent that this is permissible under commercial law and economically justified based on reasonable commercial judgment.
- (iii) 3. Other retained earnings created during the term of this contract must be dissolved at the request of the controlling company and transferred as profit or - to the extent permitted by Section 302 AktG in its currently valid version - used to compensate for an annual deficit. The transfer of amounts from the release of other retained earnings that were created before this contract comes into effect is excluded within the scope of this profit transfer agreement.
- (iv) 4. To the extent legally permissible, amounts that have been allocated to the capital reserve during the term of the contract in accordance with Section 272 Paragraph 2 No. 4 of the Commercial Code may be dissolved and distributed outside of the profit transfer agreement. A transfer of amounts from the liquidated capital reserves to the controlling company within the framework of this profit transfer agreement is excluded.
- (v) 5. The right to profit transfer arises at the end of the controlled company's financial year. It is due with the value date at this point in time.

Section 1.03 II. LOSS ASSUMPTION

(i) Section 302 AktG applies in its current version in its entirety.

Section 1.04 III. EFFECTIVE DATE AND DURATION OF THE CONTRACT

- (i) 1. The contract is concluded subject to the approval of the general meeting of the controlling company and the shareholders' meeting of the controlled company.
- (ii) 2. The contract becomes effective upon entry in the commercial register of the controlled company and applies retroactively from the beginning of the financial year of the controlled company in which it was entered in the commercial register.
- (iii) 3. The contract is concluded for an indefinite period of time. After it comes into effect, it can be terminated by written declaration with six months' notice to the end of each financial year of the controlled company. The contract can be terminated for the first time at the end of the financial year that ends at least five calendar years after the beginning of the financial year in which the contract takes effect.
- (iv) 4. The right of each contractual partner to terminate this contract for good cause remains unaffected. An important reason is in particular:
 - 1) A) THE SALE OF ALL SHARES IN THE CONTROLLED COMPANY BY THE CONTROLLING COMPANY;
 - 2) B) THE TRANSFER OF THE COMPANY SHARES BY THE CONTROLLING COMPANY INTO ANOTHER COMPANY;
 - 3) C) THE TRANSFORMATION, IN PARTICULAR THE DIVISION OR MERGER, OF THE CONTROLLING COMPANY OR THE CONTROLLED COMPANY;
 - 4) D) THE LIQUIDATION OF THE CONTROLLING COMPANY OR THE CONTROLLED COMPANY.

Section 1.05 IV. MISCELLANEOUS

- (i) 1. This contract is subject to the law of the Federal Republic of Germany - the exclusive place of jurisdiction for all disputes arising from or in connection with this contract is Koblenz.
- (ii) 2. To the extent that legal provisions are mentioned in this contract, these must always be applied in their current version. If provisions of this contract conflict with the new legal regulations, the respective contractual provisions will no longer apply; They are replaced by provisions that correspond to the new legal regulations.
- (iii) 3. Changes or additions to this contract must be made in writing, unless another form is required by law.
- (iv) 4. Should a provision of this contract be or become incomplete or partially void, ineffective or unenforceable, this will not affect the validity of the remaining contractual provisions. The invalid or unenforceable provision should be replaced by a provision that comes closest to what the parties would have wanted economically according to the meaning and purpose of this contract if they had done so in light of the invalidity, ineffectiveness or impracticability. Sentences 1 and 2 apply accordingly to gaps in this contract.

Appendix to items 9 and 10 – Report of the general partner on the reasons for the authorization to exclude subscription rights

The general partner submits the following written report to the Annual General Meeting of the company to be held on May 22, 2024, on the reasons for the creation of Authorized Capital 2024-I and Authorized Capital 2024-II in line with agenda items 9 and 10 with the possibility of excluding shareholders' subscription rights.

In connection with the change of legal form resolution adopted by the Annual General Meeting on May 13, 2020 under agenda item 7 in article 4 (3) of the Articles of Association, the general partner was authorized, with the approval of the Supervisory Board, to increase the share capital by a total of up to EUR 26,609,675.00 (Authorized Capital 2020) by issuing new no-par value bearer shares against cash and/or non-cash contributions on one or more occasions until May 12, 2025. In addition, article 4 (3) of the Articles of Association authorizes the general partner, subject to the approval of the Supervisory Board, to exclude in certain cases shareholders' subscription rights to new shares issued as part of a capital increase using the Authorized Capital 2020. According to the authorization, such exclusion of subscription rights is possible, for example, in accordance with section 186 (3) sentence 4 German Stock Corporation Act (AktG) in the event of a capital increase against cash. However, the authorization restricts the issuance of new shares under exclusion of shareholders' subscription rights in accordance with section 186 (3) sentence 4 German Stock Corporation Act (AktG) to a maximum of 10 % of the share capital. The authorization further stipulates that treasury shares sold during the term of the Authorized Capital 2020 under exclusion of subscription rights in accordance with section 186 (3) sentence 4 German Stock Corporation Act (AktG) shall also count towards this maximum limit. On June 22, 2020, the company utilized some of the Authorized Capital 2020 and issued 515,226 new shares under exclusion of shareholders' subscription rights. On the same day, the company sold 4,806,709 treasury shares under exclusion of shareholders' subscription rights in accordance with section 186 (3) sentence 4 German Stock Corporation Act (AktG). The newly issued shares under exclusion of subscription rights and the sold treasury shares accounted for 10 % of the share capital at the time. Therefore, the Authorized Capital 2020 is no longer available for issuing new shares with shareholders' subscription rights excluded in accordance with section 186 (3) sentence 4 German Stock Corporation Act (AktG).

The general partner and the Supervisory Board deem it expedient to maintain the possibility for the company to increase share capital by issuing new shares under exclusion of subscription rights at short notice. The existing Authorized Capital 2020 is therefore to be cancelled and replaced by the new Authorized Capital 2024-I and Authorized Capital 2024-II.

The general partner and the Supervisory Board therefore propose to the Annual General Meeting under agenda item 9 the creation of new authorized capital in the total amount of up to EUR 10,746,915.00 by issuing up to 10,746,915 new no-par value bearer shares (Authorized Capital 2024-I). The general partner shall be authorized to issue shares on the basis of the Authorized Capital 2024-I up to and including May 21, 2028. The general partner and the Supervisory Board further propose to the Annual General Meeting under agenda item 10 the creation of new authorized capital in the total amount of up to EUR 26,609,675.00 by issuing up to 26,609,675 new no-par value bearer shares (Authorized Capital 2024-II). The general partner shall be authorized to issue shares on the basis of the Authorized Capital 2024-II up to and including May 21, 2029.

The general partner may only utilize the Authorized Capital 2024-I and the Authorized Capital 2024-II up to a maximum of 50 % of the share capital at the time the authorization becomes effective or – if this value is lower – at the time the respective authorization is exercised. Shares issued or to be issued during the term of the

respective authorization from other authorized capital (in particular from Authorized Capital 2024-I or Authorized Capital 2024-II) or issued to satisfy bonds with conversion or option rights or with conversion or option obligations from contingent capital shall be counted towards this maximum limit of 50 % of the share capital, provided that these bonds were issued during the term of this authorization. This provision shall prevent an increase in the company's share capital by more than 50 % through the use of the authorizations in place. This inclusion as per the above sentence will no longer be applicable in the future if and to the extent that the authorization(s), according to which the shares to be included were issued, is/are granted again by the Annual General Meeting in compliance with statutory provisions. This applies to the extent of the new authorization, but up to a maximum of 50 % of the share capital in accordance with the provisions of sentence 1 of this paragraph. In such case, the Annual General Meeting has again passed a resolution regarding an authorization that triggers such inclusion, thereby eliminating the reason for the inclusion.

The Authorized Capital 2024-I and Authorized Capital 2024-II shall be available for both cash and non-cash capital increases. The proposed Authorized Capital 2024-I and Authorized Capital 2024-II shall enable the general partner of the company to adjust the capital of the company to business requirements at any time (within the stated limits) and to act flexibly and at short notice in the best interest of the company. For this purpose, the company must have all the necessary instruments for a capital increase available, regardless of any concrete plans to utilize them. As decisions on how to meet capital needs may need to be made at short notice, the company should not have to rely on the date of the Annual General Meeting or be required to convene an extraordinary general meeting for this purpose. The legislator has provided the instrument of authorized capital to allow companies to meet their short-term capital needs. Common reasons for utilizing authorized capital include strengthening equity or funding equity investments. The Authorized Capital 2024-I and Authorized Capital 2024-II can also be used to satisfy obligations from share options or other claims for shares to be granted by the company.

In principle, shareholders must be granted subscription rights when utilizing Authorized Capital 2024-I or Authorized Capital 2024-II. In accordance with section 186 (5) German Stock Corporation Act (AktG), the new shares may also be issued by one or more banks with the obligation to offer them to the shareholders (indirect subscription rights). The proposed authorization allows the general partner in certain cases as described below to exclude shareholders' subscription rights in accordance with statutory provisions, albeit subject to the approval of the Supervisory Board.

The total number of shares issued utilizing Authorized Capital 2024-I and Authorized Capital 2024-II under exclusion of shareholders' subscription rights may not exceed 10 % of the share capital at the time the authorization becomes effective or – if this value is lower – at the time the respective authorization is exercised, taking into account other shares of the company that have been issued or sold during the term of the respective authorization under exclusion of shareholders' subscription rights or that are issued or shall be issued to satisfy bonds with conversion or option rights or conversion or option obligations if these bonds have been issued during the term of the respective authorization under exclusion of shareholders' subscription rights (except for an issuance under exclusion of subscription rights to eliminate fractional amounts). The inclusion serves to protect the shareholders and limit the dilution of their interest. The above-stated inclusion towards the maximum limit ceases to apply when a new authorization to exclude shareholders' subscription rights has been approved by the Annual General Meeting after the reduction comes into effect. This applies to the extent of the new authorization, but up to a maximum of 10 % of the share capital in accordance with the above provisions. In this case, the Annual General Meeting may once again decide to exclude the subscription rights that led to the inclusion, which means that the reason for inclusion no longer exists. Once the new authorization to exclude

subscription rights takes effect, the restriction resulting from using the authorization with respect to Authorized Capital 2024-I and Authorized Capital 2024-II under exclusion of shareholders' subscription rights is no longer valid. As the majority vote requirements for this resolution are identical, a new authorization to exclude subscription rights – in accordance with statutory provisions – must also be considered a confirmation of the respective authorization resolution. If the authorization to exclude subscription rights is exercised again, the inclusion will once again be applicable.

Subscription rights excluded to eliminate fractional amounts

The general partner shall be authorized to exclude shareholders' subscription rights to eliminate fractional amounts with the approval of the Supervisory Board. The exclusion of subscription rights is implemented to ensure a feasible subscription ratio and to simplify the technical handling of a capital increase. Usually, fractional amounts have a low value and therefore the cost of issuing shares without an exclusion of subscription rights would be significantly higher. The new shares under exclusion of shareholders' subscription rights for the reason of being "free" fractional amounts shall be used in the best possible interest of the company. The exclusion of subscription rights in these cases improves practicality and simplifies share issuance.

Subscription rights excluded for bonds with warrants and convertible bonds

The general partner is to be authorized to, subject to approval of the Supervisory Board, exclude shareholders' subscription rights for capital increases to fulfil obligations and secure purchase obligations or purchase rights to shares in the company, in particular from convertible bonds, bonds with warrants, profit participation certificates and/or profit participation bonds (or combinations of these instruments) issued by the company or one of its associated companies within the meaning of sections 15 et seqq. German Stock Corporation Act (AktG). To satisfy conversion or option rights or conversion or option obligations, it may be expedient to use shares from authorized capital in part or in full instead of using contingent capital. For this reason, the authorization provides for such a – customary – option.

