

Convenience Translation

Convocation

of the Annual General Meeting
of CompuGroup Medical SE & Co. KGaA
on May 17, 2023
in the form of a virtual general meeting

ISIN: DE000A288904

WKN: A28890



CompuGroup Medical SE & Co. KGaA Koblenz

Dear Shareholders,

We hereby invite you to the Annual General Meeting of CompuGroup Medical SE & Co. KGaA, which will take place on **Wednesday, May 17, 2023, at 10:00 a.m. CEST** (8:00 a.m. UTC), as a **virtual general meeting** without the physical presence of the shareholders and their authorized representatives.

The Annual General Meeting will be held in accordance with section 26n of the Introductory Act to the German Stock Corporation Act in conjunction with section 118a German Stock Corporation Act as a virtual general meeting without the physical presence of the shareholders and their authorized representatives. Shareholders and their authorized representatives who have properly registered for the meeting, can access and attend the virtual Annual General Meeting via the Investor Portal of the company at www.cgm.com/agm. For details on the above and the rights of the shareholders as well as their authorized representatives, please refer to “Further information and notes” presented after the agenda following the “Further information on the candidate proposed in agenda item 9 to be elected as member of the Supervisory Board”.

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

AGENDA

1. **Presentation of the approved annual financial statements, the approved consolidated annual financial statements, the combined management report for CompuGroup Medical SE & Co. KGaA and the group, the explanatory report on the disclosures pursuant to sections 289a, 315a of the German Commercial Code (HGB), the report of the Supervisory Board and the report of the Joint Committee for financial year 2022; resolution on the adoption of the annual financial statements of CompuGroup Medical SE & Co. KGaA for financial year 2022**

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, the Annual General Meeting resolves on the adoption of the annual financial statements; the resolution requires the approval of the general partner.

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

The general partner and the Supervisory Board propose to adopt the annual financial statements of CompuGroup Medical SE & Co. KGaA for financial year 2022 in the version presented, which shows net profits of EUR 105,329,940.47.

2. **Resolution on the appropriation of the net profits for financial year 2022**

The general partner and the Supervisory Board propose that the net profits for financial year 2022 of EUR 105,329,940.47 be appropriated as follows:

Distribution of a dividend of EUR 0.50 per dividend-bearing no-par value share:	EUR 26,117,288.00
Credited to retained earnings:	EUR 0.00
Carryforward to new account:	EUR 79,212,652.47
Net profits:	EUR 105,329,940.47

The proposal for the appropriation of profits is based on the number of dividend-bearing no-par value shares in existence on the date on which the annual financial statements were prepared

by the general partner for the past financial year 2022. This takes into account the fact that pursuant to section 71b German Stock Corporation Act, the treasury shares held by the company are not entitled to dividends. Should the number of dividend-bearing no-par value shares change by the time the Annual General Meeting is held, a correspondingly adjusted resolution proposal will be put to vote at the Annual General Meeting, which will again provide for a dividend of EUR 0.50 per dividend-bearing no-par value share for the past financial year 2022. In this case, the profit carried forward will be adjusted accordingly.

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

3. Resolution on the approval of the actions of the general partner of CompuGroup Medical SE & Co. KGaA for financial year 2022

The general partner and the Supervisory Board propose that the actions of the general partner of CompuGroup Medical SE & Co. KGaA be approved for financial year 2022.

4. Resolution on the approval of the actions of the members of the Supervisory Board of CompuGroup Medical SE & Co. KGaA for financial year 2022

The general partner and the Supervisory Board propose that the actions of the members of the Supervisory Board of CompuGroup Medical SE & Co. KGaA holding office in financial year 2022 be approved for this period.

5. Resolution on the appointment of the auditor of the annual and consolidated financial statements for financial year 2023

Based on the recommendation of the Audit Committee, the Supervisory Board proposes that KPMG AG Wirtschaftsprüfungsgesellschaft, Berlin, Frankfurt am Main branch be appointed as auditor of the annual financial statements and auditor of the consolidated financial statements for financial year 2023 and auditor for the review, if any, of the condensed financial statements and the interim management report of the Group for the first half of financial year 2023 and additional interim financial information for financial year 2023 and the first quarter of financial year 2024.

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.

6. Resolution on the approval of the remuneration report for financial year 2022

Pursuant to section 162 German Stock Corporation Act, the company must prepare a remuneration report every year that meets certain requirements. The auditor must verify that the remuneration report contains the information required by law and must issue an audit opinion thereon. The remuneration report audited by the auditor in this respect must be submitted to the Annual General Meeting for approval. The resolution of the Annual General Meeting on the approval of the remuneration report is recommendatory. The remuneration report for the current financial year has to include an explanation of how the resolution of the Annual General Meeting approving the remuneration report for the prior financial year has been taken into account.

Given the above, the general partner and the Supervisory Board propose the approval of the remuneration report for financial year 2022 attached to this agenda together with the audit opinion as an appendix to this agenda item 6.

7. Resolution on the approval of the remuneration system for the Managing Directors

Pursuant to section 120a (1) German Stock Corporation Act, 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. The Administrative Board of CompuGroup Medical Management SE is responsible for the remuneration of the Managing Directors of the general partner. For reasons of good corporate governance, the remuneration system for the Managing Directors of the general partner was nevertheless submitted to the most recent Annual General Meeting on May 19, 2022 for approval, which was granted.

In its meeting on February 6, 2023, the Administrative Board of CompuGroup Medical Management SE reviewed the remuneration system and decided to make some adjustments. The main amendments to the revised remuneration system are as follows:

- Adjustment of the relative shares of remuneration components: the previous ranges were adjusted to a certain degree to allow for a larger share of the long-term incentive while maintaining maximum flexibility. This is to further strengthen the sustainable and long-term nature of the remuneration structure.
- Alternative design of the long-term incentive as a cash bonus: in individual cases, the Administrative Board is to be granted the option to offer the Managing Directors a cash bonus with a performance period of several years as a long-term incentive instead of granting share options. On the one hand, this is to strengthen the Administrative Board's negotiation power when competing for highly qualified and suitable potential Managing Directors. And, on the other hand, the option of granting a long-term cash bonus with performance targets that are not based on the company's share price mean that the

remuneration can be better aligned with the specific tasks and responsibilities of a Managing Director.

- Possibility to make special payments in certain cases: furthermore, the Administrative Board is to be enabled to make one-off special payments to Managing Directors when they take up office or renew their contracts or for extraordinary achievements. This, too, strengthens the company's position when competing for high-profile staff and will enable the Administrative Board to motivate Managing Directors to deliver maximum performance in the long term.

The revised remuneration system is attached as an appendix to this agenda item 7 after the agenda following the appendix to agenda item 6, i.e. the remuneration report for financial year 2022. In addition to the appendix to this agenda item 7, the revised remuneration system for the Managing Directors of CompuGroup Medical Management SE is available with track changes on the Internet at www.cgm.com/agm.

In this context, the Supervisory Board of CompuGroup Medical SE & Co. KGaA proposes to the Annual General Meeting to approve the revised remuneration system for the Managing Directors of CompuGroup Medical Management SE resolved by the Administrative Board of CompuGroup Medical Management SE on February 6, 2023, which is presented as an appendix to this agenda item 7 after the agenda following the appendix to agenda item 6.

8. Resolution on the amendment of the Articles of Association due to the law introducing virtual general meetings

8.1 Authorization to hold a virtual general meeting

Based on the legislation introducing virtual general meetings of stock corporations and amending other provisions passed on July 20, 2022 (Federal Law Gazette July 26, 2022, pages 1166 et seqq.), a new section 118a was added to the German Stock Corporation Act, enabling corporations to stipulate in their articles of association that general meetings may be held at the usual venue without the physical presence of the shareholders and their authorized representatives (so-called virtual general meeting). The articles of association can also authorize the management to provide for the organization of a virtual general meeting. A provision in the articles of association to this effect must have a limited term, the maximum term being five years from entry of the corresponding amendment to the articles of association into the commercial register of the company.

