

# Corporate Governance Statement

The principles of responsible and good corporate governance govern the actions of the management and supervisory bodies of CompuGroup Medical SE & Co. KGaA (hereinafter referred to as "CompuGroup Medical" or "company", and jointly with its dependent associated companies, "CompuGroup Medical Group"). The Managing Directors of the company's general partner, CompuGroup Medical Management SE, and the Supervisory Board of CompuGroup Medical provide the following information about the company's corporate governance as of December 31, 2023 (Date of Statement) in accordance with Principle 23 of the German Corporate Governance Code (GCGC) and as per sections 289 et seq., 315d German Commercial Code (HGB).

## **1. Declaration of Compliance with the German Corporate Governance Code**

CompuGroup Medical SE & Co. KGaA

Declaration of the general partner and the Supervisory Board of  
CompuGroup Medical SE & Co. KGaA  
on the recommendations of the  
Government Commission on the German Corporate Governance Code  
as per section 161 German Stock Corporation Act (AktG)

### **I. Preliminary remarks**

The Managing Directors of the general partner and the Supervisory Board of CompuGroup Medical SE & Co. KGaA last issued a Declaration of Compliance on December 12, 2022 as per section 161 (1) German Stock Corporation Act (AktG).

The German Corporate Governance Code (GCGC) is tailored to companies organized as a German stock corporation (Aktiengesellschaft, AG) or a European stock corporation (SE) and does not consider aspects particular to a partnership limited by shares (Kommanditgesellschaft auf Aktien, KGaA). This means that many of the Code's recommendations need to be modified before they can be applied to CompuGroup Medical SE & Co. KGaA, if at all. The following matters must be considered here:

#### **1. Management**

Many of the Code's recommendations pertain to the Management Board. However, in contrast to an AG or a dualistically structured SE, a KGaA does not have Management Board. In a KGaA, it is the general partner who is responsible for the tasks incumbent upon the Management Board. The sole general partner of CompuGroup Medical SE & Co. KGaA is CompuGroup Medical Management SE, which manages the business of and represents CompuGroup Medical SE & Co. KGaA. CompuGroup Medical Management SE has a one-tier governance structure, which means here that the SE is managed by a single (one-tiered) board, the Administrative Board. The Administrative Board governs CompuGroup Medical Management SE, determines the parameters of its business activity and monitors the implementation thereof through the Managing Directors. The Managing Directors manage the business of the SE, as well as representing it both in and out of court. This means that the Managing Directors also manage the business of CompuGroup Medical SE & Co. KGaA.

#### **2. Supervisory Board**

Similarly, a number of the Code's recommendations pertaining to the Supervisory Board do not consider the legal particularities of a KGaA. For example, in contrast to the supervisory board of an AG and a dualistically structured SE, the supervisory board of a KGaA does not have any au-

thority over the Management in terms of appointments and compensation. Moreover, the supervisory board of a KGaA cannot constrain the Management by stipulating transactions requiring approval.

### **3. Annual General Meeting**

The Annual General Meeting of a KGaA generally has the same rights as the Annual General Meeting of an AG. It also decides on the adoption of the company's annual financial statements. In contrast to the legal form of an AG, some resolutions of the annual general meeting (e.g. the adoption of the annual financial statements) require the consent of the general partner.

## **II. Declaration of Compliance:**

The Managing Directors of the general partner and the Supervisory Board of CompuGroup Medical SE & Co. KGaA declare continued compliance with the recommendations of the German Corporate Governance Code (GCGC 2022) as amended on April 28, 2022, and published by the Federal Ministry of Justice on June 27, 2022, in the official section of the Federal Gazette, taking into account the structural particularities of a partnership limited by shares (KGaA), with the exception of the recommendations specified below for the reasons provided in each case:

a) Recommendations B.1 to B.5

Recommendations B.1 to B.5 concern the composition of the Management Board and the criteria that the Supervisory Board should consider when appointing members to the Management Board. However, the law states that the management of a partnership limited by shares (KGaA) is the responsibility of the general partner. Given its lack of personnel authority, the Supervisory Board of the KGaA is unable to influence who the general partner appoints as members to the Board. The Supervisory Board does not appoint the Managing Directors or the Administrative Board members. Rather, the Managing Directors are appointed by the general partner's Administrative Board. The Administrative Board members are in turn appointed by the general partner's Annual General Meeting. As a result, recommendations B.1 to B.5 are not applicable to CompuGroup Medical SE & Co. KGaA. It is merely for the sake of caution that we draw attention to the fact that the company deviates from this recommendation.

b) Recommendation C.2

Recommendation C.2 states that an age limit shall be specified for members of the Supervisory Board and disclosed in the Corporate Governance Statement. The company does not believe that specifying a fixed age limit when selecting members of the Supervisory Board is a suitable criterion. Instead, the company considers the age of an individual when selecting suitable candidates and assessing their skills, experience and ability to perform. The diversity concept also states that at least 30 % of the members of the Supervisory Board should be under the age of 60.

c) Recommendation C.5

Recommendation C.5 states that members of the management board of a listed company shall not accept the chairmanship of a supervisory board in a non-group listed company. The Managing Director and CEO, Michael Rauch, is also the chairman of the supervisory board of the listed company edding AG, Ahrensburg. We are of the opinion, however, that in view of what is stated in Section C. "Composition of the Supervisory Board", recommendation C.5 is only directed at the company at which the chairmanship of a supervisory board is held (edding AG in this case). We do not believe, therefore, that recommendation C.5 applies to the company in respect of Michael Rauch holding the position of chairman of the supervisory board at edding AG. It is merely for the sake of caution that we draw attention to the fact that the company deviates from this recommendation. We firmly believe that Michael Rauch's position as chairman of the supervisory board at edding AG does not in any way negatively impact his ability to perform his duties in a due and diligent manner as Managing Director and CEO of the company.

d) Recommendation D.4

Recommendation D.4 states that the Supervisory Board shall form a Nomination Committee, composed exclusively of shareholder representatives, which names suitable candidates to the Supervisory Board for its proposals to the Annual General Meeting. The current shareholder representatives have each been appointed until the end of the Annual General Meeting that resolves on the formal approval of the activities of the members of the Supervisory Board for the 2024 financial year. This means that the Supervisory Board does not currently see any need to form a Nomination Committee. The Supervisory Board is considering the ad hoc formation of a temporary nomination committee as regards future vacancies.

e) Recommendation E.3

Recommendation E.3 states that members of the Management Board shall only assume sideline activities, especially supervisory board mandates outside the enterprise, with the approval of the Supervisory Board. Die CompuGroup Medical SE & Co. KGaA does not have a Management Board. In the interest of ensuring compliance to the greatest extent possible with the Code's recommendations, it is however stipulated that Managing Directors may only pursue sideline activities, in particular taking up positions on non-group supervisory boards, with the approval of the general partner's Administrative Board.

f) Recommendations on the remuneration of the Management Board (G.1 to G.13, G.15 and G.16)

As regards the recommendations on the remuneration of the Management Board, we continue to believe that these do not apply in view of the structural particularities of CompuGroup Medical SE & Co. KGaA, specifically because the general partner is responsible for the KGaA's management and the KGaA's Supervisory Board does not have any authority to set the remuneration of members of the general partner's bodies. With this and good corporate governance in mind, it is only for the sake of caution that we draw attention to the fact that the company complies with the recommendations G.1 to G.13, G.15 and G.16 with the following deviations:

#### Recommendation G.10

Recommendation G.10 states that variable remuneration amounts of Management Board members shall be invested predominantly in company shares by the respective Management Board member or shall be granted as share-based remuneration. Granted long-term variable remuneration components shall be accessible to Management Board members only after a period of four years.