In addition, the general partner is to be authorized to exclude shareholders' subscription rights, subject to the approval of the Supervisory Board, if this is necessary in order to grant holders or creditors of conversion or option rights and/or holders or creditors of financial instruments with conversion or option obligations issued or to be issued by the company or one of its associated companies in accordance with sections 15 et seqq. German Stock Corporation Act (AktG) the subscription rights they are entitled to after exercising their conversion or option rights or conversion or option obligations. As a general rule, the terms and conditions of convertible bonds, bonds with warrants, profit participation certificates, and/or profit participation bonds (or combinations of these instruments) include protection against dilution. This involves granting subscription rights for new shares to the bearers or creditors for subsequent share issues and certain other measures. These bearers or bond creditors are therefore treated the same as if they were already shareholders. In order to provide such protection against dilution of bonds, the shareholders' subscription rights for these shares must be excluded. This facilitates the placement of bonds and is therefore in the best interest of the shareholders in terms of the best possible financial structure of the company. In addition, excluding subscription rights in favor of bearers or creditors of bonds has the advantage that in case the authorization of option and conversion prices for holders or creditors of existing bonds is utilized, these prices do not have to be discounted in accordance with the applicable terms and conditions of the bonds. This facilitates a higher inflow of funds and is therefore in the best interest of both the company and its shareholders.

Subscription rights excluded to grant subscription rights (share options)

Subscription rights may also be excluded in order to fulfill option rights from the authorization to be granted by resolution of the Annual General Meeting on May 22, 2024 under agenda item 12 to grant subscription rights (share options) to the Managing Directors of the general partner as well as managerial staff of the company or its associated companies to the extent that the company does not fulfill the obligations arising from share options from the authorized or contingent capital or with treasury shares or a cash payment. To the extent that new shares are to be transferred to Managing Directors of the general partner to fulfill the obligations arising from issued share options, the above authorization applies to the Administrative Board of the general partner.

This enables the company to reward the performance of the Managing Directors of the general partner as well as the managerial staff of the company or its associated companies by issuing shares and thus to allow the beneficiaries to participate in the company's success. It is also in the best interest of the shareholders to incentivize the eligible beneficiaries by allowing them to participate in the success of the company's shares on the stock market. Shares can only be granted to eligible beneficiaries if shareholders' subscription rights are excluded. Shareholders always have the possibility to maintain their proportionate shareholding in the share capital of the company by purchasing additional shares on the stock exchange.

Subscription rights excluded for cash capital increases

Subject to the approval of the Supervisory Board, the general partner shall be able to exclude subscription rights for capital increases in return for contributions in cash in accordance with section 203 (1) sentence 1, (2) and section 186 (3) sentence 4 German Stock Corporation Act (AktG), if the issue price of the new shares is not significantly lower than the share price of the shares already traded on the stock exchange.

This use of the statutory option to exclude subscription rights can be expedient in order to take advantage of favorable market conditions quickly and flexibly and, if necessary, to meet capital needs at very short notice. The statutory two-week subscription period for shareholders (section 186 (1) sentence 2 German Stock Corporation Act (AktG)) does not permit a quick response to current market conditions. As equity markets can be volatile, close-to-market conditions can only be achieved if the company is not bound to them for an extended offer period. If subscription rights are granted, the final issue price must be announced no later than three days before the end of the subscription period in accordance with section 186 (2) German Stock Corporation Act (AktG). As a result, the market risk associated with the granting of subscription rights – in particular, the risk of share price fluctuations over a period of several days – is higher than in the case of an allotment without subscription rights. Therefore, in order to successfully place shares with shareholders' subscription rights, it is necessary to apply discounts to the current market price, which usually results in less favorable conditions for the company than in the case of a capital increase excluding subscription rights. The exclusion of the subscription rights therefore allows for a placement close to the stock market price. In addition, if subscription rights are granted, a complete placement cannot be guaranteed due to the uncertainty as to whether or not the subscription rights will be exercised by the entitled shareholders, and a subsequent placement with third parties usually involves additional expenses.

The share in the company's share capital attributable to these shares excluding subscription rights may not exceed 10 % of the share capital at the time the authorization becomes effective or is exercised. The proposed resolution therefore remains below the statutory limit for the exclusion of subscription rights of up to 20% of the share capital. The resolution proposal further provides for an inclusion clause: Shares in the company that were issued or sold during the term of the respective authorization under exclusion of shareholders'

subscription rights in accordance with section 186 (3) sentence 4 German Stock Corporation Act (AktG) or that are issued or will be issued to satisfy bonds with conversion or option rights or conversion or option obligations, as long as these bonds were issued during the term of the respective authorization under exclusion of subscription rights in accordance with section 186 (3) sentence 4 German Stock Corporation Act (AktG), shall count towards this maximum limit of 10 % of the share capital. The inclusion serves to protect the shareholders and limit the dilution of their interest. The above-stated inclusion towards the maximum limit ceases to apply when a new authorization to exclude shareholders' subscription rights in accordance with section 186 (3) sentence 4 German Stock Corporation Act (AktG) has been approved by the Annual General Meeting after the reduction comes into effect. This applies to the extent of the new authorization, but up to a maximum of 10 % of the share capital in accordance with the requirements stated in sentence 1 of the relevant paragraph. In such a case or in such cases, the Annual General Meeting may once again decide to simplify the exclusion of subscription rights that led to the inclusion, which means that the reason for inclusion would no longer exist. Once the new authorization to simplify the exclusion of subscription rights takes effect, the restriction resulting from using the authorization with respect to Authorized Capital 2024-I and Authorized Capital 2024-II under exclusion of shareholders' subscription rights is no longer valid. As the majority vote requirements for this resolution are identical, a new authorization to exclude subscription rights – in accordance with statutory provisions – must also be considered a confirmation of the respective authorization resolution. In the event of a renewed exercise of an authorization to exclude subscription rights in direct or corresponding application of section 186 (3) sentence 4 German Stock Corporation Act (AktG), the inclusion is reapplied.

In addition, the issue price, which is close to the market price of the new shares, and the volume limitation of the capital increase under exclusion of subscription rights will enable the shareholders to maintain their proportionate shareholding by purchasing the necessary shares on the stock exchange at almost the same conditions. Thus, in accordance with the legal assessment in section 186 (3) sentence 4 German Stock Corporation Act (AktG), it is ensured that the asset and capital interests are reasonably maintained when utilizing Authorized Capital 2024-I and Authorized Capital 2024-II under exclusion of the shareholders' subscription rights, while at the same time the company is provided with additional latitude in the best interest of all shareholders.

Subscription rights excluded for non-cash capital increases

In addition, the general partner is to be authorized to, subject to the approval of the Supervisory Board, exclude shareholders' subscription rights for capital increases against contributions in kind, in particular for the acquisition of companies, parts of companies or interests in companies or other assets, including claims against the company or its group companies.

This enables the company to offer treasury shares in suitable occasions indirectly or directly as consideration, in particular for the acquisition of companies, parts of companies or interests in companies or other assets, including claims against the company or its group companies. The company is exposed to global competition. It must therefore be able to act quickly and flexibly in international and regional markets at all times in the best interest of its shareholders. This also includes the ability to acquire companies, operating units, parts of companies, interests in companies or other assets or claims relating to the acquisition of assets, including claims against the company or its group companies, at short notice in order to improve its competitive position. Shares may serve as expedient or mandatory consideration to preserve liquidity or satisfy the seller's expectations. It may also make sense to pay in shares rather than cash in order to optimize the financing structure. This is not to the detriment of the company, since the issuance of shares for consideration in kind requires that the value

of the consideration in kind is reasonable in relation to the value of the shares. In determining the relative values, the general partner will ensure that the interests of the company and its shareholders are reasonably served and that a fair issue price is received for the new shares. In addition, the fact that the company is listed on the stock exchange means that any shareholder can increase their proportionate shareholding by purchasing additional shares on the stock exchange.

Utilizing the authorization

There are currently no specific plans to utilize Authorized Capital 2024-I or Authorized Capital 2024-II. The anticipatory resolutions proposed in this document regarding the possibility of excluding subscription rights are in line with national and international best practices. Taking into account all of the above circumstances, the authorization to exclude subscription rights within the prescribed limits is necessary, suitable, reasonable, and in the best interest of the company. All cases of exclusion of subscription rights proposed here are subject of the approval of the Supervisory Board. In addition, the general partner will carefully examine in each individual case whether the utilization of the Authorized Capital 2024-I and the Authorized Capital 2024-II is in the best interest of the company; in particular, it will examine whether an exclusion of subscription rights is objectively justified in the individual case. The general partner will report to the next Annual General Meeting regarding any such use of the authorization made.

APPENDIX TO ITEM 11 – REPORT OF THE GENERAL PARTNER ON THE REASONS FOR THE AUTHORIZATION TO EXCLUDE SUBSCRIPTION RIGHTS

The general partner submits the following written report to the Annual General Meeting of the company to be held on May 22, 2024 on the reasons for the resolution under agenda item 11 providing for the authorization of the exclusion of shareholders' subscription rights when issuing convertible bonds, bonds with warrants, profit participation certificates and/or profit participation bonds (or combinations of these instruments) (hereinafter also referred to as "**bonds**").

The authorization proposed under agenda item 11 provides that the company may issue bonds with a total nominal amount of up to EUR 500,000,000.00 with conversion or option rights or conversion or option obligations on shares of the company with a notional interest in the share capital of up to EUR 5,373,457.00 (corresponding to a pro rata amount of 10 % of the company's current share capital).

The authorization is limited to four years until May 21, 2028 and is intended to expand the company's options for financing its business activities, as described in more detail below, and, subject to the approval of the Supervisory Board, to provide the general partner with flexible and timely financing that is in the best interest of the company, particularly when favorable capital market conditions arise. The instrument of Contingent Capital 2024-I, which serves to back this authorization, makes a significant contribution to securing this flexibility when it comes to financing.

The general partner is only to be authorized to issue bonds to the extent that the number of shares issued or to be issued to satisfy the bonds with conversion or option rights or with conversion or option obligations from contingent capital does not exceed 50 % of the share capital at the time this authorization becomes effective or – if this value is lower – at the time this authorization is exercised. Shares issued or to be issued from authorized capital during the term of this authorization shall be counted towards this maximum limit of 50 % of the share capital. This provision shall prevent an increase in the company's share capital by more than 50 % through the use of the authorizations in place. This inclusion as per the above sentence will no longer be applicable in the future if and to the extent that the authorization(s), according to which the shares to be included were issued, is/are granted again by the Annual General Meeting in compliance with statutory provisions. This applies to the extent of the new authorization, but up to a maximum of 50 % of the share capital in accordance with the provisions of sentence 1 of this paragraph. In such case, the Annual General Meeting has again passed a resolution regarding an authorization that triggers such inclusion, thereby eliminating the reason for the inclusion.

The number of shares required to satisfy conversion or option rights, conversion or option obligations or to grant shares instead of the cash amount due from bonds with a certain issue volume generally depends on the market price of the company's shares at the time the bonds are issued. If sufficient contingent capital is available, the possibility to fully utilize the limits of the authorization to issue bonds is ensured.

Advantages of the financing instrument

Appropriate capital resources are an essential basis for the development of the company. By issuing convertible bonds and bonds with warrants, the company is able to take advantage of favorable financing opportunities, depending on market conditions, in order to provide the company with liquidity at low current interest rates. By issuing profit participation certificates with conversion or option rights, the interest rate can also be tied, for example, to the company's current dividend. The company benefits from the conversion and option premiums

generated when the bonds are issued. Experience has shown that some financing instruments can only be placed when option or conversion rights are granted.

