

COMPUGROUP MEDICAL SE & CO. KGAA



CGM

INVITATION ANNUAL GENERAL MEETING 2021

Convenience Translation

**Invitation convening
the Annual General Meeting
of CompuGroup Medical SE & Co. KGaA
on May 19, 2021
in the form of a virtual general meeting
without the physical presence of the shareholders**



ISIN: DE000A288904

WKN: A28890

CompuGroup Medical SE & Co. KGaA

Koblenz

Dear Shareholders,

We hereby invite you to the

Annual General Meeting of CompuGroup Medical SE & Co. KGaA

which will take place on

Wednesday, May 19, 2021, at 11.00 (CEST; 9.00 UTC),

as a **virtual general meeting** and

broadcast from the business premises of the Company,

Maria Trost 21 56070 Koblenz

Please note that shareholders and their representatives will not be able to follow the virtual general meeting on site at the Company's premises.

The Annual General Meeting will be held in accordance with Section 1 (2) of the German Act Concerning Measures Under the Law of Companies, Cooperative Societies, Associations, Foundations and Commonhold Property to Combat the Effects of the COVID-19 Pandemic of March 27, 2020 (BGBl I 2020, p. 570), last amended by the Amendment Act of December 22, 2020 (BGBl I 2020, p. 3332) ("**COVID-19 Measures Act**"), as a virtual general meeting without the physical presence of the shareholders and their representatives. For details on the rights of the shareholders as well as their representatives, please refer to "Further information and notes" printed after the agenda following the annex to agenda item 11.

Agenda

- 1. Presentation of the approved annual financial statements and the management report of CompuGroup Medical SE & Co. KGaA as well as the approved consolidated financial statements and the Group management report, the explanatory report on the disclosures pursuant to Sections 289a, 315a of the German Commercial Code (HGB), the report of the Supervisory Board and the report of the Joint Committee for fiscal year 2020; resolution on the adoption of the annual financial statements of CompuGroup Medical SE & Co. KGaA for the fiscal year 2020**

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

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

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

The general partner and the Supervisory Board propose that the annual financial statements of CompuGroup Medical SE & Co. KGaA for fiscal year 2020 in the version presented, which shows net retained profits of EUR 90,109,838.70, be adopted.

- 2. Resolution on the appropriation of the net retained profits for fiscal year 2020**

The general partner and the Supervisory Board propose that the net retained profits for fiscal year 2020 of EUR 90,109,838.70 be appropriated as follows:

Distribution of a dividend of EUR 0.50 per dividend-bearing no-par value share:

EUR 26,526,930.00

Carryforward to new account:

EUR 63,582,908.70

Total:

EUR 90,109,838.70

The proposal for the appropriation of profits is based on the dividend-bearing no-par value shares in existence on the date of the invitation. Should their number change by the time of the Annual General Meeting, a correspondingly adjusted resolution proposal will be put to the vote at the Annual General Meeting, which will still provide for a dividend of EUR 0.50 per dividend-bearing no-par value share for the past fiscal year 2020. In this case, the profit carried forward will be adjusted accordingly.

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

3. Resolution on the formal approval of the actions of the members of the Management Board of CompuGroup Medical SE for fiscal year 2020

The general partner and the Supervisory Board propose that the actions of the members of the Management Board holding office in fiscal year 2020 of CompuGroup Medical SE, the legal predecessor of CompuGroup Medical SE & Co. KGaA, be formally approved for the period from the beginning of fiscal year 2020 until the registration of the change of legal form of CompuGroup Medical SE into CompuGroup Medical SE & Co. KGaA in the commercial register on June 18, 2020.

4. Resolution on the formal approval of the actions of the general partner of CompuGroup Medical SE & Co. KGaA for fiscal year 2020

The general partner and the Supervisory Board propose that the actions of the general partner of CompuGroup Medical SE & Co. KGaA for the period from June 18, 2020 until the end of fiscal year 2020 be approved.

5. Resolution on the formal approval of the actions of the members of the Supervisory Board of CompuGroup Medical SE for fiscal year 2020

The general partner and the Supervisory Board propose that the actions of the members of the Supervisory Board holding office in fiscal year 2020 of CompuGroup Medical SE, the legal predecessor of CompuGroup Medical SE & Co. KGaA, be formally approved for the period from the beginning of fiscal year 2020 until the registration of the change of legal form of CompuGroup Medical SE into CompuGroup Medical SE & Co. KGaA in the commercial register on June 18, 2020.

6. Resolution on the formal approval of the actions of the members of the Supervisory Board of CompuGroup Medical SE & Co. KGaA for fiscal year 2020

The general partner and the Supervisory Board propose that the actions of the members of the Supervisory Board holding office in fiscal year 2020 of CompuGroup Medical SE & Co. KGaA for the period from June 18, 2020 until the end of fiscal year 2020 be approved.

7. Resolution on the appointment of the auditor of the annual and consolidated financial statements for fiscal year 2021

Based on the recommendation of the Audit Committee, the Supervisory Board proposes that KPMG AG Wirtschaftsprüfungsgesellschaft, Berlin, Frankfurt am Main branch be appointed as auditor of the annual financial statements and auditor of the consolidated financial statements for fiscal year 2021 and auditor for the review, if any, of the condensed financial statements and the interim management report of the Group for the first half of fiscal year 2021 and additional interim financial information for fiscal year 2021 and the first quarter of fiscal year 2022.

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

8. Resolution on the cancellation of the Authorized Capital 2020, the creation of new Authorized Capital 2021 and the corresponding amendment to the Articles of Association

In connection with the resolution on the change of legal form adopted by the Annual General Meeting on May 13, 2020 under agenda item 7, the general partner was authorized in Article 4 (3) of the Articles of Association, with the consent of the Supervisory Board, to increase the share capital on one or more occasions on or before May 12, 2025 by a total of up to EUR 26,609,675.00 by issuing new registered no-par value shares against cash and/or non-cash contributions (Authorized Capital 2020). Article 4 (3) of the Articles of Association also authorizes the general partner, with the consent of the Supervisory Board, in certain cases to exclude the shareholder subscription rights to new shares issued in the context of a capital increase using the Authorized Capital 2020. Such an exclusion of subscription rights is possible under the authorization, among other things, in accordance with Section 186 (3) sentence 4 German Stock Corporation Act (AktG) in the case of a capital increase against cash contributions. However, the issuance of new shares excluding shareholder subscription rights pursuant to Section 186 (3) sentence 4 German Stock Corporation Act (AktG) is limited under the authorization to the extent that the proportion of the share capital attributable to these shares may not exceed a total of 10 % of the share capital. According to the authorization, treasury shares sold during the term of the Authorized Capital 2020 excluding subscription rights pursuant to Section 186 (3) sentence 4 German Stock Corporation Act (AktG) are to be offset against this limitation.

On June 22, 2020, the Company partially utilized the Authorized Capital 2020 and issued 515,226 new shares excluding shareholder subscription rights. On the same day, the Company sold 4,806,709 treasury shares excluding shareholder subscription rights in accordance with Section 186 (3) sentence 4 German Stock Corporation Act (AktG). The new and sold treasury shares excluding subscription rights accounted for a total pro rata amount of 10 % of the share capital at that time.

In view of this, the Authorized Capital 2020 is no longer available for an issuance of new shares excluding shareholder subscription rights pursuant to Section 186 (3) sentence 4 German Stock Corporation Act (AktG).

In order to enable the general partner, with the consent of the Supervisory Board, to continue to use financing opportunities in the interest of the Company to take advantage of business opportunities and to strengthen the equity base, the existing Authorized Capital 2020 is to be canceled and replaced by new Authorized Capital 2021 in the amount of EUR 10,746,915.00.

The general partner and the Supervisory Board therefore propose to adopt the following resolutions:

a) Cancellation of the Authorized Capital 2020

The Authorized Capital 2020 pursuant to Article 4 (3) of the Articles of Association will be canceled upon the amendment to the Articles of Association proposed under (c) of this agenda item 8 taking effect.

b) Creation of new Authorized Capital 2021

The general partner is authorized, with the consent of the Supervisory Board, to increase the share capital of the Company on one or more occasions on or before May 18, 2024 (inclusive) by up to a total of EUR 10,746,915.00 by issuing up to 10,746,915 new registered no-par value shares against cash contributions and/or contributions in kind (Authorized Capital 2021).

In principle, the shareholders must be granted the statutory subscription right to the new shares. However, the general partner is authorized, with the consent of the Supervisory Board, to exclude the shareholder subscription right in whole or in part, once or several times in accordance with the following provisions:

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- aa) in order to exclude fractional amounts from subscription rights;
 - bb) if and to the extent that this is necessary in order to grant the holders or creditors of conversion or option rights and/or the holders or creditors of financing instruments with conversion or option obligations, which were or are issued by the Company or by a domestic or foreign company in which the Company directly or indirectly holds a majority of the votes and capital, to the extent that such subscription rights would be granted to them after the exercise of the conversion or option rights or after the fulfillment of a conversion or option obligation;
 - cc) in the case of a capital increase against cash contributions pursuant to or in accordance with Section 186 (3) sentence 4 German Stock Corporation Act (AktG), if the issue price of the new shares is not significantly lower than the stock exchange price of the shares of the Company already listed and the new shares issued excluding the subscription right do not exceed a pro rata amount of a total of 10 % of the share capital, whether at the time the Authorized Capital 2021 becomes effective or at the time it is utilized. The pro rata amount of the share capital attributable to shares issued or sold during the term of the Authorized Capital 2021 as a result of an authorization to issue new shares or sell treasury shares in direct or analogous application of Section 186 (3) sentence 4 German Stock Corporation Act (AktG), excluding subscription rights, must be offset against this limit of 10 % of the share capital. Furthermore, the pro rata amount of the share capital attributable to shares that can be issued or are to be issued to service bonds with conversion or option rights or with conversion or option obligations if the bonds are issued during the term of the Authorized Capital 2021 excluding the shareholder subscription rights in analogous application of Section 186 (3) sentence 4 German Stock Corporation Act (AktG), must be offset;
 - dd) in the case of capital increases against contributions in kind, in particular for the acquisition of companies, parts of companies or investments in companies or other assets, including claims against the Company or its Group companies, if the new shares issued excluding subscription rights do not exceed a pro rata amount totaling 10 % of the share capital, whether at the time the Authorized Capital 2021 becomes effective or at the time it is utilized.

The total of the shares issued on the basis of the Authorized Capital 2021 excluding shareholder subscription rights, taking into account other shares of the Company sold or issued during the term of the Authorized Capital 2021 excluding subscription rights or to be issued on the basis of bonds issued after May 19, 2021 excluding subscription rights, may not exceed a pro rata amount of 20 % of the share capital, whether at the time this authorization becomes effective or at the time it is exercised.

Insofar as the subscription right is not excluded in accordance with the above provisions, the subscription right may also be granted to shareholders, insofar as this is determined by the general partner with the consent of the Supervisory Board, by way of an indirect subscription right pursuant to Section 186 (5) German Stock Corporation Act (AktG) or also partially by way of a direct subscription right and otherwise by way of an indirect subscription right pursuant to Section 186 (5) German Stock Corporation Act (AktG).

The general partner is also authorized, with the consent of the Supervisory Board, to determine the further details of the capital increase and its implementation, in particular the content of the share rights and the conditions of the share issue.

- c) Amendment to the Articles of Association

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

“The general partner is authorized, with the consent of the Supervisory Board, to increase the share capital of the Company on one or more occasions on or before May 18, 2024 (inclusive) by up to a total of EUR 10,746,915.00 by issuing up to 10,746,915 new registered no-par value shares against cash contributions and/or contributions in kind (Authorized Capital 2021).

In principle, the shareholders must be granted the statutory subscription right to the new shares. However, the general partner is authorized, with the consent of the Supervisory Board, to exclude the shareholder subscription right in whole or in part, once or several times in accordance with the following provisions:

- a. in order to exclude fractional amounts from subscription rights;*
- b. if and to the extent that this is necessary in order to grant the holders or creditors of conversion or option rights and/or the holders or creditors of financing instruments with conversion or option obligations, which were or are issued by the Company or by a domestic or foreign company in which the Company directly or indirectly holds a majority of the votes and capital, to the extent that such subscription rights would be granted to them after the exercise of the conversion or option rights or after the fulfillment of a conversion or option obligation;*
- c. in the case of a capital increase against cash contributions pursuant to or in accordance with Section 186 (3) sentence 4 German Stock Corporation Act (AktG), if the issue price of the new shares is not significantly lower than the stock exchange price of the shares of the Company already listed and the new shares issued excluding subscription rights do not exceed a pro rata amount totaling 10 % of the share capital, whether at the time the Authorized Capital 2021 becomes effective or at the time it is utilized. The pro rata amount of the share capital attributable to shares issued or sold during the term of the Authorized Capital 2021 as a result of an authorization to issue new shares or sell treasury shares in direct or analogous application of Section 186 (3) sentence 4 German Stock Corporation Act (AktG), excluding subscription rights, must be offset against this limit of 10 % of the share capital. Furthermore, the pro rata amount of the share capital attributable to shares that can be issued or are to be issued to service bonds with conversion or option rights or with conversion or option obligations if the bonds are issued during the term of the Authorized Capital 2021 excluding the shareholder subscription rights in analogous application of Section 186 (3) sentence 4 German Stock Corporation Act (AktG), must be offset;*
- d. in the case of capital increases against contributions in kind, in particular for the acquisition of companies, parts of companies or investments in companies or other assets, including claims against the Company or its Group companies, if the new shares issued excluding subscription rights do not exceed a pro rata amount totaling 10 % of the share capital, whether at the time the Authorized Capital 2021 becomes effective or at the time it is utilized.*

The total of the shares issued on the basis of the Authorized Capital 2021 excluding shareholder subscription rights, taking into account other shares of the Company sold or issued during the term of the Authorized Capital 2021 excluding subscription rights or to be issued on the basis of bonds issued after May 19, 2021 excluding subscription rights, may not exceed a pro rata amount of 20 % of the share capital, whether at the time this authorization becomes effective or at the time it is exercised.

Insofar as the subscription right is not excluded in accordance with the above provisions, the subscription right may also be granted to shareholders, insofar as this is determined by the general partner with the consent of the Supervisory Board, by way of an indirect subscription right pursuant to Section 186 (5) German Stock Corporation Act (AktG) or also partially by way of a direct subscription right and otherwise by way of an indirect subscription right pursuant to Section 186 (5) AktG.

The general partner is authorized, with the consent of the Supervisory Board, to determine the further details of the capital increase and its implementation, in particular the content of the share rights and the conditions of the share issue."

d) Authorization to amend the Articles of Association

The Supervisory Board is authorized to amend the wording of Article 4 of the Articles of Association in accordance with the issuance of new shares from the Authorized Capital 2021 and, if the Authorized Capital 2021 is not utilized or not fully utilized by May 18, 2024, after the expiry of the authorization.

e) Instruction to the general partner

The general partner is instructed to register the cancelation of the Authorized Capital 2020 and the creation of the new Authorized Capital 2021 for entry in the commercial register of the Company with the proviso that the cancelation of the Authorized Capital 2020 is only registered if it is ensured that the amendment of Article 4 (3) of the Articles of Association is registered immediately afterward.

9. Resolution on the authorization to acquire and use treasury shares including the authorization to exclude tender rights and subscription rights

The authorization to acquire and use treasury shares granted to the Company by resolution of the Annual General Meeting of May 15, 2019 under agenda item 9 and adapted in the context of the resolution on the change of the legal form of the Annual General Meeting of May 13, 2020 under agenda item 7 allows the Company, among other things, to sell treasury shares excluding shareholder subscription rights pursuant to Section 186 (3) sentence 4 German Stock Corporation Act (AktG). However, such a sale is limited under the authorization to the extent that the aggregate pro rata amount of the share capital attributable to the number of treasury shares sold in this manner may not exceed 10 % of the share capital. According to the authorization, shares issued from authorized capital excluding subscription rights on or after May 16, 2019 must be offset against this restriction.

On June 22, 2020, the Company partially utilized the Authorized Capital 2020 and issued 515,226 new shares excluding shareholder subscription rights pursuant to Section 186 (3) sentence 4 German Stock Corporation Act (AktG). On the same day, the Company sold 4,806,709 treasury shares excluding shareholder subscription rights in accordance with Section 186 (3) sentence 4 German Stock Corporation Act (AktG). The new and sold treasury shares excluding subscription rights accounted for a total pro rata amount of 10 % of the share capital at that time.

In view of this, the existing authorization to acquire and use treasury shares is no longer available for a sale of treasury shares excluding shareholder subscription rights pursuant to Section 186 (3) sentence 4 German Stock Corporation Act (AktG).

In order to be in a position to acquire and use treasury shares in the future as well – also excluding shareholder subscription rights – the Company is again to be authorized to acquire and use treasury shares, canceling the currently existing authorization.

The general partner and the Supervisory Board therefore propose to adopt the following resolutions:

a) Cancelation of the existing authorization to acquire and use treasury shares

The authorization to acquire and use treasury shares granted by the Annual General Meeting of May 15, 2019 under agenda item 9 and adjusted under agenda item 7 as part of the resolution on the change of legal form adopted by the Annual General Meeting of May 13, 2020 is canceled.