The general partner and the Supervisory Board believe that virtual general meetings have proven to be a good format in the last three years and therefore want to allow for the possibility of holding virtual general meetings in the future. Virtual general meetings in the format provided for by the relevant new provisions adequately protect shareholder rights and, similarly to general meetings with physical attendance, allow for direct interaction between shareholders and management in the meeting by means of video communication and electronic communication channels. Furthermore, the virtual format makes attendance, in particular the attendance of international shareholders who live far away, easier and cheaper, thereby strengthening share-

holder democracy and reducing travel expenses and greenhouse gas emissions otherwise incurred. As a company in the eHealth sector whose objective it is to digitize the healthcare industry, especially in Europe and Germany, we are convinced that holding general meetings in a digital format entails numerous advantages for the parties involved. The general partner will constantly check and scrutinize whether the interests and rights of shareholders are adequately safeguarded in virtual general meetings and will prioritize these considerations when deciding on the format of the general meeting.

However, under certain circumstances, it can also be deemed expedient to hold general meetings with personal attendance of shareholders and their authorized representatives, allowing for personal rather than virtual interaction. Therefore, the general partner and the Supervisory Board are of the opinion that it is not advisable to stipulate that general meetings be generally held as virtual meetings. Instead, the general partner is to be authorized to decide before each general meeting whether such meeting is to be held as a virtual meeting or a meeting with personal attendance, thereby considering all the individual circumstances. The general partner will take its decisions in due consideration of the interests of the company, paying special attention to protecting shareholder rights, the health of the parties involved, the effort and cost involved in attending the meeting as well as sustainability criteria. The plan is to set up any future virtual general meetings basically in the same way as this year's Annual General Meeting, making it very similar to a general meeting with physical attendance.

In this context, the general partner and the Supervisory Board propose that the following new paragraph (3) be added to Article 22 of the Articles of Association:

"The general partner is authorized to provide for general meetings taking place up to and including May 16, 2028 to be held without the physical presence of the shareholders or their authorized representatives at the usual venue provided that the relevant legal requirements are met (virtual general meeting)."

8.2 Virtual attendance of members of the Supervisory Board

If the general meeting is held as a virtual meeting, the members of the Supervisory Board shall be allowed to attend the general meeting by means of video and audio communication. Given the experience of the last three Annual General Meetings and the constant further development of the technical possibilities, the general partner and the Supervisory Board are convinced that the attendance of Supervisory Board members by means of video and audio transmission entails no relevant disadvantages, in particular for the shareholders.

In this context, the general partner and the Supervisory Board propose that Article 23 (3) of the Articles of Association be reworded as follows:

"The members of the Supervisory Board shall personally attend the general meeting. If a Supervisory Board member is unable to be present at the venue of the general meeting, such member may also attend the general meeting by means of video and audio transmission. If the general meeting is held as a virtual meeting without the physical presence of shareholders or their authorized representatives at the venue of the meeting, the members of the Supervisory Board shall in general be allowed to attend by means of video and audio transmission."

9. Election of a member of the Supervisory Board

On December 25, 2022, the Supervisory Board member Dr. Michael Fuchs passed away. On February 27, 2023, following an application for the appointment of an additional Supervisory Board member as per section 104 German Stock Corporation Act, the local court in Koblenz appointed Reinhard Lyhs as a temporary member of the Supervisory Board until the end of the Annual General Meeting on May 17, 2023. Therefore, a new shareholder representative must be elected to the Supervisory Board. The office of the newly elected member of the Supervisory Board shall, in accordance with article 11 (4) of the Articles of Association, last until the end of the office of the deceased member of the Supervisory Board. Dr. Fuchs was appointed as a member of the Supervisory Board until the end of the Annual General Meeting that resolves on the approval of the actions of the Supervisory Board for financial year 2024.

Pursuant to sections 96 (1), 101 (1) of the German Stock Corporation Act, section 7 (1) sentence 1 no. 1 German Employee Co-Determination Act and article 11 (1) of the Articles of Association of CompuGroup Medical SE & Co. KGaA, the Supervisory Board is composed of six members each representing the shareholders and the employees. Pursuant to section 96 (2) sentence 1 German Stock Corporation Act, the Supervisory Board is furthermore to be composed of women at a minimum ratio of 30 per cent and of men at a minimum ratio of 30 per cent. Pursuant to section 96 (2) sentence 2 German Stock Corporation Act, the minimum ratio of 30 per cent women and 30 per cent men is to be fulfilled by the supervisory board as a whole, unless the side of the shareholder representatives or the side of the employee representatives raises an objection against the fulfillment of the ratio by the supervisory board as a whole with the chairperson of the supervisory board, based on a resolution adopted by a majority, pursuant to section 96 (2) sentence 3 German Stock Corporation Act. As neither side has raised an objection against the fulfillment of the ratio by the supervisory board as a whole, the Supervisory Board of CompuGroup Medical SE & Co. KGaA as a whole must at present be composed of at least four women and at least four men in order to meet the minimum ratio as per section 96 (2) sentence 1 German Stock Corporation Act.

The Supervisory Board proposes

to elect Reinhard Lyhs, resident in Trier, self-employed business consultant in Koblenz, as a member of the Supervisory Board for the period until the end of the Annual General Meeting that resolves on the approval of the actions of the Supervisory Board for financial year 2024.

The proposal of the Supervisory Board for the election takes into account the composition of the Supervisory Board as decided by the latter and seeks to complement the competence profile devised by the Supervisory Board for the body as a whole. In the assessment of the Supervisory Board and the shareholder representative side, Reinhard Lyhs is deemed independent of the company, its general partner and any controlling shareholder within the meaning of the German Corporate Governance Code. The Supervisory Board has ensured that Reinhard Lyhs has sufficient time to carry out his duties as a member of the Supervisory Board of CompuGroup Medical SE & Co. KGaA.

Disclosures pursuant to section 125 (1) sentence 5 German Stock Corporation Act and recommendations C.13 and C.14 of the German Corporate Governance Code

Currently, Reinhard Lyhs is already a member of the Supervisory Board of the company. Reinhard Lyhs is not a member in any other supervisory board mandated by law or a comparable supervisory committee.

The Supervisory Board is of the opinion that no other personal or business relationships that should be disclosed according to recommendation C.13 of the German Corporate Governance Code exist between Reinhard Lyhs and the companies or governing bodies of CompuGroup Medical SE & Co. KGaA or any shareholders with a material interest in CompuGroup Medical SE & Co. KGaA beyond the membership of the Supervisory Board of the company.

A curriculum vitae of Reinhard Lyhs is attached after the agenda following the appendix to agenda item 7 and is published on the Internet at www.cgm.com/agm.

APPENDIX

TO AGENDA ITEM 6 – REMUNERATION REPORT FOR FINANCIAL YEAR 2022

1. Remuneration report 2022

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

For ease of reading, the masculine form is used in this report when referring to persons. It is representative of persons of any gender.

Due to rounding, some figures in this report may not add up precisely to the totals provided and the percentages presented may not precisely reflect the absolute values to which they relate.

Remuneration report 2021

At the meeting on May 19, 2022, the Annual General Meeting approved the remuneration report for financial year 2021 in accordance with section 120a (4) German Stock Corporation Act (AktG).

Changes in the company's governing bodies

There were a number of changes concerning the company's Managing Directors in financial year 2022:

Angela Mazza Teufer has led Ambulatory Information Systems DACH since February 2022 and is also responsible for Connectivity Germany. Similarly Emanuele Mugnani has been responsible for Ambulatory Information Systems Europe since February 2022.

Frank Brecher stopped being Managing Director of CompuGroup Medical Management SE with effect from May 31, 2022, instead taking over the management of a central function within CGM as Senior Vice President Operational Excellence.

With the departure of Dr Dirk Wössner as Managing Director and as a member of the Administrative Board with effect from June 30, 2022, Michael Rauch has been the spokesman for the Managing Directors of CompuGroup Medical since July 1, 2022 and, as CFO, is also in charge of CompuGroup Medical's finance division. At the same time, Michael Rauch was appointed as a member of the Administrative Board.

2. Remuneration system for the management

2.1 Remuneration of CompuGroup Medical Management SE

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

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

2.2 Remuneration of the Managing Directors

This remuneration system builds on the system approved by the Annual General Meeting of CGM on May 19, 2021. It was adopted at the meeting of the Administrative Board on March 7, 2022 and approved by the Annual General Meeting of CGM in accordance with section 120a (1) German Stock Corporation Act (AktG) on May 19, 2022. This remuneration system applies to every newly concluded or renewed employment contract agreed with Managing Directors as of the day following the Annual General Meeting 2022. Any employment contracts for Managing Directors concluded or renewed since the Annual General Meeting 2021 already contain provisions in anticipation of the changes being made with this remuneration system. The other employment contracts of the Managing Directors in office concluded before the remuneration system was created do not in all respects comply with this amended remuneration system and are protected by grandfathering provisions. The actual remuneration of the Managing Directors based on their current contracts is presented in Section 3 of this report.