The possibility of satisfying these rights or obligations by delivering treasury shares, paying a cash settlement or delivering shares from authorized capital further expands the scope for structuring such financing instruments.

For reasons of flexibility, the company should also be able to issue the bonds through subordinated group companies of the company and, depending on market conditions, to use the German capital market or the international capital markets and to issue the bonds in the legal currency of an OECD country unless they are issued in euros.

Conversion/option price

With the exception of cases in which an option or conversion obligation is provided for, the applicable conversion or option price for a share shall correspond to either at least 80 % of the arithmetic mean of the closing prices of the company's shares in Xetra trading (or a corresponding successor system) on the Frankfurt Stock Exchange during the ten trade days prior to the date of the general partner's final decision on the placement of the bonds or – in the event that subscription rights are granted – to at least 80 % of the arithmetic mean of the closing prices of the company's shares in Xetra trading (or a corresponding successor system) during (a) the days on which the subscription rights are traded on the Frankfurt Stock Exchange, with the exception of the last two trade days of subscription rights trading, or (b) the days counted from the beginning of the subscription period until the time of the finalization of the issue price. Section 9 (1) German Stock Corporation Act (AktG) and section 199 German Stock Corporation Act (AktG) remain unaffected.

In the case of bonds with conversion or option rights or conversion or option obligations, the conversion or option price may be reduced, notwithstanding sections 9 (1) and 199 German Stock Corporation Act (AktG), because of a dilution protection clause subject to applicable conditions, if the company increases the share capital during the conversion or option period while granting subscription rights to its shareholders, or if the company issues further bonds or grants other option rights (and provides the corresponding guarantees) and the holders of bonds with conversion or option rights or conversion or option obligations are not granted subscription rights to the extent to which they would be entitled after exercising the conversion or option rights. In accordance with the applicable terms and conditions of the bonds, the reduction of the option or conversion price may also be satisfied by a cash payment upon exercise of the option or conversion right or fulfillment of the conversion or option obligations. The terms and conditions may also provide for a value-preserving adjustment of the conversion or option price for other measures that may lead to a dilution of the value of the conversion or option rights (e.g. also when a dividend is paid out). In any event, the portion of the share capital represented by the shares to be subscribed for each partial bond may not exceed the nominal amount of the respective partial bond.

Subscription rights and exclusion of subscription rights

Shareholders shall generally be granted subscription rights to new bonds issued (section 221 (4) in conjunction with section 186 (1) German Stock Corporation Act (AktG)). The general partner may make use of the possibility to issue bonds to one or more bank(s) or one or more companies operating in accordance with section 53 (1) sentence 1 or section 53b (1) sentence 1 or (7) German Banking Act (KWG) with the obligation to offer the bonds to the shareholders in accordance with their subscription rights (indirect subscription right in accordance with section 186 (5) German Stock Corporation Act (AktG)). This does not constitute a restriction of shareholders'

subscription rights. Ultimately, shareholders receive the same subscription rights as if they were granted the bonds directly. The involvement of one or more banks in the handling is only for technical reasons.

However, the general partner is to be authorized, with the approval of the Supervisory Board, to be able to exclude subscription rights in certain cases:

Subscription rights excluded to eliminate fractional amounts

The purpose of this exclusion of subscription rights is to facilitate the issuance in which shareholders generally have subscription rights, as it enables a technically feasible subscription ratio. The value of the fractional amounts per shareholder is generally low, and therefore the potential dilution effect is also considered to be low. The expenses for an issuance without such exclusion would be much higher. The exclusion therefore serves practicality reasons and simplifies the handling of the issuance. The general partner and the Supervisory Board consider the potential exclusion of subscription rights for these reasons to be objectively justified and also reasonable when weighed against the interests of the shareholders.

Subscription rights excluded for bonds with warrants and convertible bonds

Furthermore, shareholders' subscription rights may be excluded, subject to the approval of the Supervisory Board, in order to grant the holders or creditors of bonds a subscription right to compensate for dilution to the extent to which they would be entitled after exercising their conversion or option rights or after fulfilling their conversion or option obligations.

This offers the possibility of granting the holders or creditors of bonds already issued or still to be issued at this time a subscription right as protection against dilution instead of a reduction in the option or conversion price. It corresponds to best practices in the market to provide bonds with such protection against dilution.

Subscription rights excluded for consideration in cash

In addition, the general partner shall be authorized in analogous application of section 186 (3) sentence 4 German Stock Corporation Act (AktG) to exclude subscription rights, subject to the approval of the Supervisory Board, when issuing bonds for cash if the issue price of the bonds is not significantly lower than their market value determined using recognized financial models.

This can be expedient to take advantage of favorable conditions in the equity markets at short notice, and to place bonds quickly and flexibly in the market at attractive conditions. As equity markets can be volatile, the ability to respond to market movements at short notice is often critical to achieving the most favorable issue result. Favorable conditions that are as close to market conditions as possible can generally only be provided if the company is not bound to them for too long an offer period. In the case of the issuance of subscription rights, a significant discount is usually required to ensure the chances of success of the issuance for the entire offer period. Section 186 (2) German Stock Corporation Act (AktG) permits notice to be given of the issue price (and thus, in the case of bonds with warrants and convertible bonds, the conditions of these bonds) until three days before the end of the subscription period. Given the volatility of equity markets, however, there will be several days with prevailing market risk, which leads to discounts when determining the bond conditions. In addition, an alternative placement with third parties is more difficult or costly when subscription rights are granted due to the uncertainty regarding their exercise (subscription behavior). Furthermore, the company cannot react quickly to a change in market conditions when subscription rights are granted due to the length of the subscription period, which may lead to a less favorable capital transaction for the company.

The interests of shareholders are protected as bonds cannot be issued significantly below market value. The market value is to be determined in accordance with recognized financial models. In determining the price, the general partner will try to keep the discount relative to the market price as low as possible, while taking into account the relevant situation on the capital market. This renders the arithmetical value of a subscription right so low that the shareholders will not suffer any significant economic disadvantage as a result of the exclusion of subscription rights.

In order to create fair market conditions and thus avoid any significant dilution of value, the general partner can also opt for a book-building issue. In a book-building issue, the general partner would call investors for bids on the basis of preliminary bond terms, such as the assumed market interest rate and/or other economic components. After the end of the book-building period, the terms and conditions that were previously open, such as the interest rate, are determined on the basis of the bids submitted by investors according to the principles of supply and demand. This way, the total value of the bonds is determined close to market conditions. In a book-building issue, the general partner is able to ensure that the exclusion of subscription rights does not lead to a significant dilution in the value of the shares.

Shareholders also have the possibility to purchase shares on the stock exchange at almost the same conditions on order to maintain their proportionate shareholding in the company. This ensures that their asset interests are adequately protected.

The authorization to exclude subscription rights in accordance with section 221 (4) sentence 2 German Stock Corporation Act (AktG) in conjunction with section 186 (3) sentence 4 German Stock Corporation Act (AktG) only applies for bonds including rights to shares - in over-mandatory application of Section 186 (3) sentence 4 AktG, which permits a simplified exclusion of subscription rights of up to 20% -if the pro rata amount does not exceed 10 % of the share capital at the time the authorization becomes effective or – if this value is lower – at the time this authorization is exercised. The resolution proposal further provides for an inclusion clause: Shares in the company that were issued or sold during the term of this authorization under exclusion of shareholders' subscription rights in accordance with section 186 (3) sentence 4 German Stock Corporation Act (AktG) or that are issued or will be issued to satisfy bonds with conversion or option rights or conversion or option obligations, as long as these bonds were issued during the term of this authorization under exclusion of subscription rights in accordance with section 186 (3) sentence 4 German Stock Corporation Act (AktG), shall count towards this maximum limit of 10 % of the share capital. The inclusion serves to protect the shareholders and limit the dilution of their interest. The above-stated inclusion towards the maximum limit ceases to apply when a new authorization to exclude shareholders' subscription rights in accordance with section 186 (3) sentence 4 German Stock Corporation Act (AktG) has been approved by the Annual General Meeting after the reduction comes into effect. This applies to the extent of the new authorization, but up to a maximum of 10 % of the share capital in accordance with the requirements stated in sentence 1 of the relevant paragraph. In such a case or in such cases, the Annual General Meeting may once again decide to simplify the exclusion of subscription rights that led to the inclusion, which means that the reason for inclusion would no longer exist. Once the new authorization to simplify the exclusion of subscription rights takes effect, the restriction resulting from using the authorization with respect to Contingent Capital 2024-I under exclusion of shareholders' subscription rights is no longer valid. As the majority vote requirements for this resolution are identical, a new authorization to exclude subscription rights – in accordance with statutory provisions – must also be considered a confirmation of the respective authorization resolution. In the event of a renewed exercise of an authorization to exclude subscription rights in direct or corresponding application of section 186 (3) sentence 4 German Stock Corporation Act (AktG), the inclusion is reapplied.

Subscription rights excluded for consideration in kind

Bonds may also be issued against contributions in kind if this is in the best interest of the company. Contributions in kind may pertain to – without being limited to – companies, parts of companies, interests in companies and other assets (including receivables) in connection with an acquisition. In this case, the general partner is authorized to, subject to the approval of the Supervisory Board, exclude shareholders' subscription rights as long as the value of the contribution in kind is reasonable in relation to the theoretical market value of the bonds calculated on the basis of recognized financial models.

This allows the company to also use bonds where appropriate to finance acquisitions. Experience has shown that negotiations often require consideration to be paid not in cash, but also or only in kind. The possibility to offer bonds as consideration thus provides an advantage in competing for interesting acquisition candidates and the necessary flexibility to take advantage of opportunities to purchase – even potentially larger – companies, interest in companies or other assets without weakening the company's liquidity position. This may also be the sensible choice for the optimization of the financing structure. The general partner will carefully examine in each individual case whether the authorization to issue bonds with conversion or option rights or conversion or option obligations against contributions in kind under exclusion of subscription rights will be used. The general partner will only make use of this option if this is in the best interest of the company and thus of its shareholders.

The authorizations to exclude subscription rights included in the above paragraphs are limited to a pro rata amount 10 % of the share capital at the time this authorization becomes effective or is exercised, taking into account other shares of the company that are issued or sold during the term of this authorization under exclusion of shareholders' subscription rights or that are issued or shall be issued to satisfy bonds with conversion or option rights or conversion or option obligations if these bonds are issued during the term of this authorization under exclusion of shareholders' subscription rights (except for issuance under exclusion of subscription rights to eliminate fractional amounts). The inclusion serves to protect the shareholders and limit the dilution of their interest. The above-stated inclusion towards the maximum limit ceases to apply when a new authorization to exclude shareholders' subscription rights has been approved by the Annual General Meeting after the reduction comes into effect. This applies to the extent of the new authorization, but up to a maximum of 10 % of the share capital in accordance with the above provisions. In this case, the Annual General Meeting may once again decide to exclude the subscription rights that led to the inclusion, which means that the reason for inclusion no longer exists. In this case, the Annual General Meeting may once again decide to exclude the subscription rights, which means that the reason for inclusion no longer exists. Once the new authorization to exclude subscription rights takes effect, the restriction resulting from using the authorization with respect to Contingent Capital 2024-I under exclusion of shareholders' subscription rights is no longer valid. As the majority vote requirements for this resolution are identical, a new authorization to exclude subscription rights – in accordance with statutory provisions – must also be considered a confirmation of the respective authorization resolution. If the authorization to exclude subscription rights is exercised again, the inclusion will once again be applicable.

Taking into account all of these circumstances, the authorization to exclude subscription rights within the prescribed limits is necessary, suitable, reasonable, and in the best interest of the company.