Recommendation G.10 should not be complied with. We take the view that having flexibility in how Managing Directors are remunerated is justified. This means that both share-based and non-share-based components may be suitable as forms of long-term variable remuneration. This applies in particular to Managing Directors with clear responsibility for a business unit, as the degree to which they are successful may not perhaps be as clearly depicted in the share price as it may be in the business figures of the business area in question. The share price may even be heavily influenced by factors that an individual Managing Director has little or no ability to influence. This means that there are times when it can be in the company's interest to have incentives in place for Managing Directors that are based on individual performance targets, rather than having variable remuneration that is largely either share-based or to be invested in shares.

#### Recommendation G.11

Recommendation G.11 states that the Supervisory Board shall have the possibility to account for extraordinary developments to an appropriate extent. It shall be permitted to retain or reclaim variable remuneration if justified.

The company's remuneration system and the contracts of employment concluded with Managing Directors provide a range of such options for the individual variable remuneration components. In our view, being able to adjust the amount of remuneration in the event of extraordinary developments beyond what is possible under the law is particularly necessary in the case of share-based variable remuneration. In the case of variable remuneration components based instead on other performance targets, in particular key performance indicators of the company or a business unit, it is less likely that remuneration will be decoupled from the performance of Managing Directors as a result of extraordinary developments. Consequently, there should be no need for explicit contractual stipulations to adjust remuneration beyond the options outlined in the remuneration system. Should this be considered a deviation from recommendation G.11, a deviation from the recommendation is hereby declared by way of caution.

Koblenz, December 11, 2023

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signed by Michael Rauch  
CEO & CFO

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signed by Dr. Ulrich Thomé  
Managing Director

For the general partner's Managing Director

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signed by Philipp von Ilberg  
(Chairman of the Supervisory Board)

For the Supervisory Board of CompuGroup Medical SE & Co. KGaA

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## **2. Reference to the company's website**

The remuneration report for the past financial year and the independent auditor's report as per section 162 German Stock Corporation Act (AktG) as well as the most recent resolution regarding remuneration as per section 113 (3) AktG are published on the company's website at [www.cgm.com/ir](http://www.cgm.com/ir). The provision in section 87a AktG on the establishment of a management board remuneration system does not apply directly to CompuGroup Medical due to its legal form as a partnership limited by shares (KGaA). However, for reasons of good corporate governance and transparency, the company decided to voluntarily base its remuneration system for the Managing Directors on section 87a AktG. This remuneration system is also published on the company's website at [www.cgm.com/ir](http://www.cgm.com/ir).

## **3. Relevant disclosures on corporate governance practices**

CompuGroup Medical is aware of its important role as a responsible member of society. Since 1987, today's CompuGroup Medical has been developing the advantages of a digitalized healthcare system and sees itself as forerunners in digitization in medical care. Inspired by the vision of our founder Frank Gotthardt – "Nobody should suffer or die just because at some point medical information was missing" – we help healthcare professionals and patients use medical information any time, anywhere for the benefit of everyone involved. Our products and solutions ensure a perfect working environment for our customers. We confront the daily challenges that arise in the healthcare sector by applying our products, platforms and many years of market experience, while ensuring the constant availability of medical and administrative data with the aim of providing the most efficient and best possible care and support for patients and their relatives. At the same time, we observe high standards of data protection and fail-safety for the systems we provide. Our products and solutions comply not only with applicable laws and regulations but also with our commitment to ethical and social responsibility. Ethical guidelines are firmly anchored in our corporate culture and our Code of Ethics and apply to all employees of the CompuGroup Medical Group as well as to business partners acting on behalf of the company. We also expect our suppliers and partners to adhere to a code of ethics that is consistent with our ethical values. The Code of Ethics of the CompuGroup Medical Group is available on our corporate website at [www.cgm.com/ir](http://www.cgm.com/ir).

## **4. Description of the operations of CompuGroup Medical Management SE, including its Managing Directors and Administrative Board**

CompuGroup Medical's legal form is a German partnership limited by shares (Kommanditgesellschaft auf Aktien, KGaA). One of the core principles of German company law is that organizations usually have a two-tier management system, with a management body and a Supervisory board as the monitoring body. The legal form of a KGaA differs here as its business activities are managed by a general partner. At CompuGroup Medical, CompuGroup Medical Management SE assumes the role of the management body as general partner in accordance with the Articles of Association. The Supervisory Board of CompuGroup Medical supervises the management of the general partner in accordance with the powers assigned to it by law and the Articles of Association. CompuGroup Medical has also established an additional voluntary corporate body in the form of a Joint Committee ("Joint Committee"). Half of this committee consists of members of the Supervisory Board of CompuGroup Medical, and the other half is composed of members nominated by CompuGroup Medical Management SE.

CompuGroup Medical Management SE is a European stock corporation (SE) with a one-tier structure. CompuGroup Medical Management SE is represented by the Annual General Meeting, the Administrative Board and the Managing Directors. CompuGroup Medical Management SE – represented by its Managing Directors – carries out the business activities of CompuGroup Medical with the due care and diligence of a prudent and conscientious manager and is committed to the corporate interests of CompuGroup Medical.

The sole shareholder of CompuGroup Medical Management SE is GT 1 Vermögensverwaltung GmbH, with its registered office in Koblenz. The share capital of GT 1 Vermögensverwaltung GmbH is held by Frank Gotthardt (99.36 %) and Professor Dr. Daniel Gotthardt (0.64 %). Both are also members of the Administrative Board of CompuGroup Medical Management SE.

In its function as general partner, CompuGroup Medical Management SE does not hold an equity interest in CompuGroup Medical and does not participate in the earnings and assets of the company. The general partner is reimbursed by CompuGroup Medical for all expenses incurred in connection with the management of the company's business activities, including the remuneration of the members of its corporate bodies. As stipulated by the Articles of Association of CompuGroup Medical, the company pays the general partner an annual remuneration in the amount of 4 % of its share capital, which is independent of the company's profits and losses, in addition to reimbursing its expenses for the management of the company and the assumption of liability. This remuneration

reflects in particular the liability risk assumed by CompuGroup Medical Management SE as the general partner of CompuGroup Medical.

#### **a. The Managing Directors of CompuGroup Medical Management SE**

The Managing Directors manage the business activities of CompuGroup Medical Management SE and, by virtue of their capacity as general partner of CompuGroup Medical, thus indirectly also the business of the company. In this capacity, they implement the general guidelines and requirements set up by the Administrative Board. The Managing Directors manage the business activities with the due care and diligence of a prudent and conscientious manager in accordance with applicable law, the German Corporate Governance Code (to the extent the general partner and the Supervisory Board have decided to comply with the individual recommendations), the Articles of Association, the Rules of Procedure for the Managing Directors and the Directives of the Administrative Board.

In accordance with the Rules of Procedure, the following allocation of responsibilities applies to the Managing Directors:

- **Michael Rauch (CEO & CFO):**

The CEO is responsible for coordinating all business units led by the Managing Directors. It is his responsibility to ensure that all business units of the CGM group are uniformly aligned to the objectives determined by the Administrative Board. The CEO defines the strategy required to achieve this in line with the company's long-term objectives, vision and orientation. He represents the company and the CGM group to the public.

