

**DECLARATION BY THE GENERAL PARTNER AND BY THE SUPERVISORY BOARD OF
COMPUGROUP MEDICAL SE & CO. KGAA
ON THE RECOMMENDATIONS OF THE
GOVERNMENT COMMISSION ON THE GERMAN CORPORATE GOVERNANCE CODE (REGIERUNGSKOM-
MISSION DEUTSCHER CORPORATE GOVERNANCE KODEX)
PURSUANT TO SECTION 161 GERMAN STOCK CORPORATION ACT (AKTG)**

I. Preamble

The Managing Directors of the General Partner and the Supervisory Board of CompuGroup Medical SE & Co. KGaA last issued a Declaration of Compliance pursuant to Section 161 (1) German Stock Corporation Act (AktG) on January 19, 2021.

The German Corporate Governance Code (the “Code”) is tailored to companies in the legal form of a stock corporation (AG) or a European stock corporation (SE) and does not take into account the specifics of a partnership limited by shares (Kommanditgesellschaft auf Aktien, KGaA). Many of the Code’s recommendations can therefore not be applied or can only be applied in a modified form to CompuGroup Medical SE & Co. KGaA. In this context, the following aspects in particular must be taken into account:

1. Management

Many recommendations in the Code are directed at the management board. However, in contrast to stock corporations like an AG or a SE with a two-tier structure, a partnership limited by shares (KGaA) does not have a management board. In a partnership limited by shares (KGaA), the general partner takes on the responsibilities of the management board. The sole General Partner of CompuGroup Medical SE & Co. KGaA is CompuGroup Medical Management SE, which manages the business of CompuGroup Medical SE & Co. KGaA and represents it. CompuGroup Medical Management SE has a one-tier structure. In accordance with this structure, the management of the SE is performed by a single board, the Administrative Board. The Administrative Board manages CompuGroup Medical Management SE, defines the fundamental strategy of its activities and supervises its implementation by the Managing Directors. The Managing Directors conduct the operating business of the SE and represent the SE in and out of court. Accordingly, the Managing Directors also manage the business of CompuGroup Medical SE & Co. KGaA.

2. Supervisory Board

Some of the recommendations in the Code concerning the supervisory board do not take into account the legal specifics of a partnership limited by shares (KGaA). In contrast to the supervisory board of an AG and a SE with a two-tier structure, the supervisory board of a partnership limited by shares (KGaA) has neither the responsibility for the appointment and removal of the members of the management board nor the authority to determine the remuneration for the members of the management board. Furthermore, the supervisory board of a partnership limited by shares (KGaA) does not have authority to determine approval requirements with regard to certain management measures.

3. Annual General Meeting

The annual general meeting of a partnership limited by shares (KGaA) basically has the same rights as the annual general meeting of an AG. In addition, it decides on the adoption of the annual financial statements of the company. 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 that the recommendations of the German Corporate Governance Code 2020 (“**DCGC 2020**”) published by the Federal Ministry of Justice in the official section of the Federal Gazette on March 20, 2020 have been and will continue to be complied with in the period since the last declaration of com-

pliance issued on January 19, 2021, taking into account the structural particularities of a partnership limited by shares (KGaA), with the exception of the recommendations stated below for the reasons and in the periods stated therein:

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 observe when appointing members to the management board. The management of a partnership limited by shares (KGaA), however, is by law the responsibility of the general partner. The supervisory board of a partnership limited by shares (KGaA) does not have any personnel authority and is therefore unable to influence the appointment of the board members of the general partner. The Supervisory Board does not appoint the Managing Directors or the members of the Administrative Board. Rather, the Managing Directors are appointed by the Administrative Board of the General Partner. The members of the Administrative Board are in turn appointed by the Annual General Meeting of the General Partner. As a result, recommendations B.1 to B.5 are not relevant for CompuGroup Medical SE & Co. KGaA. Only as a matter of precaution, we also declare a deviation from these recommendations.

b) Recommendation C.1, sentences 1 to 4

The Supervisory Board of CompuGroup Medical SE & Co. KGaA adopted specific targets for its composition and a competence profile on February 22, 2021. In doing so, the Supervisory Board also paid attention to diversity. The status of implementation will be published in the next corporate governance statement.

c) Recommendation C.2

Recommendation C.2 states that an age limit should be specified for members of the supervisory board and disclosed in the corporate governance statement. The Company does not believe setting a fixed age limit is a suitable criterion with regard to the appointment of members to its Supervisory Board. Instead, the Company takes the age of a suitable candidate into account on an individual basis in the selection process as one component in the overall assessment of the person's expertise, experience and performance ability.

d) Recommendation D.5

Recommendation D.5 states that the supervisory board should form a nomination committee, composed exclusively of shareholder representatives, which proposes suitable candidates to the supervisory board for its proposal of candidates to be appointed by the annual general meeting. All current shareholder representatives were appointed with effect as of June 18, 2020 when the change of legal form became effective by its registration in the commercial register. The term of their appointment ends with the Annual General Meeting that resolves on the discharge for the fiscal year 2024. The Supervisory Board therefore sees currently no need to form a nomination committee. With regard to future vacancies, the Supervisory Board considers the ad-hoc formation of a temporary nomination committee.

e) Recommendation E.3

Recommendation E.3 states that members of the management board should only assume sideline activities, especially supervisory board mandates outside the enterprise, with the approval of the supervisory board. CompuGroup Medical SE & Co. KGaA does not have a management board. Nevertheless, in the interest of the greatest possible compliance with the recommendations of the Code, it is stipulated that the Managing Directors may only assume sideline activities, especially supervisory board mandates outside the Group, with the consent of the Administrative Board of the General Partner.

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

Recommendations G.1 to G.13, G.15 and G.16 DCGC 2020 contain detailed requirements that the supervisory board shall take into account when determining the remuneration of the management board. However, the Supervisory Board of CompuGroup Medical SE & Co. KGaA does not have the authority to determine the remuneration of the Managing Directors of the General Partner, so that the recommendations

on the remuneration of the management board do not fit to CompuGroup Medical SE & Co. KGaA due to the corporate structure. The remuneration of the Managing Directors is rather determined by the Administrative Board of the General Partner. Only as a matter of precaution, we also declare a deviation from the aforementioned recommendations.

Notwithstanding this, for reasons of good corporate governance the Administrative Board of the General Partner adopted a remuneration system for the Managing Directors on March 2, 2021, which takes into account the relevant recommendations of the Code and was voluntarily submitted to the Annual General Meeting for approval. It was approved by the Annual General Meeting of the Company on May 19, 2021. The remuneration system applies to all new service contracts to be concluded with Managing Directors and to all contract extensions.

Koblenz, December 13, 2021

signed by Dr. Dirk Wössner (CEO)

signed by Michael Rauch (CFO)

On behalf of the Managing Directors of the General Partner

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

On behalf of the Supervisory Board of CompuGroup Medical SE & Co. KGaA