Further options

The bonds may provide that the conversion or option rights or conversion or option obligations may also be satisfied by the provision of treasury shares or shares from authorized capital or other consideration such as

cash payments. The terms and conditions of the bonds may further provide that the number of shares to be subscribed upon the exercise of conversion or option rights or the fulfillment of conversion or option obligations is variable and/or that the conversion or option price may be adjusted within a certain range to be determined by the general partner depending on the development of the share price or due to dilution protection provisions. This structure enables the company to fund a transaction close to capital market conditions without actually having to carry out a real capital measure subject to company law. This reflects the fact that an increase in share capital may not be desirable at the time when the conversion or option rights are exercised or the corresponding obligations are fulfilled. At the same time, the option to pay cash protects shareholders against a reduction in their proportionate shareholding or a dilution of the value of their shares through the issuance of new shares. The consideration in cash corresponds in this case in accordance with the definition in the conditions for the conversion or option to the arithmetic mean of the closing prices of the company's shares in Xetra trading (or a corresponding successor system) on the Frankfurt Stock Exchange during the ten to twenty trade days after the announcement of the cash payment.

Contingent Capital 2024-I

The planned Contingent Capital 2024-I serves to fulfill conversion or option rights or conversion or option obligations for shares of the company arising from bonds issued or to grant creditors or bondholders shares of the company instead of payment of the cash amount due, as long as no other forms of fulfillment are used. The new shares shall participate in profits from the beginning of the financial year in which they are created through the exercise of conversion or option rights or the fulfillment of corresponding obligations ("year of creation"); in deviation from this, the general partner may determine in the terms and conditions that the new shares shall participate in profits from the beginning of the financial year prior to the year of creation if, at the time of the creation of the shares, the Annual General Meeting has not yet adopted a resolution on the appropriation of net profit for the year prior to the year of creation.

If the general partner makes use of one of the above-mentioned authorizations to exclude the subscription right when issuing bonds in a financial year, this will be reported to the subsequent Annual General Meeting.

APPENDIX TO ITEM 12 – REPORT OF THE GENERAL PARTNER ON THE REASONS FOR THE AUTHORIZATION TO EXCLUDE SUBSCRIPTION RIGHTS

The general partner submits the following written report to the Annual General Meeting of the company to be held on May 22, 2024 on the reasons for the creation of Contingent Capital 2024-II to satisfy share options as provided for in agenda item 12.

Internationally and in Germany, it continues to be common practice to offer performance incentives to executives and employees whose activities and decisions are critical to the development and success of the company, and thus to tie them more closely to the company. Such a share option program exists in the company on the basis of the authorization granted by the Annual General Meeting on May 15, 2019 expiring on May 14, 2024 to issue share options and is considered by the general partner and by the Supervisory Board to be absolutely necessary in order to ensure that the company continues to be attractive as an employer for qualified managerial staff and other employees. Selected managerial staff shall continue to be offered such remuneration component in the form of share options. This is intended to promote and increase the attractiveness of the company in the competition for managerial staff. The purpose of granting share options is to create performance incentives that are linked to the development of the company's share price and the increase in the value of the company. Therefore, the interest of the managerial staff and the interest of the shareholders of the company are aligned as they both benefit from an increase in the company value. In principle, this also benefits shareholders as it has positive effects on the share price and boosts the company's future profits and, consequently, provides for higher dividends. Managerial staff can participate in this by receiving share options.

As an alternative to share options, virtual share options or cash-based commitments are also conceivable (some of which are planned for Managing Directors of the general partner), which do not require an exclusion of subscription rights. When the share options are exercised and satisfied with shares, however, the beneficiary actually becomes a shareholder with the corresponding shareholders' rights. This encourages entrepreneurial thinking among managerial staff, which is why share options are a good way of incentivizing managerial staff and will continue to be granted as part of total remuneration.

By law, the use of contingent capital requires the exclusion of shareholders' subscription rights. The general partner and the Supervisory Board are of the opinion that the terms and conditions of the authorization to grant share options as resolved by the Annual General Meeting sufficiently protect the shareholders against dilution, as these terms and conditions include performance targets and the exercise price determined is reasonable. Moreover, the shareholders themselves have the opportunity to decide on the terms and conditions base on the proposed resolution.

Agenda item 12 provides for the adoption of a resolution on the authorization to grant subscription rights (share options) to Managing Directors of the general partner and senior managers of the company as well as executives of its subordinated associated companies and their senior managers (only Senior Vice Presidents and General Managers). The subscription rights provided for under this agenda item refer to no-par value bearer shares and, as an alternative to being satisfied from Contingent Capital 2024-II, are to be fulfilled in cash or in treasury shares, which the company is to be authorized to purchase and use in accordance with the authorization proposed under agenda item 13.

The authorization under agenda item 12 provides for granting up to 2,686,728 subscription rights (share options) to the Managing Directors of the general partner as well as managerial staff of the company or its associated companies. The authorization expires on May 21, 2029. The total volume of share options is divided between

the four groups of eligible beneficiaries in such a way that up to 1,880,710 share options and the corresponding subscription rights (therefore 70 percent) are awarded to the Managing Directors of the general partner, up to 134,336 share options and the corresponding subscription rights (therefore 5 percent) are awarded to executives of the subordinated associated companies, up to 268,673 share options and the corresponding subscription rights (therefore 10 percent) are awarded to senior managers of the company at the Senior Vice President or General Manager level and up to 403,009 share options and the corresponding subscription rights (therefore 15 percent) are awarded to senior managers of the subordinated associated companies at the Senior Vice President or General Manager level. The Administrative Board of the general partner shall be the sole decision-maker with regard to granting share options to Managing Directors. In all other respects, the general partner shall determine, subject to the approval of the Supervisory Board of the company and in the company's best interest, the eligible beneficiaries and the extent of their right to purchase share options.

The purchase period is sixteen weeks after the Annual General Meeting of the company or, for new employees of the company or of subordinated associated companies, twelve weeks after joining the company or the subordinated associated company. The issue date is the date on which the decision to grant share options is communicated to the eligible beneficiaries.

Each share option entitles the holder to purchase one no-par value bearer share of the company at the exercise price, subject to the satisfaction of other conditions (in particular, the achievement of performance targets). The exercise price is determined based on the volume-weighted average share price of the shares of the company in XETRA trading (or a corresponding successor system) during the 45 calendar days before and the 45 calendar days after the issue date.

Share options may only be exercised – subject to the satisfaction of the waiting period and the other conditions – if the performance target has been met. The performance target is a total increase in the company's share price of at least 15 %. The increase in share price must be achieved either (i) within the first three years after the issue date or (ii) within the last three days before the day on which the share options can be exercised for the first time. The relevant reference price for performance period (i) is the exercise price, and the reference price for performance period (ii) is the volume-weighted average price of the company's shares in the XETRA trading system (or a corresponding successor system) on the Frankfurt Stock Exchange during the 45 calendar days before and the 45 calendar days after the first day of the relevant three-year period. The relevant closing price for measuring the minimum share price increase is the volume-weighted average price of the company's shares in the XETRA trading system (or a corresponding successor system) on the Frankfurt Stock Exchange during the three months prior to the last day of the relevant three-year period. The general partner is authorized to determine additional performance targets, including a higher minimum share price increase. With respect to the general partner's eligible Managing Directors, this may only be determined by the Administrative Board.

The proposed terms provide for the possibility of granting special protection against dilution in the event of capital measures or measures with similar effect. The purpose of this is to ensure that, following the implementation of such measures and the related impact on the market price, an equivalent proportionate exercise price is paid for the new shares of the company, or that the reduction in value is otherwise compensated.

Share options may be exercised for the first time after the waiting period. In accordance with section 193 (2) no. 4 German Stock Corporation Act (AktG), the waiting period is at least four years; it starts on the issue date. The share options have a term of six years starting from the end of the waiting period. During the term, the

share options may be exercised – subject to statutory restrictions such as insider-trading provisions of the European Market Abuse Directive – within an exercise period of four weeks, starting from the third business day following the announcement of the financial figures for the respective quarter or financial year. The term can be extended appropriately by the General Partner or, insofar as the Managing Directors of the general partner are affected, by the Administrative Board of the General Partner, if it is not possible to exercise the option at the end of the original term due to statutory provisions. The general partner or, if the Managing Directors of the general partner are concerned, the Administrative Board of the general partner is further authorized to reasonably limit the term generally or in individual cases and, if such limitation has been applied, to extend the term in individual cases. Share options not exercised before the end of the – potentially extended or limited – term shall lapse without replacement.

As a general rule, share options may not be transferred or pledged or otherwise encumbered. This is to ensure that only the eligible beneficiaries themselves may benefit from the share options. However, there are certain exceptions that apply in the event of a beneficiary's death so as not to unduly disadvantage the eligible beneficiary or his or her heirs.

If share options lapse in accordance with further provisions of the option conditions, they are considered not granted in terms of the overall volume.

The resulting dilution to shareholders is offset by a corresponding increase in share price. In addition, the dilutive effect of the use of contingent capital is relatively small given the increase in enterprise value associated with the incentive effect of the share options. The general partner and the Supervisory Board are convinced that the proposed share option program is very well suited to create a sustainable performance incentive and thus contributes to an increase in the enterprise value of the company in the best interest of the company and its shareholders.

After weighing up all of the above circumstances, the general partner and the Supervisory Board consider the statutory exclusion of subscription rights applicable when servicing the share options from Contingent Capital 2024-II to be objectively justified and reasonable, also taking into account the dilution effect to the detriment of the shareholders in accordance with the legal assessment in sections 192 (2) no. 3, 193 German Stock Corporation Act (AktG).

Contingent Capital 2024-II may be created in addition to the Contingent Capital 2024-I, which will be created in case the Annual General Meeting of the company adopts the corresponding resolution on May 22, 2024, subject to the corresponding resolution by the Annual General Meeting.

The Administrative Board of the General Partner is authorized to amend the version of the remuneration system approved by the Annual General Meeting on 17 May 2023 to the extent that changes result from the resolution proposed under agenda item 12. A resubmission of the remuneration system to the Annual General Meeting on the occasion of these editorial adjustments is not considered necessary.

APPENDIX TO ITEM 13 – REPORT OF THE GENERAL PARTNER ON THE REASONS FOR THE AUTHORIZATION TO EXCLUDE ANY PUT OPTIONS OR SUBSCRIPTION RIGHTS

The general partner submits the following written report to the Annual General Meeting of the company to be held on May 22, 2024 on the reasons for the authorization to purchase and use treasury shares, also under exclusion of subscription rights, as provided for under agenda item 13.

The authorization to purchase treasury shares resolved by the Annual General Meeting on May 19, 2021 expires on May 18, 2024. In order to enable the company to purchase and use treasury shares at any time and without significant time gaps, the existing authorization is to be replaced by a new authorization.

Purchasing treasury shares with potential put options excluded

The new authorization to purchase and use treasury shares shall enable the general partner to buy treasury shares for a period of five years, i.e. until and including May 21, 2029, up to a total of 10 % of the share capital at the time of the resolution or – if this value is lower – at the time the authorization is exercised. This is intended to enable the company to take full advantage of the legal scope of such authorizations. The shares acquired on the basis of this authorization, together with other shares in the company that the company has already acquired and still holds or that are attributable to it in accordance with sections 278 (3), 71a et seqq. German Stock Corporation Act (AktG), may at no time account for more than 10 % of the respective share capital. The company currently holds 1.5 million treasury shares (representing approximately 2.79 % of the share capital). The authorization may not be used for the purpose of trading in treasury shares.

Under the proposed authorization, the company may buy treasury shares via the stock exchange or by way of a public purchase offer, including an invitation to submit offers, either itself or through dependent companies or companies in which the company holds a majority interest or through third parties acting on behalf of the company or on their own behalf.