The CEO is responsible for the cooperation with the Administrative Board and the Supervisory Board. He informs the Administrative Board without undue delay of any extraordinary events of particular significance that occur at the company, CompuGroup Medical SE & Co. KGaA or the CGM group. In particular, the CEO is responsible for the business performance of the CGM Group, whereby the independent and locally managed business unit in the USA is integrated in the CGM group via the CEO as representative of the German parent company. He also heads the CGM Group's Legal & Compliance department, the Global Human Resources department of the CGM group, including human resources development, cultural work, responsibility for sustainability and corporate social responsibility, as well as central services, and is thus the head of the CGM group's Labor and Social Affairs department. The CEO is also responsible for the communications of the CGM group, in particular conveying messages and announcements in internal and external communications, which go beyond the immediate area of responsibility of the directors and relate to the Group as a whole. The CEO is responsible for the CGM group's financial market communication and can transfer this responsibility, in full or in part, to the Chief Financial Officer.

The CEO also oversees defining, introducing and maintaining optimal, efficient business processes and the associated IT systems within the other functional areas of the CGM group by ensuring state-of-the-art efficiency and process management in line with the OneGroup approach and the organizational development objectives. The SVP Operational Excellence reports to him for this purpose. Together with his team, he advises and trains the top management levels of the CMG group regarding the continuous optimization of processes and measures to increase efficiency.

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The CEO is also responsible for revenues and earnings in the INSIGHT Health business unit. This means he is also responsible for further developing said unit, including developing and marketing associated services and products. The CFO is in charge of managing accounting, controlling, internal and external audits, liquidity planning, taxes, purchasing and M&A transactions in the CGM group. The CEO can also transfer responsibility for investor relations to the CFO. He/she is responsible for preparing all required financial reports and for meeting the related disclosure obligations. His/her tasks also include coordinating the budget planning. In addition, the CFO is in charge of requesting and assessing profitability analyses for capital spending programs, as well as requesting and assessing the related budgets. In order to be able to carry out these tasks, the CFO has the relevant information rights and direct access to R&D Controlling. Managing Director Ms Daniela Hommel will assume responsibility for CFO tasks as of February 1, 2024.

- **Dr. Ulrich Thomé (Director AIS DACH)**

The Director is responsible for the CGM Group's revenues and earnings in the Ambulatory Information Systems segment in the DACH region and the Telematics Infrastructure segment in Germany. As a result, he is also in charge

of the advancement of the above-mentioned areas, including the development and marketing of related services and products. In addition, he is responsible for CLICKDOC (including CLICKDOC Pro, CLICKDOC Consumer & CLICKDOC Video Consultation, CLICKDOC E-Prescription and CLICKDOC Consumer Marketing), Group marketing and brand management.

The Director is also responsible for revenues and earnings in the Consumer & Health Management Information Services (CHS) segment in the DACH region (except INSIGHT Health); this includes developing and marketing associated services. He also oversees the political communications of the CGM group and the Group Product Technology segment. He coordinates in advance with the CEO on conveying messages of overriding importance. The Group Product Technology segment cuts across all business units and defines the overarching technological framework, while also supporting the business units by providing definitions and instructions, carrying out audits, and giving advice and training on development processes and tools, as well as on the development organization. The objective of the segment is to optimize product development throughout the CGM group and provide suitable near and offshore development services.

- **Emmanuele Mugnani (*Director AIS Europe*):**

The Director is responsible for the CompuGroup Medical group's revenues and earnings in the Ambulatory Information Systems segment in Africa and Europe, excluding the DACH region, and the CompuGroup Medical group's pharmacies and dental information systems worldwide.

This means that the Director is also responsible for revenues and earnings in the Consumer & Health Management Information Services (CHS) segment in Europe, except for the DACH region.

As a result, he is also in charge of the advancement of the above-mentioned areas, including the development and marketing of related services and products.

- **Dr. Eckart Pech (*Director Consumer & Health Management Information Services (CHS)*):**

The Director was responsible for revenues and earnings from the CompuGroup Medical Group's Consumer & Health Management Information Services (CHS). This segment comprised the population and data management business as well as the health connectivity services, the LIFE platform, DIGA platform development and platform marketing to partners, along with the global development of eHealth platforms for connectivity and communication, as well as the development and marketing of related services. As a result, he was also responsible for the advancement of the above-mentioned business units of the CompuGroup Medical Group on a global scale, including the development and marketing of related services and products.

The mandate of the Managing Director Dr. Eckart Pech will end on March 31, 2024. In accordance with an agreement with the Administrative Board, Dr. Pech has been released from his duties and responsibilities as Managing Director since November 1, 2023. His duties have been distributed to the other Managing Directors until further notice.

- **Hannes Reichl (*Director Clinical & Social Care*):**

The Director is responsible for revenues and earnings in the CompuGroup Medical Group's Hospital Information Systems segment (comprising information systems for hospitals and care facilities, solutions for rehabilitation facilities and laboratory information systems). This means that he is also in charge of the advancement of the above segment on a global scale, including the development and marketing of related services and products.

The Managing Directors have established a Disclosure Committee and an M&A Committee. The Disclosure Committee currently consists of three members: the CEO & CFO (Chairman), the Global General Counsel and the Head of Investor Relations. The Disclosure Committee is responsible for reviewing and complying with disclosure requirements under capital market law, in particular for reviewing potential inside information issues and publication requirements, reviewing potential postponements of publications and deciding on such postponements, as well as preparing the required documentation. The M&A committee, which includes the Spokesman for the CEO & CFO (Chairman) and the Global General Counsel, reviews the proposals for investment prepared by the relevant business units, in particular including the assessment of economic conditions and the contract documentation submitted, and proposes investment projects to the Managing Directors.

Regardless of the division of responsibilities described above, the principle of overall responsibility for the management of CompuGroup Medical's business applies to the Managing Directors.

In regular meetings (usually once a week), the Managing Directors jointly discuss and decide on a broad spectrum of topics from day-to-day business to strategic alignment.

In accordance with the Rules of Procedure for the Managing Directors, certain transactions or measures – such as major acquisitions or the determination of the annual budget – require the prior approval of the Administrative

Board of CompuGroup Medical Management SE. In addition, the Articles of Association of CompuGroup Medical stipulate that transactions with a major impact as well as decisions regarding annual corporate, investment and financial master plans require the approval of the Joint Committee of the company.

The Rules of Procedure also provide detailed specifications with regard to general cooperation and coordination with the Administrative Board as well as communication from the Managing Directors to the Administrative Board, sideline activities of Managing Directors that require approval by the Administrative Board as well as regulations concerning the handling of conflicts of interest and the passing of resolutions. Conflicts of interest must be disclosed without undue delay to the Administrative Board, and the remaining Managing Directors must be informed thereof. Resolutions of the Managing Directors are passed by a simple majority of the votes cast, unless otherwise stipulated by law or the Articles of Association. If there is a tied vote, the CEO has the casting vote.

There is currently no age limit for Managing Directors. The age of the Managing Directors currently ranges between 47 and 54 years, with an average of 51 years.

#### **b. The Administrative Board of CompuGroup Medical Management SE**

CompuGroup Medical Management SE has a one-tier structure with an Administrative Board, which comprises five members as stipulated by the Articles of Association. The members of the Administrative Board are Frank Gotthardt (Chairman), Dr. Klaus Esser (Vice Chairman), Stefanie Peters, Professor Dr. Daniel Gotthardt and Michael Rauch. Michael Rauch is both the CEO & CFO of CompuGroup Medical Management SE.

