

**Non-Binding Convenience Translation**  
**– for information purposes only –**

The English version of the present information leaflet is a mere convenience translation for information purposes only. In case of discrepancies between the German and the English version, the German version shall prevail as the decisive version.

---

## **Shareholders' Meeting of CompuGroup Medical SE on May 13, 2020**

### **Holding of the annual shareholders' meeting as a virtual shareholders' meeting**

Due to the progressive spread of the coronavirus (SARS-CoV-2), the Management Board and the Supervisory Board of CompuGroup Medical SE have decided to hold this year's annual shareholders' meeting as a virtual meeting without the physical presence of shareholders and their proxies. In this respect, the Company makes use of the relevant provisions of the German Act on Measures in Corporate, Cooperative, Association, Foundation and Home Ownership Law to Combat the Effects of the COVID 19 Pandemic ("**COVID-19-Act**"), namely Section 1 (2) sentence 1, (8) sentence 2 of the COVID-19-Act.

A video and audio transmission of the entire shareholders' meeting will be made available via the password-protected CGM Investor Portal, which is accessible through the Company's website ([www.cgm.com/hv](http://www.cgm.com/hv)). Shareholders or their proxies may only participate in the shareholders' meeting by electronic means via the CGM Investor Portal and may only exercise their voting rights by means of electronic postal voting via the CGM Investor Portal or by granting power of attorney – including by granting of power of attorney to the proxies appointed by the Company.

Shareholders or shareholder representatives have the opportunity to ask questions via electronic communication. The details are explained below in connection with the information on shareholders' rights.

Shareholders or shareholder representatives who have exercised their voting rights have the opportunity to declare an objection against a resolution of the shareholders' meeting via electronic means for the notary's minutes. It is not necessary to appear in person at the shareholders' meeting in order to declare an objection.

The underlying regulations of the COVID-19-Act are as follows:

***Section 1 Stock corporations; partnerships limited by shares; European stock companies (SE); mutual insurance companies (excerpt)***

[...]

(2) <sup>1</sup>*The management board may decide that the meeting be held as a virtual shareholders' meeting without the physical presence of shareholders or their proxies, provided that*

- 1. the video and audio transmission of the entire meeting takes place,*
- 2. shareholders' voting rights can be exercised via electronic communication (postal voting or electronic participation) and proxy voting,*
- 3. the shareholders are given the opportunity to ask questions by means of electronic communication,*

**Non-Binding Convenience Translation**  
**– for information purposes only –**

---

4. *the shareholders who have exercised their voting rights in accordance with No. 2, in deviation from Section 245 No. 1 of the German Stock Corporation Act (AktG) and waiving the requirement to appear at the shareholders' meeting, are given the opportunity to object to a resolution of the shareholders' meeting. [...]*
- (6) <sup>1</sup>*The decisions of the management board under paragraphs 1 to 5 require the approval of the supervisory board. [...]*
- (8) [...]<sup>2</sup>*For a European stock company according to Council Regulation (EC) No 2157/2001 of October 8, 2001 on the Statute for a European company (SE) (OJ L 294, November 10, 2001, p. 1), as last amended by Regulation (EU) No 517/2013 (OJ L 158, June 10, 2013, p. 1), paragraphs 1 to 7 shall apply mutatis mutandis. [...]*

The invitation to the annual shareholders' meeting contains further details and information on the holding of the annual shareholders' meeting as a virtual shareholders' meeting and, among other things, on the participation of shareholders or shareholder representatives in the annual shareholders' meeting by electronic means, on the procedure for voting by electronic postal voting and on representation in the annual shareholders' meeting.

**Explanation of agenda item 1 pursuant to Section 124a sentence 1 no. 2 of the German Stock Corporation Act (AktG)**

With regard to agenda item 1 (presentation of the adopted annual financial statements of CompuGroup Medical SE for the year ending December 31, 2019 and the approved consolidated financial statements for the year ending December 31, 2019, the management report for CompuGroup Medical SE, the group management report, the explanatory report of the Management Board contained in the management reports on the information pursuant to Section 289a (1) and Section 315a (1) of the German Commercial Code (HGB), the proposal by the Management Board for the appropriation of the balance sheet profit and the report of the Supervisory Board for the 2019 financial year), no resolution will be passed, as the Supervisory Board has approved the annual financial statements and consolidated financial statements prepared by the Management Board. The annual financial statements are thus adopted in accordance with Section 172 sentence 1 of the German Stock Corporation Act (AktG).