When acquiring treasury shares, the principle of equal treatment pursuant to section 53a German Stock Corporation Act (AktG) must be observed. The proposed purchase of shares via the stock exchange or by way of a public purchase offer is in line with this principle. If, in the case of a public purchase offer, including a public invitation to submit offers, the number of shares tendered for purchase exceeds the total volume that the company had intended to buy, the proposed authorization allows for the purchase to be made relative to the number of shares tendered per shareholder instead of relative to the shareholding. This simplifies the purchase process and makes it technically feasible and economically viable. In addition, this allows a preferential acceptance of smaller quantities of up to 100 shares per shareholder. On the one hand, this option serves to avoid small, generally uneconomical residual holdings and a possible resulting de facto disadvantage for small shareholders. And on the other hand, it simplifies the technical handling of the purchase process. Finally, it is intended to enable rounding according to commercial principles in order to avoid fractions of shares. This also serves to simplify technical handling. The general partner and the Supervisory Board consider the exclusion of a potential further put option for shareholders in all of the cases described in this paragraph to be objectively justified and reasonable with respect to the shareholders.

Using treasury shares

The treasury shares acquired in accordance with the proposed authorization may be used for all legally permissible purposes in addition to a disposal via the stock exchange or by means of an offer to all shareholders in proportion to their shareholding, in particular also for the following purposes:

Redeeming treasury shares

The proposed resolution includes the authorization of the general partner to redeem treasury shares without any further resolution of the Annual General Meeting. This authorization allows the company to respond appropriately and flexibly to specific situations on the capital market. The proposed authorization provides that the general partner may redeem the shares in accordance with section 237 (3) no. 3 German Stock Corporation Act (AktG) without a reduction in share capital. In accordance with section 8 (3) German Stock Corporation Act (AktG), the stake that the remaining shares have in the share capital increases when shares are redeemed without a reduction in share capital.

Selling treasury shares for cash

The treasury shares bought by the company may be sold by the general partner at a price that is not significantly lower than the stock market price of shares in the company of the same class at the time of disposal. This authorization makes use of the option for the simplified exclusion of subscription rights permitted in section 71 (1) no. 8 German Stock Corporation Act (AktG) in corresponding application of section 186 (3) sentence 4 German Stock Corporation Act (AktG). This serves the interest of the company to obtain the best possible price when selling treasury shares. The company is thus put in a position to take advantage of opportunities that arise from current developments on the stock markets quickly, flexibly and cost-effectively. The selling price that can be achieved based on market-sensitive pricing usually results in a significantly higher cash inflow per share sold than in the case of a placement of shares with shareholders' subscription rights, as this usually results in significant discounts from the stock market price. In addition, if the company does not have to grant subscription rights, which is time consuming and costly, it can meet its capital needs at short notice by seizing market opportunities. Finally, the authorization also enables the company to reach new investor groups.

The principle of protecting the shareholders against dilution is observed by the rule that the shares may only be sold at a price that is not significantly lower than the stock market price.

The selling price of treasury shares is finalized shortly before the disposal. Taking into consideration the current market environment, the general partner will seek to keep the discount to the stock market price as low as possible. Interested shareholders generally have the option of maintaining their proportionate shareholding by purchasing additional shares on the stock exchange.

This authorization only applies subject to the proviso that the shares that are disposed of under exclusion of subscription rights in accordance with section 186 (3) sentence 4 German Stock Corporation Act (AktG) may not in total exceed a pro rata amount of 10 % of the share capital at the time this authorization becomes effective nor – if this value is lower – at the time it is exercised. The resolution proposal further provides for an inclusion clause: Shares in the company that were issued or sold during the term of this authorization under exclusion of shareholders' subscription rights in accordance with section 186 (3) sentence 4 German Stock Corporation Act (AktG) or that are issued or will be issued to satisfy bonds with conversion or option rights or conversion or option obligations, as long as these bonds were issued during the term of this authorization under exclusion of subscription rights in accordance with section 186 (3) sentence 4 German Stock Corporation Act (AktG), shall count towards this maximum limit of 10 % of the share capital. The above-stated inclusion towards the

maximum limit ceases to apply when a new authorization to exclude shareholders' subscription rights in accordance with section 186 (3) sentence 4 German Stock Corporation Act (AktG) has been approved by the Annual General Meeting after the reduction comes into effect. This applies to the extent of the new authorization, but up to a maximum of 10 % of the share capital in accordance with the requirements stated in sentence 1 of the relevant paragraph. In such a case or in such cases, the Annual General Meeting may once again decide to simplify the exclusion of subscription rights that led to the inclusion, which means that the reason for inclusion would no longer exist. Once the new authorization to simplify the exclusion of subscription rights takes effect, the restriction resulting from using the authorization with respect to using treasury shares under exclusion of shareholders' subscription rights is no longer valid. As the majority vote requirements for this resolution are identical, a new authorization to exclude subscription rights – in accordance with statutory provisions – must also be considered a confirmation of the respective authorization resolution. In the event of a renewed exercise of an authorization to exclude subscription rights in direct or corresponding application of section 186 (3) sentence 4 German Stock Corporation Act (AktG), the inclusion is reapplied.

Selling shares against consideration in kind

The general partner shall also have the possibility to sell treasury shares under exclusion of shareholders' subscription rights against consideration in kind. This enables the company to offer treasury shares in suitable occasions indirectly or directly as consideration, in particular for the acquisition of companies, parts of companies or interests in companies or other assets, including claims against the company or its group companies. The company is exposed to global competition. It must therefore be able to act quickly and flexibly in national and international markets at all times. Experience shows that when negotiating transactions, shares are often requested as consideration instead of cash. The possibility to offer treasury shares as consideration thus provides an advantage in competing for interesting acquisition candidates and the necessary flexibility to take advantage of acquisition opportunities without delay, loss of flexibility or weakening of the company's liquidity position. Paying consideration in the form of shares may also be the sensible choice for the optimization of the financing structure. The general partner will carefully review whether to make use of this authorization to grant treasury shares as consideration on a case-by-case basis as such transactions become more concrete. When the valuation ratios are determined, the general partner will make sure that the interests of the company and its shareholders are reasonably served. As a general rule, the valuation of the shares that are given as consideration will be based on the stock market price of the company's shares. However, a schematic link to the stock market price is not in the best interest of the company as the negotiation results should not be jeopardized by fluctuations in the stock market price once the price has been determined.

In particular, the company shall also be given the opportunity to grant treasury shares as consideration for the transfer or issue of licenses or patents or industrial or intellectual property rights, such as brands or names, to the company or one of its group companies for the marketing or development of CompuGroup's products. Should third parties only be willing to transfer or issue such rights against consideration in the form of shares, or if the cash price would be significantly higher, or should this be otherwise advantageous from the company's point of view, the company should be able to react appropriately to such situation. Unless authorized capital is being used, the general partner should be able to grant treasury shares as consideration under exclusion of the shareholders' subscription rights. In addition, the company should also be able to indirectly or directly purchase licenses against consideration in the form of shares.

Moreover, the general partner considers it possible that opportunities may arise for the company to indirectly or directly purchase patents or licenses to patent rights against treasury shares that can be used for

CompuGroup's products in the best interest of the company. Also in such cases, the general partner should have the option to provide shares in the company as consideration for the transfer of such patents or for the granting of patent licenses if payment in the form of shares is desired by the patent holders or is advantageous from the company's perspective.

The purchase of licenses, patents or similar industrial or intellectual property rights from third parties will be carried out either by the company or by one of its group companies. It is furthermore conceivable that the consideration granted by the company consists of both shares and cash. The valuation of licenses or patents or other industrial or intellectual property rights to be indirectly or directly purchased by the company will be based on market values, possibly accompanied by an expert opinion. The valuation of the shares to be granted by the company will usually be based on their current price on the stock market.

In the aforementioned cases, the granting of treasury shares is in the interest of the company if the use and exploitation of the licenses or patents and other industrial or intellectual property rights promises significant advantages for the company related to the marketing and advertising and/or development of its products, and purchasing them against cash payment is not possible or only possible at a higher price and at the expense of the company's liquidity. The general partner will review and consider this on a case-by-case basis in the decision-making process on whether to grant treasury shares. The decision whether to grant treasury shares as consideration in the above cases must be made by the general partner on a case-by-case basis, taking into account the interest of the company in the specific transaction, the necessity of granting treasury shares as consideration and the valuation.

Fulfilling conversion or option rights or conversion or option obligations

The authorization further stipulates that treasury shares may be used by the general partner, under exclusion of shareholders' subscription rights, to fulfil obligations and secure purchase obligations or purchase rights to shares in the company, in particular from convertible bonds, bonds with warrants, profit participation certificates and/or profit participation bonds (or combinations of these instruments) issued by the company or one of its associated companies within the meaning of sections 15 et seq. German Stock Corporation Act (AktG). To satisfy conversion or option rights or conversion or option obligations, it may be expedient to use treasury shares in whole or in part instead of new shares from an increase in share capital. For this reason, the authorization provides for such a – customary – option to use treasury shares.

Fulfilling option rights on shares

The authorization provides for the possibility of using treasury shares to fulfill subscription rights (share options) granted by the company in accordance with the authorization to be resolved by the Annual General Meeting on May 22, 2024 under agenda item 12 to the Managing Directors of the general partner as well as managerial staff of the company or its associated companies to the extent that the company does not fulfill the share options from the authorized or contingent capital or with a cash payment. In general, the addressee of the authorization is the general partner. To the extent that treasury shares are to be transferred to Managing Directors of the general partner to fulfill the obligations arising from issued share options, the authorization applies to the Administrative Board of the general partner.

The possibility of also being able to satisfy the share options with treasury shares creates an option whereby subscription rights from share options do not necessarily have to be satisfied in cash or with new shares from a capital increase using contingent capital under exclusion of shareholders' subscription rights. This does not

constitute a significant disadvantage for the shareholders, as subscription rights are also excluded by law if the exercise of share options is satisfied with shares from contingent capital. Any dilution to shareholders is offset by a corresponding increase in the share price. In addition, the dilutive effect of the use of treasury shares is relatively small given the increase in enterprise value associated with the incentive effect of the share options. The general partner and the Supervisory Board are convinced that the existing share option program is very well suited to create a sustainable performance incentive and thus contributes to an increase in the enterprise value of the company in the best interest of the company and its shareholders. After weighing up all of the above circumstances, the general partner and the Supervisory Board consider the exclusion of subscription rights when servicing the share options with treasury shares to be objectively justified and appropriate, also taking into account the dilution effect to the detriment of the shareholders in accordance with the legal assessment of section 71 (1) no. 8 German Stock Corporation Act (AktG).

Excluding subscription rights

Shareholders' subscription rights to acquired treasury shares of the company are excluded if these shares are used in accordance with the above explanations (with the exception of the redemption).

Furthermore, the authorization creates the option for the general partner to partially exclude shareholders' subscription rights in favor of the creditors of bonds and/or profit participation certificates with conversion or option rights or conversion or option obligations when using treasury shares. This makes it possible to grant the holders of existing conversion or option rights or the creditors of bonds with conversion or option obligations a subscription right to shares as protection against dilution instead of reducing the conversion or option price. This facilitates a higher inflow of funds and is therefore in the best interest of both the company and its shareholders.