The members of the Administrative Board are elected by the Annual General Meeting of CompuGroup Medical Management SE. The Administrative Board has not currently set a rigid age limit for its members. The age of the members of the Administrative Board currently ranges between 50 and 76 years, with an average of 61 years.

The Administrative Board manages CompuGroup Medical Management SE in accordance with the legal provisions, the Articles of Association of CompuGroup Medical Management SE and its Rules of Procedure. It sets the general course of CompuGroup Medical Management SE's business activities and supervises their implementation. The Administrative Board appoints and supervises the Managing Directors and has adopted Rules of Procedure governing their actions (article 7 (2) of the Articles of Association of CompuGroup Medical Management SE). The Rules of Procedure for the Administrative Board of CompuGroup Medical Management SE contain detailed provisions on meetings of the Administrative Board; these are presided over by the Chairman or, if the Chairman is unable to attend, by the Vice Chairman, and must be recorded in minutes. The Rules of Procedure also provide that the Administrative Board is represented by its Chairman.

The Managing Directors, represented by the CEO, inform the Administrative Board at regular intervals and in a timely manner about the relevant issues of business development, the risk situation as well as significant deviations from budget planning and from the targets of CompuGroup Medical and the CompuGroup Medical Group. The Administrative Board is informed in a timely manner of any extraordinary events that are of significance for CompuGroup Medical Management SE and/or the CompuGroup Medical Group.

The Administrative Board convenes at least once a quarter for its regular meeting. So far, the Administrative Board has not yet made use of its option to form committees.

## 5. Description of the operations and composition of the Supervisory Board of CompuGroup Medical SE & Co. KGaA

The main responsibility of the Supervisory Board of CompuGroup Medical is to monitor the management of the company by CompuGroup Medical Management SE as general partner. This duty is performed on the basis of the legal provisions, taking into account the recommendations of the German Corporate Governance Code (with the exception of the deviations mentioned in the Declaration of Compliance), the Articles of Association of CompuGroup Medical and the Rules of Procedure for the Supervisory Board. The Rules of Procedure, which include more detailed provisions on the convening and holding of Supervisory Board meetings and the formation of committees, can be viewed on the CompuGroup Medical website at [www.cgm.com/ir](http://www.cgm.com/ir).

The Supervisory Board consists of twelve members, six of whom are elected by the Annual General Meeting of the company and six by the employees in accordance with the provisions of the German Codetermination Act (MitbestG) of May 4, 1976. The current employee representatives in office were appointed on September 30, 2021 by the employees of CompuGroup Medical who were entitled to vote. There is currently no rigid age limit for members of the Supervisory Board. The age of the members of the Supervisory Board currently ranges between 34 and 73 years, with an average of 52 years. Currently, 75 percent of Supervisory Board members are younger than 60.

Regular succession planning for members of the Supervisory Board is currently not relevant, as the term of office of the shareholder representatives runs until the Annual General Meeting in 2025. Therefore, the Supervisory Board has not seen any need to form a Nomination Committee to date. The Chairman of the Supervisory Board temporarily takes over the tasks related to the selection process for potential candidates and coordinates with other members of the shareholder representatives on an ad hoc basis if it becomes necessary to discuss the succession of individual members until a Nomination Committee is formed. This took place shortly after the death of the esteemed Supervisory Board member Dr. Michael Fuchs, when a suitable successor needed to be nominated very quickly.

In its search for potential candidates for the Supervisory Board, the Supervisory Board is guided by its competence and diversity concept. Specialized recruitment consultants may also be used.

In accordance with recommendations C.6/C.7 of the German Corporate Governance Code, the Supervisory Board considers that, on the shareholder side, it is appropriate for the Supervisory Board to comprise at least four members – i.e., more than half of the shareholder representatives – who are independent of the company and its General Partner (cf. recommendation C.7 German Corporate Governance Code), and at least four members who are independent of a controlling shareholder (cf. recommendation C.9 German Corporate Governance Code). In the opinion of the Supervisory Board and its shareholder representatives, all shareholder representatives on the Supervisory Board currently meet the independence criteria of recommendations C.6, C. 7 and C.9 of the German Corporate Governance Code.

In the opinion of the Supervisory Board, the requirements of section 100 (5) German Stock Corporation Act (AktG) are met, as at least one Supervisory Board member has expertise in the field of accounting and at least one other Supervisory Board member has expertise in the field of auditing, and the members as a whole are familiar with the sector in which the company operates.

When new members join the Supervisory Board, measures are taken by the company to familiarize them with the business model, the corporate strategy of the CompuGroup Medical Group and the legal particularities of the corporate governance structure pertaining to the legal form of CompuGroup Medical SE & Co. KGaA with a one-tier general partner (CompuGroup Medical Management SE). The responsible Managing Directors and their teams, other senior managers of the CompuGroup Medical Group as well as external legal advisors also support the onboarding process. In 2021, the above-mentioned measures and several training courses were carried out for the new Supervisory Board members following the election of employee representatives.

At least two regular Supervisory Board meetings are held in each calendar half-year, which are usually attended by the Managing Directors on behalf of the general partner. In each regular meeting, the Supervisory Board always has the option to discuss agenda items without the attendance of the representatives of the general partner. If the auditor is called in as an expert, the Managing Directors do not participate in the discussion of the relevant agenda items at the meeting.

The CEO regularly reports to the Supervisory Board on the general development of business activities and the financial situation of the CompuGroup Medical Group and its key business units. In addition and as required, the Managing Directors report on the development of business activities in the areas of their responsibility and on the further development of the business units concerned. The Supervisory Board may ask the Managing Directors to provide more information on the items on the agenda and the proposed resolutions.

In accordance with the provisions of section 27 German Codetermination Act (MitbestG), the Supervisory Board elects a Chairman and a Vice Chairman. The Chairman of the Supervisory Board coordinates the Supervisory Board's work. This person chairs the meetings and represents the Supervisory Board to the public. Furthermore, the Chairman explains the Report of the Supervisory Board to the shareholders, in particular at the Annual General Meeting. Resolutions of the Supervisory Board are adopted by a simple majority of the votes cast, unless otherwise stipulated by law. If a vote on the Supervisory Board is tied, and a new vote on the same subject also results in a tie, the Chairman of the Supervisory Board has the casting vote. The same applies if written votes are submitted. The Vice Chairman is not entitled to have the casting vote – even if he stands in for the Chairman of the Supervisory Board.

The Supervisory Board has formed an Audit Committee. The Audit Committee generally consists of four members, one half of whom are shareholder representatives and the other half of whom are employee representatives. In the 2022 financial year, the members of the Audit Committee on the shareholder side were Matthias Störmer (Chairman) and Philipp von Ilberg. On account of their professional experience, both members have expertise both in the field of accounting and in the field of auditing pursuant to section 100 (5) German Stock Corporation Act (AktG). Philipp von Ilberg spent several years working in corporate finance at a major German bank. He then had spells at various well-known international law firms, where he regularly supported clients with capital market and financing transactions. Since 2017, Philipp von Ilberg has been responsible for finance and controlling as the Managing Director of his own firm. Matthias Störmer has extensive knowledge and experience from his long career, including as the CFO of different corporate groups in the manufacturing industry, medical laboratory services as well as waste disposal and energy production sectors. Since joining the Supervisory Board, both men have been involved in the preparation and auditing of sustainability reporting at CompuGroup Medical and supported the continued development of this work. Ayfer Basal and Lars Johnke are the employee representatives on the Audit Committee. The Committee focuses on auditing the financial statements, monitoring the financial reporting process, ensuring the internal control system, the risk management system and the internal audit system are effective, compliance, the preliminary audit of the annual and consolidated financial statements, the preliminary audit of the sustainability report, assessing the quality of the audit of the financial statements, and approving the provision of any non-audit services by the auditor. The Committee discusses the half-year financial reports and interim reports with the Managing Directors prior to their publication. The auditor regularly attends the meetings of the Audit Committee to ensure an exchange of information with the Audit Committee. In this context, there is always opportunity for consultation even without representatives of the general partner being present.