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

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

At the same time, the remuneration of the Managing Directors has been devised to remunerate them adequately, reflecting their performance, and their office and responsibility, which extends indirectly to CGM. In addition, the success and future prospects of the company in the

relevant competitive environment are also key criteria for the remuneration of the Managing Directors.

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

Promoting and implementing the corporate strategy:

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

Harmonizing targets with shareholder and stakeholder interests:

The remuneration system makes a crucial contribution to aligning the interests of the Managing Directors with the interests of shareholders and other stakeholders, as the lion's share of variable remuneration is linked to the long-term performance of CGM and the share price development of the CGM share.

Focusing on long-term and sustainable development:

The long-term and sustainable development of CGM is promoted by granting a long-term variable remuneration component and implementing ESG criteria (Environmental, Social, Governance) in the short-term variable remuneration component.

Pay for performance:

The Managing Directors receive a performance-based remuneration component, as adequate and ambitious targets are defined for the variable remuneration component. If the targets are not met, the variable remuneration component can be reduced to zero; at the same time, if the targets are exceeded, it can be raised up to a certain maximum amount ("cap").

Compliance:

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

2.3 Components of the remuneration system

Remuneration structure

In financial year 2022, and thus unchanged from prior years, the remuneration of the Managing Directors consisted of two main components, the basic remuneration, and the variable remuneration:

The structure of the target remuneration package is oriented towards a long-term focus and sustainable corporate development, as required by law. The target remuneration package here is made up of all remuneration components (including fringe benefits) granted for a financial year. As regards the short-term variable remuneration component, the bonus payable for 100 % target achievement is used as the basis for calculating the target remuneration package, whereas for the long-term variable remuneration component, the Administrative Board uses

standard market measurement methods (e.g. a Monte Carlo simulation) to calculate the average value of the share options (in each case the target amount) at the time the contract was concluded. The fixed component of the target remuneration package (including fringe benefits) is normally between 25 % and 50 % of the annual target remuneration package, the share for the short-term variable remuneration component between 25 % and 40 % and the target amount for the long-term variable remuneration component also between 25 % and 40 %. Within this context, attention is paid in each individual case to ensuring that the variable remuneration component clearly outweighs the fixed remuneration component, and that within the variable remuneration component, the target amount of the long-term variable remuneration component outweighs the target amount of short-term variable remuneration component. The mission to pay for performance of the remuneration system for Managing Directors is fulfilled by the fact that the variable portion of the remuneration package is generally much higher than the fixed share.

The relative shares of the components making up the target remuneration package outlined above may vary in cases where new share options are only granted to a limited extent (or not at all) when a contract is renewed, as result of share price performance or of how approved fringe benefits are measured, or in cases where a Managing Director is granted additional remuneration components for assuming additional tasks on a temporary basis (e.g. if only the fixed component is increased). The relative shares may also vary slightly in cases where special payments are made for an office being assumed.

Maximum remuneration

The remuneration of the Managing Directors is capped at a maximum remuneration amount within the meaning of section 87a (1) sentence 2 no. 1 German Stock Corporation Act (AktG). This constitutes the maximum limit for the total of fixed salary, fringe benefits, and short-term and long-term variable remuneration components. The cap refers to the total of all payments (including fringe benefits) resulting from the remuneration granted in one financial year. The maximum remuneration of each Managing Director per financial year is up to mEUR 15.

The amount of maximum remuneration defined in individual cases takes special account of the fact that the long-term variable remuneration is issued in the form of share options, which have a pronounced risk-reward profile. Granting of share options can lead to high profit takings, but at the same time it is also possible for the options to expire and thus for the multi-year variable remuneration to be lost entirely especially if the target increase in share price is not achieved. Any special payments made when an office is assumed or severance payments made when a Managing Director leaves are not considered when it comes to calculating the maximum remuneration.

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

2.3.1 Basic remuneration

Fixed salary

The Managing Directors receive a fixed basic remuneration, which consists of a monetary fixed sum and is paid out as a regular monthly salary.

Fringe benefits

The Managing Directors also receive certain fringe benefits. This includes the reimbursement of business expenses including any relocation costs and, as a rule, temporary payments if two households are necessary for business reasons, the provision of a company car as well as the assumption of insurance premiums for a group accident and a pecuniary damage liability insurance (D&O insurance policy). The D&O insurance policy provides for an appropriate deductible that meets the requirements of section 93 (2) sentence 3 German Stock Corporation Act (AktG). The Managing Directors themselves are responsible for the tax liability of the fringe benefits. The valuation of the fringe benefits in the remuneration tables presented in the section “Total remuneration of Managing Directors and remuneration amounts” was based on the tax values. In the event of incapacity to work due to circumstances beyond a Managing Director’s control, it is also agreed that remuneration will continue to be paid for a limited period of time.

The Administrative Board may also, at its reasonable discretion, temporarily reimburse expenses for extraordinary fringe benefits (e.g. security measures) where a substantial change in need has been identified. Furthermore, the Administrative Board has the option of granting newly appointed Managing Directors one-off special payments, in particular to compensate for the loss of variable remuneration entitlements from previous employment because of their switch to CompuGroup Medical Management SE or to cover any costs arising from a change of location for assuming the new position.

CompuGroup Medical does not grant a company pension.

2.3.2 Variable remuneration components

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

2.3.2.1 Short-term variable remuneration

The performance targets can be split into two target categories: Group targets and individual targets. While the Group targets focus mainly on growth and profitability, the individual targets are closely tied to the Managing Director's field of tasks and ESG factors (Environmental, Social, Governance). By considering individual performance targets, the Administrative Board is able to set targeted individual incentives for Managing Directors so as to, for example, provide motivation to successfully complete key projects in their division or reach ESG targets.

The performance targets are linked together and added up. The Group targets together constitute anywhere between 30 % and 70 % of the total target, with the individual targets making up the remaining 30 % to 70 %. The exact weighting of the individual performance targets is determined by the Administrative Board before the start of the respective financial year. The share of Group targets for the CEO and CFO will normally be greater than is the case for the other Managing Directors, who are directly in charge of a specific business unit.

The following chart illustrates how short-term variable remuneration works:



2.3.2.2 Long-term variable remuneration

The long-term variable remuneration of the Managing Directors is generally granted as a share option program. Under the share option program, the Managing Directors receive either subscription rights for no-par value bearer shares of CompuGroup Medical ("share options") for each financial year or, share options in one tranche as a remuneration component for several years or the entire term of the contract. The Administrative Board may, at its reasonable discretion, refrain from granting further share options in whole or in part for the period of a contract extension and instead allow payment of a comparable long-term remuneration component, which may also consist of the reallocation or extension of the waiting period of share options from previous periods of employment (extended lock-up). Furthermore, the Administrative Board may make the granting of share options wholly or partially dependent on the Managing Director having achieved the performance targets of the short-term variable remuneration to a minimum specific extent (e.g. 70 %) in the year prior to the share options being granted.