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- b) Authorization to acquire and use treasury shares including the authorization to exclude tender and subscription rights
- aa) The Company is authorized until May 18, 2024 (inclusive) to acquire shares in the Company for any permissible purpose up to a total of 10 % of the share capital of CompuGroup Medical SE & Co. KGaA existing at the time of the resolution or – if this value is lower – at the time of the exercise of the authorization. In this context, the shares acquired on the basis of this authorization together with other shares in the Company which the Company has already acquired and still holds or which are attributable to the Company pursuant to Sections 71a et seq. German Stock Corporation Act (AktG) may at no time account for more than 10 % of the respective share capital. The authorization may not be utilized for the purpose of trading in treasury shares.
- bb) The authorization may be exercised in whole or in partial amounts, once or several times, in pursuit of one or more purposes by CompuGroup Medical SE & Co. KGaA, but also by dependent companies or companies in which CompuGroup Medical SE & Co. KGaA has a majority shareholding or for its or their account.
- cc) The acquisition is carried out in each individual case at the discretion of the general partner (i) via the stock exchange or (ii) by means of a public purchase offer. Offers pursuant to (ii) above can also be made by means of an invitation to submit offers.
- If the shares are acquired on the stock exchange, the consideration paid per share (excluding incidental acquisition costs) may not exceed or fall short of the price for shares in CompuGroup Medical SE & Co. KGaA in Xetra trading (or a comparable successor system) on the Frankfurt Stock Exchange on the day of trading by more than 10 %.
 - If the shares are acquired by means of a public purchase offer, the purchase price offered or the limits of the purchase price range (excluding incidental acquisition costs) may not exceed or fall below the average closing price for shares in CompuGroup Medical SE & Co. KGaA in Xetra trading (or in a comparable successor system) on the last three trading days of the Frankfurt Stock Exchange prior to the day of the general partner's resolution on the offer by more than 10 %. If, after the publication of a purchase offer, there are any not insignificant deviations of the relevant price from the purchase price offered or from the limits of the purchase price range, the offer may be adjusted. In this case, the closing price for shares in CompuGroup Medical SE & Co. KGaA on the last trading day of the Frankfurt Stock Exchange prior to the decision of the general partner on the adjustment is applied.
 - In the event of a public invitation to submit offers, the purchase price per share paid by the Company (excluding incidental acquisition costs) may not exceed or fall short of the average closing price for shares in CompuGroup Medical SE & Co. KGaA in Xetra trading (or in a comparable successor system) on the last three trading days of the Frankfurt Stock Exchange prior to the day of acceptance of the offers by more than 10 %.

The general partner determines the details of the respective acquisition structure. If the number of shares tendered for purchase exceeds the total volume intended by the Company for purchase, the shareholders right to tender may be excluded to the extent that the purchase is made in proportion to the number of shares tendered per shareholder. In addition, provision may be made for preferential acceptance of small numbers of shares (up to 100 shares per shareholder) and for rounding in accordance with commercial principles in order to avoid fractional shares. Any further right of shareholders to tender shares is excluded in this respect.

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- dd) The general partner is authorized to use shares of the Company acquired on the basis of this authorization for any permissible purpose, in particular also as follows:
- (1) They may be redeemed without the need for a further resolution of the general meeting. The redemption generally results in a capital reduction. Notwithstanding the above, the general partner may determine that the share capital remains unchanged in the case of redemption and that instead the redemption increases the proportion of the share capital attributable to the other shares in accordance with Section 8 (3) German Stock Corporation Act (AktG). In this case, the general partner and the Supervisory Board are authorized to adjust the number of shares specified in the Articles of Association.
 - (2) They may also be sold in a way other than via the stock exchange or by means of an offer to all shareholders if the shares are sold for cash at a price that is not significantly lower than the stock market price of shares in the Company at the time of the sale. However, this authorization only applies subject to the proviso that the shares sold subject to the exclusion of subscription rights in accordance with Section 186 (3) sentence 4 German Stock Corporation Act (AktG) may not in total exceed a pro rata amount of 10 % of the share capital, either at the time this authorization becomes effective or at the time it is exercised. Shares issued during the term of this authorization from authorized capital excluding subscription rights pursuant to Sections 203 (1) sentence 1 and 186 (3) sentence 4 German Stock Corporation Act (AktG) must be offset against this limit. Furthermore, shares to be issued to service bonds and/or profit participation rights with conversion or option rights or a conversion or option obligation must be offset against this limit insofar as the bonds and/or profit participation rights are issued during the term of this authorization excluding subscription rights in analogous application of Section 186 (3) sentence 4 German Stock Corporation Act (AktG).
 - (3) They may be sold for contribution in kind, in particular for the acquisition of companies, parts of companies or investments in companies or other assets, including claims against the Company or its Group companies. The treasury shares may also be sold, in particular, as consideration for the transfer to the Company or one of its Group companies of industrial property rights or intellectual property rights of third parties, such as patents or trademarks in particular, or the granting of licenses to such rights for the purpose of marketing and developing products of the CompuGroup Group.
 - (4) They may be used to fulfill conversion or option rights granted by the Company or a domestic or foreign company in which the Company directly or indirectly holds a majority of the votes and capital when issuing bonds and/or profit participation rights, or to fulfill conversion or option obligations arising from bonds and/or profit participation rights issued by the Company or a domestic or foreign company in which the Company directly or indirectly holds a majority of the votes and capital.
 - (5) They may be used to fulfill option rights from share options granted by the Company in accordance with the authorization granted by resolution of the Annual General Meeting of May 15, 2019 under agenda item 6 and adjusted in the context of the change of legal form resolution of the Annual General Meeting of May 13, 2020 under agenda item 7 to grant subscription rights (share options) to former members of the Management Board and former executive employees of CompuGroup Medical SE, the legal predecessor of CompuGroup Medical SE & Co. KGaA, to managing directors of CompuGroup Medical Management SE, to executives of CompuGroup Medical SE & Co. KGaA as well as to members of the management of Compu-

Group Medical SE & Co. KGaA's subordinated affiliated companies and their executives. To the extent that treasury shares are to be transferred in this context to former members of the Management Board of CompuGroup Medical SE, the legal predecessor of CompuGroup Medical SE & Co. KGaA, to fulfill share options issued prior to the conversion of CompuGroup Medical SE into CompuGroup Medical SE & Co. KGaA, the aforementioned authorization applies to the Supervisory Board. To the extent that treasury shares are to be transferred to managing directors of CompuGroup Medical Management SE in this context to fulfill share options issued after the conversion of CompuGroup Medical SE into CompuGroup Medical SE & Co. KGaA, the aforementioned authorization applies to the Board of Directors of the general partner. To be offset against this authorization for the use of treasury shares are those shares issued to former members of the Management Board entitled to subscription rights and former employees of CompuGroup Medical SE entitled to subscription rights, the legal predecessor of CompuGroup Medical SE & Co. KGaA, managing directors of CompuGroup Medical Management SE entitled to subscription rights, employees of CompuGroup Medical SE & Co. KGaA entitled to subscription rights as well as members of the management and employees entitled to subscription rights of subordinate affiliated companies of CompuGroup Medical SE & Co. KGaA as of May 19, 2021 for the purpose of servicing such subscription rights (share options) from conditional capital (Section 192 (2) no. 3 German Stock Corporation Act (AktG)).

- ee) The authorizations under dd) also cover the use of shares of the Company that were acquired on the basis of previous authorization resolutions pursuant to Section 71 (1) no. 8 German Stock Corporation Act (AktG) or on another legal basis, and of such shares that were acquired pursuant to Section 71d sentence 5 German Stock Corporation Act (AktG) or by companies that are dependent on the Company or that are majority-owned by the Company.
- ff) The authorizations under dd) may be used once or several times, in whole or in part, individually or jointly and also by dependent companies or companies that are majority-owned by CompuGroup Medical SE & Co. KGaA or by third parties acting for their account or for the account of the Company.
- gg) The subscription right of the shareholders to these treasury shares is excluded to the extent that they are used in accordance with the above authorizations under dd) (2) to (5). In addition, the general partner is authorized, in the event of an offer of treasury shares to the shareholders, to grant a subscription right to shares to the creditors of bonds and/or profit participation rights with conversion or option rights or a conversion or option obligation, respectively, issued by the Company or by a German or foreign company in which the Company directly or indirectly holds a majority of the votes and capital, to the extent to which they would be entitled after exercising the conversion or option right or after fulfillment of a conversion or option obligation; to this extent, the shareholder subscription rights to these treasury shares are excluded.

10. Resolution on the approval of the remuneration system for the managing directors of the general partner

Pursuant to Section 120a (1) German Stock Corporation Act (AktG) as amended by the Law on the Implementation of the Second Shareholder Rights Directive of December 12, 2019 (Gesetz zur Umsetzung der zweiten Aktionärsrechterichtlinie – ARUG II)), the general meeting of a listed stock corporation resolves on the approval of the remuneration system for the members of the Management Board upon each material change to the system, but at least every four years.

As a partnership limited by shares, CompuGroup Medical SE & Co. KGaA does not have a Management Board.

The business of the Company is conducted by its general partner, CompuGroup Medical Management SE, which is represented by its managing directors. For reasons of good corporate governance, the Company submits the remuneration system for the managing directors of the general partner to the Annual General Meeting for approval.

The Administrative Board of CompuGroup Medical Management SE is responsible for the remuneration of the managing directors of the general partner. The Administrative Board of CompuGroup Medical Management SE adopted a new remuneration system for the managing directors of CompuGroup Medical Management SE on March 2, 2021, which complies with the requirements of ARUG II and generally takes into account the recommendations of the amendment to the German Corporate Governance Code. The new remuneration system is printed as an annex to this agenda item 10 following the agenda.

Section 124 (3) German Stock Corporation Act (AktG) provides for a resolution proposal by the Supervisory Board for the adoption of a resolution by the Annual General Meeting on the approval of a remuneration system pursuant to Section 120a (1) German Stock Corporation Act (AktG). However, as already explained, due to the legal form, the Supervisory Board of CompuGroup Medical SE & Co. KGaA is not responsible for the remuneration and determination of the remuneration system for the managing directors of the general partner, but instead the Administrative Board of CompuGroup Medical Management SE is.

In view of this, the Supervisory Board of CompuGroup Medical SE & Co. KGaA proposes to approve the remuneration system for the managing directors of the general partner resolved by the Administrative Board of CompuGroup Medical Management SE on March 2, 2021, which is printed as an annex to this agenda item 10 after the agenda following the report of the general partner on agenda item 9.

11. Resolution on the remuneration of Supervisory Board members

Pursuant to Section 113 (3) German Stock Corporation Act (AktG) as amended by ARUG II, the general meeting of a listed company must resolve on the remuneration and remuneration system for Supervisory Board members at least every four years.

The remuneration of the Supervisory Board members is provided for in Article 15 of the Articles of Association of CompuGroup Medical SE & Co. KGaA. Article 15 of the Articles of Association of CompuGroup Medical SE & Co. KGaA reads as follows:

“Remuneration of the Members of the Supervisory Board

- 1. Each member of the Supervisory Board receives as fixed remuneration for each full fiscal year an amount of EUR 40,000.00 (in words: forty thousand euros) a year, payable after the end of the fiscal year.*
- 2. The chair of the Supervisory Board receives double, their deputy one and a half times the fixed remuneration of a Supervisory Board member in accordance with Article 15(1) above.*
- 3. For membership of a committee of the Supervisory Board, a member receives additional fixed remuneration of EUR 10,000.00 (in words: ten thousand euros) a year, while the chair of a committee receives double this.*
- 4. If a fiscal year does not cover a full calendar year or if a member of the Supervisory Board has been a member of the Supervisory Board only during a part of the fiscal year, their remuneration is to be paid pro rata temporis. This applies accordingly for the membership of a committee of the Supervisory Board.*

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5. *The members of the Supervisory Board are reimbursed the expenses they incur while exercising their office, which also include the value added tax incurred.*
 6. *The company provides the members of the Supervisory Board with insurance cover in the form of a D&O insurance policy in a scope appropriate to the performance of the Supervisory Board work."*

CompuGroup Medical SE & Co. KGaA has a Joint Committee consisting of six members. Three of the members of the Joint Committee are Supervisory Board members of the Company, who were delegated to the Joint Committee by the Supervisory Board. The remaining three members of the Joint Committee are delegated to the Joint Committee by the general partner. The members of the Supervisory Board delegated to the Joint Committee by the Supervisory Board receive additional remuneration for their activities in the Joint Committee, which is governed by Article 20 (3) of the Articles of Association of CompuGroup Medical SE & Co. KGaA. The Joint Committee is not a committee of the Supervisory Board within the meaning of Article 15 (3) of the Articles of Association of CompuGroup Medical SE & Co. KGaA. Therefore, the members of the Joint Committee do not receive – beyond the additional remuneration pursuant to Article 20 (3) of the Articles of Association – any further additional remuneration pursuant to Article 15 (3) of the Articles of Association, which only applies to members of committees of the Supervisory Board. Article 20 (3) of the Articles of Association of CompuGroup Medical SE & Co. KGaA reads as follows:

"The members of the Joint Committee delegated to the Joint Committee by the Supervisory Board receive as fixed remuneration for each full fiscal year an amount of EUR 10,000.00 (in words: ten thousand euros) a year, payable after the end of the fiscal year. Article 15(4) sentence 1 applies mutatis mutandis."

After a thorough review, the general partner and the Supervisory Board have come to the conclusion that the remuneration regulations for the members of the Supervisory Board serve the corporate interest of CompuGroup Medical SE & Co. KGaA and are reasonable. The general partner and the Supervisory Board therefore propose to the Annual General Meeting that the existing remuneration arrangements for the members of the Supervisory Board in Article 15 of the Articles of Association, supplemented by Article 20 (3) of the Articles of Association for the members delegated by the Supervisory Board to the Joint Committee be approved, and that the remuneration system for the members of the Supervisory Board printed as an attachment to this agenda item 11 after the agenda following the attachment to agenda item 10 be adopted.

12. Resolution on the approval of a profit and loss transfer agreement between CompuGroup Medical SE & Co. KGaA and CGM Clinical Europe GmbH

CompuGroup Medical SE & Co. KGaA concluded a profit and loss transfer agreement with CGM Clinical Europe GmbH on 29 March 2021. CGM Clinical Europe GmbH is a wholly-owned subsidiary of CompuGroup Medical CEE GmbH, whose sole shareholder is in turn CompuGroup Medical SE & Co. KGaA.

Since all shares of CGM Clinical Europe GmbH are thus indirectly held by CompuGroup Medical SE & Co. KGaA and therefore there are no outside shareholders in CGM Clinical Europe GmbH, the profit and loss transfer agreement does not have to provide for a compensation payment (Section 304 German Stock Corporation Act (AktG)) or a settlement (Section 305 German Stock Corporation Act (AktG)) for outside shareholders. The profit and loss transfer agreement reads as follows:

“Profit and Loss Transfer Agreement

between

CompuGroup Medical SE & Co. KGaA

(Controlling Entity)

CGM Clinical Europe GmbH

(Controlled Entity)

The following **Profit and Loss Transfer Agreement (“Agreement”)** is entered into on March 29, 2021 between the following parties:

- (1) **CompuGroup Medical SE & Co. KGaA**, a partnership limited by shares under German law, with its registered office in Koblenz and its business address at Maria Trost 21, 56070 Koblenz, registered with the commercial register of Koblenz Local Court under number HRB 27430 (**“Controlling Entity”**);
- (2) **CGM Clinical Europe GmbH**, a limited liability company under German law, with its registered office in Koblenz and business address at Maria Trost 21, 56070 Koblenz, registered with the commercial register of Koblenz Local Court under number HRB 27136 (**“Controlled Entity”**);

Controlling Entity and Controlled Entity together hereinafter referred to as the **“Parties”**.

Preliminary remarks:

- (A) The shares in the Controlled Entity are held in full (100 %) by CompuGroup Medical CEE GmbH, a limited liability company under the laws of the Republic of Austria, with its registered office in Vienna and its business address at Neulinggasse 29, 1030 Vienna, Republic of Austria, registered in the commercial register under number FN 283546 f (**“Shareholder”**).
- (B) The shares in the Shareholder are in turn held in full (100 %) by the Controlling Entity. This is therefore a case of what is known as parent company/sub-subsidiary company relationship.
- (C) The Parties declare that they wish to conclude a profit and loss transfer agreement, starting with the transfer of profits for the current fiscal year. The Shareholder has given an assurance that it will pass a corresponding resolution of approval at the shareholders’ meeting of the Controlled Entity.

1. Profit transfer

- 1.1 Subject to section 1.2, the Controlled Entity is obliged to transfer to the Controlling Entity during the term of the Agreement its entire profit, but at most, in accordance with the currently applicable version of Section 301 sentence 1 German Stock Corporation Act (AktG), the net income for the year arising without the profit transfer, less any loss carried forward from the previous year, less any amount to be allocated to the statutory reserve in accordance with Section 300 German Stock Corporation Act (AktG) and less the amount blocked from distribution in accordance with Section 268 (8) German Commercial Code (HGB).