The total number of shares sold for cash and/or non-cash contributions with shareholders' subscription rights excluded may not exceed 10 % of the share capital at the time the authorization becomes effective or – if this value is lower – at the time the respective authorization is exercised, taking into account other shares of the company that are issued or sold during the term of this authorization under exclusion of shareholders' subscription rights or that are issued or shall be issued to satisfy bonds with conversion or option rights or conversion or option obligations if these bonds are issued during the term of this authorization under exclusion of shareholders' subscription rights (except for issuance under exclusion of subscription rights to eliminate fractional amounts). The above-stated inclusion towards the maximum limit ceases to apply when a new authorization to exclude shareholders' subscription rights has been approved by the Annual General Meeting after the reduction comes into effect. This applies to the extent of the new authorization, but up to a maximum of 10 % of the share capital in accordance with the above provisions. In this case, the Annual General Meeting may once again decide to exclude the subscription rights that led to the inclusion, which means that the reason for inclusion no longer exists. Once the new authorization to exclude subscription rights takes effect, the restriction resulting from using the authorization with respect to using treasury shares under exclusion of shareholders' subscription rights is no longer valid. As the majority vote requirements for this resolution are identical, a new authorization to exclude subscription rights – in accordance with statutory provisions – must also be considered a confirmation of the respective authorization resolution. If the authorization to exclude subscription rights is exercised again, the inclusion will once again be applicable.

Further information

The above-mentioned options for use may also be exercised with regard to shares purchased on the basis of previous authorizations resolved in accordance with section 71 (1) no. 8 German Stock Corporation Act (AktG) or according to other legal regulations. These options for use also apply to shares bought in accordance with section 71d sentence 5 German Stock Corporation Act (AktG) or from companies that are dependent on the company or are majority-owned by the company. The ability to use these treasury shares in the same way as the shares purchased under this authorization is advantageous and creates additional flexibility.

APPENDIX TO ITEM 14 – REPORT OF THE GENERAL PARTNER ON THE REASONS FOR THE AUTHORIZATION TO EXCLUDE ANY PUT OPTIONS OR SUBSCRIPTION RIGHTS

Under agenda item 14 of the Annual General Meeting, the general partner and the Supervisory Board propose that, in addition to the authorization proposed under agenda item 13 to acquire treasury shares in accordance with section 71 (1) no. 8 German Stock Corporation Act (AktG), the company shall also be authorized to acquire treasury shares by using derivatives. In addition to the report under agenda item 13, the general partner submits a report pursuant to section 71 (1) no. 8 German Stock Corporation Act (AktG) in conjunction with section 186 (4) sentence 2 German Stock Corporation Act (AktG) under agenda item 14 on the exclusion of any put options of shareholders when the company buys treasury shares via derivatives, and by reference to the report under agenda item 13 on the exclusion of subscription rights when selling repurchased treasury shares:

In addition to the possibilities to buy treasury shares provided for under agenda item 13, the company it also to be authorized to acquire treasury shares using certain derivatives. This option is not intended to increase the total volume of shares that may be purchased; it merely opens up further alternatives for the acquisition of treasury shares. These additional alternatives increase the company's flexibility for structuring any share repurchase.

It may be advantageous for the company to enter into put options, acquire call options, enter into forward purchase agreements for shares or a combination of these options instead of repurchasing shares in the company directly. In accordance with the proposed authorization, all share purchases using these options are limited to 5 % of the share capital at the time of the resolution by the Annual General Meeting or – if this value is lower – at the time the authorization is exercised. The term of each individual derivative may not exceed 18 months, must expire no later than May 21, 2026 and must be defined in such a way that the purchase of treasury shares by exercising or fulfilling this derivative cannot take place after May 21, 2026. This ensures that the company does not repurchase own shares after the authorization to acquire treasury shares has expired (May 21, 2026), unless a new authorization has been granted.

By entering into put options, the company grants the respective holder of the put option the right to sell shares of the company to the company within a specified period or at a specified time at a price specified in the option (exercise price). In consideration for the obligation to purchase treasury shares, the company receives an option premium, which must be close to market conditions, taking into account, for example, the exercise price, the life of the option and the volatility of the share. Exercising the put option only makes economic sense for the option holder if, at the time of exercise, the share price is below the exercise price, as the option holder can then sell the shares to the company at a higher price than would have been possible on the stock market; the company can thus protect itself against excessive risk resulting from the share price development through hedging. The use of put options to repurchase shares has the advantage that the company is able to define a certain exercise price at the time the option contract is entered into, while the liquidity is not withdrawn until the exercise date. From the vantage point of the company, the consideration paid to buy the shares is reduced by the option premium. If the option holder does not exercise the option, for example due to the share price being higher than the exercise price at the exercise date or during the exercise period, the company does not buy treasury shares in this way, but still receives the option premium without having to pay any further consideration.

When a call option is agreed, the company receives the right to buy a predetermined number of treasury shares from the seller of the option (referred to as the writer) at a certain price (referred to as the exercise price) within

a certain period or at a certain time in return for payment of an option premium. From the vantage point of the company, exercising the call option generally makes sense if the share price is higher than the exercise price, as the company can then buy the shares from the writer at a lower price than on the stock market. This also applies to blocks of shares that can in this case be bought by exercising the option and that could otherwise only be bought at a higher cost.

In addition, the use of call options protects the company's liquidity as the exercise price for the shares does not have to be paid until the call option is exercised. At the same time, the option premium must be set close to market conditions, taking into account the exercise price, the life of the option and the volatility of the share etc. From the vantage point of the company, the consideration paid for repurchasing treasury shares increases by the value of the option when a call option is exercised. This is the value that the company can realize if the option is not exercised. It is a non-cash benefit that increases the purchase price as an additional cost item if the option is exercised. It also reflects the current value of what was originally paid as an option premium and must therefore be considered as part of the purchase price of the share.

When forward purchase agreements are concluded, the company buys shares on specific future dates that are agreed with the respective forward seller at a purchase price that is agreed when the respective forward purchase is concluded. The conclusion of forward purchase agreements makes sense if the company wishes to secure a fixed volume of treasury shares at a certain price level for a future date.

The consideration to be paid by the company for the shares at the point in time when the options are exercised is the exercise price (excluding ancillary purchase costs and based on the current fair value of the option). This may be higher or lower than the stock market price of shares on the day the option is concluded and on the day the shares are bought by way of exercising the option. However, upon exercise of the put option or upon maturity of the forward purchase, the price per share may not exceed the share price by more than 10 % or fall below the share price by more than 20 % as determined by the opening auction in Xetra trading (or a corresponding successor system) on the Frankfurt Stock Exchange on the trade day on which the relevant transaction is concluded excluding ancillary purchase costs but taking into account the value of the option upon exercise or maturity. The call option may only be exercised if the purchase price to be paid does not exceed the arithmetic mean of the closing auction prices of shares of the same class in Xetra trading (or in a functionally comparable successor system to the Xetra system) on the Frankfurt Stock Exchange during the last three trade days prior to the purchase of the shares by more than 10 % or fall below said closing auction price by more than 20 %, excluding ancillary purchase costs but taking into account the value of the option upon exercise.

The derivatives may only be concluded with one or more bank(s) or equivalent companies. They must be structured in such a way that they are only served with shares that were bought in compliance with the general principle of equal treatment of shareholders (section 53a German Stock Corporation Act (AktG)). The purchase or sale price paid or received by the company for derivatives may not be significantly higher or lower than the theoretical market value determined in accordance with recognized financial models, the calculation of which must take into account, among other things, the agreed exercise price.

By setting the exercise price and option premium close to market conditions as described above, and by the obligation to satisfy options exclusively with shares previously bought in compliance with the general principle of equal treatment (section 53a German Stock Corporation Act (AktG)), it is ensured that shareholders not involved in the derivative transactions will not suffer any economic disadvantage. On the other hand, the possibility to enter into derivatives allows the company to take advantage of short-term market opportunities.

This gives the company the flexibility it needs to be able to react quickly to changing market conditions. Any right of shareholders to enter into such derivatives along with the company is excluded, as is any right of shareholders to tender their shares (put option). This exclusion is necessary to enable the use of equity derivatives for the repurchase of treasury shares and to achieve the associated benefits for the company. It would not be feasible to enter into these derivatives with all shareholders.

After weighing up the interests of the shareholders and the interests of the company, the general partner therefore considers the authorization to exclude or restrict any right of the shareholders to enter into such equity derivatives along with the company and any right of the shareholders to tender their shares (put option) to be justified due to the benefits that may result from the use of equity derivatives for the company.

With regard to the utilization of treasury shares bought through equity derivatives, there are no differences with respect to the options for use proposed under agenda item 13. For a justification of the exclusion of the shareholders' subscription rights in the different share use options, please refer to the report of the general partner under agenda item 13.

FURTHER INFORMATION AND NOTES

I. TOTAL NUMBER OF SHARES AND VOTING RIGHTS

At the time of convening the Annual General Meeting, the company's share capital amounts to EUR 53,734,576.00 and is divided into 53,734,576 no-par value bearer shares, each granting one vote. This total number includes treasury shares held by the company; pursuant to section 71b German Stock Corporation Act (AktG), the company does not have any rights under these treasury shares.

II. REQUIREMENTS FOR ATTENDING THE ANNUAL GENERAL MEETING AND EXERCISING THE RIGHTS OF SHAREHOLDERS IN CONNECTION WITH THE VIRTUAL ANNUAL GENERAL MEETING, IN PARTICULAR VOTING RIGHTS

In accordance with article 22 no.3 of the Articles of Association in conjunction with section 118a AktG, the general partner has resolved to hold the Annual General Meeting as a virtual general meeting without the physical presence of the shareholders or their representatives (with the exception of proxies appointed by the company).

1. Registration

According to article 23 no.1 of the Articles of Association, only those shareholders who are entered in the company's share register on the day of the Annual General Meeting and who have registered in good time before the Annual General Meeting are entitled to attend the virtual Annual General Meeting and exercise the rights of shareholders in connection with the virtual Annual General Meeting, in particular voting rights.

Registration must be received by the company in German or English by **24:00 (CEST) on May 15, 2024** either in writing

– at

CompuGroup Medical SE & Co. KGaA
c/o Computershare Operations Center
80249 Munich, Germany or

– by e-mail to

anmeldestelle@computershare.de or

– electronically online via the company's investor portal ("**CGM Investor Portal**") at www.cgm.com/agm

or by transmission via intermediaries in accordance with section 67c AktG.

To register online via the CGM Investor Portal, shareholders will require an individual access code in addition to their shareholder number. Shareholders who are already registered on the CGM Investor Portal should use their personal password as their access code. Other shareholders entered in the share register will be sent an initial password along with their convocation to the Annual General Meeting. As described in more detail in IV.2 below, shareholder representatives receive their own access data.

In accordance with the legal requirements, shareholders who are only entered in the share register after the beginning of May 1, 2024, will not receive a convocation to the Annual General Meeting unless they specifically request it, and will therefore not receive access data for the CGM Investor Portal. You can, however, request the convocation with access data for the CGM Investor Portal from one of the above addresses for registration by post or e-mail.

We therefore recommend that you register by e-mail or online.

2. Notes on re-registration freeze

- a) In relation to the company and with regard to exercising rights in connection with the virtual Annual General Meeting, only those shareholders who are entered as such in the share register are deemed to be shareholders. The status of the information entered in the share register on the day of the Annual General Meeting is definitive in determining the number of voting rights a shareholder is entitled to. Please note, however, that for technical reasons a re-registration freeze will apply from and including May 16, 2024 to and including the day of the Annual General Meeting on May 22, 2024, i.e., no entries or deletions will be made in the share register. The key date for technical processing is therefore **May 15, 2024, 24:00 (CEST)** (Technical Record Date).
- b) Shares are not locked or blocked by registering for the Annual General Meeting. Shareholders can therefore continue to freely dispose of their shares even after they have registered for the Annual General Meeting and regardless of the freeze on share re-registration.

3. Notes on postal voting

Shareholders or their representatives can exercise their voting rights in connection with the virtual Annual General Meeting by means of a postal vote. This requires the shareholder to be entered in the share register on the day of the Annual General Meeting and properly registered for the meeting in time for the deadline.