No resolution was passed by the Management Board and the Supervisory Board pursuant to Section 172 sentence 1 of the German Stock Corporation Act (AktG), 2nd half-sentence, Section 173 (1) sentence 1 of the German Stock Corporation Act (AktG), 1<sup>st</sup> alternative, to leave the adoption of the annual financial statements to the shareholders' meeting. Since the Supervisory Board approved the annual financial statements and the consolidated financial statements, there is also no case under Section 173 (1) sentence 1 of the German Stock Corporation Act (AktG), 2<sup>nd</sup> alternative, Section 173 (1) sentence 2 of the German Stock Corporation Act (AktG) in which the shareholders' meeting would adopt the annual financial statements and decide on the approval of the consolidated financial statements. Pursuant to Section 175 (1) sentence 1 of the German Stock Corporation Act (AktG), the shareholders' meeting therefore accepts the adopted annual financial statements and the consolidated financial statements approved by the Supervisory Board, together with the management report and the group management report for the 2019 financial year.

**Non-Binding Convenience Translation**  
**– for information purposes only –**

---

**Information on the rights of the shareholders in accordance with Art. 56 sentence 2, 3 of the SE Regulation, Section 50 (2) of the German SE Implementation Act (SEAG), Section 122 (2) of the German Stock Corporation Act (AktG), Sections 126 (1), 127 of the German Stock Corporation Act (AktG) and Section 131 (1) of the German Stock Corporation Act (AktG) in conjunction with Section 1 (2) sentence 1 no. 3 of the COVID-19-Act**

The invitation to the annual shareholders' meeting already contains information on the rights of the shareholders in accordance with Art. 56 sentences 2, 3 of Council Regulation (EC) No. 2157/2001 of October 8, 2001 on the Statute for a European company (SE) ("**SE Regulation**"), Section 50 (2) of the German SE Implementation Act ("**SE Implementation Act**"), Section 122 (2) of the German Stock Corporation Act (AktG), Sections 126 (1), 127 of the German Stock Corporation Act (AktG) and Section 131 (1) of the German Stock Corporation Act (AktG) in conjunction with Section 1 (2) sentence 1 no. 3 of the COVID-19-Act; the following information serves to provide additional explanations of these provisions.

**1. Requests for additions to the agenda pursuant to Art. 56 sentence 2, 3 of the SE Regulation, Section 50 (2) of the German SE Implementation Act, Section 122 (2) of the German Stock Corporation Act (AktG)**

Shareholders whose shares together amount to one-twentieth of the share capital or to the notional amount of EUR 500,000.00 (corresponding to 500,000 shares) may request that items be placed on the agenda and be published.

Each new item must be accompanied by a statement of grounds or a draft resolution. The request must be addressed in writing to the Management Board of CompuGroup Medical SE and must be received by the Company at least 30 days before the shareholders' meeting, i.e. by no later than Sunday, April 12, 2020 (12:00 midnight) at the address stated in the invitation (CompuGroup Medical SE, Management Board, Maria Trost 21, 56070 Koblenz, Germany).

Insofar as a request for an addition to the agenda fulfils all legal requirements, the Company will publish it in the German Federal Gazette (*Bundesanzeiger*) without delay after the request has been received by the Company and forward it for publication to such media that can be expected to disseminate the information throughout the entire European Union. The Company will also make the request available on the Company's website and notify the amended agenda pursuant to Section 125 (1) sentence 3 of the German Stock Corporation Act (AktG).

The underlying provisions of the SE Regulation, the German SE Implementation Act and the German Stock Corporation Act (AktG) are as follows:

***Art. 56 SE Regulation [Additions to the agenda]***

*<sup>1</sup>The addition to the agenda of a shareholders' meeting of one or more items may be requested by one or more shareholders, provided that his or her holding amounts to at least 10% of the*

**Non-Binding Convenience Translation**  
**– for information purposes only –**

---

*subscribed capital. <sup>2</sup>The procedures and time limits for such requests shall be determined in accordance with the national law of the Member State in which the SE's registered office is situated or, in the absence thereof, with the SE's statutes. <sup>3</sup>The statutes or law of the Member State in which the SE's registered office is situated may, under the same conditions as those applicable to stock companies, provide for a lower percentage.*

**Section 50 of the German SE Implementation Act Convening of and additions to the agenda at the request of a minority (excerpt)**

[...]

(2) *One or more shareholders may request that one or more items be added to the agenda for a shareholders' meeting, provided that his or her share reaches 5 percent of the share capital or the notional amount of EUR 500,000.*

**Section 124 of the German Stock Corporation Act Publication of requests for additions; proposals for resolutions (excerpt)**

(1) *<sup>1</sup>If the minority has requested that items be placed on the agenda in accordance with Section 122 (2), these must be announced either when the meeting is convened or, failing that, immediately after receipt of the request. <sup>2</sup> Section 121 (4) shall apply mutatis mutandis; in addition, Section 121 (4a) shall apply mutatis mutandis to listed companies. <sup>3</sup>Publication and forwarding must be carried out in the same manner as for the convening of the meeting.*

[...]