1.2 The Controlled Entity may, with the consent of the Controlling Entity, allocate amounts from the net income for the year – with the exception of statutory reserves, if any – to revenue reserves (Section 272 (3) German Commercial Code (HGB)) only to the extent that this is permissible under commercial law and economically justified on the basis of prudent business judgment. At the request of the Controlling Entity, amounts allocated to other revenue reserves during the term of this agreement may be withdrawn from other revenue reserves and transferred as profit in accordance with the currently applicable version of Section 301 sentence 2 German Stock Corporation Act (AktG). This shall apply *mutatis mutandis* in the event of the dissolution of any amounts allocated to the statutory reserves or reserves under the Articles of Association during the term of this Agreement.

1.3 Should Section 301 German Stock Corporation Act (AktG) be amended in the future, the currently valid version applies accordingly.

1.4 The transfer of amounts from the release of retained earnings and of profit carryforwards is excluded to the extent that they were allocated to retained earnings or arose in fiscal years prior to the application of this Agreement. The transfer of amounts from the reversal of capital reserves in accordance with Section 272 (2) German Commercial Code (HGB) is generally excluded.

This does not affect the permissibility of dissolving, distributing or withdrawing capital reserves in accordance with the general statutory provisions.

1.5 The obligation of the Controlled Entity to transfer its entire profit also includes – to the extent legally permissible – the profit from the disposal of all its assets as well as a transfer profit from conversions. The above provision does not apply to profits accruing after the dissolution of the Controlled Entity.

1.6 The claim to profit transfer arises at the end of the fiscal year of the Controlled Entity and becomes due for payment upon adoption of the annual financial statements of the Controlled Entity for the same fiscal year.

1.7 The Controlling Entity may demand an advance transfer of profits if and to the extent that the payment of an advance dividend would be permissible. To the extent that the amount of the advance transfer exceeds the final amount of the profit transfer, the excess amount is deemed to have been granted to the Controlling Entity by the Controlled Entity.

2. Loss transfer

2.1 The provisions of Section 302 German Stock Corporation Act (AktG), as amended, apply *mutatis mutandis* to the transfer of losses by the Controlling Entity.

2.2 The claim for loss compensation arises at the end of the fiscal year of the Controlled Entity and becomes due for payment at the same time.

3. Preparation of the annual financial statements

3.1 The annual financial statements of the Controlled Entity must be submitted to the Controlling Entity for information, review and approval prior to their adoption.

3.2 The annual financial statements of the Controlled Entity must be prepared and approved before the annual financial statements of the Controlling Entity.

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- 3.3 *If the fiscal year of the Controlled Entity ends at the same time as the fiscal year of the Controlling Entity, the profit or loss of the Controlled Entity to be adopted must be taken into account in the annual financial statements of the Controlling Entity for the same fiscal year.*

4. Rights to obtain information

- 4.1 *The Controlling Entity may at any time request information from the management of the Controlled Entity regarding the legal, business and administrative affairs of the Controlled Entity. The Controlling Entity may also inspect the books and business records of the Controlled Entity at any time.*
- 4.2 *Notwithstanding the rights agreed above, the Controlled Entity shall report to the Controlling Entity on its business development on an ongoing basis, in particular on significant business transactions.*

5. Entry into force, term of agreement, termination

- 5.1 *This Agreement is concluded subject to the approval of the shareholders' meeting of the Controlling Entity and the shareholders' meeting of the Controlled Entity and becomes effective upon its entry in the commercial register of the Controlled Entity. The Agreement applies for the first time to the fiscal year of the Controlled Entity starting on August 1, 2020, but at the earliest to the fiscal year of the Controlled Entity in which the Agreement takes effect.*
- 5.2 *The Agreement is concluded for an indefinite period. It may be terminated at the end of a fiscal year of the Controlled Entity by giving three months' notice, but not before the expiry of a five-year period, i.e., 60 months (minimum term), from the beginning of the fiscal year of the Controlled Entity to which the Agreement applies for the first time in accordance with Section 5.1, that is, at the earliest at the end of July 31, 2025, if it takes effect by July 31, 2021.*
- 5.3 *The right to terminate this Agreement for cause or by mutual consent remains unaffected. Causes for such termination include in particular:*
- 5.3.1 *the sale, contribution or other transfer of shares in the Controlled Entity,*
- 5.3.2 *the merger, demerger or liquidation of the Controlling Entity or the Controlled Entity,*
- 5.3.3 *the change of legal form of the Controlled Entity, unless the Controlled Entity is converted into a corporation of a different legal form,*
- 5.3.4 *the transfer of the registered office or administrative headquarters of the Controlled Entity or the Controlling Entity abroad, if this results in the loss of the fiscal unity.*

6. Costs

The costs incurred in connection with the conclusion of this Agreement will be borne by the Controlling Entity.

7. Final provisions

- 7.1 *If any provision of this Agreement is or becomes void, invalid or unenforceable in whole or in part, this will not affect the validity of the remaining provisions of the Agreement. In place of the void, invalid or unenforceable provision, a provision is to come into force which comes clos-*

est to what the Parties would have intended in accordance with the meaning and purpose of this Agreement had they considered this in light of the voidness, invalidity or unenforceability.

- 7.2 This also applies in the event of the voidness, invalidity or unenforceability of a performance or time provision contained in this Agreement. In this case, the legally permissible performance or time provision that comes closest to the agreed one is deemed to be agreed. Sentences 1 and 2 shall apply mutatis mutandis to gaps in this Agreement.”*

The general partner of CompuGroup Medical SE & Co. KGaA has prepared a detailed joint report with the management of CGM Clinical Europe GmbH pursuant to Section 293a German Stock Corporation Act (AktG), in which the conclusion of the profit and loss transfer agreement and the agreement are explained and justified in detail from a legal and economic point of view. This report, together with the profit and loss transfer agreement and the other documents to be made available pursuant to Section 293f German Stock Corporation Act (AktG), will be published on the Company’s website at www.cgm.com/agm from the day of convening. All documents to be made available will also be made available during the Company’s Annual General Meeting.

The agreement will only become effective with the consent of the Annual General Meeting of CompuGroup Medical SE & Co. KGaA and the shareholders’ meeting of CGM Clinical Europe GmbH and only becomes effective once its existence has been entered in the commercial register of CGM Clinical Europe GmbH.

The general partner and the Supervisory Board propose that the Annual General Meeting approve the profit and loss transfer agreement between CompuGroup Medical SE & Co. KGaA and CGM Clinical Europe GmbH dated 29 March 2021.

13. Resolution on the adjustment of the 2019 share option program, the adjustment of the Contingent Capital 2019 and the corresponding amendment to the Articles of Association

The authorization to grant share options granted to the Company by resolution of the Annual General Meeting on May 15, 2019 under agenda item 6 and adjusted in the context of the resolution on the change of legal form adopted by the Annual General Meeting on May 13, 2020 under agenda item 7 allows the general partner to issue up to 5,321,935 subscription rights (share options) for up to 5,321,935 no-par value registered shares of the Company to those entitled to subscription rights until May 14, 2024, to the extent that the authorization has not yet been utilized.

Those entitled to subscription rights are the managing directors of the general partner (Group 1 of those entitled to subscription rights) and executive employees of CompuGroup Medical SE & Co. KGaA as well as members of the management of CompuGroup Medical SE & Co. KGaA’s subordinate affiliated companies and their executive employees, each of whom must belong to the group of Senior Vice Presidents or the group of General Managers (Group 2 of those entitled to subscription rights). The authorization to grant share options to Group 2 of those entitled to subscription rights exists for the general partner, the authorization to grant share options to Group 1 of those entitled to subscription rights exists for the Board of Directors of the general partner.

Based on the resolution of the Annual General Meeting on May 15, 2019 under agenda item 6, which was adjusted under agenda item 7 as part of the resolution on the change of legal form of the Annual General Meeting on May 13, 2020, the approval of the Supervisory Board is required for the granting of share options to Group 2 of those entitled to subscription rights. The Supervisory Board of a KGaA has fewer competences, which is specifically related to the legal form, than the Supervisory Board of a stock corporation or a two-tier SE. Furthermore, the Supervisory Board of the KGaA cannot – unlike in a stock corporation or in a two-tier SE – establish a catalog of

management measures for which the general partner requires the board's approval in order to implement them.

In view of this, the general partner and the Supervisory Board consider it reasonable to delete the requirement of Supervisory Board's approval for the granting of share options.

The general partner and the Supervisory Board therefore propose to the Annual General Meeting that the following resolutions be adopted:

a) Adjustment of the 2019 share option program

The authorization to grant share options granted by resolution of the Annual General Meeting of May 15, 2019 under agenda item 6 and adjusted under agenda item 7 in the context of the resolution on the change of legal form of the Annual General Meeting of May 13, 2020 will be adjusted to the extent that the general partner may issue share options to Group 2 of those entitled to subscription rights also without the consent of the Supervisory Board.

b) Adjustment of the Contingent Capital 2019

The conditional increase of the share capital pursuant to Article 4 (5) of the Articles of Association by EUR 5,321,935.00 by issuing up to 5,321,935 new registered no-par value shares (Contingent Capital 2019) exclusively for granting share options in accordance with the provisions of the authorizing resolution of the Annual General Meeting of May 15, 2019 under agenda item 8 and the resolution on the change of legal form of the Annual General Meeting of May 13, 2020 under agenda item 7 is adjusted insofar as the Contingent Capital 2019 will in future serve exclusively to grant share options in accordance with the provisions of the authorizing resolution of the Annual General Meeting of May 15, 2019, the resolution on the change of legal form of May 13, 2020 and the adjusting resolution of the Annual General Meeting of May 19, 2021 under agenda item 13 a).

c) Amendment to the Articles of Association

Article 4 (5) of the Articles of Association is amended as follows:

"The share capital of the company is contingently increased by up to EUR 5,321,935.00 (in words: five million three hundred and twenty-one thousand nine hundred and thirty-five euros) by issue of up to 5,321,935 new registered no-par value shares (ordinary shares) representing pro rata share capital of EUR 1.00 each (Contingent Capital 2019). The sole purpose of the contingent capital increase is to grant subscription rights (share options) to members of the Management Board of CompuGroup Medical SE and entitled employees of CompuGroup Medical SE or – taking into consideration the resolution of the Annual General Meeting of CompuGroup Medical SE of May 13, 2020 on the change of form – entitled managing directors of CompuGroup Medical Management SE and entitled employees of CompuGroup Medical SE & Co. KGaA as well as entitled members of the management teams of their subordinate associated companies and their entitled employees until May 14, 2024 in accordance with the more detailed provisions of the authorization resolution of the Annual General Meeting of May 15, 2019 and the resolution of the Annual General Meeting of CompuGroup Medical SE of May 13, 2020 on the change of form and the adjustment resolution of the Annual General Meeting of CompuGroup Medical SE & Co. KGaA of May 19, 2021, under agenda item 13 (a). The contingent capital increase will be implemented only to the extent that subscription rights are exercised in accordance with this authorization resolution, the resolution on the change of form, and the adjustment resolution, and the company does not pay the consideration in the form of cash or treasury shares. The new shares participate in profits for all fiscal years

for which a resolution on the appropriation of profits has not been adopted at the time that they are created. The shares granted to entitled members of the Management Board of CompuGroup Medical SE and entitled employees of CompuGroup Medical SE or – taking into consideration the resolution of the Annual General Meeting of CompuGroup Medical SE of May 13, 2020 on the change of form and the adjustment resolution of the Annual General Meeting of CompuGroup Medical SE & Co. KGaA of May 19, 2021 – entitled managing directors of CompuGroup Medical Management SE and entitled employees of CompuGroup Medical SE & Co. KGaA as well as entitled members of the management teams of their subordinate associated companies and their entitled employees from the date of the resolution of the Annual General Meeting of CompuGroup Medical SE on the Contingent Capital 2019 of CompuGroup Medical SE or from the date of the resolution of the Annual General Meeting of CompuGroup Medical SE of May 13, 2020 on the change of form and the corresponding resolution on the Contingent Capital 2019 of CompuGroup Medical SE & Co. KGaA for the purpose of servicing subscription rights (share options) from treasury shares of the Company (Section 71(1) no. 8 German Stock Corporation Act (AktG)) must be deducted from the Contingent Capital 2019.”

The original authorization resolution of the Company’s Annual General Meeting of May 15, 2019 and the resolution on the change of legal form adopted by the Annual General Meeting on May 13, 2020 can be accessed on the Company’s website at www.cgm.com/agm and are to be found there in the invitation to the Annual General Meeting 2019 under agenda item 6 and in the invitation to the Annual General Meeting 2020 under agenda item 7.

14. Resolution on the amendment of the Articles of Association to comply with ARUG II

Due to ARUG II, with effect from September 3, 2020, some statutory regulations were adjusted regarding formalities in connection with the general meeting. One of these adjustments is to be made to the wording of the Articles of Association of CompuGroup Medical SE & Co. KGaA. This is merely an editorial clarification:

The provision in Article 23 (2) of the Articles of Association, according to which registration for the general meeting must be in text form, is to be amended to clarify that registration transmitted via the intermediary chain in electronic communication in accordance with the new requirements of the German Stock Corporation Act (AktG) is also sufficient.

In view of this, the general partner and the Supervisory Board propose that a resolution be passed to amend Article 23 (2) of the Articles of Association as follows:

“Registration must be received by the Company in German or English at least six days before the general meeting either in text form (Section 126b BGB) at the address specified for this purpose in the notice convening the meeting or by transmission through intermediaries under the conditions of Section 67c AktG in conjunction with Article 6 DVO (EU) 2018/1212. The invitation convening the general meeting may stipulate a shorter period, to be measured in days. The day of the general meeting and the day of receipt are not counted.”

Report of the general partner on agenda item 8

The general partner shall also have the possibility in the future, with the approval of the Supervisory Board, to take advantage of financing opportunities in the interest of the Company in order to make the most of business opportunities and strengthen the equity base. In connection with the resolution on the change of legal form adopted by the Annual General Meeting on May 13, 2020 under agenda item 7, the general partner was authorized in Article 4 (3) of the Articles of Association, with the consent of the Supervisory Board, to increase the share capital on one or more occasions on or before May 12, 2025 by a total of up to EUR 26,609,675.00 by issuing new registered no-par value shares against cash and/or non-cash contributions (Authorized Capital 2020). Article 4 (3) of the Articles of Association also authorizes the general partner, with the consent of the Supervisory Board, in certain cases to exclude the shareholder subscription rights to new shares issued in the context of a capital increase using the Authorized Capital 2020. Such an exclusion of subscription rights is possible under the authorization, among other things, in accordance with Section 186 (3) sentence 4 German Stock Corporation Act (AktG) in the case of a capital increase against cash contributions. However, the issuance of new shares excluding shareholder subscription rights pursuant to Section 186 (3) sentence 4 German Stock Corporation Act (AktG) is limited under the authorization to the extent that the proportion of the share capital attributable to these shares may not exceed a total of 10 % of the share capital. According to the authorization, treasury shares sold during the term of the Authorized Capital 2020 excluding subscription rights pursuant to Section 186 (3) sentence 4 German Stock Corporation Act (AktG) are to be offset against this limitation.

On June 22, 2020, the Company partially utilized the Authorized Capital 2020 and issued 515,226 new shares excluding shareholder subscription rights. On the same day, the Company sold 4,806,709 treasury shares excluding shareholder subscription rights in accordance with Section 186 (3) sentence 4 German Stock Corporation Act (AktG). The new shares and sold treasury shares excluding subscription rights accounted for a total pro rata amount of 10 % of the share capital at that time.

In view of this, the Authorized Capital 2020 is no longer available for an issuance of new shares excluding shareholder subscription rights pursuant to Section 186 (3) sentence 4 German Stock Corporation Act (AktG).

The general partner and the Supervisory Board consider it expedient to enable the Company to increase the share capital in the future, too, also at short notice excluding subscription rights. The existing Authorized Capital 2020 is therefore to be canceled and replaced by a new authorized capital.

For this reason, the general partner and the Supervisory Board propose to the Annual General Meeting under agenda item 8 the creation of a new authorized capital in the total amount of up to EUR 10,746,915.00 by issuing up to 10,746,915 new registered no-par value shares (Authorized Capital 2021). The general partner shall be authorized to issue shares on the basis of the Authorized Capital 2021 until May 18, 2024 (inclusive). The Authorized Capital 2021 is to be available for both cash and non-cash capital increases.

With the proposed Authorized Capital 2021, the general partner of CompuGroup Medical SE & Co. KGaA will be in a position to adjust the equity capitalization of the Company within the aforementioned limits to the business requirements at any time and to act quickly and flexibly in the interests of the Company. To this end, the Company must always have the necessary instruments for raising capital – irrespective of specific utilization plans. Since decisions on the coverage of a capital requirement generally have to be made at short notice, it is important that the Company is not dependent on the dates of ordinary general meetings in this respect and does not have to convene extraordinary general meetings either. With the instrument of authorized capital, the legislator has taken account of the need to raise capital at short notice. Common reasons for using authorized capital are to strengthen the equity base and finance acquisitions of shareholdings.