The Supervisory Board reviews regularly, usually every two years, how effectively the Supervisory Board as a whole and its committees perform their duties. The Supervisory Board of the company last reviewed the effectiveness of its activities in December 2022 by conducting a standardized survey among the members of the Supervisory Board and openly discussing related findings with the full Supervisory Board.

The Supervisory Board's detailed report to the Annual General Meeting, which is included in the respective Annual Report, provides insight into the key topics handled by the Supervisory Board in the financial year under review. It is available on the company's website at <https://www.cgm.com/ir>.

On December 12, 2022, the Supervisory Board updated its concrete objectives for the composition and competence profile of the overall body.

Information on the members of the Supervisory Board, its committees and the Joint Committee, including details of the length of service on these bodies, is provided in a qualification matrix in the **appendix** to this declaration. For the shareholder representatives, the qualification matrix states whether they are considered by the Supervisory Board, in particular by its shareholder representatives, to be independent within the meaning of the recommendations of the German Corporate Governance Code.

## **6. Cooperation of the Supervisory Board and the general partner**

The cooperation of the Supervisory Board and the general partner is based on the two-tier management principle as legally prescribed for the structure of a partnership limited by shares (KGaA). An essential aspect of the two-tier structure is separating the management and executive responsibilities assigned to the general partner by law from the supervisory duties assigned to the Supervisory Board. Furthermore, the cooperation is based on the Rules of Procedure, which the relevant bodies have issued while taking into account the specific aspects of the legal form of a partnership limited by shares (KGaA) and (with regard to the General Partner) of a one-tier European stock corporation (CompuGroup Medical Management SE).

The general partner, represented by the Managing Directors and especially the CEO, informs the Supervisory Board regularly and in a timely manner about the relevant matters relating to business development, the risk situation, significant deviations from the budget planning, and the targets of the company and the CompuGroup Medical Group. The Supervisory Board is notified in a timely manner of any extraordinary events that are of significance for

the Company and/or the CompuGroup Medical Group. Between the regular meetings, the Chairman of the Supervisory Board and the CEO of the general partner, who is also a member of the Administrative Board of CompuGroup Medical Management SE, maintain regular dialogs on topics that are relevant to the company.

## **7. The Joint Committee of CompuGroup Medical SE & Co. KGaA**

The company has established a Joint Committee, which consists of six members. Three of the members of the Joint Committee are delegated to the Joint Committee by the general partner, and three of the members of the Joint Committee are delegated to the Joint Committee by the Supervisory Board of the company (consisting of two shareholder representatives and one employee representative). The general partner appoints one of the members of the Joint Committee that it has delegated as Chair of the Joint Committee.

Article 18 of the Articles of Association of CompuGroup Medical stipulates that certain topics require the approval of the Joint Committee of the company. In addition to the annual corporate, investment and financial planning, this pertains in particular to transactions with related parties, certain company acquisitions and other transactions if they exceed certain significant thresholds set out in the Articles of Association.

Article 19 of the Articles of Association of CompuGroup Medical sets out the procedures for meetings and resolutions of the Joint Committee. Resolutions of the Joint Committee are adopted by a simple majority of the votes cast. If a vote is tied and a new vote on the same subject also results in a tie, the Chairman of the Joint Committee has the casting vote. The Rules of Procedure of the Joint Committee contain more detailed provisions on the convening and holding of meetings of the Joint Committee and also the chairing of meetings. In accordance with the Rules of Procedure, the Joint Committee is convened if a decision on a transaction requiring approval becomes necessary.

## **8. Gender representation on the Supervisory Board and at management levels**

As a listed company to which the German Codetermination Act (MitbestG) applies, the Supervisory Board of CompuGroup Medical must be composed of at least 30 percent women and at least 30 percent men in accordance with section 278 (3) and section 96 (2) German Stock Corporation Act (AktG). In principle, the Supervisory Board as a whole may comply with the minimum quota. However, the representatives of the shareholders objected to the overall fulfillment of the quota before the last election of Supervisory Board members. For this reason, the minimum gender quota currently has to be met separately by both the shareholder representatives and the employee representatives. The legal requirements concerning the gender quota are currently met by both the shareholder and the employee sides.

With CompuGroup Medical Management SE neither being listed nor subject to codetermination, the general partner is not obliged to comply with either the statutory provisions for gender quotas in corporate bodies or the requirement to set targets for the representation of women on corporate bodies or at the top management tiers below board level.

The extent to which the German Management Positions Act (FüPoG II) applies to the legal form of the partnership limited by shares (KGaA) is disputed. If the Act applies, the requirement that at least one woman and at least one man must be Managing Directors would apply to new appointments from August 1, 2022. This requirement has been met.

The Administrative Board of CompuGroup Medical Management SE has set itself a voluntary target of 30 percent for the share of women among the Managing Directors of CompuGroup Medical Management SE, which it aims to achieve by December 31, 2025. The share of women among the Managing Directors is currently 20 percent following the appointment of Daniela Hommel.

The share of women on the Administrative Board is 20 percent. With regard to the Administrative Board of CompuGroup Medical Management SE, the Administrative Board has set itself the voluntary goal to include at least one woman. This target is currently met.

In accordance with section 76 (4) German Stock Corporation Act (AktG), the Management Board of the company's predecessor last discussed the targets for the share of women working in positions at the management levels below the Management Board in August 2018 and, taking into account the specific situation of the company, determined the following: The target for the share of women was set at 30 percent. The deadline for achieving the target was set at July 31, 2023. As at the reporting date, the share of women at the two management levels below the top management level of the general partner was 29 percent, which means we missed our target by one percentage point. The increase in the proportion of women at management level is also a result of the measures that have been introduced and implemented throughout the group in recent years. These include establishing an internal women's

network under the auspices of a Managing Director, a dedicated mentoring program for women, talent conferences to identify female talent as well as incorporating these targets into the STI-relevant target agreements of the Managing Directors. Despite this, the slight shortfall in the target figure is due in particular to the challenge of recruiting female managers for the technological areas of the company, as these areas continue to be dominated by male staff.

Based on an analysis of data up to now, the Managing Directors have set a target figure of 31 percent for the share of women at both management levels L1&L2 below the Managing Directors within CompuGroup Medical SE & Co. KGaA, which (based on the current employee structure) equates to at least 16 women among 52 managerial staff. The deadline for meeting these targets was put at December 31, 2027. Group HR, led by the CEO, is in charge of corporate responsibility and sustainability reporting throughout the Group. A Corporate Responsibility Committee consisting of representatives from HR, IR, Group Legal, Procurement, Operational Excellence, Finance and Communication has been formed to this end to centrally decide on, steer and implement concepts and measures.

## **9. Diversity at CompuGroup Medical SE & Co. KGaA**

Owing to the company's international and interdisciplinary focus on diverse stakeholders in the healthcare market in many different countries and cultures around the world, diversity comes naturally to CompuGroup Medical. This applies with regard to an adequate representation of both genders as well as the greatest possible diversity, especially with regard to cultures, religions and ethnic backgrounds. Drawing on the diverse professional backgrounds and experience of its employees and members of corporate bodies is important to the company.