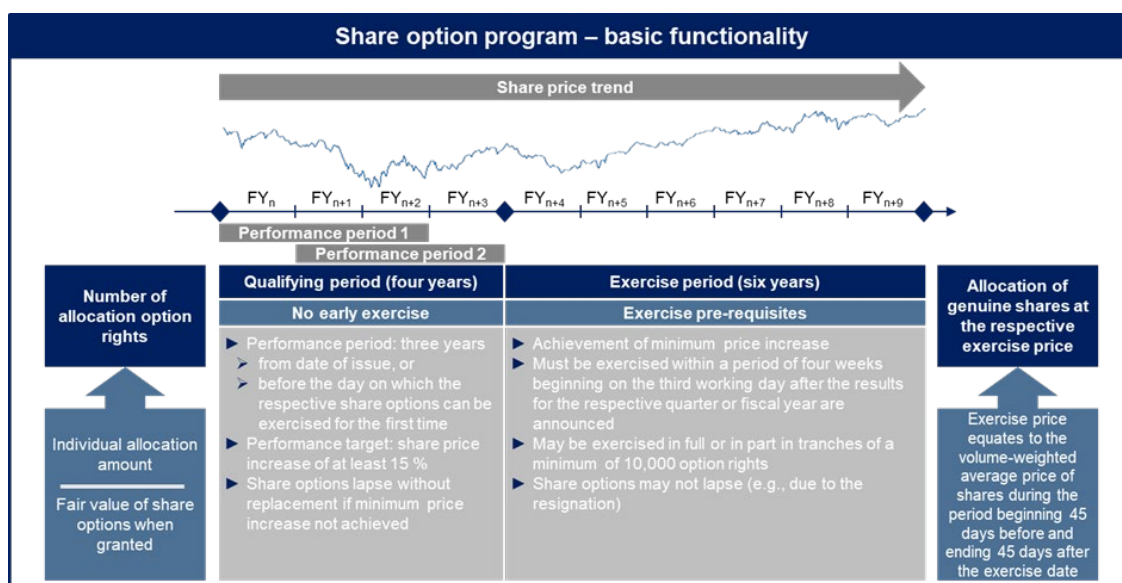
If the share options are granted in one tranche for several years, the share options are always allocated proportionately and in equal parts to those years for which they are granted for the purposes of (i) the waiting periods, (ii) the vesting conditions, (iii) the forfeiture rules, (iv) the target amount as part of the target remuneration package and (v) the maximum remuneration.

Accordingly, as regards to the waiting periods, vesting conditions and forfeiture rules, the day corresponding to the actual issue date in the year for which the share options are granted on a proportionate basis is deemed the day of allocation. The target amount of the long-term variable remuneration is thus measured only by the value of the share options granted for the respective year (instead of taking into account all share options in the year of actual issue). By the same token, the share options are included in the remuneration on a proportionate basis and in equal parts for the years for which the share options were granted for the purposes of calculating and maintaining the maximum remuneration.

The number of share options to be allocated is agreed in individual contracts by specifying a concrete number of shares or an allocation amount. Where there is an agreement regarding an allocation amount, the number of share options is determined by dividing the individual allocation amount with the fair value of the share options immediately prior to the resolution of the Administrative Board on the issue of the share options. Subject to the respective waiting periods and exercise periods, as well as the fulfilment of the vesting conditions, the Managing Directors may exercise the share options at the respective exercise price.

The interests of Managing Directors and shareholders are aligned even more closely by linking long-term variable remuneration to CompuGroup Medical's share price performance. At the same time, the length of the performance period, the waiting period and the exercise period create an incentive to ensure the company's long-term and sustainable development. The Administrative Board is free to decide if share options that have been exercised are to be satisfied by using conditional capital earmarked for this purpose, by using the company's treasury shares or in cash.

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



2.3.3 Remuneration-related legal transactions

Secondary employment of the Managing Directors

The Managing Directors shall only assume board or supervisory board mandates and/or other administrative or honorary functions outside the company to a limited extent. In addition, they require the consent of the Administrative Board to take up secondary employment. This ensures that neither the time spent nor the remuneration granted for it leads to a conflict with their duties for the company. Insofar as the secondary employment involves mandates on supervisory boards required by law or on comparable supervisory bodies of commercial enterprises, these are listed in the annual financial statements of CompuGroup Medical SE & Co. KGaA, which are published online. If Managing Directors perform mandates in other group companies, they are generally not entitled to receive separate remuneration for this.

Malus and clawback regulations

The employment contracts of the Managing Directors contain regulations on withholding short-term variable remuneration components (malus) or reclaiming already paid out short-term variable remuneration components (clawback).

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

Whether and to what extent amounts are withheld or reclaimed is at the reasonable discretion of the Administrative Board. To this end, the Administrative Board must take into account the significance, duration, and potential repetition of the breach of duty on the part of the Managing Director in question as well as, in particular, the physical damage suffered by the company and the extent to which the Managing Director contributed to this.

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

A reduction in the short-term variable remuneration component due to a breach of duty or compliance, or due to the adjustment of underlying information, can generally only be made for the financial year in which such breach has been identified or for which incorrect information was used to determine the amount of remuneration. Irrespective of the reason for the clawback, short-term variable remuneration already paid out can be reclaimed up to four years after the end of the financial year in which the breach of duty or compliance occurred or for which short-term variable remuneration had been paid out on the basis of incorrect information. Notwithstanding the above regulations, the obligation of the Managing Directors to compensate the

company in accordance with section 40 (8) SE Implementation Act (SEAG) in conjunction with section 93 (2) sentence 1 German Stock Corporation Act (AktG) remains unaffected.

No malus or clawback provisions were made use of in the 2022 reporting year.

Non-competition clause

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

There is also a post-contractual non-competition clause of twelve months stipulated in the employment contracts. Compensation in the form of a waiting allowance is granted for the duration of the post-contractual non-competition clause. This amounts to 50 % of the last fixed annual salary received and the last annual bonus actually awarded. Any severance payments are credited against the waiting allowance.

Commitments in connection with the termination of office as a Managing Director

The remuneration system for the Managing Directors also regulates the amount of remuneration they receive if the position is terminated prematurely. Depending on the reason for termination, the following provisions shall apply to the promised remuneration upon leaving office:

Termination by regular expiry of the term

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

Premature termination of the appointment by dismissal

In the event of termination of the contract by the company, the Managing Directors shall receive a severance payment to the sum of the pro rata total remuneration outstanding until the end of the contract term. The severance payment is limited to a maximum amount of two years' total remuneration including bonus or to the fixed remuneration owed until the end of the contract term plus bonus.

Premature termination of the employment contract in the event of a change of control

A "change of control case" exists if

- CompuGroup Medical Management SE pursuant to article 10 of the Articles of Association of CompuGroup Medical SE & Co. KGaA in the currently valid version (the "Articles of Association") departs as general partner from CompuGroup Medical SE & Co. KGaA; or
- an acquirer within the meaning of article 10 (1) of the Articles of Association acquires a controlling influence over CompuGroup Medical Management SE.

If the Managing Director, provided that the employment contract has a remaining term of less than two years at the time of the Change of Control Event, is not made a legally binding offer to extend his employment contract by at least two years from the time of such offer on at least comparable economic terms within six months after the Change of Control Event, or if the acquirer of the control substantially restricts the powers of the Managing Director within a period

of six months after the date of the Change of Control Event (each a “CoC Termination Event”), the Managing Director shall be entitled within two months after the CoC Termination Event to terminate the employment relationship extraordinarily with a notice period of four weeks and to resign from his office as Managing Director with effect as of the expiry of the notice period.

If the Managing Director exercises his special termination right, he will receive a cash compensation in the amount of 150 % of the fixed compensation and short-term variable compensation until the regular termination date of the employment contract, but for a maximum period of two years, whereby the 150 % of the short-term variable compensation is calculated on the basis of the target amount in the event of an assumed 100 % target achievement. The cash compensation is paid in 24 monthly instalments of the same amount and is credited against any waiting allowance owed.

The employment contracts stipulate that, in principle, share options already granted up to the effective date of the special right of termination do not expire. Option rights may be exercised after expiry of the waiting period once the general option conditions have been met.

The contracts do not provide for any severance if a contract is terminated prematurely for good cause for which the respective Managing Director is responsible. Share options that have already been granted lapse without replacement or compensation.

The contracts do not contain any regulations governing regular termination.

2.3.4 Temporary deviation from the remuneration system

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

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

3. Total remuneration of Managing Directors and remuneration amounts

The disclosures on the granting and inflow of the remuneration of the Managing Directors are divided into fixed and variable remuneration components and supplemented by disclosures on pension expenses. The fixed remuneration components include the non-performance-related fixed remuneration and fringe benefits. The variable performance-based remuneration components are divided into the performance bonus as a short-term, annual remuneration component and the multi-year, long-term components of the performance bonus deferral and LTI. The annual bonus, the performance bonus deferral as well as the LTI are recognized as “granted benefits”, each with the commitment value at the time of granting (corresponds to a target achievement of 100 %). In addition to the remuneration elements, disclosures on the individually achievable maximum and minimum remuneration are provided. The “inflow” stated in the reporting year comprises the fixed remuneration components actually received plus the amounts of the immediate sums determined at the time of the preparation of the remuneration report that will be received in the following year. Inflows from multi-year variable remuneration, for which the planning period ended in the reporting year, are not paid out until the following year. In the inflow disclosures, the pension expenses correspond to the amounts granted, although they do not represent actual inflow in the narrower sense of the word. The Managing Directors have neither received nor been promised any compensation from third parties for this office in financial year 2022.