Shareholders must in principle be granted subscription rights if the Authorized Capital 2021 is utilized. Pursuant to Section 186 (5) German Stock Corporation Act (AktG), the new shares may also be underwritten by one or more credit institutions with the obligation to offer them to the shareholders for subscription (known as indirect subscription right). The proposed authorization provides that the general partner – in accordance with the statutory provisions – may exclude the shareholder subscription rights in whole or in part in the cases explained below with the approval of the Supervisory Board.

The total of the shares issued on the basis of the Authorized Capital 2021 excluding shareholder subscription rights, taking into account other shares of the Company sold or issued during the term of the Authorized Capital 2021 excluding subscription rights or to be issued on the basis of bonds issued after May 19, 2021 excluding subscription rights, may not exceed a pro rata amount of 20 % of the share capital, whether at the time this authorization becomes effective or at the time it is exercised. This limitation of the total volume of an issue of shares without subscription rights to 20 % of the share capital protects shareholders against dilution of their shareholdings.

Exclusion of subscription rights for fractional amounts

The general partner is to be authorized, subject to the approval of the Supervisory Board, to exclude the subscription right of the shareholders for fractional amounts. Such exclusion of subscription rights is intended to enable a practicable subscription ratio and thus facilitate the technical handling of a capital increase. The value of fractional amounts is generally low, whereas the cost of issuing shares without excluding subscription rights for fractional amounts is normally significantly higher. The new shares without shareholder subscription rights as so-called “free fractions” are utilized in the best possible way for the Company. The exclusion of subscription rights in these cases therefore serves to make an issue more practicable and easier to carry out.

Exclusion of subscription rights in the case of bonds with warrants and convertible bonds

The general partner is also to be authorized, with the approval of the Supervisory Board, to exclude shareholder subscription rights if and to the extent that this is necessary in order to grant a subscription right to the holders or creditors of conversion or option rights and/or the holders or creditors of financing instruments with conversion or option obligations, which were or are issued by the Company or by a domestic or foreign company in which the Company directly or indirectly holds a majority of the votes and capital, to the extent that such subscription rights would be granted to them after the exercise of the conversion or option rights or after the fulfillment of a conversion or option obligation.

The reasons are as follows: The economic value of the aforementioned conversion or option rights or of the bonds with conversion or option obligations depends not only on the conversion or option price but also, in particular, on the value of the shares of the Company to which the conversion or option rights or conversion or option obligations relate. In order to ensure a successful placement of the relevant bonds or to avoid a corresponding price discount in the placement, it is therefore customary to include so-called anti-dilution provisions in the bond terms and conditions, which protect the beneficiaries against a loss in value of their conversion or option rights due to a dilution in the value of the shares to be subscribed. A subsequent share issue granting shareholder subscription rights would typically lead to such a dilution in value without dilution protection. The aforementioned anti-dilution provisions in the bond terms and conditions regularly provide for a reduction of the conversion or option price in this case, with the consequence that, in the event of a subsequent conversion or exercise of the option or the subsequent fulfillment of a conversion or option obligation, the funds accruing to the Company are reduced or the number of shares to be issued by the Company is increased.

As an alternative by means of which the reduction of the conversion or option price can be avoided, the anti-dilution provisions usually permit the beneficiaries of bonds with conversion or option rights or conversion or option obligations to be granted subscription rights to new shares to the extent to which they would be entitled after exercising their own conversion or option rights or after fulfilling their conversion or option obligations. They are thus placed in the same position as if they had already become shareholders by exercising the conversion or option rights or by fulfilling any conversion or option obligations prior to the subscription offer and were also already entitled in this way; they are thus compensated for the dilution in value – like all shareholders already participating – by the value of the subscription right. For the Company, this second alternative of granting protection against dilution has the advantage that the conversion or option price does not have to be reduced; it therefore serves to ensure the greatest possible inflow of funds in the event of a subsequent conversion or exercise of the option or the subsequent fulfillment of any conversion or option obligation, or reduces the number of shares to be issued in this case. This also benefits the shareholders involved, so it also constitutes compensation for the restriction of their subscription rights. Their subscription rights remain as such and are only reduced proportionately to the extent that subscription rights are granted not only to the participating shareholders but also to the holders of conversion or option rights or bonds with conversion or option obligations. In the event of a subscription rights issue, the present authorization gives the Company the opportunity to choose between the two alternatives for granting protection against dilution described above, after weighing up the interests of the shareholders and the Company.

Exclusion of subscription rights in the case of cash capital increases

With the approval of the Supervisory Board, the general partner is to be able to exclude subscription rights in the case of cash capital increases in accordance with Section 203 (1) sentence 1, (2), Section 186 (3) sentence 4 German Stock Corporation Act (AktG) if the issue price of the new shares is not significantly lower than the stock market price of the shares already listed.

The use of this option, which is laid down in law, to exclude the subscription rights can be expedient in order to take swift and flexible advantage of favorable market conditions and also in order to cover at very short notice any capital requirements that may arise here. The two-week subscription period necessary when granting a subscription right to shareholders (Section 186 (1) sentence 2 German Stock Corporation Act (AktG)) does not permit a comparatively short-term reaction to current market conditions. Furthermore, the volatility of the stock markets means that conditions that are close to the market can generally be achieved only when the company is not tied to this over a lengthy period. When granting a subscription right, it is necessary pursuant to Section 186 (2) German Stock Corporation Act (AktG) that the final subscription price is published no later than three days before the subscription period expires. There is therefore a higher risk when granting a subscription right – especially the risk of price fluctuations that exists over several days – than there is in the case of allocation without subscription right. Appropriate haircuts on the current stock market price are therefore regularly required for a successful placement when granting a subscription right; this generally leads to more unfavorable conditions for the Company than is the case in a capital increase carried out without the subscription rights. Excluding the subscription rights enables the placement to be made close to the stock market price. A full placement is also not automatically guaranteed when a subscription right is granted because of the uncertainty surrounding the exercise of the subscription rights by the beneficiaries of those rights, while a subsequent placement with third parties is generally associated with additional expenses.

The proportion of the share capital represented by the shares issued excluding subscription rights in this way may not exceed a total of 10 % of the share capital either at the time this authorization becomes effective or at the time it is exercised. Within this framework, the legislator considers it reasonable for shareholders to maintain their proportionate shareholding by making purchases on the market. The pro rata amount of the share capital attributable to shares issued or sold during the term of the Authorized Capital 2021 as a result of an authorization to issue new shares or sell treasury

shares in direct or analogous application of Section 186 (3) sentence 4 German Stock Corporation Act (AktG), excluding subscription rights, must be offset against this limit of 10 % of the share capital. Likewise, the pro rata amount of the share capital must be offset that is attributable to shares that can be issued or are to be issued to service bonds with conversion or option rights or with conversion or option obligations if the bonds are issued during the term of the Authorized Capital 2021 excluding the shareholder subscription rights in analogous application of Section 186 (3) sentence 4 German Stock Corporation Act (AktG). These offsets serve to protect the shareholders by minimizing the dilution of their shareholding as far as possible.

The offsetting model enables the equity share of the shareholders not to be diluted by more than 10 % even when capital measures are linked with the issue of bonds and/or the sale of treasury shares. The shareholders also have the option in principle – because the issue price of the new shares is close to the stock market price and because of the limit on the size of the capital increase when subscription rights are excluded – to maintain their equity share by acquiring the necessary shares on the stock market on approximately the same conditions. It is therefore ensured that, in compliance with the legal rationale of Section 186(3) sentence 4 German Stock Corporation Act (AktG), the financial and equity interests are adequately safeguarded when the Authorized Capital 2021 is utilized subject to the exclusion of the subscription rights, while further latitude is opened up for the Company to act in the interests of all the shareholders.

Exclusion of subscription rights in the case of capital increases by way of contributions in kind

Furthermore, the general partner is to be authorized, with the approval of the Supervisory Board, to exclude shareholder subscription rights in the case of capital increases against contributions in kind, in particular for the acquisition of companies, parts of companies or investments in companies or other assets, including claims against the Company or its Group companies. This option to exclude subscription rights is limited to the extent that the new shares issued with subscription rights excluded may not exceed a pro rata amount totaling 10 % of the share capital, either at the time the Authorized Capital 2021 becomes effective or at the time it is utilized.

This is intended to enable CompuGroup Medical SE & Co. KGaA to be able to offer shares of the Company quickly and flexibly in suitable individual cases for the fulfillment of claims arising from the preparation, implementation, execution or settlement of legal or statutory acquisition transactions as well as business combinations without recourse to the stock exchange. CompuGroup Medical SE & Co. KGaA faces global competition. It must be able to act quickly and flexibly at all times on the international and regional markets in the interests of its shareholders. This also includes the short-term acquisition of companies, businesses, parts of companies, investments in companies or other assets or claims to the acquisition of assets, including claims against the Company or its Group companies, in order to improve its competitive position. As consideration, the granting of shares may be expedient or even required in order to preserve liquidity or to meet the seller's expectations. Giving shares instead of money can also make sense from the point of view of an optimum financing structure. The Company does not suffer any disadvantage as a result, since the issue of shares against contributions in kind requires that the value of the contribution in kind is in reasonable proportion to the value of the shares. When determining the valuation ratio, the general partner will ensure that the interests of the Company and its shareholders are adequately safeguarded and that an appropriate issue price is achieved for the new shares. The Company's stock exchange listing also offers every shareholder the opportunity to increase their shareholding by acquiring additional shares.

Utilization of the authorization

At present, there are no concrete plans to utilize the Authorized Capital 2021. The authorizations proposed here with the option to exclude subscription rights are common practice nationally and internationally. The approval of the Supervisory Board is required for all cases of exclusion of subscription rights proposed here. The general partner will also carefully examine in each case whether the utilization of the Authorized Capital 2021 is in the interests of the Company; in particular, it will also examine whether any exclusion of subscription rights is objectively justified in the individual case. The general partner will report to the next Annual General Meeting on each utilization of the authorization.

Report of the general partner on agenda item 9

The authorization to acquire and use treasury shares granted to the Company by resolution of the Annual General Meeting of May 15, 2019 under agenda item 9 and adapted in the context of the resolution on the change of the legal form of the Annual General Meeting of May 13, 2020 under agenda item 7 allows the Company, among other things, to sell treasury shares excluding shareholder subscription rights pursuant to Section 186 (3) sentence 4 German Stock Corporation Act (AktG). However, such a sale is limited under the authorization to the extent that the aggregate pro rata amount of the share capital attributable to the number of treasury shares sold in this manner may not exceed 10 % of the share capital. According to the authorization, shares issued from authorized capital excluding subscription rights on or after May 16, 2019 must be offset against this restriction.

On June 22, 2020, the Company partially utilized the Authorized Capital 2020 and issued 515,226 new shares excluding shareholder subscription rights pursuant to Section 186 (3) sentence 4 German Stock Corporation Act (AktG). On the same day, the Company sold 4,806,709 treasury shares excluding shareholder subscription rights in accordance with Section 186 (3) sentence 4 German Stock Corporation Act (AktG). The new and sold treasury shares excluding subscription rights accounted for a total pro rata amount of 10 % of the share capital at that time. In view of this, the existing authorization to acquire and use treasury shares is no longer available for a sale of treasury shares excluding shareholder subscription rights pursuant to Section 186 (3) sentence 4 German Stock Corporation Act (AktG).

The general partner and the Supervisory Board consider it expedient to continue to allow the Company, in line with standard corporate practice, to acquire treasury shares in accordance with Section 71 (1) no. 8 German Stock Corporation Act (AktG) and to use them – also excluding shareholder subscription rights. Agenda item 9 therefore contains the proposal to cancel the existing authorization to acquire and use treasury shares and to grant a new authorization.

1. Purchase of treasury shares

The new authorization to purchase and use treasury shares is intended to allow the Company for three years, i.e., until May 18, 2024 (inclusive), to purchase treasury shares up to a total of 10 % of the share capital existing at the time the resolution is adopted or – if lower – at the time the authorization is utilized. This is intended to allow the Company to make full use of the legal framework for such authorizations. Under the proposed authorization, the Company may acquire treasury shares itself or through dependent companies or companies majority-owned by the Company or through third parties acting on its or their behalf by means of a purchase on the stock exchange or a public purchase offer.

When acquiring treasury shares, the principle of equal treatment set out in Section 53a German Stock Corporation Act (AktG) must be observed. The proposed acquisition of the shares via the stock exchange or by means of a public purchase offer takes account of this principle. If, in the event of a public purchase offer, the number of shares tendered for purchase exceeds the total volume earmarked by the Company for purchase, the proposed authorization allows the purchase to be made in proportion to the shares tendered per shareholder instead of in proportion to the shareholdings. In this way, the acquisition process can be simplified and handled within an economically reasonable framework from a technical point of view. In addition, it is to be possible to provide for preferential acceptance of smaller lots of up to 100 shares per shareholder. On the one hand, this option serves to avoid small, generally uneconomical residual holdings and a possible associated de facto disadvantage for small shareholders. On the other hand, the option also serves to simplify the technical processing of the acquisition procedure. Finally, it is to be possible to provide for rounding according to commercial principles in all cases in order to avoid arithmetical fractions of shares. This option also serves to simplify processing from a technical

point of view. The general partner and the Supervisory Board consider the exclusion of a possible further right of shareholders to tender shares in all cases mentioned in this paragraph to be objectively justified and appropriate vis-à-vis the shareholders.

2. Use of treasury shares

The treasury shares acquired under the proposed authorization may be used for all legally permissible purposes, including in particular the following:

a) Redemption of shares

The proposed resolution authorizes the general partner to redeem treasury shares without any further resolution by the Annual General Meeting. This authorization allows the Company to respond appropriately and flexibly to the respective capital market situation. The proposed authorization provides that the general partner may redeem the shares in accordance with Section 237 (3) no. 3 German Stock Corporation Act (AktG) even without a capital reduction. Pursuant to Section 8 (3) German Stock Corporation Act (AktG), the redemption of shares without a capital reduction increases the pro rata amount of the remaining shares in the Company's share capital. In this case, the general partner and the Supervisory Board are authorized to amend the Articles of Association with regard to the changed number of no-par value shares.

b) Sale of shares for cash

The treasury shares acquired by the Company may be sold by the general partner on the stock exchange or by way of an offer to all shareholders. In this way, the principle of equal treatment of shareholders is satisfied when the shares are sold. In addition, under the proposed authorization, the Company may also sell the acquired treasury shares with subscription rights excluded in a way other than via the stock exchange or by way of an offer to all shareholders if the shares are sold for cash at a price which is not significantly lower than the stock market price of shares in the Company at the time of the sale. This authorization makes use of the option for the simplified exclusion of subscription rights permitted under Section 71 (1) no. 8 German Stock Corporation Act (AktG) in analogous application of Section 186 (3) sentence 4 German Stock Corporation Act (AktG). This serves the Company's interest in achieving the best possible price when selling treasury shares. The Company is put in a position to take advantage of opportunities that arise quickly and flexibly as a result of the respective stock market situation, and to do so cost-effectively. The proceeds from the sale that can be achieved by setting a price close to the market price generally lead to a significantly higher cash inflow per share sold than in the case of a share placement with subscription rights for shareholders, which generally results in not insignificant discounts from the stock market price. By dispensing with the time-consuming and costly processing of subscription rights, equity requirements can also be covered promptly from market opportunities arising at short notice. Finally, the authorization also helps the Company to tap into new groups of investors.

Protection of shareholders against dilution is taken into account by the fact that the shares may only be sold at a price that is not significantly lower than the relevant stock market price. The final determination of the selling price for treasury shares is made shortly before the sale. The general partner will endeavor to keep any discount on the stock market price as low as possible, taking into account current market conditions. Interested shareholders generally have the option of maintaining their shareholding by purchasing additional shares on the market.

This authorization only applies subject to the proviso that the shares sold subject to the exclusion of subscription rights in accordance with Section 186 (3) sentence 4 German Stock Corporation Act (AktG) may not in total exceed a pro rata amount of 10 % of the share capital, either at the time this authorization becomes effective or at the time it is exercised. Shares issued during the term of this authorization from authorized capital excluding subscription rights pursuant to Sections 203 (1) sentence 1 and 186 (3) sentence 4 German Stock Corporation Act (AktG) must be offset against this limit. Furthermore, shares to be issued to service bonds and/or profit participation rights with conversion or option rights or a conversion or option obligation must be offset against this limit insofar as the bonds and/or profit participation rights are issued during the term of this authorization excluding subscription rights in analogous application of Section 186 (3) sentence 4 German Stock Corporation Act (AktG). These offsets and the fact that the issue price must be based on the stock market price ensure that the shareholders' interests in assets and voting rights are adequately protected.

c) Sale of shares against contribution in kind

The general partner is also to be given the option to sell treasury shares against contribution in kind, with shareholder subscription rights excluded. This enables the Company to offer treasury shares directly or indirectly as consideration in appropriate individual cases, in particular in connection with the acquisition of companies, parts of companies or investments in companies or other assets, including claims against the Company or its Group companies.