**2. Countermotions and election proposals in accordance with Sections 126 (1), 127 of the German Stock Corporation Act (AktG)**

The shareholders may submit countermotions to proposals of the Management Board and/or the Supervisory Board on specific items of the agenda and may make proposals for the election of Supervisory Board members or auditors.

The Company may refrain from publishing a countermotion and any statement of grounds under the conditions set out in Section 126 (2) of the German Stock Corporation Act (AktG). The reasons for exclusion pursuant to Section 126 (2) of the German Stock Corporation Act (AktG) apply *mutatis mutandis* to election proposals (Section 127 sentence 1 of the German Stock Corporation Act (AktG)). Furthermore, the Management Board does not need to make election proposals by shareholders accessible if they do not contain the name, profession and place of residence of the person nominated and, in the case of proposals for the election of Supervisory Board members additional information on their membership in other statutory supervisory boards (Section 127 sentence 3 of the German Stock Corporation Act (AktG)).

Statement of grounds of countermotions and election proposals do not need to be made accessible if they exceed 5,000 characters in total. If several shareholders make countermotions on the same

**Non-Binding Convenience Translation**  
**– for information purposes only –**

---

subject matter of the resolution or make the same election proposals, the Management Board may combine the countermotions and election proposals as well as their respective statement of grounds.

The underlying provisions of the German Stock Corporation Act (AktG) are as follows:

**Section 126 of the German Stock Corporation Act (AktG) Motions by shareholders**

(1) <sup>1</sup>Motions by shareholders, including the name of the shareholder, the statement of grounds and any comments by the management, must be made available to the entitled persons named in Section 125 (1) to (3) under the conditions specified therein if the shareholder has sent a countermotion against a proposal of the management board and supervisory board on a specific item on the agenda, together with the statement of grounds, to the address specified for this purpose in the invitation of the shareholders' meeting at least 14 days before the meeting of the company. <sup>2</sup>The day of receipt is not counted. <sup>3</sup>In case of listed companies, access must be provided via the company's website. <sup>4</sup>Section 125 paragraph 3 applies accordingly.

(2) <sup>1</sup>A countermotion and its statement of grounds need not be made accessible,

1. to the extent that the management board would render itself liable to prosecution by making it available,
2. if the countermotion would lead to a resolution of the shareholders' meeting that is illegal or contrary to the articles of association,
3. if the statement of reasons is manifestly false or misleading in material respects or if it contains insults,
4. if a countermotion of the shareholder based on the same facts has already been made available to a shareholders' meeting of the company pursuant to Section 125,
5. if the same countermotion of the shareholder with substantially the same grounds has already been made available to at least two shareholders' meetings of the company pursuant to Section 125 within the past five years and less than one-twentieth of the share capital represented at the shareholders' meeting voted in favor of it,
6. if the shareholder indicates that he/she will not participate in the shareholders' meeting and will not be represented at it, or
7. if within the last two years at two shareholders' meetings the shareholder has failed to propose or cause to be proposed a countermotion communicated by him.

<sup>2</sup>The statement of grounds need not be made accessible if it is longer than 5,000 characters.

(3) If several shareholders submit countermotions on the same subject matter of the resolution, the management board may combine the countermotions and their statements of grounds.

**Section 127 of the German Stock Corporation Act (AktG) Election proposals by shareholders**

<sup>1</sup>Section 126 shall apply mutatis mutandis to a shareholder's proposal for the election of supervisory board members or auditors. <sup>2</sup>The nomination does not need to be substantiated.

<sup>3</sup>The management board does not need to make the election proposal available even if the proposal does not contain the information specified in Section 124 (3) sentence 4 and

**Non-Binding Convenience Translation**  
**– for information purposes only –**

---

*Section 125 (1) sentence 5. <sup>4</sup>The management board must provide the following information on a shareholder's proposal for the election of supervisory board members of listed companies to which the German Co-Determination Act, the German Coal and Steel Co-Determination Act or the German Co-Determination Supplementary Act applies:*

- 1. Reference to the requirements of Section 96 (2),*
- 2. information as to whether the overall fulfillment pursuant to Section 96 subsection (2), third sentence, has been objected to and*
- 3. information on how many of the seats on the supervisory board must at least be occupied by men and women in order to comply with the minimum share requirement pursuant to Section 96 (2) sentence 1.*

***Section 124 of the German Stock Corporation Act (AktG) Publication of requests for additions; resolution proposals (excerpt)***

*[...]*

- (3) [...] <sup>4</sup>The proposal for the election of supervisory board members or auditors must state their name, profession and place of residence. [...]*

***Section 125 of the German Stock Corporation Act (AktG) Information for shareholders and members of the supervisory board (excerpt)***