The Supervisory Board of CompuGroup Medical resolved concrete objectives for its composition, a competence profile and a diversity concept that is suitable for the company, which was last updated on December 12, 2022 (see item 10 below).

With regard to the appointment of the Managing Directors, the Administrative Board takes into account not only professional matters but also the objective of a heterogeneous composition of this corporate body in order to be able to do justice to the target markets and business activities of the company and the CompuGroup Medical Group. The Administrative Board of CompuGroup Medical Management SE has set itself a voluntary target of 30 percent for the share of women among the Managing Directors of CompuGroup Medical Management SE, which it aims to achieve by December 31, 2025. In order to avoid formal restrictions with regard to the appointment of Managing Directors, the Administrative Board of the general partner has not established a formal diversity concept based on section 289f (2) no. 6 German Commercial Code (HGB) so far.

## **10. Competence profile and diversity concept of the Supervisory Board**

### **a. Objectives for the composition of the Supervisory Board**

The Supervisory Board of CompuGroup Medical SE & Co. KGaA must be composed in such a way that its members as a whole have the knowledge, skills and professional experience required to properly perform their duties. The proposal to the Annual General Meeting of candidates for the election to the Supervisory Board must be based on their professional knowledge and experience, integrity, willingness to perform, independence and personality, which allow them to successfully perform the tasks of a member of the Supervisory Board in a software company with international operations. Moreover, the following aspects should also be taken into account:

- Personality and integrity: The members of the Supervisory Board must be reliable and possess the knowledge and experience needed to perform the duties of a Supervisory Board member conscientiously and on their own responsibility.
- Independence: As regards the shareholder representatives, at least four members shall be independent of CompuGroup Medical SE & Co. KGaA, the general partner, its corporate bodies and a controlling shareholder within the meaning of recommendations C.6 to C.9 of the German Corporate Governance Code.
- Conflicts of interest: The Supervisory Board shall not include any persons who hold a position on a corporate body or a consulting function at a major competitor of the company, or who have a personal relationship with a major competitor. In addition, the Supervisory Board shall not include more than two former members of the Managing Directors of the general partner or of the Management Board of the legal predecessor of the company.
- Available time: Each member of the Supervisory Board ensures that they can devote the time required to properly exercise the Supervisory Board mandate. When accepting further mandates, the statutory restrictions on mandates and the recommendations of the German Corporate Governance Code (GCGC) must be complied with.

### **b. Competence profile for the overall body**

The Supervisory Board as a whole must have the necessary expertise and competences required to perform its duties effectively and to be able to assess the business and activities conducted by the company. This can only be achieved if the members of the Supervisory Board as a whole are familiar with the sector in which the company operates. The Supervisory Board regards the following competences, experience, and knowledge as significant for the Supervisory Board as a whole:

- Experience in leading companies, organizations, associations and networks
- Adequate knowledge of the capital market
- Adequate knowledge of finance, accounting, controlling and bookkeeping
- At least one member of the Supervisory Board must have expertise in the fields of information technology and digitization
- At least one member of the Supervisory Board must have expertise in the field of healthcare
- At least one member of the Supervisory Board must have expertise in the fields of legal and compliance
- at least one member of the Supervisory Board must have expertise in the field of accounting within the meaning of section 100 (5) German Stock Corporation Act (AktG)
- at least one member of the Supervisory Board must have expertise in the field of auditing within the meaning of section 100 (5) German Stock Corporation Act (AktG)

- at least one other member of the Supervisory Board must have expertise in the field of ESG (Environment, Social, Governance)
- The status of implementation is presented in a qualification matrix in the **appendix**

In its composition, the Supervisory Board also strives for diversity with regard to age, ethnic origin, internationality, different educational and professional backgrounds, as well as an adequate participation of both genders. In accordance with the requirements of section 96 (2) German Stock Corporation Act (AktG), the Supervisory Board must be composed of at least 30 percent women and at least 30 percent men. In accordance with section 96 (2) sentence 3 German Stock Corporation Act (AktG), prior to the most recent election for the Supervisory Board, the shareholder representatives resolved that this share must be achieved separately.

In addition, each member of the Supervisory Board shall meet the general personal requirements set out in item 10 a) above.

### **c. Diversity concept for the Supervisory Board**

The Supervisory Board of CompuGroup Medical SE & Co. KGaA is of the firm opinion that a heterogeneous composition of the corporate body contributes to the Supervisory Board working effectively and is therefore in the best interest of the company. This means that, when defining concrete objectives for the composition of the Supervisory Board and the competence profile for the overall body, the Supervisory Board took diversity aspects into account. Age, gender, ethnic origin, educational and professional background and international expertise/internationality in particular are the factors governing the goals of the Supervisory Board with respect to its composition:

- The Supervisory Board generally strives for a mixed age structure. At least 30 percent of the members of the Supervisory Board should be below 60 years of age.
- In accordance with the requirements of section 96 (2) German Stock Corporation Act (AktG), the Supervisory Board must be composed of at least 30 percent women and at least 30 percent men.
- The composition of the Supervisory Board should be such that the members complement each other in terms of their professional profiles and professional and personal experience in order for the Supervisory Board to cover a broad spectrum of experience and knowledge.
- At least 30 percent of the members of the Supervisory Board have international experience based on either where they are from or their professional background.

The Supervisory Board will take these aspects into account when making its proposals to the Annual General Meeting for future elections or re-elections of shareholder representatives to the Supervisory Board.

Supervisory Board member Dr. Michael Fuchs passed away at the age of 73 on December 25, 2022. At the request of the general partner, the Local Court of Koblenz appointed Mr. Reinhard Lyhs as a member of the Supervisory Board with effect from March 1, 2023 until an election is held by the Annual General Meeting of the company. It is envisaged that a resolution on a successor to Dr. Michael Fuchs will be passed at the Annual General Meeting of CompuGroup Medical on May 17, 2023 for the term of office until the end of the Annual General Meeting that resolves on the formal approval of the activities of the members of the Supervisory Board for the 2024 financial year.

## **11. Limited shareholders and the Annual General Meeting of CompuGroup Medical SE & Co. KGaA**

CompuGroup Medical has only issued registered ordinary shares. Shareholders who are listed in the company's share register at a specific cut-off date have the right to attend the company's Annual General Meeting in compliance with the conditions set out by the relevant legal provisions and the Articles of Association in order to exercise their shareholder rights. In accordance with the Articles of Association, the Chairman of the Supervisory Board of CompuGroup Medical generally presides over the Annual General Meeting. He also determines the order of deliberations and voting, as well as the form of voting. The Chairman of the Supervisory Board may also impose reasonable restrictions on the right to ask questions and speak. The revision of the German Stock Corporation Act (AktG) permits the company to hold Annual General Meetings in purely digital form in the future. Regardless of the form of the Annual General Meeting, the legal rights of shareholders must be ensured in their entirety.