The Company is in global competition. It must therefore be able to act quickly and flexibly on national and international markets at all times. Experience indicates that in negotiations shares are not infrequently demanded as consideration instead of money. The possibility of offering treasury shares as consideration therefore creates an advantage in the competition for interesting acquisition targets as well as the necessary room for maneuver to be able to take advantage of opportunities for acquisition that arise quickly, flexibly and in a way that preserves liquidity. Consideration in the form of shares may also make sense from the point of view of an optimum financing structure. If such plans materialize, the general partner will carefully consider whether to make use of the authorization to grant treasury shares. When determining the valuation ratios, the general partner will ensure that the interests of the shareholders are adequately safeguarded. As a rule, it will base its assessment of the value of the shares given as consideration on the stock market price of the Company's shares. However, a schematic link to the stock market price is not in the interests of the Company, in particular in order not to call into question negotiation results once achieved due to fluctuations in the stock market price.

In particular, the Company is also to be given the option to grant treasury shares as consideration for the transfer of industrial property rights or intangible property rights of third parties, such as trademarks and names, to the Company or one of its Group companies for the marketing of products of the CompuGroup Group. Furthermore, the treasury shares are to be available as consideration for the direct or indirect purchase of licenses to such rights by the Company. Furthermore, the Company is to also be able to use treasury shares to acquire patents and patent licenses, the use of which to market and develop products of the CompuGroup Group is in the interests of the Company.

Should third parties who hold intellectual property rights and rights to intangible assets or patent-holders only be willing to transfer rights or issue licenses to these rights in return for the granting of shares, or in the case of cash payment only at a significantly higher price, the Company should be in a position to respond to this situation appropriately. Insofar as authorized capital is not to be used for this purpose, the general partner should have the opportunity to grant treasury shares as consideration under the exclusion

of shareholder subscription rights. The Company should also be able to acquire licenses directly or indirectly in return for shares.

Furthermore, the general partner considers it possible that opportunities may arise for the Company to directly or indirectly acquire patents or licenses to patent rights in return for the granting of treasury shares, the exploitation of which for products of the CompuGroup Group is in the interests of the Company. In this respect, too, the general partner should be given the option of granting shares in the Company as consideration for the transfer of such patents or for the granting of patent licenses if payment in the form of shares is desired by the patent holders or is advantageous from the Company's point of view. The acquisition of licenses, patents and other industrial property rights or intellectual property rights from third parties will be carried out either by the Company or by one of its Group companies. It is also conceivable that the consideration granted by the Company could consist of both shares and cash (license fees). The valuation of licenses or patents and other industrial property rights or intangible property rights to be acquired directly or indirectly by the Company will be market-oriented, if necessary on the basis of a valuation report. The valuation of the shares to be granted by the Company will be based on the stock market price.

In these cases, the granting of treasury shares is in the interest of the Company if the use and exploitation of licenses, patents or other intellectual property rights/rights to intangible assets promises not inconsiderable benefits for the Company with regard to the marketing and promotion and/or development of its products, and it is not possible to acquire the license or the rights to intellectual property in return for cash payment, or acquisition is only possible at a high price and to the detriment of the Company's liquidity. The general partner will examine and consider this in each individual case when deciding whether to grant treasury shares.

The decision as to whether treasury shares of the Company are granted as consideration for the options described must be made in each individual case by the general partner, taking into account the interests of the Company in the specific measure, the necessity of granting shares and the valuation.

d) Fulfillment of conversion or option rights or conversion or option obligations

The authorization also provides that the treasury shares may be used by the general partner, with shareholder subscription rights excluded, to fulfill conversion or option rights or conversion or option obligations arising from bonds and/or profit participation rights issued by the Company or a domestic or foreign company in which the Company directly or indirectly holds a majority of the votes and capital.

It may be appropriate to use treasury shares in whole or in part instead of new shares from a capital increase in order to service conversion or option rights or conversion or option obligations. For this reason, the authorization provides for such a – customary – possibility to use treasury shares.

e) Fulfillment of option rights to shares

The authorization provides for the possibility to use treasury shares to fulfill option rights from share options granted by the Company in accordance with the authorization granted by resolution of the Annual General Meeting of May 15, 2019 under agenda item 6 and adjusted in the context of the change of legal form resolution of the Annual General Meeting of May 13, 2020 under agenda item 7 to grant subscription rights (share options) to former members of the Management Board and former executive employees of CompuGroup Medical SE, the legal predecessor of CompuGroup Medical SE & Co. KGaA, to managing directors of CompuGroup Medical Management SE, to executive employees of CompuGroup Medical SE & Co. KGaA as well as to members of the management of CompuGroup Medical SE & Co. KGaA's subordinated

affiliated companies and their executive employees. The addressee of the authorization is the general partner. Insofar as share options are concerned which were granted to former members of the Management Board of CompuGroup Medical SE, the legal predecessor of CompuGroup Medical SE & Co. KGaA, prior to the conversion of CompuGroup Medical SE into CompuGroup Medical SE & Co. KGaA, the Supervisory Board is authorized to fulfill them. For the fulfillment of share options granted or to be granted to managing directors of CompuGroup Medical Management SE after the conversion of CompuGroup Medical SE into CompuGroup Medical SE & Co. KGaA, the authorization applies to the Board of Directors of the general partner.

The possibility of also settling share options with treasury shares gives the Company the option of not necessarily settling subscription rights from share options in cash or using new shares following a capital increase from contingent capital under the exclusion of shareholders' subscription rights. This does not put shareholders at any significant disadvantage, as subscription rights are excluded by law when settling share options through shares issued from contingent capital.

Any dilution of shareholders' holdings is offset by the simultaneous increase in value of the shares. In addition, the dilution effect that would materialize in the event of the utilization of treasury shares is relatively insignificant in consideration of the increase in the value of the Company that would result from the incentive of the share options. The general partner and the Supervisory Board are convinced that the existing share option program is particularly suitable for providing a sustainable incentive, thereby contributing to an increase in the value of the Company in the interests of the Company and its shareholders.

After weighing up all of the aforementioned circumstances, the general partner and the Supervisory Board consider the exclusion of subscription rights when settling share options using treasury shares to be justified and appropriate in accordance with the legal assessment of Section 71 (1) No. 8 German Stock Corporation Act (AktG), including in consideration of the negative dilution effects for shareholders.

3. Exclusion of subscription rights in favor of creditors of bonds

The authorization only creates the possibility for the general partner to partially exclude the subscription rights of shareholders in favor of creditors of bonds and/or participation rights with conversion or option rights or a conversion or option obligation in an offer of own shares to shareholders. This makes it possible to grant owners of already existing conversion or option rights or creditors of bonds containing conversion or option obligations a subscription right to shares as protection against dilution, as opposed to reducing the conversion or option price.

4. Further information

Use can also be made of the opportunities described above with regard to shares acquired on the basis of previous resolutions granting authorization under Section 71 (1) No. 8 German Stock Corporation Act (AktG) or another legal basis. Furthermore, these possible uses also apply to shares acquired under the terms of Section 71d Sentence 5 German Stock Corporation Act (AktG) or by companies which are independent of the Company or under majority ownership of the Company. It is beneficial and ensures additional flexibility to be able to use these treasury shares in the same way as the shares acquired through this authorization resolution.

Annex to agenda item 10 – Remuneration system for the managing directors of the general partner

System of remuneration for the managing directors

This remuneration system describes the principles used to determine the remuneration of the managing directors of CompuGroup Medical Management SE. The regulations in Sections 87a, 120a German Stock Corporation Act (AktG) on the establishment and approval of a remuneration system for the Management Board are in any case not directly applicable to CompuGroup Medical SE & Co. KGaA (“CompuGroup Medical” or “Company”) due to its legal form as a partnership limited by shares (Kommanditgesellschaft auf Aktien). The management of CompuGroup Medical SE & Co. KGaA is conducted by its general partner, CompuGroup Medical Management SE. In turn, the management at CompuGroup Medical Management SE is the responsibility of its managing directors (“managing directors”). As CompuGroup Medical Management SE itself is not listed on the stock exchange, Sections 87a, 120a German Stock Corporation Act (AktG) also do not have direct applicability to it and the managing directors.

The managing directors have indirect management responsibility for the business of CompuGroup Medical. For reasons of good corporate governance, this remuneration system for the managing directors therefore follows Sections 87a, 120a German Stock Corporation Act (AktG) on a voluntary basis and as such will be presented to the 2021 Annual General Meeting of CompuGroup Medical for approval. The recommendations of the German Corporate Governance Code are also taken into account in this remuneration system unless expressly outlined otherwise in the Company’s statement of compliance.

1. Key features of the remuneration system for the managing directors

CompuGroup Medical ranks among the global leaders in the development of e-health solutions and sells efficiency and quality enhancing software and IT services for the healthcare sector. This position as a leading international supplier of IT solutions for the healthcare sector will be further extended in the future through organic and inorganic growth.

CompuGroup Medical focuses very strongly on its growth strategy. This philosophy of growth is firmly rooted in the notion that growth generates benefits that go beyond the economic advantage and is consequently of great significance to all stakeholders in CompuGroup Medical. Corporate strategy therefore focuses very significantly on further growth without neglecting economic efficiency and sustainability. The core elements of this corporate strategy are the further expansion of the relevant customer base, the sale of new products and services to existing customers, and a continuously leading position in technology and innovation.

The remuneration system for the managing directors provides an important incentive for the implementation of the corporate strategy of CompuGroup Medical with ambitious performance targets derived from the corporate strategy. The individual components of the remuneration package promote the implementation of three cornerstones of the corporate strategy: growth, economic efficiency and sustainability.

At the same time, the remuneration of the managing directors aims to reward them appropriately according to their performance and area of activity and responsibility that extends indirectly to CompuGroup Medical. The success and future prospects of the Company in a relevant comparable environment are also decisive criteria for the remuneration of the managing directors.

The development of the remuneration system took the following guiding principles particularly into account:

- **Promotion and implementation of the corporate strategy:**

By setting challenging long- and short-term performance targets, which are in line with the desired corporate development and make these measurable in specific terms, the remuneration system as a whole contributes to the promotion and implementation of the corporate strategy of CompuGroup Medical.

- **Harmonization with the interests of shareholders and stakeholders:**

The remuneration system vitally contributes to linking the interests of the managing directors with those of the shareholders and other stakeholders by tying the large majority of the variable remuneration to the long-term performance of CompuGroup Medical and the price of CompuGroup Medical shares.

- **Focus on long-term, sustainable development:**

The long-term, sustainable development of CompuGroup Medical is promoted by the provision of a long-term variable remuneration component and the implementation of sustainability criteria (environmental, social, governance – the ESG criteria) in the short-term variable remuneration.

- **Performance-related remuneration (“Pay for Performance”):**

The managing directors will receive performance-related remuneration through the setting of appropriate and ambitious targets as part of the variable remuneration. The variable remuneration may be reduced to zero if the targets are missed; equally, it can be increased up to an upper limit (“cap”) if targets are exceeded.

- **Compliance:**

The current regulatory requirements regarding the structure of remuneration for company directors are taken into account in the process of developing the remuneration system for the managing directors.

2. Processes for determining, implementing and monitoring the remuneration system

In the interests of good corporate governance, CompuGroup Medical also applies the principles of Sections 87a (1), 120a (1) German Stock Corporation Act (AktG) to CompuGroup Medical Management SE on a voluntary basis. The Administrative Board of CompuGroup Medical Management SE (“Administrative Board”) shall determine a remuneration system for the managing directors according to the regulations for resolutions on the remuneration system for the Management Board of a listed corporation.

The Administrative Board may call upon an external advisor as part of the preparation process. The Administrative Board took up this option. In assigning the mandate to the external remuneration advisor, the independence of the advisor from the managing directors as well as from CompuGroup Medical as well as from CompuGroup Medical Management SE was taken into account. Further, the general provisions of the German Stock Corporation Act and the German Corporate Governance Code on dealing with conflicts of interest are/were observed during the determination and implementation of the remuneration system and the ongoing monitoring thereof. Should any conflicts of interest exist, the members of the Administrative Board concerned are to make them known to the Chairman of the Administrative Board and refrain from participating in the relevant votes within the Administrative Board. Where significant conflicts of interest exist which are not merely temporary, these will lead to the termination of the mandate.

This remuneration system was resolved upon at the meeting of the Administrative Board on March 2, 2021 and will be submitted to the Annual General Meeting of CompuGroup Medical for approval in accordance with Section 120a (1) German Stock Corporation Act (AktG). Should approval to the remuneration system as submitted be denied, the Administrative Board will submit a reviewed remuneration system to the next Annual General Meeting of CompuGroup Medical in accordance with Section 120a (3) German Stock Corporation Act (AktG).

This remuneration system shall be valid for all contracts of service for managing directors newly concluded or extended as of March 2, 2021. The existing contracts of service of acting managing directors do not correspond to all aspects of this remuneration system and benefit from protection in this respect. This particularly concerns the one-off issuance of share options for the full term of the contract (as opposed to issuing share options in annual tranches as stipulated in this remuneration system) and compliance with new corporate laws imposed by the Act on the Implementation of the Second Shareholders’ Rights Directive (ARUG II) and individual new recommendations in the German Corporate Governance Code, such as the specification of maximum remuneration as per Section 87a (1) Sentence 2 No. 1 German Stock Corporation Act (AktG) and the possibilities for withholding or reclaiming variable remuneration components. The specific remuneration of managing directors based on existing contracts of service may be derived from the respective Remuneration Reports.

3. Determination of specific target total remuneration, appropriateness of the remuneration of managing directors

In determining the target total remuneration for the managing directors, the Administrative Board takes care to ensure that it is proportionate to the performance of the managing director and the situation of the Company, that it does not significantly exceed the usual remuneration without good reason and is conducive to the long-term, sustainable development of the Company.

In a market comparison, the remuneration amounts are compared with an adequate reference group (horizontal comparison) in order to ensure appropriateness. To prevent an automatic upward trend, the Administrative Board will apply caution when using the horizontal comparison. National and international listed companies of comparable size and sector will be used to form the reference group, e.g. MDAX companies and global software and technology companies. The Administrative Board will also take into account internal remuneration ratio by comparing the remuneration of the managing directors with the remuneration of the management level below the managing directors and that of the rest of the workforce ("vertical comparison"). The vertical comparison will also consider the remuneration trends in the employee groups mentioned above over time.

4. Overview of the remuneration system for the remuneration of the managing directors

4.1. Remuneration components

The remuneration of the managing directors is made up of fixed and variable components.

The fixed components comprise the fixed annual salary ("fixed salary") and fringe benefits. There is no company pension scheme.

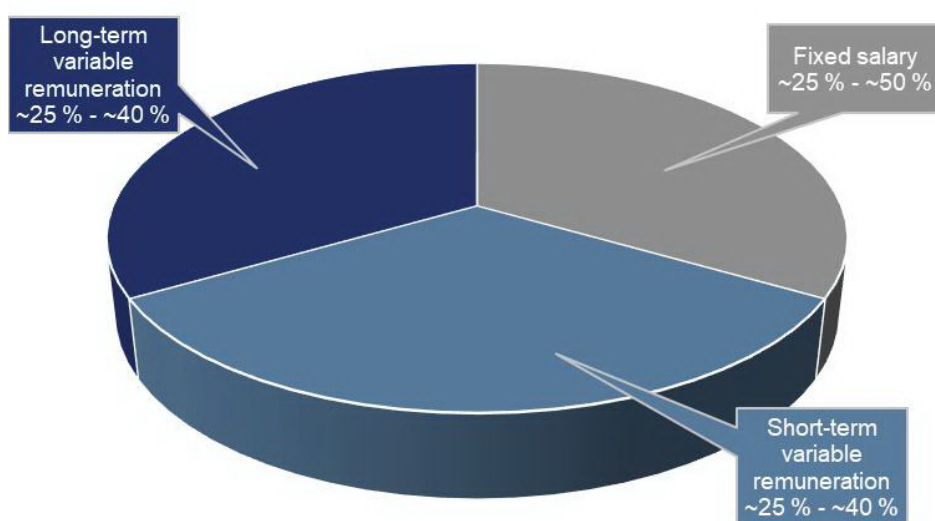
The variable remuneration comprises a short-term component and a long-term component. The short-term variable remuneration is granted annually in the form of a bonus, while the provision of the long-term variable remuneration is made annually in the form of a share option scheme.