For details on voting by post, please refer to the section “Procedure for voting by postal vote”.

4. Notes on voting by shareholder representative

Shareholders or their representatives can exercise their voting rights in connection with the virtual Annual General Meeting not only by postal vote, but also via a (delegated) authorized representative, such as a bank, a shareholders’ association, or another representative, e.g., a proxy appointed by the company. When voting by shareholder representative, the shareholder is also required to be entered in the share register on the day of the Annual General Meeting and properly registered for the meeting in time for the deadline.

For details on the authorization procedure, please refer to the sections “Procedure for voting by shareholder representative” and “Procedure for voting by proxy appointed by the company”.

III. ONLINE BROADCAST OF THE VIRTUAL ANNUAL GENERAL MEETING

Shareholders or their representatives can follow the entire virtual Annual General Meeting through video and audio via the CGM Investor Portal at www.cgm.com/agm. An individual access code is required for this in addition to the shareholder number. Shareholders who are already registered on the CGM Investor

Portal should use their personal password as their access code. Other shareholders entered in the share register by May 1, 2024 (start of day) will be sent an initial password together with the letter of convocation to the Annual General Meeting. As described in more detail in item IV.2 below, shareholder representatives receive their own access data.

When using the CGM Investor Portal during the virtual Annual General Meeting on May 22, 2024, shareholders who registered for the meeting in due time and form or, if they have authorized a third party, their shareholder representatives are connected electronically to the virtual Annual General Meeting.

IV. PROCEDURE FOR VOTING

After proper registration, shareholders or their representatives may exercise their voting rights by postal vote or through (sub-)proxies, in particular through proxies appointed by the company.

1. Procedure for voting by postal vote

Voting by postal vote can only be carried out (i) by electronic postal voting via the online CGM Investor Portal or (ii) in accordance with the requirements of section 67c German Stock Corporation Act (AktG) by means of transmission via intermediaries.

- a) Electronic postal voting via the CGM Investor Portal can be carried out in accordance with the procedure established by the company up to the time the chair closes the voting procedure at the virtual Annual General Meeting. The CGM Investor Portal can be accessed via the website at www.cgm.com/agm (for more detailed information, please refer to item II.1).
- b) Postal votes may also be transmitted to the company via intermediaries until May 21, 2024, 24:00 hours (CEST) in accordance with the requirements of section 67c AktG. The time of receipt of the postal votes by the company is decisive. This also applies to the modification or revocation of postal votes by way of intermediary transmission.
- c) Postal votes already cast, including those cast by intermediaries in accordance with section 67c AktG, can be changed or revoked in the CGM Investor Portal up to the time the chairman of the meeting closes the voting in the virtual Annual General Meeting.
- d) If declarations on the submission or modification of postal votes are received in due time via more than one of the two permissible means of transmission, i.e., (i) CGM Investor Portal and (ii), subject to the requirements of section 67c German Stock Corporation Act (AktG), through intermediaries, and are not revoked, the declaration received via the CGM Investor Portal shall be deemed to take precedence and be binding, irrespective of the time of receipt. If several postal votes are received in due time by the same means of transmission and are not revoked, the declaration received last in time shall be binding.
- e) Voting by postal vote by way of transmission through intermediaries in accordance with Section 67c AktG is only possible for motions and election proposals for which there are resolution proposals from the general partner and/or the Supervisory Board pursuant to Sections 283 No. 6, 124 para. 3 AktG or from shareholders pursuant to Sections 124 para. 1, 122 para. 2 sentence 2 AktG or which are made accessible pursuant to Sections 126, 127 AktG.

- f) If a separate vote takes place on an item on the agenda instead of a collective vote, the postal vote cast for this item on the agenda applies to each separate item of the vote. Voting by postal vote on Agenda item 2 of this convocation is also valid if the proposal for the appropriation of profits is adjusted as a result of a change in the number of dividend-bearing shares.
- g) Postal votes can be revoked by the means specified in lit. b) and c) within the deadlines specified therein. The order of the transmission channels according to lit. d) does not apply to the declaration of revocation. Therefore, the transmission of a later vote shall not be deemed to be a revocation of a previous vote.
- h) Intermediaries within the meaning of section 135 (1) German Stock Corporation Act (AktG) and persons or institutions equivalent to them according to section 135 (8) German Stock Corporation Act (AktG) (e.g., a shareholders' association) may also use postal votes provided that the set deadlines are met.

2. Procedure for voting by shareholder representative

Shareholders who do not wish to exercise their voting rights by postal vote themselves but rather through a representative must grant them power of attorney prior to voting. Please note the following:

- a) If neither an intermediary within the meaning of section 135 (1) German Stock Corporation Act (AktG) nor another person or institution (such as a shareholders' association) that is equivalent to them according to section 135 (8) German Stock Corporation Act (AktG) is authorized, the power of attorney is to be granted either
 - aa) by notifying the company
 - in writing by postal service to

CompuGroup Medical SE & Co. KGaA
c/o Computershare Operations Center
80249 Munich, Germany or
 - in writing by e-mail to

anmeldestelle@computershare.de or
 - in accordance with the requirements of section 67c German Stock Corporation Act (AktG) by transmission via intermediaries
 - or
 - bb) in writing by directly notifying the shareholder representative (in this case the authorization must be verified to the company in writing or in accordance with the requirements of section 67c German Stock Corporation Act (AktG) by means of transmission via intermediaries).

The same applies to withdrawal of the power of attorney.

As soon as the power of attorney has been granted or proven vis-à-vis the company, the shareholder representative receives their own access data, which they can use to cast a postal vote on the CGM Investor Portal on the Internet at www.cgm.com/agm.

Shareholders and their representatives can submit proof of authorization or the withdrawal of power of attorney in writing to one of the company's addresses specified under aa) above to be used for granting power of attorney or through intermediaries in accordance with the requirements of section 67c German Stock Corporation Act (AktG).

- b) Powers of attorney may be evidenced, issued, amended or revoked in text form at one of the addresses specified in Section IV.2 a) aa) for the granting of proxies by post or e-mail and, under the conditions of Section 67c AktG, by means of transmission through intermediaries until May 21, 2024, 24:00 hours (CEST). In all of these cases, the receipt of the power of attorney, proof or instruction to grant, amend or revoke the power of attorney by the company is decisive.
- c) The power of attorney can also be issued, amended or withdrawn via the **CGM Investor Portal** in accordance with the company's procedure **up to the time the chair closes the voting procedure** at the virtual Annual General Meeting. The CGM Investor Portal can be accessed via the website at www.cgm.com/agm (for more detailed information, please refer to item II.1). The possibility to amend or withdrawing powers of attorney in the CGM Investor Portal also exists for powers of attorney granted or verified by post, e-mail or by means of transmission via intermediaries in accordance with the requirements of section 67c German Stock Corporation Act (AktG).
- d) The authorization of intermediaries within the meaning of section 135 (1) German Stock Corporation Act (AktG) and other persons and institutions equivalent to them according to section 135 (8) German Stock Corporation Act (AktG) (e.g., shareholders' associations) as well as the withdrawal and verification of such authorization, is subject to the statutory provisions, in particular section 135 German Stock Corporation Act (AktG). Please also observe any rules prescribed by the respective shareholder representative.
- e) Intermediaries within the meaning of section 135 (1) German Stock Corporation Act (AktG) and other persons and institutions equivalent to them according to section 135 (8) German Stock Corporation Act (AktG) (e.g., shareholders' associations) may only exercise voting rights for shares that do not belong to them but for which they are entered as owners in the share register on the basis of power of attorney.
- f) Please refer your shareholder representatives to the information on data protection provided in section VII below.

3. Procedure for voting by proxy appointed by the company

Shareholders or their representatives may also be represented by proxies appointed by the company when casting their votes in connection with the virtual Annual General Meeting. Please note the following:

- a) Proxies appointed by the company may only vote on agenda items for which they have been given express instructions for exercising the voting right. Proxies appointed by the company are required to vote in accordance with the instructions given to them.

- b) Please note that proxies appointed by the company (i) do not accept mandates to speak at the meeting, file objections to resolutions of the Annual General Meeting or to put forward questions or propose motions, and that they (ii), in the case of authorization and issuing instructions in text form by post or e-mail or, under the conditions of Section 67c AktG, by way of transmission through intermediaries, are only available to vote on motions and nominations for which resolutions are proposed by the general partner and/or the Supervisory Board in accordance with sections 283 No. 6, 124 (3) German Stock Corporation Act (AktG) or by shareholders in accordance with sections 124 (1), 122 (2) sentence 2 German Stock Corporation Act (AktG) that have been published in this convocation or subsequently or which have been made available in accordance with sections 126, 127 German Stock Corporation Act (AktG).
- c) Powers of attorney and instructions to the proxies appointed by the company may be issued, amended, or revoked in writing to one of the addresses specified in item IV.2 a) aa) for issuing powers of attorney **by post or e-mail** under the conditions of section 67c AktG **by means of transmission through intermediaries** until **May 21, 2024, 24:00 (CEST)**. In all of these cases, the time of receipt by the company of the power of attorney and instructions, the modification or the withdrawal is decisive.
- d) Authorizations and instructions to the proxies can be issued, amended or withdrawn via the CGM Investor Portal on the Internet in accordance with the procedure defined by the company up until the time the chair closes the voting procedure at the virtual Annual General Meeting,. The aforementioned option to amend and revoke in the CGM Investor Portal also applies to powers of attorney and instructions issued to proxies appointed by the company within the stated deadline by post, e-mail or by means of transmission via intermediaries in accordance with the requirements of section 67c German Stock Corporation Act (AktG).
- e) If declarations on voting by post or modifying postal votes (for more details, please refer to item IV.1) or declarations on the granting or modification of powers of attorney and instructions to the proxies appointed by the company are received in due time by several of the permissible means of transmission (i) post, (ii) e-mail, (iii) CGM Investor Portal and (iv) subject to the requirements of section 67c German Stock Corporation Act (AktG) via intermediaries (post and e-mail are only permissible means of transmission for powers of attorney and instructions to the proxies appointed by the company, not for postal votes) and are not revoked, the declarations will be taken into account in the following order of channels of transmission, irrespective of the time of receipt: (i) CGM Investor Portal, (ii) subject to the requirements of section 67c German Stock Corporation Act (AktG) via intermediaries, (iii) e-mail, (iv) post. If several postal votes are received in due time by the same –permitted– means of transmission and are not revoked, the last postal vote to be received is deemed to be binding. If several powers of attorney and instruction to proxies appointed by the company are received in due time by the same means of transmission and are not revoked, the declaration received last in time shall be binding.
- f) If a separate vote is conducted on an item on the agenda instead of a collective vote, the instruction for this item on the agenda applies to each separate item of the vote. Instructions to proxies appointed by the company on Agenda item 2 of this convocation also apply if the proposal for the appropriation of profits is adjusted as a result of a change in the number of shares entitled to dividends.

- g) Revocation of powers of attorney and instructions to the proxies appointed by the company may be declared by the means specified in lit. c) to d) within the deadlines specified therein. The order of the transmission channels according to lit. e) does not apply to the declaration of revocation. Therefore, the transmission of a later vote shall not be deemed to be a revocation of a previous vote.
- h) Intermediaries within the meaning of section 135 (1) German Stock Corporation Act (AktG) or other persons or institutions equivalent to them according to section 135 (8) German Stock Corporation Act (AktG) (e.g., a shareholders' association) may also use the proxies appointed by the company provided that the set deadlines are met.

4. Registration and authorization forms

Registration and authorization can be carried out in particular by completing the form that is sent to the shareholders with the registration documents, but also in any of the ways described above. A power of attorney form is also available on the company's website at www.cgm.com/agm.