The powers of the Annual General Meeting of the company are generally in line with the common powers of annual general meetings of stock corporations or a European stock corporation, insofar as the corresponding powers are regulated by stock corporation laws. Instead of the actions of management board members being formally approved, the annual general meeting of a KGaA formally approves the actions taken by the general partner (section 285 (1) no. 2 German Stock Corporation Act (AktG)). In addition to the powers resulting from the German Stock Corporation Act (AktG), for a KGaA, the powers resulting from partnership law are also relevant. The Articles of Association of CompuGroup Medical provide that, in deviation from legal provisions, the Annual General Meeting has no right of objection in the case of extraordinary management measures taken by the general partner. The Articles of Association stipulate instead that certain extraordinary management measures have to be approved by the Joint Committee. In addition, the German Stock Corporation Act (AktG) grants powers to the annual general meeting of a KGaA on the basis of special legislative provisions. This includes the adoption of the annual financial statements (section 286 (1) sentence 1 German Stock Corporation Act (AktG)), while in CompuGroup Medical's previous legal form, this had been the responsibility of the Supervisory Board. The resolution of the Annual General Meeting on the adoption of the annual financial statements requires the approval of the general partner (section 286 (1) sentence 2 German Stock Corporation Act (AktG)).

The exercise of voting rights by the limited shareholders of CompuGroup Medical is likewise governed by the provisions of stock corporation law (section 278 (3) German Stock Corporation Act (AktG)). If the general partner holds shares in the KGaA that entitle the general partner to vote at the Annual General Meeting, this voting right is subject to certain restrictions (section 285 (1) German Stock Corporation Act (AktG)). In this regard, the general partner (which certainly includes, according to prevailing opinion, the shareholders controlling it and its management) is prohibited from casting a vote on the election and dismissal of members of the Supervisory Board, granting the formal approval to the actions taken by the general partner and the members of the Supervisory Board, the appointment of special auditors, the assertion of claims for damages and the waiver of claims for damages, and the election of the auditor of the annual financial statements. These voting restrictions take account of a possible conflict of interest on the part of the general partner.

With respect to convening the Annual General Meeting, the provisions applicable to a stock corporation (sections 278 (3), 283 no. 6 German Stock Corporation Act (AktG)) also apply without restriction to a partnership limited by shares (KGaA). However, in contrast to the SE, the maximum period permitted under the German Stock Corporation Act (AktG) for holding the Annual General Meeting of a KGaA is eight months (sections 278 (3), 175 (1) sentence 2 German Stock Corporation Act (AktG)).

In the Annual General Meeting of a KGaA, the required majority is generally based on the same provisions that are applicable to a stock corporation (section 278 (3) German Stock Corporation Act (AktG)). According to section 179 (2) sentence 2 German Stock Corporation Act (AktG) in conjunction with article 26 (3) of the Articles of Association, resolutions of the Annual General Meeting amending the Articles of Association are adopted by a simple majority of the votes cast and by a simple majority of the share capital represented when the resolution is adopted, unless mandatory statutory provisions require a larger majority. Moreover, article 10(8) sentence 2 of the Articles of Association of CompuGroup Medical provides that, in specific cases stated therein, the resolution on the change of legal form of CompuGroup Medical into an SE only requires a simple majority of the votes cast.

Certain resolutions of the Annual General Meeting of a KGaA also require the approval of the general partner (section 285 (2) sentence 1 German Stock Corporation Act (AktG)). In a limited partnership, this requirement of approval applies to all matters for which the consent of both the general partner and the limited shareholders is

required (section 285 (2) sentence 1 German Stock Corporation Act (AktG)). The requirement of approval pertains to, for example, resolutions in connection with capital measures, intercompany agreements, transformation measures (such as mergers or changes of legal form) and the dissolution of the company.

## **12. Accounting and audits of financial statements**

CompuGroup Medical prepares its consolidated financial statements and its interim consolidated financial statements in accordance with International Financial Reporting Standards (IFRS) as adopted by the European Union. After they are prepared by the general partner, the financial statements are audited by the auditor appointed by the Annual General Meeting. Based on the audit reports and the documentation of the consolidated financial statements, the Supervisory Board approves the consolidated financial statements, if necessary after a preliminary review by its Audit Committee. As per the legal regulations, the Annual General Meeting of CompuGroup Medical is competent to resolve the adoption of the annual financial statements. This resolution requires the consent of CompuGroup Medical Management SE as general partner. Interim reports and half-year reports are discussed by the general partner and the Audit Committee prior to their publication.

## **13. Control and management system and basic principles of the compliance system**

The internal control system of CompuGroup Medical and the CompuGroup Medical Group is based on group-wide regulations and core business processes, in which standardized procedures are defined and guidelines for group-wide risk management are provided. All of the individual business units permanently monitor and assess risks and communicate both the risks and the corresponding countermeasures initiated to the central risk management department of CompuGroup Medical, which is located at corporate headquarters. Risk reporting is an integral part of the regular reporting and controlling processes. In addition, the Audit Committee of the Supervisory Board is regularly provided with consolidated risk reports. Details on risk management are presented in the Combined Management Report under the risk report section. In addition, the report on the accounting-related internal control and risk management system required by the German Accounting Law Modernization Act (BilMoG) is included in the Combined Management Report.

Compliance with the regulations and process flows defined for the CompuGroup Medical group is reviewed at regular intervals by the Internal Audit department. These reviews focus on key aspects of the audit as coordinated with the Audit Committee.

Responsible handling of entrepreneurial risks is one of the principles of good corporate governance. The management of CompuGroup Medical has group-wide and company-specific reporting and control systems at their disposal, which ensure that these risks are recorded, evaluated, and managed. The systems are continuously refined and adapted to the changing framework conditions and reviewed and evaluated by the auditor of the annual financial statements (section 317 (4) German Commercial Code (HGB)). In 2019, the existing system was replaced by a more efficient application of Monte Carlo simulation. This application enables Risk Management to prospectively conduct additional analyses or evaluate additional risk indicators. Furthermore, against the background of the new version of IDW PS 340, which is to be applied from 2021, procedural changes were made in order to be able to map the requirements at an early stage.

The Managing Directors regularly inform the Supervisory Board about existing risks and their development. The Audit Committee is primarily concerned with monitoring the accounting process, including reporting, the effectiveness of the internal control system, risk management, compliance, and annual audit.

Ethics and compliance are matters of central importance for both for group management and every single employee at CompuGroup Medical. In addition to complying with legal requirements and rules, we are also responsible for adhering to ethical principles – irrespective of whether these are required by law.

This year's revised Code of Ethics is an explicit commitment to our social responsibility and outlines the specific requirements for business practice and personal conduct. It applies to all our employees as well as to all our business partners and any other third parties working on our behalf.

Compliance with the company's principles described in CompuGroup Medical's Code of Ethics by employees and management is ensured in particular through mandatory training courses, in particular when employees begin working at the company, as well as through the fact that it occupies a central place in our Intranet.

The Code of Ethics has been signed by the management (Managing Directors) of CompuGroup Medical and is published on the CompuGroup Medical website. The Code of Ethics is the subject of regular review. Changes require approval by the Managing Directors.

CompuGroup Medical is committed to the principles of a free market and fair competition, which is why we also take a zero-tolerance approach to antitrust behavior and why we always aim to act responsibly, fairly and in accordance with national and international antitrust regulations, guidelines, and laws. Our policy on antitrust, which

was revised this year, stipulates that we expect our employees, as well as our business partners and all other market participants to show impeccable conduct in compliance with all antitrust laws and regulations.

CompuGroup Medical is also opposed to corruption and bribery of any kind and support efforts to combat such practices in all their forms. This means that our employees are strictly forbidden from offering, promising or granting benefits of any kind to induce action favorable to CompuGroup Medical (active corruption). By the same token, we do not accept any offers, promises or other benefits if this could give the impression that such acts influence our business decisions (passive corruption). This principle was reinforced this year with the introduction of a new company-wide anti-corruption policy.