The remuneration components are summarized in the following table:

Remuneration components at a glance	
Fixed remuneration components	
Fixed salary	Non-performance-related remuneration fixed over the course of the whole year and paid in twelve monthly installments
Fringe benefits	<ul style="list-style-type: none"> ▶ Company car for work-related and personal use ▶ Group accident insurance ▶ D&O insurance ▶ Grants for health and nursing care insurance up to the maximum statutory contribution limit ▶ If applicable, relocation expenses and overnight accommodation costs assumed for newly appointed managing directors
Variable remuneration components	
Short-term variable remuneration	
Plan type	Target bonus model
Performance targets	<ul style="list-style-type: none"> ▶ Group targets (50 %–75 %) <ul style="list-style-type: none"> ➢ 25 %–40 % sales ➢ 25 %–40 % adjusted EBITDA ▶ Individual targets (25 %–50 %) <ul style="list-style-type: none"> ➢ Including ESG-based targets, targets relating to the area of responsibility and any other Group targets
Performance period	One year
Cap	200 % of the target amount
Payment	In cash after the end of the performance period
Long-term variable remuneration	
Plan type	Share option program
Key parameters	<ul style="list-style-type: none"> ▶ Performance period: three years ▶ Qualifying period: four years ▶ Exercise period: six years
Exercise conditions	<ul style="list-style-type: none"> ▶ Achieve a share price increase of at least 15 % ▶ Share options may not be lapsed (e.g., due to the resignation)
Exercise	<ul style="list-style-type: none"> ▶ Must be exercised within a period of four weeks beginning on the third working day after the results for the respective quarter or fiscal year are announced ▶ May be exercised in full or in part in tranches of a minimum of 10,000 option rights ▶ Exercise price equates to the volume-weighted average price of shares during the period beginning 45 days before and ending 45 days after the exercise date
Other contractual components	
Malus and clawback provisions	Partial or full reduction of granted and/or reclaiming of paid short-term variable remuneration
Maximum remuneration p.a.	Pursuant to Section 87a (1) no 1 AktG, the maximum remuneration amounts to EUR 15,000,000 p.a. for each managing director
Benefits in the case of early dismissal/termination of contract of service	Any severance payments remunerate at most the term of the contract of service remaining until the regular end date, up to a maximum of two years' total remuneration ("severance pay cap")
Change of control	Payments made following a change of control remunerate a maximum of 150 % of the fixed and short-term variable remuneration components until the regular end date of the employment contract up to a maximum period of two years

4.2. Remuneration structure

The required legal alignment of the remuneration with a long-term, sustainable development of the Company shall be achieved through the structure of the target total remuneration. In it, the fixed salary including fringe benefits makes up between ~25% and ~50% of the target total remuneration, and the share of the short-term variable remuneration also amounts to between ~25% and ~40%. The share of the long-term variable remuneration is between ~25% and ~40%. On an individual level, the variable remuneration clearly outweighs the fixed variation, and within the variable variation, the target amount of the long-term variable remuneration outweighs the target amount of the short-term variable remuneration. With 100% target achievement, the share of the long-term variable remuneration will therefore be higher than the share of the short-term variable remuneration. The general weighting towards the variable share of the remuneration reinforces the concept of performance-related pay, which governs the remuneration of the managing directors.



Deviations from the ratios described may occur if new share options are not granted or only granted to a limited extent when contracts are extended, due to the development of share prices or the costs of the contractually agreed fringe benefits. Equally, the ratios may vary slightly in the event of payments being granted due to the accession of new appointees.

4.3. Maximum remuneration

The remuneration of the managing directors is limited by a maximum remuneration amount in accordance with Section 87a (1) Sentence 2 No. 1 German Stock Corporation Act (AktG). This forms an upper limit for the sum of the fixed salary and fringe benefits, and the short-term and long-term variable remuneration components. The upper limit relates to the sum of all payments (including fringe benefits) from the remuneration granted per fiscal year. The maximum remuneration for each managing director shall be EUR 15 million gross per fiscal year.

The amount of the maximum remuneration takes account in particular of the fact that the long-term variable remuneration is provided in the form of share options, which have a distinct opportunity-risk profile. The granting of share options regularly affords high profit opportunities, at the same time however there is the possibility of the expiry of the options, meaning the complete loss of multiple years of variable remuneration if the specified increase in the share price is not achieved.

5. Details of the remuneration system

5.1. Fixed remuneration components

5.1.1 Fixed salary

The fixed salary is a remuneration fixed over the course of the whole year and paid in twelve monthly installments.

5.1.2 Fringe benefits

The managing directors receive additional payments in kind and other remuneration (“fringe benefits”). In addition to the provision of a company car commensurate to their position for work-related and personal use, these include insurance premiums for a Group accident insurance policy and D&O insurance with an appropriate amount of cover and an excess amount in accordance with Section 40 (8) of the Statute for a European company (SEAG) in conjunction with Section 93 (2) Sentence 3 German Stock Corporation Act (AktG). In addition, grants may be given for private health and nursing care insurance covering up to 50% of the verified premium but not exceeding the maximum employer contribution for statutory health and nursing care insurance.

Further, relocation expenses may be covered for newly appointed managing directors as well as the cost of overnight accommodation for a period of up to six months.

5.2. Variable remuneration components

5.2.1 Short-term variable remuneration

5.2.1.1 How the short-term variable remuneration works

The short-term variable remuneration of the managing directors is designed as a system of target bonuses. At the beginning of every fiscal year, each managing director is given a target amount. The target achievement generated from the previously defined targets is multiplied to calculate the individual target amount, which is paid in cash and capped at 200% of the target amount.

The target achievement for the relevant fiscal year is dependent on performance targets which can be divided into two categories: Group targets and individual targets. While Group targets focus primarily on growth and economic efficiency, the individual targets center on the area of responsibility of the managing director and on ESG factors (environmental, social, governance). By taking into account individual performance targets, the Administrative Board is able to set targeted individual incentives for managing directors and thereby promote the successful completion of key projects in the managing director’s area of responsibility or the achievement of ESG goals. All performance targets are added up and interlinked. The Group targets account for 50% – 75% of the total target amount, and the individual targets make up 25% – 50% of that total. The precise weighting of the various performance targets is set out by the Administrative Board prior to the start of the relevant fiscal year in each case.

The table below illustrates the structure of the short-term variable remuneration:

Short-term variable remuneration – basic functionality				
Target amount in EUR	Total target achievement (0 %–200 %)			Payment in cash (cap of 200 % of target amount)
	Group targets		Individual targets	
	Target achievement (0 %–200 %)		Target achievement (0 %–200 %)	
	Sales	Adjusted EBITDA	Including targets based on ESG, area of responsibility and any other Group targets	
	Weighting: 25 %–40 %	Weighting: 25 %–40 %	Weighting: 25 %–50 %	

5.2.1.2 Performance targets for short-term variable remuneration – Group targets

The Administrative Board defines a target value for all Group targets prior to the start of the fiscal year. The achievement of this target value leads to a target achievement of 100%. In addition, a threshold value as well as a maximum value is specified for each target. Target achievement levels between the threshold and target value and between the target and maximum value are interpolated on a linear basis.

Failure to meet the threshold value equates to a target achievement of 0% for that specific performance target and therefore to the complete loss of the pro rata remuneration for this target. If the maximum value for a particular performance target is achieved or exceeded, this leads to a target achievement level of a maximum of 200% (cap). Any further increase in the value of that particular performance target will

not result in an increment in the target achievement level, nor may it be used to offset other performance targets with lower achievement levels.

The Group targets found in the short-term variable remuneration are derived from the corporate strategy of CompuGroup Medical and include details of sales and EBITDA.

a. **Sales**

Sales are a key performance indicator of CompuGroup Medical and make up 25% – 40% of the total target achievement of the short-term variable remuneration. This performance indicator offers an insight into the ability to fulfill the primary growth target and is defined by the turnover with third parties. Sales performance includes both organic and inorganic growth. The use of sales as a performance target underscores the growth philosophy of CompuGroup Medical and makes a significant contribution to the successful implementation of corporate strategy.

The target value for the Group target of “sales” equates to a target achievement level of 100%. It is derived from the budget and is defined annually by the Administrative Board at the same time as the specific threshold and maximum values. At the moment, the threshold and maximum values equate to missing or exceeding the target value by exactly 15% in both cases.

The resulting target achievement curve currently appears as follows:

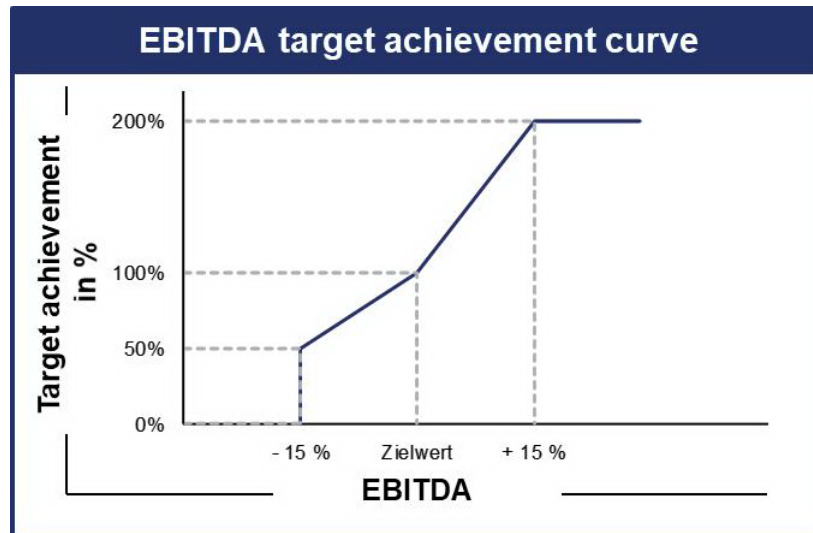


b. **Adjusted EBITDA**

The second Group target influencing the short-term variable remuneration is the adjusted earnings before interest, taxes, depreciation and amortization (EBITDA). The adjusted EBITDA is also weighted at 25% – 40%. The adjusted EBITDA represents a good indicator of the ability of CompuGroup Medical to generate cash flow before taking into account expenditure in connection with taxation, investments and financing. As a complement to sales, this takes account of economic efficiency and incentivizes profitable growth.

The Administrative Board also sets a target value, a threshold value and a maximum value every year for the “adjusted EBITDA” Group target, where the target value is linked to budget planning for the upcoming fiscal year. At the moment, the threshold and maximum values equate to missing or exceeding the target value for adjusted EBITDA by exactly 15% in both cases.

The resulting target achievement curve currently appears as follows:



5.2.1.3 Performance targets for short-term variable remuneration – individual targets

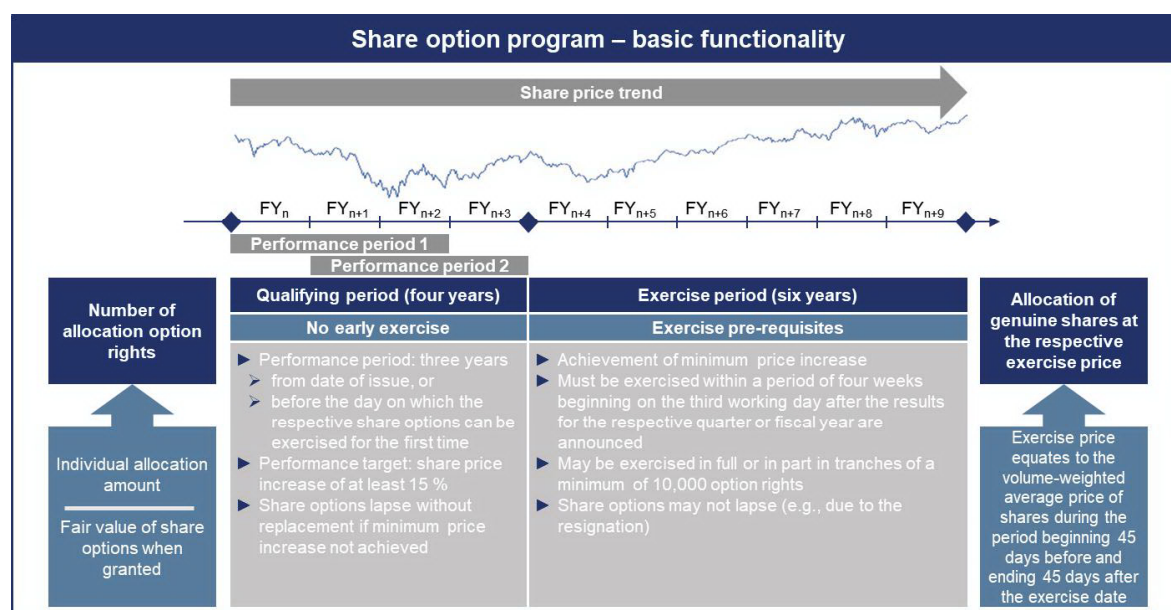
Alongside the collective Group targets, which apply equally to all managing directors, individual targets are additionally used to assess and appropriately reward the respective performance of each and every managing director. The individual targets are also agreed on with the managing directors prior to the start of each fiscal year and weighted at 25% – 50%. They contain targets relating to each managing director's area of responsibility as well as ESG-based targets and other Group targets. The individual business area targets place particular emphasis on success within the business area for which the managing director is responsible. Possible incentives for this success could be performance targets such as the development and roll-out of OneGroup tools, the establishment of an effective CTO organization or expansion of the customer platform. When selecting these targets, particular attention is paid to their relevance and measurability. In addition to targets relating to areas of responsibility, the individual targets also include ESG targets derived from the corporate and sustainability strategies. Here, the Administrative Board can set specific ESG targets prior to the start of the fiscal year, based on the materiality analysis. These might for example relate to the areas of data protection and information security, health protection, equality and diversity or compliance.

Where Group targets are incorporated into the individual targets, they must be linked to the Group-wide role and responsibility of the managing director and thereby incentivize their performance at Group level.

5.2.2 Long-term variable remuneration

The long-term variable remuneration of the managing directors is granted in the form of a share option scheme. At the start of every fiscal year, the managing directors receive subscription rights ("share options") to no-par bearer shares in CompuGroup Medical SE & Co. KGaA for the period of the term of contract but not exceeding four years during the period of their initial appointment and any extension to their contract. The Administrative Board may at its own discretion choose not to grant all or some of the share options for the period of a contract extension. The number of share options allocated annually is calculated on the basis of target amounts stipulated on an individual basis, which are each divided by the volume-weighted average price of the share on the date of issue. In compliance with the respective qualifying and exercise periods (see b. for details) and with the exercise conditions (see c. for details), the managing directors may exercise the share options at the respective exercise price (see a. for details). Linking the long-term variable remuneration to the price trend of CompuGroup Medical shares aligns the interests of the managing directors even more closely with those of shareholders. At the same time, the lengths of the performance period, the qualifying period and the exercise periods are incentives for the long-term, sustainable development of the Company. At the discretion of the Administrative Board, share options that are exercised can be serviced either by utilizing one of the contingent capital arrangements resolved for this purpose or through the Company's own shares or in cash.

The figure below illustrates the structure of the long-term variable remuneration in the form of the share option scheme:



a. Exercise price

The price per share to be paid upon exercising a share option (“exercise price”) corresponds to the volume-weighted average price of the share in the Company in the XETRA trading system (or a functionally comparable successor to the XETRA system) of the Frankfurt Stock Exchange for a period beginning 45 calendar days before and ending 45 calendar days after the respective date of issue but not less than the pro rata amount of the share capital of the Company (Section 9 (1) German Stock Corporation Act (AktG)). The date of issue of a share option is the day on which the issue of the share option decided by the Administrative Board is communicated to the managing director (receipt of the declaration).

b. Qualifying period, option life and exercise periods

Share options can be exercised for the first time after the qualifying period of four years has expired. The qualifying period begins on the date of issue and closes at the end of a period of no less than four years thereafter. After expiry of the qualifying period, the share options may be exercised by the managing directors within a period of six years (the “option life”). Within this time, share options can be exercised within four weeks of the third working day after the results of the respective quarter of the fiscal year have been announced (each four-week period constitutes an exercise period). Statutory restrictions in accordance with the general regulations remain unaffected.