3.1 Short-term variable remuneration

The variable remuneration, which is linked to a previously agreed target, is agreed individually with each Managing Director, and includes targets measured over a multi-year period.

The Administrative Board has set the targets for the variable remuneration component for 2022 for all Managing Directors as follows:

25 % Revenues

25 % Adj. EBITDA

50 % Individual targets

3.2 Share option programs

The Managing Directors receive option rights as long-term variable remuneration in accordance with the conditions of the authorization to issue option rights for CompuGroup Medical SE & Co. KGaA decided upon under agenda item 6 at the Annual General Meeting on May 15, 2019. The option conditions adopted by the Annual General Meeting apply equally to all Managing Directors. Any deviating conditions are described below.

		Options granted in prior years	Reporting year				Earliest exercise date	total out-standing op-tions
			Options granted	Options forfeited	Options exer-cised	Exercise price		
Michael Rauch	Spokesman/CFO	250,000	400,000	250,000	0	42,77 EUR	Jul 2, 2026	400,000
Dr. Dirk Wössner (until June 30, 2022)	CEO	1,250,000	0	1,250,000	0	78,60 EUR	Jan 5, 2025	0
Angela Mazza Teu-fer	AIS DACH	0	250,000	0	0	42,77 EUR	Jul 2, 2026	250,000
Emanuele Mugnani	AIS Europe	0	250,000	0	0	42,77 EUR	Jul 2, 2026	250,000
Dr. Eckart Pech	CHS	250,000	0	0	0	56,93 EUR	Nov 2, 2023	250,000
Hannes Reichl	HIS	250,000	0	0	0	65,53 EUR	Jun 30, 2023	250,000
Total		2,000,000	900,000	1,500,000	0			1,400,000

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

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

Furthermore, the option rights can only be exercised if (i) the company's share price has increased by an average of at least 5 % annually compared to the exercise price within a period of three years from the issue date of the respective share options or (ii) within a period of three years prior to the date on which the respective share options can be exercised for the first time ("performance target"). The relevant reference price for measuring the minimum price increase is the volume-weighted average price of the company's shares on the XETRA trading system during a period of three months prior to the date on which option rights may be exercised for the first time.

The target that must be achieved for Michael Rauch, Emanuele Mugnani and Angela Mazza Teufer to be able to exercise all the share options newly granted in 2022 is that the share price of CompuGroup Medical SE & Co. KGaA must have risen by at least 20 % either (i) within three years of the issue date of the respective share options or (ii) within the three years prior to the day on which the respective share options can be exercised for the first time.

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

Dr. Dirk Wössner (Chief Executive Officer until June 30, 2022) had been given 1,250,000 share options. These options have expired due to his departure and been replaced, in accordance with the terms of the employment contract, by a cash compensation payment.

Angela Mazza Teufer (Managing Director of Ambulatory Information Systems DACH, Connectivity & CLICKDOC) and Emanuele Mugnani (Managing Director of Ambulatory Information Systems Europe and Pharmacy Information Systems Europe) were granted 250,000 share options in February 2022 when they were appointed to their respective positions of Managing Director. The waiting period ends in accordance with the general option conditions exactly four years after the issue date. The number applies both to the entire term of the employment contract (three years) to any potential renewal thereof (a further two years for Emanuele Mugnani: a further three years for Angela Mazza Teufer). Emanuele Mugnani is allocated 50,000 share options each over five years and Angela Mazza Teufer is allocated 41,666 share options each over six years for the purposes of these being allocated to remuneration for a given financial year (in particular for the purposes of determining the maximum remuneration, assessing potential forfeiture, calculating the waiting period or calculating the number of share options that vest in the event of termination for change of control). In addition to the general terms and conditions of the share option program set out below, the share options will expire without replacement if the short-term variable remuneration determined from 2023 until the end of the appointment has not reached at least 70 % of the target amount. This does not apply to the share options granted on a proportionate basis for financial year 2022.

In connection with their office, Dr. Eckart Pech (Managing Director Consumer and Health Management Information Systems) and Hannes Reichl (Managing Director Inpatient and Social Care), were each awarded long-term variable remuneration (LTI) of 250,000 option rights. The waiting period ends in accordance with the general option conditions four years after the issue date.

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

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

The equity-settled share option programs of the individual Managing Directors are recognized over the remaining term in profit or loss up to the fixed fair value on a straight-line basis by offsetting against the capital reserve. The capital reserve for the forfeited options of Dr. Dirk Wössner and Michael Rauch amounting to mEUR 4.3 was reversed and recognized through profit or loss.

For share-based remuneration components that are cash settled, on the other hand, the fair value is recalculated at each reporting date based on current market parameters and recognized in profit or loss as an expense. As at December 31, 2022, mEUR 1.2 (prior year: mEUR 1.1) was recognized for Hannes Reichl through profit or loss as an expense.

Based on the closing price on December 31, 2022, all of the above option rights would lapse and the long-term bonus would not be paid out.

3.3 Remuneration of the Managing Director

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

in kEUR	Entry date	Position / segment	Fixed components			Variable components				Total remuneration	Fixed remuneration share	Variable remuneration share	Inflow in 2022
			Fixed salary	Fringe benefits	Total	Short-term bonus	LTI	Other	Total				
Michael Rauch	01.08.2019	Spokesman/CFO	613	14	627	460	3,546	2,000	6,006	6,633	9%	91%	1,084
Angela Mazza Teufer	15.02.2022	AIS DACH	438	13	451	280	2,089	0	2,369	2,820	16%	84%	451
Emanuele Mugnani	15.02.2022	AIS Europe	438	0	438	269	2,089	0	2,358	2,796	16%	84%	438
Dr. Eckart Pech	01.11.2019	CHS	417	22	439	311	0	0	311	750	59%	41%	802
Hannes Reichl	01.11.2018	HIS	425	9	434	234	242	2,000	2,476	2,910	15%	85%	808

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

It was agreed that Michael Rauch and Hannes Reichl would each receive a one-time payment of mEUR 2 for signing the new contracts. This will be paid to Michael Rauch in July 2023. For Hannes Reichl, the one-time payment will be made in equal installments on June 1 of each year over five years, starting in 2023. Michael Rauch will receive a special bonus of mEUR 1 for exceptional performance, which must be achieved by July 1, 2024 at the latest and at the due discretion of the Administrative Board. Hannes Reichl will receive a special bonus of mEUR 1.5, if the condition therefor is met by February 1, 2024. In addition to the share options, Hannes Reichl has also been given another long-term variable remuneration component of mEUR 1.3 for the entire term of his renewed employment contract until October 31, 2027.

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

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

in kEUR	Exit date	Last position	Fixed components			Variable components				Total remuneration	Fixed remuneration share	Variable remuneration share	Inflow in 2022
			Fixed salary	Fringe benefits	Total	Short-term bonus	LTI	Other	Total				
Frank Gotthardt	31.12.2020	CEO	0	0	0	0	-780	0	-780	-780	0%	100%	518
Dr. Dirk Wössner	30.06.2022	CEO	400	5	405	153	0	5,764	5,917	6,322	6%	94%	6,902
Frank Brecher	01.06.2022	CTO	167	9	176	34	0	0	34	210	84%	16%	344
Dr. Ralph Körfggen	31.10.2021	AIS / PCS	0	0	0	-59	0	0	-59	-59	0%	100%	2,463

Under the agreement on the multi-year bonus for the period from January 1, 2018 to December 31, 2020, Frank Gotthardt received a payment for the 2020 financial year of mEUR 0.5. This settles the 2019 financial year. Claims from the final accounts for the 2020 financial years are unaffected by this and continue to apply.

Dr. Dirk Wössner receives a severance payment of mEUR 2.4 in connection with the premature termination of the employment contract as at June 30, 2022, along with another severance payment of mEUR 1.5 and an additional one-time payment of mEUR 1.9 million, thereby definitively settling any and all contractual claims.