- (1) [...] <sup>5</sup>In the case of listed companies, an election proposal for supervisory board members shall be accompanied by information on their membership in other statutory supervisory boards; information on their membership in comparable domestic and foreign supervisory bodies of commercial enterprises shall be enclosed. [...]*

Attention is drawn to the following:

In view of the purely virtual nature of the annual shareholders' meeting and the exercise of voting rights provided for in this respect by means of electronic postal voting or by issuing a proxy, shareholders or shareholder representatives have no right to submit motions at the annual shareholders' meeting. Shareholders or shareholder representatives may therefore not submit countermotions during the annual shareholders' meeting to proposals of the Management Board and/or Supervisory Board on specific items on the agenda and may not submit proposals for the election of Supervisory Board members or auditors. However, countermotions and election proposals will be considered as having been made within the framework of the virtual shareholders' meeting if the shareholder or shareholder representative making the countermotion or election proposal has duly registered for the annual shareholders' meeting and if the countermotion or election proposal have been received no later than by Monday, May 11, 2020 (12:00 midnight) at the address of the Company specified for this purpose in the invitation to the annual shareholders' meeting. Countermotions and election proposals sent to any other address or countermotions and election proposals received after the aforementioned deadline will not be considered.

**Non-Binding Convenience Translation**  
**– for information purposes only –**

---

**3. Information right; possibility to ask questions by electronic communication**

The shareholders' right to information (Section 131 (1) of the German Stock Corporation Act (AktG)) is considerably restricted in the case of a virtual shareholders' meeting in accordance with Section 1 (2) of the COVID-19-Act. The shareholders or shareholder representatives only have the possibility to ask questions via electronic communication (Section 1 (2) sentence 1 no. 3 of the COVID-19-Act). The Management Board may also determine, with the consent of the Supervisory Board, that questions must be submitted no later than the second day before the annual shareholders' meeting.

The Management Board and the Supervisory Board have decided that questions must be submitted to the Company by electronic communication at the latest two days before the annual shareholders' meeting, i.e. no later than by Monday, May 11, 2020 (12:00 midnight) (Section 1 (2) sentence 2, second half-sentence, (8) sentence 2 of the COVID-19-Act). In deviation from Section 131 of the German Stock Corporation Act (AktG), the Management Board decides which questions to answer at its dutiful, free discretion (Section 1 (2) sentence 2, 1st half-sentence, (8) sentence 2 of the COVID-19-Act). According to the explanatory notes of the COVID-19-Act to Section 1 (2) sentence 2 of the COVID-19-Act, the management does not have to answer all questions under any circumstances; it can summarize questions and select meaningful questions in the interest of the other shareholders. It may give preference to shareholder associations and institutional investors with significant voting shares.

Questions must be submitted in German. Only those shareholders or shareholder representatives who have registered with the Company for the annual shareholders' meeting in due time and in the proper manner may ask questions.

The underlying provisions of the COVID-19-Act are as follows:

***Section 1 Stock corporations; partnerships limited by shares; European stock companies (SE); mutual insurance companies (excerpt)***

*[...]*

*(2) <sup>1</sup> The management board may decide that the meeting be held as a virtual general meeting without the physical presence of shareholders or their representatives, provided that [...]*

*3. the shareholders are given the opportunity to ask questions by means of electronic communication, [...].*

*<sup>2</sup>The management board, after due and proper discretion, shall decide which questions to answer and how to answer them; it may also stipulate that questions must be submitted by electronic means at least two days before the meeting. [...]*

*(6) <sup>1</sup>The decisions of the management board under paragraphs 1 to 5 require the approval of the supervisory board. [...]*

*(8) [...] For a European stock company according to Council Regulation (EC) No 2157/2001 of October 8, 2001 on the Statute for a European company (SE) (OJ L 294, November 10, 2001,*

**Non-Binding Convenience Translation**  
**– for information purposes only –**

---

*p. 1), as last amended by Regulation (EU) No 517/2013 (OJ L 158, June 10, 2013, p. 1), paragraphs 1 to 7 shall apply mutatis mutandis [...]. [...]*

Questions submitted will be answered at the annual shareholders' meeting. Frequently Asked Questions (FAQ) can also be answered in advance on the Company's website at [www.cgm.com/hv](http://www.cgm.com/hv). Answers will then no longer be provided at the annual shareholders' meeting.

**4. Additional information pursuant to Section 49 (1) sentence 1 no. 1 of the German Securities Trading Act (WpHG)**

At the time of convening the shareholders' meeting, the Company's share capital amounts to EUR 53,219,350.00 and is divided into 53,219,350 no-par value shares. The number of shares granting voting rights therefore amounts to 53,219,350 at the time the shareholders' meeting is convened. At the time the shareholders' meeting is convened, the Company holds 4,806,709 treasury shares, from which the Company has no rights.

\* \* \* \*