The option life can be extended by the Administrative Board as deemed appropriate where it is not possible to exercise the option at the end of its original life due to statutory regulations. The Administrative Board is also authorized to restrict the option life generally or on a case-by-case basis as appropriate, and in the case of such a restriction to extend it on a case-by-case basis.

c. Exercise conditions

A prerequisite for exercising share options is that the price of the Company’s share has increased by at least 15% in total (“minimum price rise”) either (i) in the period of three years from the issue date or (ii) in the period of three years before the date on which the share options in question can be exercised for the first time (“performance period”). The relevant initial value is the exercise price in the case of (i) and, in the case of (ii), the volume-weighted average rate of the Company’s share in XETRA trading (or a functionally comparable successor system taking the place of the XETRA system) on the Frankfurt Stock Exchange for a period beginning 45 calendar days before and ending 45 calendar days after the first date of the relevant three-year period. The relevant reference price for measuring the minimum price rise is the volume-weighted average price of the Company’s share in XETRA trading (or a functionally comparable successor

system taking the place of the XETRA system) on the Frankfurt Stock Exchange during the last three months before the relevant three-year period expires. If the minimum price rise is not achieved, the share options lapse without compensation. Options may be exercised in full or in part in tranches of a minimum of 10,000 share options. Options may also be exercised if the contract of service of the managing director has ended but the share options allocated to him or her have nevertheless not expired due to the departure of the managing director (see 5.2.2. e. below).

d. Adjustments

If, during the life of share options, the Company increases its share capital by issuing new shares with indirect or direct subscription rights for its shareholders, or places treasury shares, or issues convertible bonds or option bonds with shareholder subscription rights, the Administrative Board is authorized to award the managing directors a settlement to offset the dilution effect in part or in full. The settlement may take the form of a reduction in the exercise price and/or an adjustment of the number of share options. The beneficiaries have no entitlement to economic equalization or compensation, however. The Administrative Board further reserves the right, in the event of extraordinary developments, to use its proper discretion to adjust the economic value of the share options.

e. Rules governing expiry on departure

On termination of a contract of service, all share options not yet allocated shall lapse for the period subsequent to the departure of the managing director. Where the contract of the managing director was continued for at least two years, the share option scheme for the share options already awarded will continue to operate according to the original terms and conditions as long as and insofar as the award of the share options was made at least 12 months prior to the termination of the contract of service, and may be exercised within the framework of the rules of the share option scheme unless the managing director (i) leaves office without good cause as laid out in Section 626 German Civil Code (BGB), (ii) declines to accept a contract extension with substantially similar terms or does not receive an offer of such a contract extension if good cause exists for which the managing director is responsible within the meaning of Section 84 (3) German Stock Corporation Act (AktG), (iii) is removed for good cause for which he or she is responsible within the meaning of Section 84 (3) German Stock Corporation Act (AktG), or (iv) has his or her contract of service terminated by the Company for good cause within the meaning of Section 626 (1) German Civil Code (BGB). The share options awarded for the previous years and on a pro rata temporis basis for the year of departure can continue to be exercised within the framework of the regulations of the share option scheme upon retirement, or in the case of departure due to permanent disability for service or invalidity or death.

On termination of the contract of service or dismissal as managing director for good cause for which the managing director is responsible within the meaning of Section 626 (1) German Civil Code (BGB) or Section 84 (3) German Stock Corporation Act (AktG), any share options not yet exercised and whose the qualifying period has not yet elapsed, will expire without compensation on the day of the departure of the managing director.

6. Remuneration-related transactions

6.1. Term of contracts of service

The contracts of service of the managing directors have a maximum fixed term of five years. The term of the contract for new appointees is three years at most.

There is no ordinary right to termination; this does not affect the right of both parties to extraordinary termination for good cause in accordance with Section 626 (1) German Civil Code (BGB).

6.2. Mid-year appointment and departure

If a managing director is appointed for the first time during the course of a fiscal year and in the event of a departure mid-year the total remuneration including the one-year variable remuneration and the allocation amount specified by the share option scheme will be reduced on a pro rata temporis basis corresponding to the length of service in the relevant fiscal year. In certain circumstances, share options that have been awarded but not yet exercised or are not yet exercisable, may lapse without compensation (see 5.2.2.e. above).

6.3. Secondary employment, internal supervisory and administrative board positions

If managing directors take up positions on other supervisory or administrative boards within the CompuGroup Medical Group, any paid remuneration received must be transferred to the Company.

The acceptance of secondary employment outside the CompuGroup Medical Group requires the prior consent of the Administrative Board. When giving consent, the Administrative Board will decide whether any paid remuneration for such secondary employment shall be offset against the remuneration for the work as managing director.

6.4. Malus and clawback provisions

The contracts of service of managing directors contain provisions for withholding ("malus") and reclaiming ("clawback") short-term variable remuneration.

Reducing or withholding or reclaiming all or part of the short-term variable remuneration may occur as the result of a breach of the employment contract justifying extraordinary termination or an intentional or grossly negligent infringement of essential due diligence requirements within the meaning of Section 40 (8) of the Statute for a European company (SEAG) in conjunction with Section 93 (1)(1) German Stock Corporation Act (AktG) ("compliance malus"/"compliance clawback").

It lies within the discretionary powers of the Administrative Board to decide if and to what extent remuneration shall be withheld or reclaimed. In doing so, the Administrative Board must take into account not only the significance, the duration and any recurrence of the breach of duty by the managing director, but also and in particular the material damage sustained by the Company and the extent to which the managing director contributed to it.

Furthermore, the Administrative Board may correct the determination of short-term variable remuneration or reclaim in full or in part short-term variable remuneration that has already been paid out if and insofar as it is ascertained that subsequent to the initial determination or payment, the data upon which the calculation of the payment amount was based, in particular underlying consolidated financial statements, was incorrect and that when the corrected data is used a lower payment amount or no payment amount would have been due as the short-term variable remuneration ("performance malus"/"performance clawback").

A reduction in the short-term variable remuneration due to an infringement of duty or compliance or due to the correction of underlying data can only be made for the fiscal year in which the infringement was determined or for which the incorrect data were used to calculate the remuneration sum. Clawback of short-term variable remuneration that has already been paid can, independently of the reason for the clawback, occur up to a maximum of four years after the end of the fiscal year in which the infringement of duty or compliance took place or for which the short-term variable remuneration was paid on the basis of incorrect data. Notwithstanding the above provisions, the managing directors remain liable for damages towards the Company in accordance with Section 40 (8) of the Statute for a European company (SEAG) in conjunction with Section 93 (2)(1) German Stock Corporation Act (AktG).

6.5. Benefits in the case of early dismissal/termination of contract of service

Payments made due to early dismissal of the managing director or due to early termination of the contract of service without good cause by the managing director will remunerate the term of the contract of service remaining until the regular end date up to a maximum of two years' total remuneration ("severance pay cap"). The underlying total annual remuneration is based on the remuneration paid in the last full fiscal year and potentially also on the total annual remuneration expected for the current fiscal year. Open variable remuneration components allocated to the period prior to the departure of the managing director are paid in accordance with the targets and parameters for comparison originally agreed upon and with the due dates or holding periods specified in the contract.

There is no entitlement to a severance payment where the early dismissal or termination of the contract of service occurs due to good cause for which the managing director is responsible. This also applies where the managing director resigns and this does not occur for reasons for which CompuGroup Medical or CompuGroup Medical Management SE are responsible.

6.6. Change of control

The contracts of service of the managing directors provide for a special right of termination in the event of a change of control if (i) the person acquiring control significantly restricts the powers of the managing director within a period of six months after the change of control, or (ii) the remaining term of the managing director's contract of service is less than two years and the managing director is not made a legally binding offer to extend his or her contract of service by at least two more years from the date of this offer under at least comparable economic conditions. In case this special right of termination is exercised, the managing directors are entitled to a severance payment, which is subject to a cap. This cap is set at a maximum of 150% of the fixed and short-term variable remuneration components up to the regular termination date of the employment contract, whereby the short-term variable remuneration is calculated on the basis of an assumed target achievement of 100% and for a period not exceeding two years. Where the managing director makes use of his or her special right of termination in a case of change of control, the share options already granted remain in place and become vested. The same applies if the managing director is dismissed within a period of six months after the time of the change-of-control case without good cause for which the managing director is responsible.

A change-of-control case shall be deemed to exist if an acquirer (other than CompuGroup Medical) acquires a controlling influence over CompuGroup Medical Management SE or if CompuGroup Medical Management SE ceases to be general partner of CompuGroup Medical.

6.7. Non-competition clause

Managing directors are subject to a comprehensive non-competition clause for the duration of their activity in that role.

In addition, a post-contractual non-competition clause is stipulated in the contracts of service for a period of 12 months. A compensation payment is granted for the duration of the post-contractual non-competition clause. This amounts to 50% of the last fixed annual salary drawn and the last annual bonus actually awarded.

Any severance payments will be offset against the compensation.

6.8. Temporary incapacity for work

If a managing director is temporarily unable to work, he or she will receive continued payment of a fixed salary and short-term variable remuneration on a pro rata temporis basis for a period of four months but not past the termination date of the contract of service.

6.9. Permanent incapacity for work, and death, retirement

If the managing director dies or becomes permanently unable to work, the fixed salary and the one-year variable remuneration will continue to be paid on a pro rata temporis basis for a period of three months after the end of the month in which the managing director left active service. In the event of death, payment is made to the surviving dependents.

7. Temporary deviation from the managing directors' remuneration system

The Administrative Board has the option of temporarily deviating from the remuneration system in special and exceptional circumstances if this is necessary in the interests of the long-term well-being of the Company. Such deviations may be necessary to ensure adequate incentives in the event of a severe corporate or economic crisis, for example. These extraordinary circumstances underlying and necessitating a deviation must be ascertained by a resolution of the Administrative Board. However, generally unfavorable market trends are not sufficient grounds to justify a deviation from the remuneration system due to special and extraordinary circumstances.

The components of the remuneration system that can be deviated from under these circumstances are the procedure, the regulations covering the structure and amount of remuneration, the financial and non-financial performance criteria, and the principles of assessment as well as the threshold, target and maximum values of the individual remuneration components. In such cases, the Administrative Board may also temporarily grant additional remuneration components or replace individual remuneration components with other remuneration components or deviate from the maximum remuneration, insofar as this is necessary to restore an appropriate level of incentive for the remuneration of the managing directors. Regardless of any deviation from the remuneration system,

neration system, the remuneration as such and its structure must continue to target the long-term, sustainable development of the Company and be in proportion to the success of the Company and the performance of the managing directors.

Furthermore, the Administrative Board may, at its discretion, temporarily reimburse the expenses for extraordinary ancillary services (e.g. security measures) if a significant change in requirements is identified. The Administrative Board also has the option of granting special payments to new managing directors in compensation for the loss of variable remuneration entitlements from a previous employment relationship caused by the move to CompuGroup Medical Management SE, or to cover the costs arising from a change of location, or, on a one-off basis, for assuming office.

Annex to agenda item 11 – Remuneration system for the members of the Supervisory Board

I. Contribution of the remuneration to promoting the business strategy and long-term development of CompuGroup Medical SE & Co. KGaA

In terms both of its structure and its amount, the remuneration of the Supervisory Board recognizes the demands of the position as Supervisory Board member of CompuGroup Medical SE & Co. KGaA, in particular the concomitant time commitment and the concomitant level of responsibility. The remuneration follows the conventional structure for the market, and its amount – including in comparison to the remuneration of Supervisory Board members of comparable listed companies in Germany – is proportionate to the duties of the members of the Supervisory Board and to the situation of CompuGroup Medical SE & Co. KGaA. The remuneration makes it possible to attract suitable well-qualified candidates for the office of Supervisory Board member. As a result, the remuneration of the Supervisory Board helps enable the Supervisory Board as a whole to properly and competently fulfill its obligations to monitor and advise the general partner. Limiting the remuneration to a fixed component also supports these tasks of the Supervisory Board. The restriction creates an incentive for the members of the Supervisory Board to question the general partner's management appropriately in the execution of their monitoring and advisory duties without focusing primarily on the development of operational indicators. Together with the general partner, the Supervisory Board thus promotes both the business strategy and the long-term development of CompuGroup Medical SE & Co. KGaA. The limitation to fixed remuneration also corresponds to proposal G.18 Sentence 1 of the German Corporate Governance Code.

II. Remuneration components

The fixed annual remuneration of the members of the Supervisory Board is EUR 80,000.00 for the Chairman of the Supervisory Board, EUR 60,000.00 for the Vice Chairman of the Supervisory Board and EUR 40,000.00 for each other member of the Supervisory Board.

In addition, the members of the Supervisory Board will receive an annual remuneration of EUR 10,000.00 for membership of a Supervisory Board committee, with the chairman of a committee receiving the amount of EUR 20,000.00. In this way, the remuneration of the members of the Supervisory Board meets recommendation G.17 of the German Corporate Governance Code, according to which the greater time commitment of the Chairman and Vice Chairman of the Supervisory Board and that of the chairman and members of committees should be properly recognized. If a fiscal year does not cover a full calendar year or if a member of the Supervisory Board has only been a member of the Supervisory Board or a committee during a part of the fiscal year, their respective remuneration is to be paid on a pro rata temporis basis.

In addition, the Company provides the members of the Supervisory Board with an appropriate amount of D&O insurance cover. Furthermore, the members of the Supervisory Board are also reimbursed for expenses incurred in the exercise of their office, including value added tax.

The Company's Supervisory Board members sent by the Supervisory Board to the Joint Committee receive additional annual remuneration of EUR 10,000.00 for their work on the Joint Committee.

III. Processes for determining, implementing and monitoring the remuneration system

The Annual General Meeting determines the remuneration of the Supervisory Board on the proposal of the general partner and the Supervisory Board in the Articles of Association or by resolution. The current remuneration of the Supervisory Board is regulated in Section 15 of the Articles of Association of CompuGroup Medical SE & Co. KGaA. The additional remuneration for the members of the Supervisory Board sent to the Joint Committee by the Supervisory Board is regulated in Section 20 (3) of the Articles of Association of CompuGroup Medical SE & Co. KGaA.

The Annual General Meeting resolves upon the remuneration of the Supervisory Board at least every four years. It is permissible to resolve upon a confirmation of the existing remuneration at this point. In preparation for the resolution of the Annual General Meeting, the general partner and the Supervisory Board each examine whether the remuneration of the Supervisory Board continues to be in the interests of CompuGroup Medical SE & Co. KGaA and is appropriate with particular regard to its amount and structure. If necessary, the general partner and the Supervisory Board will propose a suitable adjustment of the remuneration to the Annual General Meeting

Further information and notes

I. Total number of shares and voting rights

At the time of convening the Annual General Meeting, the Company's share capital amounts to EUR 53,734,576.00 and is divided into 53,734,576 no-par value registered shares, each granting one vote. This total number includes 680,716 own shares held by the Company as at the date of the invitation; pursuant to Section 71b German Stock Corporation Act (AktG), the Company does not have any rights in respect of these own shares.

II. Requirements for exercising the rights of shareholders in connection with the virtual Annual General Meeting, in particular voting rights

In accordance with Section 1 (2) of the COVID-19 Measures Act, the general partner has resolved with the approval of the Supervisory Board to hold the Annual General Meeting as a virtual general meeting without the physical presence of the shareholders or their authorized representatives (with the exception of proxies appointed by the Company).

1. Registration

According to Section 23 (1) of the Articles of Association, only those shareholders who are entered in the Company's share register on the day of the Annual General Meeting and who have registered in good time before the Annual General Meeting are entitled to exercise the rights of shareholders in connection with the virtual Annual General Meeting, in particular voting rights.

Registration must be received by the Company in German or English by **24:00 (CEST) on May 12, 2021** either in text form

– at

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

– by fax on

+49 (0)89 30903 74675 or

– by e-mail to

anmeldestelle@computershare.de or

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

or by transmission by intermediaries in accordance with the provisions of Section 67c German Stock Corporation Act (AktG). To register online via the CGM Investor Portal, shareholders will require an individual access code in addition to their shareholder number. Shareholders who are already registered on the CGM Investor Portal should use their personal password as their access code. Other shareholders entered in the share register will be

sent an initial password along with their invitation to the Annual General Meeting. As described in more detail in IV.2 below, authorized representatives receive their own access data.

In accordance with the legal requirements, shareholders who are only entered in the share register after the beginning of April 28, 2021, will not receive an invitation to the Annual General Meeting unless they specifically request it, and will therefore not receive access data for the CGM Investor Portal. You can, however, request the invitation letter with access data for the CGM Investor Portal from one of the above addresses for registration by post, fax or email.

Please note that unforeseen delays may affect the transmission by intermediaries at present, as the provision of the necessary electronic systems and precautions is not yet consistently guaranteed by all intermediaries. There is also the possibility of delays in postal traffic caused in particular by the current developments in the coronavirus pandemic. We therefore recommend that you register by fax, e-mail or online.

2. Notes on re-registration freeze

- a) In relation to the Company and with regard to exercising rights in connection with the virtual Annual General Meeting, only those shareholders who are entered as such in the share register are deemed to be shareholders. The status of the information entered in the share register on the day of the Annual General Meeting is definitive in determining the number of voting rights a shareholder is entitled to. Please note, however, that for technical reasons a re-registration freeze will apply from May 13, 2021 to the day of the Annual General Meeting on May 19, 2021 (both inclusive), i.e., no entries or deletions will be made in the share register. The key date for technical processing is therefore **24:00 on May 12, 2021** (CEST) (“Technical Record Date”).
- b) Shares are not locked or blocked by registering for the Annual General Meeting. Shareholders can therefore continue to freely dispose of their shares even after they have registered for the Annual General Meeting and regardless of the freeze on share re-registration.

3. Notes on postal voting

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

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

4. Notes on voting by proxy

Shareholders or their authorized representatives can exercise their voting rights in connection with the virtual Annual General Meeting not only by postal vote, but also via a (sub-)authorized representative, such as a credit institute, a shareholders’ association or another representative, e.g., a proxy nominated by the Company. When voting by proxy, the shareholder is also required to be entered in the share register on the day of the Annual General Meeting and the shareholder must register in due time and form.

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

III. Broadcast of the virtual Annual General Meeting on the internet

Shareholders or their authorized representatives can follow the entire virtual Annual General Meeting in video and audio via the CGM Investor Portal at www.cgm.com/agm. An individual access code is required for this in addition to the shareholder number. Shareholders who are already registered on the CGM Investor Portal should use their personal password as their access code. Other shareholders entered in the share register by the beginning of April 28, 2021 will be sent an initial password together with the letter of invitation to the Annual General Meeting. As described in more detail in IV.2 below, authorized representatives receive their own access data.