4. Remuneration of the Supervisory Board and the Administrative Board in 2022

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

The remuneration of the Administrative Board of the general partner, CompuGroup Medical Management SE, is provided for in article 13 of the Articles of Association and is approved by the Annual General Meeting of CompuGroup Management SE pursuant to article 21 (3) of the Articles of Association. The members of the Administrative Board of the general partner receive an annual fixed remuneration of kEUR 60 unrelated to performance as well as the reimbursement of expenses. The chair of the Administrative Board receives twice the amount of the fixed remuneration, namely kEUR 120. Pursuant to article 8 (3) of the Articles of Association of CompuGroup Medical SE & Co. KGaA regarding the remuneration of the Administrative Board of CompuGroup Medical Management SE, the charges have been passed on to CompuGroup Medical SE & Co. KGaA.

The total remuneration (excluding any VAT) of the Supervisory Board of CompuGroup Medical SE & Co. KGaA for the year 2022, including the charges passed on by CompuGroup Medical Management SE for the Administrative Board, amount to (in kEUR):

Remuneration for the Supervisory Board 2022 of CompuGroup Medical SE & Co. KGaA

kEUR	2022
von Ilberg, Philipp, Chairman	100
Weinmann, Stefan, Vice Chairman, Employee representative	60
Handel, Ulrike, Dr.	40
Köhrmann, Martin, Prof. Dr.	40
Störmer, Matthias	60
Volkens, Bettina, Dr.	40
Basal, Ayfer, Employee representative	50
Betz, Frank, Employee representative	50
Hegemann, Adelheid, Employee representative	40
Johnke, Lars, IG Metall, Employee representative	50
Mole, Julia, ver.di, Employee representative	40
Total	570

Remuneration 2022 for former members of the Supervisory Board of

kEUR	2022
Fuchs, Michael, Dr. (deceased December 25., 2022)	49
Total	49

Review of the Supervisory Board remuneration system

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

Remuneration 2022 for the Administrative Board

kEUR	2022
Gotthardt, Frank	120
Esser, Klaus, Dr.	60
Gotthardt, Daniel, Prof. Dr.	60
Peters, Stefanie	60
Rauch, Michael (from July 01., 2022)	0
Total	300

Remuneration 2022 for former members of the Administrative Board

kEUR	2022
Wössner, Dirk, Dr. (from January 01, 2021 until June 30, 2022)	0
Total	0

5. Comparison

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

	Change 2019 vs. 2018	Change 2020 vs. 2019	Change 2021 vs. 2020	Change 2022 vs. 2021
Managing Directors as at Dec 31, 2022				
Rauch, Michael (Speaker, from July 01, 2022; CFO, from August 01, 2019)	n/a	222%	-28%	586%
Mazza Teufer, Angela (from February 15, 2022)	n/a	n/a	n/a	n/a
Mugnani, Emanuele (from February 15, 2022)	n/a	n/a	n/a	n/a
Reichl, Hannes	523%	10%	3%	246%
Pech, Eckart, Dr.	n/a	452%	2%	-5%
Former Managing Directors				
Körfigen, Ralph, Dr. (until October 31, 2021)	534%	-5%	294%	-102%
Gotthardt, Frank (until December 31, 2020)	-9%	40%	-150%	-72%
Wössner, Dirk, Dr. (until June 30, 2022)	n/a	n/a	n/a	-74%
Brecher, Frank (until June 01, 2022)	-7%	27%	-32%	-60%
Supervisory Board as at December 31, 2022				
von Ilberg, Philipp, Chair	n/a	n/a	86%	0%
Weinmann, Stefan, Vice Chair, employee representative	n/a	n/a	n/a	336%
Handel, Ulrike, Dr.	0%	-10%	-26%	0%
Köhrmann, Martin, Prof. Dr.	n/a	n/a	77%	0%
Störmer, Matthias	n/a	n/a	86%	0%
Volkens, Bettina, Dr.	n/a	n/a	85%	0%
Basal, Ayfer, Employee representative	n/a	n/a	n/a	318%
Betz, Frank, Employee representative	n/a	n/a	n/a	318%
Hegemann, Adelheid, Employee representative	n/a	n/a	n/a	292%
Johnke, Lars, IG Metall, Employee representative	n/a	n/a	n/a	318%
Mole, Julia, ver.di, Employee representative	n/a	n/a	n/a	4%
Former members of the Supervisory Board				
Fuchs, Michael, Dr. (deceased December 25, 2022)	n/a	n/a	86%	-2%
Administrative Board as at December 31, 2022				
Gotthardt, Frank	n/a	n/a	n/a	0%
Esser, Klaus, Dr.	0%	-11%	-25%	0%
Gotthardt, Daniel, Prof. Dr.	0%	8%	-8%	0%
Rauch, Michael (from July 01, 2022)	n/a	n/a	n/a	n/a
Peters, Stefanie	n/a	n/a	n/a	0%
Former members of the Administrative Board				
Wössner, Dirk, Dr. (from January 01, 2021 until June 30, 2022)	n/a	n/a	n/a	n/a

	Change 2019 vs. 2018	Change 2020 vs. 2019	Change 2021 vs. 2020	Change 2022 vs. 2021
Key performance indicators				
Revenues of CGM group (IFRS)	4%	12%	22%	10%
Organic growth of CGM group	0%	4%	6%	4%
Adjusted EBITDA of CGM group	9%	8%	4%	4%
Free Cashflow	-31%	41%	7%	-32%
Net income of CGM SE & Co. KGaA (German Commercial Code)	-23%	-19%	19%	-5%
Average remuneration of the workforce				
Total workforce in Germany	n/a	n/a	4%	12%

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

INDEPENDENT AUDITOR'S REPORT

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

To CompuGroup Medical SE & Co. KGaA, Koblenz

Opinion

We have formally examined the remuneration report of CompuGroup Medical SE & Co. KGaA, Koblenz for the financial year from 1 January to 31 December 2022 to determine whether the disclosures pursuant to Section 162 (1) and (2) AktG have been made in the remuneration report. In accordance with Section 162 (3) AktG, we have not examined the content of the remuneration report.

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

Basis for Opinion

We conducted our examination of the remuneration report in compliance with Section 162 (3) AktG taking into account the IDW assurance standard: Examination of the remuneration report pursuant to Section 162 (3) AktG (IDW AsS 870 (08.2021)). Our responsibilities under this regulation and this standard are further described in the "Our Responsibilities" section of our assurance report. Our audit firm has applied the IDW Standard on Quality Management 1: Requirements for Quality Management in Audit Firms (IDW QS 1). We have complied with our professional duties pursuant to the German Public Accountants Act [WPO] and the Professional Charter for Auditors/Chartered Accountants [BS WP/vBP], including the independence requirements.

Responsibilities of the Management Board and the Supervisory Board

The management and the Supervisory Board are responsible for the preparation of the remuneration report, including the related disclosures, in accordance with the requirements of Section 162 AktG. They are also responsible for such internal control as they have determined necessary to enable the preparation of the remuneration report, including the related disclosures, that is free from material misstatement, whether due to fraud or error (i.e., accounting manipulations and misstatements of assets).

Our responsibilities

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

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

Frankfurt am Main, March 20, 2023

KPMG AG
Wirtschaftsprüfungsgesellschaft

gez. Bock
Wirtschaftsprüfer

gez. Jennes
Wirtschaftsprüfer

APPENDIX

TO AGENDA ITEM 7 – REMUNERATION SYSTEM FOR THE MANAGING DIRECTORS OF THE GENERAL PARTNER

Remuneration system for the Managing Directors

This remuneration system describes the principles used to determine the remuneration of the managing directors (“Managing Directors”¹) of CompuGroup Medical Management SE, the personally liable general partner of CompuGroup Medical SE & Co. KGaA (“CompuGroup Medical” or “Company”). Since the legal form of the Company is a partnership limited by shares (KGaA), its business is managed by its personally liable general partner and thus indirectly by the Managing Directors, who are in this respect comparable to the board members of a stock corporation.

Due to the Company’s legal form, the provisions under stock corporation law regarding the establishment and approval of a remuneration system for the management board are not directly applicable to the Company and the remuneration of the Managing Directors. For reasons of good corporate governance and transparency, this remuneration system, however, is voluntarily based on sections 87a, 120a German Stock Corporation Act (AktG) and as such will be presented to the 2023 Annual General Meeting of CompuGroup Medical for approval.