If you want to authorize an intermediary within the meaning of section 135 (1) German Stock Corporation Act (AktG) or another equivalent person or institution (such as a shareholders' association) in accordance with section 135 (8) German Stock Corporation Act (AktG), please agree with the shareholder representative on the method by which power of attorney is to be granted.

V. RIGHTS OF SHAREHOLDERS

Before and during the virtual Annual General Meeting, shareholders are entitled to rights and options including the following. Further details can be found online at www.cgm.com/hv.

1. Additions to the agenda

In accordance with section 122 (2) German Stock Corporation Act (AktG), shareholders whose shares together make up the proportionate amount of EUR 500,000.00 of the share capital (this corresponds to 500,000 shares) may request that items be placed on the agenda and published. Each new item must be accompanied by a statement of grounds or a draft resolution. The request must be sent to the company in writing. Please send a respective request to the following address:

CompuGroup Medical SE & Co. KGaA
Hauptversammlungen
Maria Trost 21
56070 Koblenz

Requests for an addition to the agenda within the meaning of section 122 (2) German Stock Corporation Act (AktG) can also be sent electronically via e-mail to the company at hv@cgm.com, subject to the requirements of section 126a of the German Civil Code.

Any such request must be received by the company at least 30 days before the meeting, i.e., no later than **24:00 (CEST) on April 21, 2024**. In accordance with section 122 (2) and (1) sentence 3 German Stock Corporation Act (AktG), the shareholders concerned must prove that they have held the shares for at least 90 days prior to the day the request is received and that they will hold the shares until the general partner has decided on the request.

Any additions to the agenda to be announced will be published in the Federal Gazette immediately upon receipt of the request and, in accordance with section 121 (4a) German Stock Corporation Act (AktG), forwarded for publication to media it is assumed will disseminate the information throughout the European Union. They will also be published on the company's website at www.cgm.com/agm and communicated to shareholders.

2. Countermotions; nominations

According to section 126 (1) German Stock Corporation Act (AktG), each shareholder is entitled to submit countermotions to the proposed resolutions on the items on the agenda. If the countermotions are to be made available by the company, they must be submitted at least 14 days before the virtual Annual General Meeting, i.e., no later than **May 7, 2024**, 24:00 (CEST)

- by post to
CompuGroup Medical SE & Co. KGaA
Hauptversammlungen
Maria Trost 21
56070 Koblenz, Germany or
- by e-mail to
hv@cgm.com or
- in accordance with the requirements of section 67c German Stock Corporation Act (AktG) by transmission via intermediaries

Countermotions directed elsewhere do not have to be made available.

In all cases where a countermotion is sent, the time of receipt of the countermotion by the company is decisive.

Countermotions from shareholders that are to be made available will be published online at www.cgm.com/agm, including the name of the shareholder and the grounds if applicable, and any management comments. The company may refrain from making a countermotion and any respective grounds available if the requirements of section 126 (2) German Stock Corporation Act (AktG) are met.

In accordance with section 127 German Stock Corporation Act (AktG), these provisions apply mutatis mutandis to a shareholder's nomination for the election of members of the Supervisory Board or of auditors. In addition to the reasons stated in section 126 (2) German Stock Corporation Act (AktG), the general partner does not need to make an election nomination available if the proposal does not contain the candidate's name, occupation, or place of residence. Nominations for the election of members of the Supervisory Board do not need to be made available if they are not accompanied by any information on the membership of the proposed Supervisory Board candidate of other statutory supervisory boards within the meaning of section 125 (1) sentence 5 German Stock Corporation Act (AktG).

Motions or nominations by shareholders that must be made available in accordance with section 126 German Stock Corporation Act (AktG) or section 127 German Stock Corporation Act (AktG) are deemed

to have been made as soon as they are made available. The company will ensure that the voting right with regard to such motions or nominations can be exercised as soon as this has happened. If the shareholder who enters the motion or nomination does not have the required legitimization or failed to register for the Annual General Meeting in due time and form, the company is not obliged to deal with the motion or nomination during the meeting.

The right of the chair of the meeting to first carry out the votes concerning the proposals of the management remains unaffected. If the proposals of the management are passed with the required majority, any countermotions or (deviating) nominations in this respect become obsolete.

Shareholders or their representatives, who are connected to the Annual General Meeting electronically, further have the right to make motions or nominations during the meeting by way of video communication as part of their right to speak at the meeting (see item V.4 below for details).

3. Submitting statements

Pursuant to section 130a (1) to (4) German Stock Corporation Act (AktG), shareholders who are listed in the share register and who registered for the Annual General Meeting in due time and form or their shareholder representatives have the right to electronically submit written statements on items on the agenda via the CGM Investor Portal until five days before the meeting, i.e. no later than **May 16, 2024, 24:00 (CEST)**. The CGM Investor Portal can be accessed via the website at www.cgm.com/agm (for more detailed information, please refer to item II.1). Written statements must be submitted as a file in PDF format. We kindly ask you not to exceed a volume of 10,000 characters. By submitting such statement, the shareholder or their representative agrees that the statement and his or her name will be made accessible on the CGM Investor Portal.

Statements that were submitted with regard to items on the agenda will, unless the company may by way of exception refrain from making them available as per section 130a (3) sentence 4 German Stock Corporation Act (AktG), be made available to the properly registered shareholders and their representatives on the CGM Investor Portal at www.cgm.com/agm at least four days before the Annual General Meeting, i.e. no later than **May 17, 2024, 24:00 (CEST)**.

Motions and nominations, questions and objections against resolutions of the Annual General Meeting submitted in the scope of such written statements will not be considered in the Annual General Meeting; the filing of motions, nominations (see also item V.2), exercising the right to request information (see also V.5) as well as the filing of objections against resolutions by the Annual General Meeting (see also V.6) is possible only by means of the respective procedures described in this convocation.

4. Right to speak at the meeting and to submit questions

Shareholders or their representatives who registered for the meeting in due time and proper form and who are connected to the Annual General Meeting electronically have the right to speak and to submit questions, including the right to ask follow-up questions, at the meeting via video communication.

As soon as the Annual General Meeting commences, a virtual right-to-speak desk will be opened where shareholders or their representatives who are connected to the Annual General Meeting electronically can indicate their request to speak. The CGM Investor Portal can be accessed via the website at www.cgm.com/agm (for more detailed information, please refer to item II.1).

The right to speak and submit questions also covers the right to file motions or nominations as per section 118a (1) sentence 2 no. 3 German Stock Corporation Act (AktG) (see also item V.2 above) as well as the right to request information as per section 131 (1) German Stock Corporation Act (AktG) (see also V.5 below). Pursuant to article 25 no.2 of the company's Articles of Association, the chair of the meeting may impose a reasonable time limit on the shareholders' right to speak and to submit questions. The chair is, in particular, authorized, either at the beginning of or during the Annual General Meeting, to determine an appropriate time frame for the entire Annual General Meeting, for individual items on the agenda, or for individual speakers or questions. The chair will explain the procedure for requesting to speak and being granted the right to speak in more detail in the Annual General Meeting.

The entire virtual Annual General Meeting including the video communication with shareholders or their representatives is conducted via the CGM Investor Portal. In order to speak at the meeting via video communication, shareholders or their representatives need either a non-mobile device (e.g., PC, notebook, laptop) or a mobile device (e.g., smartphone). The device used to speak at the meeting must be connected to the Internet with stable upload/download bandwidth and must be equipped with a camera and a microphone that can be accessed via the browser. There is no need to install any additional software components or apps on the device. The microphone of those persons who filed a request to speak via the right-to-speak desk will be activated accordingly via the CGM Investor Portal. The company will monitor the functionality of the video communication between the shareholder or their representative and the company during the meeting and prior to their turn to speak, and reserves the right to refuse such speaker if functionality is not ensured.

5. Right to request information

Pursuant to section 131 (1) German Stock Corporation Act (AktG), every shareholder must, upon such shareholder's request, be given information on company matters by management to the extent that such information is required to make an informed decision on an item on the agenda and to the extent that no right to refuse to provide such information exists. The obligation of the company to provide information also refers to the legal and business relationships of the company and its associated companies. Further, the obligation to provide information also covers the position of the group and the companies included in the consolidated financial statements.

It is intended that the chair will limit the aforementioned right to request information as per section 131 (1) German Stock Corporation Act (AktG) to video communication during the Annual General Meeting, i.e. in the scope of the right to speak and to submit questions at the meeting (see also item V.4).

6. Opportunity to object

Pursuant to section 118a (1) sentence 2 no. 8, the shareholders or shareholder representatives connected to the Annual General Meeting electronically may file objections against resolutions by the Annual General Meeting by way of electronic communication.

Statements to this effect can be submitted electronically via the CGM Investor Portal as soon as the virtual Annual General Meeting is opened until it is closed by the chair of the meeting. The CGM Investor Portal can be accessed via the website at www.cgm.com/agm (for more detailed information, please refer to item II.1).

VI. INFORMATION AND DOCUMENTS ON THE ANNUAL GENERAL MEETING; WEBSITE

This convocation of the Annual General Meeting, the documents to be made available to the Annual General Meeting, including the information required in accordance with section 124a German Stock Corporation Act (AktG), motions from shareholders and further explanations of the rights and options of the shareholders, are available on the company's website (www.cgm.com/agm). All documents required by law to be made available to the Annual General Meeting may be accessed there during the Annual General Meeting. The voting results will be announced after the Annual General Meeting at the same Internet address.

VII. INFORMATION ON DATA PROTECTION

CompuGroup Medical SE & Co. KGaA processes personal data (e.g., name, date of birth, address, possibly e-mail address, number of shares and type of ownership of the shares) of shareholders and their representatives in connection with the virtual Annual General Meeting on the basis of the applicable data protection law in order to prepare, conduct and document the Annual General Meeting in the form required by law.

Further information on data protection (including processing purposes and legal bases) can be found in the detailed privacy policy (available at: www.cgm.com/agm).

The service providers commissioned to organize the Annual General Meeting only receive personal data from CompuGroup Medical SE & Co. KGaA that is required in order to perform their service. The service providers process the data on the basis of a contract with CompuGroup Medical SE & Co. KGaA and exclusively in accordance with the instructions of CompuGroup Medical SE & Co. KGaA. In addition, personal data is made available to shareholders and shareholder representatives in connection with the virtual Annual General Meeting within the framework of the statutory provisions, in particular in the list of attendees.

The company stores the personal data in connection with the virtual Annual General Meeting in accordance with legal obligations. The data is regularly deleted after three years, provided that it is no longer required for any disputes about the passing or effectiveness of resolutions of the Annual General Meeting. If the company learns that a shareholder is no longer a shareholder in the company, their personal data will on principle be stored for a maximum of another twelve months, provided the data is no longer required for any disputes about the passing or effectiveness of resolutions of the Annual General Meeting.

In accordance with the legal requirements, the shareholders and shareholder representatives have the right to access, correction, restriction, objection, and erasure with regard to the processing of their personal data, as well as a right to data portability according to Chapter III of the GDPR and according to section 67e (4) German Stock Corporation Act (AktG). Shareholders and shareholder representatives may assert these rights free of charge against the company using the following contact details:

- CompuGroup Medical SE & Co. KGaA
Data Protection Officer
Hans-Josef Gerlitz
Maria Trost 21

56070 Koblenz, Germany or

- by e-mail to
HansJosef.Gerlitz@cgm.com.

Shareholders and shareholder representatives can also use this contact information to contact the company's data protection officer. In addition, shareholders and shareholder representatives have the right to lodge a complaint with the data protection supervisory authorities in accordance with article 77 GDPR.

Koblenz, April 2024

CompuGroup Medical SE & Co. KGaA
CompuGroup Medical Management SE as general partner