IV. Procedure for voting

After proper registration, shareholders or their authorized representatives can exercise their voting rights by postal vote. However, you can also have your voting rights exercised by (sub-)authorized representatives, in particular by a proxy appointed by the Company.

1. Procedure for voting by postal vote

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

- a) Electronic postal voting via the CGM Investor Portal can be carried out in accordance with the procedure established by the Company up to the start of the counting of votes in the virtual Annual General Meeting. The CGM Investor Portal can be accessed via the website at www.cgm.com/agm. To register on the CGM Investor Portal, shareholders will require an individual access code in addition to their shareholder number. Shareholders who are already registered on the CGM Investor Portal should use their personal password as their access code. Other shareholders entered in the share register by the beginning of April 28, 2021 will be sent an initial password together with the letter of invitation to the Annual General Meeting. As described in more detail in IV.2 below, authorized representatives receive their own access data.
- b) In accordance with the provisions of Section 67c German Stock Corporation Act (AktG), postal votes may also be transmitted to the Company by intermediaries by **May 18, 2021, 18:00 (CEST)**. The time of receipt of the postal votes by the Company is decisive. This also applies to the modification or revocation of absentee ballots by way of intermediary transmission. Please note that unforeseen delays may affect the transmission by intermediaries at present, as the provision of the necessary electronic systems and precautions is not yet consistently guaranteed by all intermediaries
- c) Postal votes can be changed or withdrawn in the CGM Investor Portal up to the beginning of the vote count in the virtual Annual General Meeting. This possibility also exists for postal votes submitted in due time by means of transmission by intermediaries in accordance with the provisions of Section 67c German Stock Corporation Act (AktG).
- d) If declarations on the submission, change or withdrawal of postal votes are received via more than one of the two possible means of transmission (i) CGM Investor Portal and (ii) subject to the provisions of Section 67c German Stock Corporation Act (AktG), the declaration received most recently within the deadline is deemed to be binding.

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- e) Voting by postal vote on agenda item 2 of this convocation also applies in the event that the proposal on the appropriation of profits is adjusted as a result of a change in the number of shares entitled to dividends.
 - f) If a separate vote takes place on an item on the agenda instead of a collective vote, the postal vote cast for this item on the agenda applies to each separate item of the vote.
 - g) Voting by postal vote does not exclude voting by proxy (see below “Procedure for voting by proxy”) Voting by proxy, including the proxy appointed by the Company, is deemed to be a revocation of previously cast postal votes.
 - h) Intermediaries within the meaning of Section 135 (1) German Stock Corporation Act (AktG) and persons or institutions equivalent to them according to Section 135 (8) German Stock Corporation Act (AktG) (e.g., a shareholders’ association) may also use postal votes provided that the set deadlines are met. The Company will provide them with an electronic voting channel or the relevant forms on request.

2. Procedure for voting by proxy

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

- a) If neither an intermediary within the meaning of Section 135 (8) German Stock Corporation Act (AktG) nor another person or institution (such as a shareholders’ association) that is equivalent to them according to Section 135 (8) German Stock Corporation Act (AktG) is authorized, the power of attorney is to be granted either
 - aa) to the Company
 - in text form to
CompuGroup Medical SE & Co. KGaA
c/o Computershare Operations Center
80249 Munich, Germany or
 - in text form by fax to
+49 (0)89 30903 74675 or
 - in text form by e-mail to
CGM-HV2021@computershare.de or
 - in accordance with the provisions of Section 67c German Stock Corporation Act (AktG) by means of transmission by intermediaries.
 - or
 - bb) in text form direct to the authorized proxy (in this case the authorization must be verified to the Company in text form or in accordance with the provisions of Section 67c German Stock Corporation Act (AktG) by means of transmission by intermediaries).

The same applies to withdrawal of the power of attorney. As soon as the power of attorney has been granted or verified to the Company, the proxy receives their own access data with which they can exercise rights in connection with the virtual Annual General Meeting online on the CGM Investor Portal at www.cgm.com/agm.

Shareholders and their proxies can submit proof of authorization or the withdrawal of power of attorney in text form to one of the addresses specified under aa) above for the granting of power of attorney to the Company or through intermediaries in accordance with the provisions of Section 67c German Stock Corporation Act (AktG).

- b) The power of attorney can also be granted, verified or withdrawn via the CGM Investor Portal in accordance with Company procedure up to the start of the counting of votes in the virtual Annual General Meeting. An individual access code is required for this in addition to the shareholder number. Shareholders who are already registered on the CGM Investor Portal should use their personal password as their access code. Other shareholders entered in the share register by the beginning of April 28, 2021 will be sent an initial password together with the letter of invitation to the Annual General Meeting. The possibility of withdrawing powers of attorney in the CGM Investor Portal also exists for powers of attorney granted or verified by post, fax, e-mail or by means of transmission by intermediaries in accordance with the provisions of Section 67c German Stock Corporation Act (AktG).
- c) The authorization of intermediaries within the meaning of Section 135 (1) German Stock Corporation Act (AktG) and other persons and institutions equivalent to them according to Section 135 (8) German Stock Corporation Act (AktG) (e.g., shareholders' associations) as well as the withdrawal and verification of such authorization, is subject to the statutory provisions, in particular Section 135 German Stock Corporation Act (AktG). Please also observe rules prescribed by the respective proxy.

Intermediaries within the meaning of Section 135 (1) German Stock Corporation Act (AktG) and other persons and institutions equivalent to them according to Section 135 (8) German Stock Corporation Act (AktG) (e.g., shareholders' associations) may only exercise voting rights for shares that do not belong to them but for which they are entered as owners in the share register on the basis of power of attorney.

- d) In accordance with Section 134 (3) Sentence 2 German Stock Corporation Act (AktG), if the shareholder authorizes more than one person, the Company is entitled to reject one or more of them.
- e) Please refer your authorized representatives to the information on data protection listed in Section VII below.

3. Procedure for voting by Company proxy

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

- a) Company proxies may only vote on agenda items for which they have been given express instructions for exercising the voting right. Company proxies are required to vote in accordance with the instructions given to them.
- b) Please note that Company proxies (i) do not accept mandates to file objections to resolutions of the Annual General Meeting or to put forward questions or propose motions, and that they (ii) are only available to vote on motions and nominations for which resolutions are proposed by the general partner and/or the

Supervisory Board in accordance with Sections 283 No. 6, 124 (3) German Stock Corporation Act (AktG) or by shareholders in accordance with Sections 124 (1), 122 (2) Sentence 2 German Stock Corporation Act (AktG) that have been published in this convocation or subsequently or which have been made available in accordance with Sections 126, 127 German Stock Corporation Act (AktG).

- c) Powers of attorney and instructions to Company proxies may be given, amended or withdrawn in text form to the Company at one of the addresses given in Section IV.2 a) aa) for granting power of attorney by post, fax or e-mail by **May 18, 2021, 18:00** (CEST). In all of these cases, the time of receipt by the Company of the power of attorney or instructions, the amendment or the withdrawal is decisive.
- d) The online CGM Investor Portal can be used to issue powers of attorney and instructions to Company proxies in accordance with the procedure laid down by the Company up until the start of the vote count in the Annual General Meeting. The Company's Investor Portal can be accessed via the website at www.cgm.com/agm. To register on the CGM Investor Portal, shareholders will require an individual access code in addition to their shareholder number. Shareholders who are already registered on the CGM Investor Portal should use their personal password as their access code. Other shareholders entered in the share register by the beginning of April 28, 2021 will be sent an initial password together with the letter of invitation to the Annual General Meeting. As described in more detail in IV.2 below, authorized representatives receive their own access data.
- e) Powers of attorney and instructions to Company proxies may also be granted, amended or withdrawn by means of transmission by intermediaries in accordance with the provisions of Section 67c German Stock Corporation Act (AktG) by **May 18, 2021, 18:00** (CEST). The time of receipt by the Company of the power of attorney or instruction, the amendment or the withdrawal is decisive. Please note that unforeseen delays may affect the transmission by intermediaries at present, as the provision of the necessary electronic systems and precautions is not yet consistently guaranteed by all intermediaries
- f) Up until the beginning of the vote count in the virtual Annual General Meeting, powers of attorney and instructions that have already been issued to Company proxies can be changed or withdrawn online on the CGM Investor Portal. This possibility also applies to powers of attorney and instructions issued to Company proxies within the stated deadline by post, fax, e-mail or by means of transmission by intermediaries in accordance with the provisions of Section 67c German Stock Corporation Act (AktG).
- g) If declarations on the submission, amendment or withdrawal of powers of attorney and instructions for Company proxies are received via more than one of the possible means of transmission (i) post, (ii) fax, (iii) e-mail, (iv) CGM Investor Portal and (v) via intermediaries in accordance with the provisions of Section 67c German Stock Corporation Act (AktG), the declaration received most recently within the deadline is deemed to be binding.
- h) Instructions to Company proxies on agenda item 2 of this convocation also apply in the event that the proposal on the appropriation of profits is adjusted as a result of a change in the number of shares entitled to dividends.
- i) If a separate vote is conducted on an item on the agenda instead of a collective vote, the instruction for this item on the agenda applies to each separate item of the vote.
- j) The authorization of the Company proxies does not preclude voting by postal vote. Voting by postal vote is deemed to constitute the withdrawal of previously issued powers of attorney and instructions to the Company proxies.

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- k) Intermediaries within the meaning of Section 135 (1) German Stock Corporation Act (AktG) or other persons or institutions equivalent to them according to Section 135 (8) German Stock Corporation Act (AktG) (e.g., a shareholders' association) may also use the proxies appointed by the Company provided that the set deadlines are met. The Company will provide them with an electronic voting channel or the relevant forms on request.

4. Authorization forms

Registration and authorization can be carried out in particular by completing the form that is sent to the shareholders with the registration documents, but also in any of the ways described above in Sections II.1, IV.2 and IV.3. A power of attorney form is also available on the Company's website at www.cgm.com/agm.

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

V. Shareholders' rights and options

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

1. Additions to the agenda

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

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

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

Any such request must be received by the Company at least 30 days before the meeting, i.e., no later than **24:00 (CEST) on April 18, 2021**. In accordance with Section 122 (2) and (1) Sentence 3 German Stock Corporation Act (AktG), the shareholders concerned must prove that they have held the shares for at least 90 days prior to the day the request is received and that they will hold the shares until the general partner has decided on the application.

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

2. Countermotions; nominations

According to Section 126 (1) German Stock Corporation Act (AktG), each shareholder is entitled to submit countermotions to the proposed resolutions on the items on the agenda. If the countermotions are to be made available by the Company, they must be submitted at least 14 days before the virtual Annual General Meeting, i.e., no later than **May 4, 2021, 24:00** (CEST)

– by post to

CompuGroup Medical SE & Co. KGaA

Hauptversammlungen

Maria Trost 21

56070 Koblenz, Germany or

– by fax to

+49 (0)261 8000 3102 or

– by e-mail to

hv@cgm.com or

– in accordance with the provisions of Section 67c German Stock Corporation Act (AktG) by means of transmission by intermediaries.

Countermotions directed elsewhere do not have to be made available.

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

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

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

Motions or nominations by shareholders that must be made available in accordance with Section 126 German Stock Corporation Act (AktG) or Section 127 German Stock Corporation Act (AktG) are deemed to have been made at the Annual General Meeting if the shareholder proposing the motion or submitting the nomination is entered in the Company's share register and registered for the Annual General Meeting.

3. Right to submit questions

In accordance with Section 1 (2) No. 3 COVID-19 Measures Act, shareholders or their authorized representatives, with the exception of proxies appointed by the Company, have the right to submit questions by means of electronic communication. The right to submit questions exists only for shareholders who have registered in good time for the virtual Annual General Meeting in accordance with the stipulations outlined above (in II.1.), and their authorized representatives.

Questions must be submitted via the CGM Investor Portal by **May 17, 2021, 24:00** (CEST). The CGM Investor Portal can be accessed via the website at www.cgm.com/agm. To register on the CGM Investor Portal, shareholders will require an individual access code in addition to their shareholder number. Shareholders who are already registered on the CGM Investor Portal should use their personal password as their access code. Other shareholders entered in the share register by the beginning of April 28, 2021 will be sent an initial password together with the letter of invitation to the Annual General Meeting. As described in more detail in IV.2 below, authorized representatives receive their own access data. Please note that the names of shareholders and authorized representatives who submit questions may be mentioned when answering the questions in the virtual Annual General Meeting, provided that they have not objected to being mentioned by name. Within the process for submitting questions, the CGM Investor Portal will query whether shareholders and authorized representatives object to being mentioned by name.

4. Opportunity to object

In accordance with Section 1 (2) No. 4 COVID-19 Measures Act, shareholders who have exercised their voting rights by postal vote or by proxy may, within the duration of the virtual Annual General Meeting, in person or by proxy (with the exception of proxies appointed by the Company), object to resolutions of the virtual Annual General Meeting in the CGM Investor Portal at www.cgm.com/agm without appearing physically at the Annual General Meeting. To register on the CGM Investor Portal, shareholders will require an individual access code in addition to their shareholder number. Shareholders who are already registered on the CGM Investor Portal should use their personal password as their access code. Other shareholders entered in the share register by the beginning of April 28, 2021 will be sent an initial password together with the letter of invitation to the Annual General Meeting. As described in more detail in IV.2 below, authorized representatives receive their own access data.

VI. Information and documents on the Annual General Meeting; website

This invitation to the Annual General Meeting, the documents to be made available to the Annual General Meeting, including the information required in accordance with Section 124a German Stock Corporation Act (AktG), proposals from shareholders and further explanations of the rights and options of the shareholders, are available on the Company's website (www.cgm.com/agm). All documents required by law to be made available to the Annual General Meeting may be accessed there during the Annual General Meeting.

VII. Information on data protection

As the responsible authority within the terms of data protection law, CompuGroup Medical SE & Co. KGaA processes personal data (e.g., name, date of birth, address, possibly e-mail address, number of shares and type of

ownership of the shares) of shareholders and their authorized representatives in connection with the virtual Annual General Meeting on the basis of the applicable data protection law in order to prepare, conduct and document the Annual General Meeting in the form required by law.

The processing of personal data is essential for the preparation and conduct of the Annual General Meeting. The legal basis for processing is Article 6 (1)(c) of the General Data Protection Regulation (GDPR) and Section 67e (1) German Stock Corporation Act (AktG).

The service providers commissioned to host the Annual General Meeting only receive personal data from CompuGroup Medical SE & Co. KGaA that is required in order to perform their service. The service providers process the data on the basis of a contract with CompuGroup Medical SE & Co. KGaA and exclusively in accordance with the instructions of CompuGroup Medical SE & Co. KGaA. In addition, personal data is made available to shareholders and shareholders' representatives in connection with the virtual Annual General Meeting within the framework of the statutory provisions. It is possible that shareholders and authorized representatives who submit questions may be mentioned by name during the answering of questions in the virtual Annual General Meeting unless they have expressly objected to being named. This data processing may be necessary to safeguard the legitimate interest of the other shareholders in finding out the name of a person putting forward a question and gaining a better understanding of the question afterwards. The legal basis for this data processing is Article 6 (1)(f) GDPR and Section 67e (1) German Stock Corporation Act (AktG).

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

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

— CompuGroup Medical SE & Co. KGaA

Data Protection Officer

Hans-Josef Gerlitz

Maria Trost 21

56070 Koblenz, Germany or

— by phone on

+49 (0)261 8000 1667

or

— by e-mail to

HansJosef.Gerlitz@cgm.com.

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

Koblenz, April 2021

CompuGroup Medical SE & Co. KGaA

CompuGroup Medical Management SE as general partner

Disclosures pursuant the Commission Implementing Regulation (EU) 2018/1212

A. Specification of the message		
A1	Unique identifier of the event	221d0be5f292eb11811c005056888925
A2	Type of message	Notice of General Meeting
B. Specification of the issuer		
B1	ISIN	DE000A288904
B2	Name of issuer	CompuGroup Medical SE & Co. KGaA
C. Specification of the meeting		
C1	Date of the General Meeting	19. May 2021
C2	Time of the General Meeting (start)	9.00 UTC (11.00 CEST)
C3	Type of General Meeting	Ordinary Annual General Meeting of CompuGroup Medical SE & Co. KGaA in the form of a virtual Annual General Meeting without the physical presence of the shareholders
C4	Location of the General Meeting	virtual: www.cgm.com/agm Place of the Annual General Meeting within the meaning of the German Stock Corporation Act (AktG): business premises of the Company, Maria Trost 21, 56070 Koblenz, Germany
C5	Record Date (Technical Record Date)	12. May 2021
C6	Uniform Resource Locator (URL)	www.cgm.com/agm
D2	Issuer deadline for the notification of participation	12. May 2021, 22.00 UTC (24.00 CEST)

Notes:

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

Synchronizing Healthcare



**CompuGroup
Medical**