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 expanded in the future through organic and inorganic growth.

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

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

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

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

¹ For ease of reading, the masculine form is used in this remuneration system, but this form is also expressly intended to include female Managing Directors.

- **Promoting and implementing the corporate strategy:**

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

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

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

- **Focusing on long-term and sustainable development:**

The long-term and sustainable development of CompuGroup Medical is promoted by granting a Long Term Incentive and by implementing ESG criteria (Environmental, Social, Governance) in the Short Term Incentive component.

- **Pay for performance:**

Managing Directors receive performance-based remuneration with adequate and ambitious targets for the variable remuneration component. If the targets are not met, the variable remuneration component can be reduced to zero; at the same time, if the targets are exceeded, it can be raised up to a certain maximum amount (cap).

- **Compliance:**

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

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

The Administrative Board of CompuGroup Medical Management SE ("Administrative Board") is responsible for developing the remuneration system for Managing Directors.

The general provisions of the German Stock Corporation Act and the recommendations of the German Corporate Governance Code on dealing with conflicts of interest are observed while determining and implementing the remuneration system and the ongoing monitoring thereof. The members of the Administrative Board concerned are to make any conflicts of interests that might arise known to the chair of the Administrative Board and refrain from participating in the relevant votes within the Administrative Board. Any significant conflicts of interests, which are not merely temporary, will lead to the termination of the mandate.

This remuneration system serves to further develop the system approved by the Annual General Meeting of CompuGroup Medical on May 19, 2022. The resolution for the remuneration system was passed at the meeting of the Administrative Board on February 6, 2023 and the amended system will again be submitted to the Annual General Meeting of CompuGroup Medical for approval. Should approval of the remuneration system be denied, the Administrative Board will

submit a revised remuneration system to the next Annual General Meeting of CompuGroup Medical.

This remuneration system shall apply to each new employment contract and to each extension of employment contracts with Managing Directors agreed from the day following the Annual General Meeting 2023. The employment contracts of Managing Directors concluded or extended since the 2022 Annual General Meeting already anticipate the changes provided for in this remuneration system, but are in this respect subject to submission for approval by the Annual General Meeting.

3. Appropriateness of the remuneration of Managing Directors

When taking remuneration-related decisions, the Administrative Board takes care to ensure that the overall remuneration package is proportionate to the responsibilities and performance of the Managing Director and the position of the Company, that it does not significantly exceed the usual remuneration without good reason and that the remuneration structure 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 applies caution when using the horizontal comparison. National and international listed companies of comparable size and sector are used to form the reference group, e.g. SDAX, MDAX and TecDAX companies and global software and technology companies. The Administrative Board also takes into account internal remuneration ratios 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 also considers the long-term remuneration trends in the employee groups mentioned above.

4. Key features of the remuneration of 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.

The variable remuneration comprises a short-term component ("Short Term Incentive") and a long-term component ("Long Term Incentive"). The Short Term Incentive has a one-year performance period and is granted annually as a cash bonus depending on target achievement. The Long Term Incentive has a multi-year performance period and is generally granted in the form of share options, but may also be replaced in whole or in part by another cash bonus.

Furthermore, the Administrative Board may grant the Managing Directors certain special payments on a case-by-case basis that are linked to specific additional targets being met.

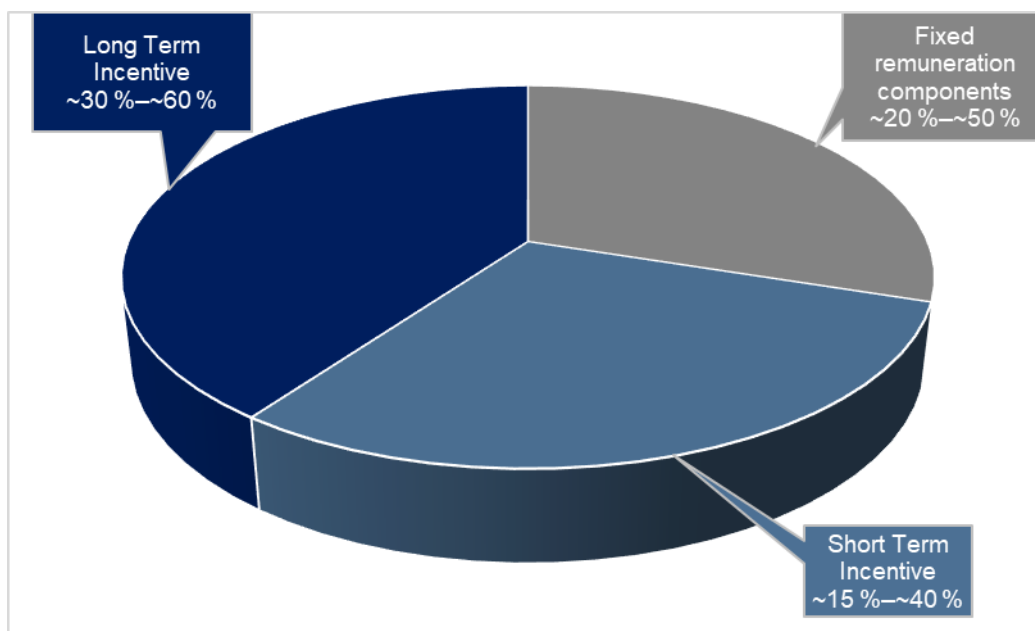
The following table provides an overview of the usual remuneration components and other significant remuneration-related provisions.

Remuneration components at a glance	
Fixed remuneration components	
Fixed salary	Non-performance-related fixed remuneration for 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 ▶ If applicable, relocation expenses and overnight accommodation costs assumed for newly appointed managing directors
Variable remuneration components	
Short Term Incentive	
Plan type	Target bonus model
Performance targets	<ul style="list-style-type: none"> ▶ Group targets (30 %–70 %) <ul style="list-style-type: none"> ➢ 10 % – 35 % revenues ➢ 10 % – 35 % adjusted EBITDA ▶ Individual targets (30 % – 70 %) <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 Incentive	
Plan type	Share option program
Key parameters	<ul style="list-style-type: none"> ▶ Performance period: three years ▶ Waiting period: four years ▶ Exercise period: six years
Exercise conditions	<ul style="list-style-type: none"> ▶ Share price increase of at least 15 to 20 %
Exercise	<ul style="list-style-type: none"> ▶ Exercise price equates to the volume-weighted average price of shares during the period beginning 45 days before and ending 45 days after the issue date ▶ May be exercised in full or in part in tranches of a minimum of 10,000 option rights
Plan type	Target bonus model
Key parameters	<ul style="list-style-type: none"> ▶ Group and/or individual targets as performance goals ▶ Multi-year performance period ▶ Cash payment at end of performance period
Special payments	
Signing-Bonus	<ul style="list-style-type: none"> ▶ Granting of a start-up bonus, if applicable
Special bonuses	<ul style="list-style-type: none"> ▶ If applicable, special bonuses for exceptional performance (e.g. implementation of key projects)
Other contractual components	
Malus and clawback provisions	Partial or full reduction of granted short-term variable remuneration and/or reclaiming thereof
Maximum remuneration p.a.	The maximum remuneration amounts to EUR 15,000,000 p.a. for each Managing Director
Benefits in the case of early dismissal/termination of employment contract	Severance payments may not exceed the remuneration for the remaining term of the employment contract until its ordinary termination date; they are limited to a maximum of two years' total remuneration ("Severance Pay Cap")
Change of control	Payments made following a change of control may not exceed a maximum of 150 % of the fixed and short-term variable remuneration components until the ordinary termination date of the employment contract up to a maximum period of two years

4.2 Remuneration structure

In determining the remuneration of the Managing Directors, the Administrative Board ensures that the remuneration structure provides strong incentives for the sustained positive development of CompuGroup Medical while at the same time enabling fair performance-related remuneration. The remuneration structure describes the relationship of the individual remuneration components to each other. The target remuneration package, which is the sum of all regular remuneration components (including fringe benefits) promised for a financial year is taken as the benchmark for determining the remuneration structure. The target remuneration package consists of variable compensation components that provide for a cash payment, i.e. the amount that is paid if 100 % of the respective target is achieved, and remuneration in the form of share options at the option value determined by the Administrative Board upon conclusion of the contract using standard market measurement methods. Special payments, in contrast, are not taken into consideration, nor are changes to the value of the share options and fringe benefits.