Checks are carried out through both internal and external audits. A group-wide Legal Affairs and Compliance unit has been established, reporting to the CEO, to reinforce CompuGroup Medical's clear position both in-house and to the wider world. CompuGroup Medical also works tirelessly to improve its group-wide compliance management system.

CompuGroup Medical strives for compliance with the company's principles described in the Code of Ethics concerning relationships with external business partners in the contractual agreements, partnerships and collaborations entered into. This is something we achieve this by carefully reviewing the agreements, partnerships and collaborations entered into before any contracts are signed, and by carefully selecting external business partners.

At CompuGroup Medical, an independent electronic whistleblower system is in place which provides our employees, business partners, customers and other third parties with the opportunity to report suspicious incidents relating to unethical, illegal, fraudulent or undesirable conduct in activities of the CompuGroup Medical group. The CGM Ethics Line launched at the end of 2021 is a digital solution enabling users to follow up on indications of corresponding violations in an appropriate and prompt way without the whistleblower having to fear negative consequences, as the system ensures confidentiality and anonymity if so desired. Valid notifications are reported directly to the Managing Directors and the Supervisory Board.

In the reporting year, no reportable incidents were known or reported by individuals within or outside of the company. The effectiveness and design of the whistleblower system are continuously reviewed and adapted to the new legal requirements.

CompuGroup Medical considers respect for human rights to be an integral part of its responsibility as a company with worldwide operations. This is why we are committed not only to strictly adhering to all applicable statutory provisions but also to the staunch defense of human rights in our sphere of influence.

To underscore this issue, CompuGroup Medical has made a clear commitment to social responsibility in its Code of Ethics. Not only is compliance with these standards required of all employees of the Group but also of all suppliers, business partners, consultants, and third parties working on behalf of CompuGroup Medical.

## **14. Transparency**

CompuGroup Medical attaches particular importance to information being disclosed in a uniform, comprehensive, and timely manner. The business situation and results of CompuGroup Medical are reported on in the annual report, the quarterly disclosures, the half-year reports, at the annual Investor and Analyst Conference and in regular conference calls. In addition, information is provided in the form of press releases and ad hoc disclosures, as well as other mandatory publications to the extent required by law. All reports and announcements can be viewed online at [www.cgm.com/ir](http://www.cgm.com/ir) in the Investor Relations section. CompuGroup Medical has issued a group-wide insider trading policy and uses an electronic tool to maintain lists of its senior managers and insider projects. The relevant individuals have been or are informed of their legal obligations and sanctions. Moreover, CompuGroup Medical has identified further individuals (beyond the listed group of individuals directly affected in accordance with statutory provisions) who are subject to a ban on trading with shares and derivatives of CompuGroup Medical in a defined period of 30 days prior to the publication of financial figures.

## 15. Shareholdings of the members of corporate bodies of the general partner and the members of the company's Supervisory Board

The following shareholdings currently exist on the basis of the information available to the company:

### Supervisory Board of CompuGroup Medical SE & Co. KGaA:

Prof. Dr. Martin Köhrmann:	8,000 shares (approx. 0.01 %)
Matthias Störmer:	1,300 shares (approx. 0.00 %)
Reinhard Lyhs:	200 shares (approx. 0.00 %)
Adelheid Hegemann:	34 shares (approx. 0.00 %)
Stefan Weinmann	25 shares (approx. 0.00 %)

### Administrative Board of CompuGroup Medical Management SE:

Frank Gotthardt	17,931,565 shares (approx. 33.37 %)
Prof. Dr. Daniel Gotthardt:	3,580,411 shares (approx. 6.66 %)
Dr. Klaus Esser:	140,000 shares (approx. 0.26 %)
Michael Rauch	11,000 shares (approx. 0.01 %)
Stefanie Peters:	800 shares (approx. 0.00 %)

### Managing Directors of CompuGroup Medical Management SE

Michael Rauch	11,000 shares (approx. 0.01 %)
Hannes Reichl	4,000 shares (approx. 0.00 %)
Dr. Eckart Pech	2,000 shares (approx. 0.00 %)
Emanuele Mugnani	700 shares (0.00 %)
Dr. Ulrich Thomé	296 shares (0.00 %)

**Appendix: Qualification matrix for the members of the Supervisory Board and its committees (as at December 31, 2023)**

	Kategorie	Philipp von Ilberg	Ayfer Basal	Frank Betz	Dr. Ulrike Handel	Adelheid Hegemann	Lars Johnke	Prof. Dr. Martin Köhrmann	Reinhard Lyhs	Julia Mole	Matthias Störmer	Dr. Bettina Volkens	Stefan Weinmann
Funktion	Aufsichtsrat	Vorsitz	Mitglied	Mitglied	Mitglied	Mitglied	Mitglied	Mitglied	Mitglied	Mitglied	Mitglied	Mitglied	stellv. Vorsitz
	Prüfungsausschuss	Mitglied	stellv. Vorsitz				Mitglied				Vorsitz		
	Gemeinsamer Ausschuss	Mitglied		Mitglied	Mitglied								
Persönliche Eignung	Mitglied seit	2020	2021	2021	2020	2021	2021	2020	2023	2021	2020	2020	2021
	Unabhängigkeit gem. DCGK	✓			✓			✓	✓		✓	✓	
	Mandate in vergleichbaren Gremien											3	
	Sonstige Mandate	1								1			
Diversität	Geschlecht	männlich	weiblich	männlich	weiblich	weiblich	männlich	männlich	männlich	weiblich	männlich	weiblich	männlich
	Geburtsjahr	1963	1976	1967	1971	1964	1989	1974	1950	1988	1965	1963	1978
	Staatsangehörigkeit	deutsch	deutsch	deutsch	deutsch	deutsch	deutsch	deutsch	deutsch	deutsch	deutsch	deutsch	deutsch
	Internationale Erfahrung	✓	✓	✓	✓			✓	✓		✓		
	Ausbildung	Volljurist	PKA, Kosmetikerin, med. Fußpflegerin	Diplom-Informatiker	Wirtschaftswissenschaften und Medienmanagement	Dipl. Ing. für Lebensmitteltechnologie	Betriebswirt	Mediziner	Industriekaufmann	Industriekauffrau	Diplom-Kaufmann	Volljuristin	Bankkaufmann
	Berufliche Tätigkeit	Rechtsanwalt/Geschäftsführer	Software Qualitätssicherung	Marketing Professional	Aufsichtsrätin und Senior Advisor	Senior Service Manager; Prokuristin	Gewerkschaftssekretär	Arzt/Universitätsprofessor	Unternehmensberater	Gewerkschaftssekretärin	Unternehmensberater	Aufsichtsrätin/Start-Up-Gründerin	Sales Professional
Fachliche Eignung	Kapitalmarktkenntnisse	✓			✓		✓		✓		✓	✓	
	Human Resources				✓	✓	✓	✓	✓	✓	✓	✓	
	Informationstechnologie/Digitalisierung	✓	✓	✓	✓	✓	✓	✓		✓	✓	✓	✓
	Gesundheitswesen		✓	✓		✓		✓			✓	✓	✓
	Recht & Compliance	✓				✓			✓		✓	✓	✓
	Rechnungslegung	✓	✓				✓		✓		✓		✓
	Abschlussprüfung (IKS, Risikokontrollsysteme sowie Nachhaltigkeitsberichterstattung)	✓	✓			✓	✓		✓		✓		
	Nachhaltigkeit/Corporate (Social) Responsibility	✓		✓			✓	✓		✓	✓	✓	
Unternehmensführung/Governance	✓			✓	✓		✓	✓		✓	✓		