The remuneration structure for each financial year is as follows:



The Administrative Board ensures in each individual case that the variable remuneration clearly outweighs the fixed remuneration, and that the share of the Long Term Incentive within the variable remuneration exceeds that of the Short Term Incentive in order to take account of the pay for performance concept and the sustainability goal. Deviations from the presented relative shares of the target remuneration package may arise (i) if new share options are not granted or are granted to a limited extent upon contract extension or (ii) due to the development of the share price with regard to the value of the share options or due to the valuation of the promised fringe benefits.

4.3 Maximum remuneration

The remuneration of each Managing Director is limited in the individual contracts to a maximum remuneration per financial year, which amounts to a gross maximum of 15 million euro. The maximum remuneration is the upper limit for the sum of Fixed Salary, fringe benefits, Short Term Incentive, Long Term Incentive and special payments resulting from the remuneration actually granted for a financial year.

The individually agreed maximum remuneration amount takes special account of the fact that a Long Term Incentive is issued in the form of share options, which have a pronounced risk-reward profile. Being granted share options may lead to high profit opportunities, but options can also be forfeited, meaning that the multi-year variable remuneration may be lost entirely.

5. Detailed description of the remuneration system

5.1 Fixed remuneration components

5.1.1 Fixed Salary

The Fixed Salary is a fixed remuneration for the whole year and paid in twelve monthly installments.

5.1.2 Fringe benefits

Additionally, the Managing Directors receive 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, especially for a group accident insurance policy and D&O insurance policy with an appropriate amount of cover and an excess amount in accordance with section 40 (8) of the SE Implementation Act (SEAG) in conjunction with section 93 (2) sentence 3 German Stock Corporation Act (AktG). Allowances may further be granted for private health and nursing care insurance covering up to 50 % of the evidenced contribution but not exceeding the maximum employer contribution for statutory health and nursing care insurance. CompuGroup Medical does not grant a company pension.

Furthermore, the Administrative Board may, at its reasonable discretion, temporarily reimburse the expenses for extraordinary ancillary costs (e.g. security measures) if a significant change in circumstances thus requires. Further, relocation expenses for newly appointed Managing Directors as well as additional cost of accommodation and travel expenses may be covered.

5.2 Variable remuneration components

5.2.1 Short Term Incentive

5.2.1.1. How the Short Term Incentive works

The Short Term Incentive is structured in the form of a target bonus system. A Target Amount for the Short Term Incentive bonus, which is paid out annually, is agreed with each Managing Director in their contract. The Target Amount corresponds to the amount payable if 100 % of the target is achieved. The actual amount of the bonus depends on the degree of target achievement, but is limited to 200 % of the Target Amount (cap).

The performance targets can be divided into two target categories: group targets, which focus on the group's revenues and earnings growth, and individual targets, which are based on the Managing Director's specific area of responsibility and ESG (environmental, social, governance) factors.

The following chart illustrates the Short Term Incentive components and the weighting of the performance targets:

Short-term variable remuneration – basic functionality				
Target amount in EUR	Total target achievement (0 %–200 %)			Payment in cash (cap at 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 other Group targets, if applicable	
	Weighting: 10 % – 35 %	Weighting: 10 % – 35 %	Weighting: 30 % – 70 %	

The weighting of the performance targets, the specific individual targets and the target values of all performance targets are determined by the Administrative Board before the respective financial year begins. The weighting of the performance targets is aligned to the respective area of responsibility of the Managing Director. For example, the Administrative Board may set Managing Directors with higher-level responsibilities such as CEO, Spokesperson for the Managing Directors, CFO or CTO a higher proportion of group targets than it would set for other Managing Directors who have direct responsibility for a specific business unit.

5.2.1.2. Short Term Incentive performance targets – group targets

Group targets which are found in the Short Term Incentives are derived from the corporate strategy of CompuGroup Medical and specifically include revenues and adjusted EBITDA.

- Revenues are a key performance indicator of CompuGroup Medical and make up 10 %–35 % of the total target achievement of the Short Term Incentive. The use of revenues as a performance target underscores the growth philosophy of CompuGroup Medical and makes a significant contribution to the successful implementation of corporate strategy.
- Adjusted EBITDA – i.e. earnings before interest, taxes, depreciation and amortization (EBITDA) – is also weighted at 10 %–35 %. The adjusted EBITDA is a good indicator of the ability of CompuGroup Medical to generate cash flow before taking into account expenditure for taxation, investments and financing. As a complement to revenues, this takes account of economic efficiency and incentivizes profitable growth.

In addition to the target value (equivalent to a target achievement of 100 %), the Administrative Board sets both a threshold value and a maximum value.

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. Target achievement levels between the threshold and target value and between the target and maximum value are interpolated on a straight-line basis.

5.2.1.3. Short Term Incentive performance targets – individual targets

The individual targets are based on the specific duties of the Managing Director and are weighted between 30 % and 70 % within the Short Term Incentive, depending on the respective area of responsibility. They include both business area targets and ESG targets as well as, where appropriate, further group-wide performance targets based on several financial and non-financial performance criteria, so-called key performance indicators (KPIs). In addition to each individual target value (equivalent to a target achievement of 100 %), the Administrative Board sets both a threshold value and a maximum value, as well as deadline targets for certain milestones or other measurable parameters to be achieved. Based on these criteria, the degree of target achievement is determined for each target. 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 %.

- The individual business area targets place particular emphasis on success in the business unit for which the Managing Director is responsible. By taking into account individual performance targets, the Administrative Board is able to set targeted individual incentives for Managing Directors. These individual business area targets are derived from the segment strategy. Financial measures for the operating business of the respective segment are used as financial KPIs, such as revenue and adjusted EBITDA of the respective segment or business unit. The Administrative Board may determine a measure other than the financial performance measures stated in the reporting as a financial or non-financial KPI if such measure is a more suitable way of measuring CompuGroup Medical's long-term development. These individual business area targets may relate to the following categories or criteria, for example: business development, successful completion of key projects in their particular area (such as the development and rollout of strategic products or innovations or OneGroup tools, building an effective CTO organization or customer platform growth), successful execution of strategic restorations or investments, product development and innovation, improving customer satisfaction in a specific business unit, gaining market share, increasing efficiency, or successful execution of the business priorities in a particular financial year. 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. These may relate to the following categories or criteria, for example: the employee engagement index, corporate culture, sustainability and environmental protection, CO2 performance/carbon-zero strategy, corporate social responsibility or promoting and improving data protection and information security, health protection, equality and diversity,

increasing the share of female managerial staff or compliance. The Administrative Board may determine a measure other than the performance measures stated in the group report as a KPI if such measure is a more suitable way of measuring the long-term development of ESG at group level.

- Insofar as the individual targets include further group targets as performance targets, such targets are linked to the group-wide tasks and responsibilities of the Managing Director (and are therefore included to incentivize their individual performance at group level), such as the successful implementation of the group priorities in a particular year, the sustainable group strategy or transformation projects, as well as efficiency enhancement or liquidity planning at group level.

5.2.2 Long Term Incentive

The Long Term Incentive is generally granted in the form of share options, but may also, in individual cases, be replaced in whole or in part by another cash bonus with a multi-year performance period. By generally linking the Long Term Incentive to the price trend of CompuGroup Medical shares, the interests of the Managing Directors are aligned even more closely with those of shareholders. At the same time, the lengths of the performance period, the waiting period and the exercise period are incentives for the long-term, sustainable development of the Company. Offering the possibility of replacing share options with a cash bonus takes account of the fact that Managing Directors have different duties and overall, departmental or divisional responsibilities and thus specifically promotes sustainable corporate development.

a. Share option program

If the Long Term Incentive is linked to the share option program, the Managing Directors receive subscription rights for registered shares of CompuGroup Medical ("Share Options").

Share Options are granted either annually in several equal tranches or just once in a single tranche. Even in the case of a one-time grant, the Share Options are considered to be a Long Term Incentive for multiple years or the entire contractual term and are treated for the purposes of vesting periods, exercise conditions, forfeiture rules and for the determining the value in the context of the target remuneration package and the maximum remuneration as if they had been granted annually in equal tranches during the respective period.

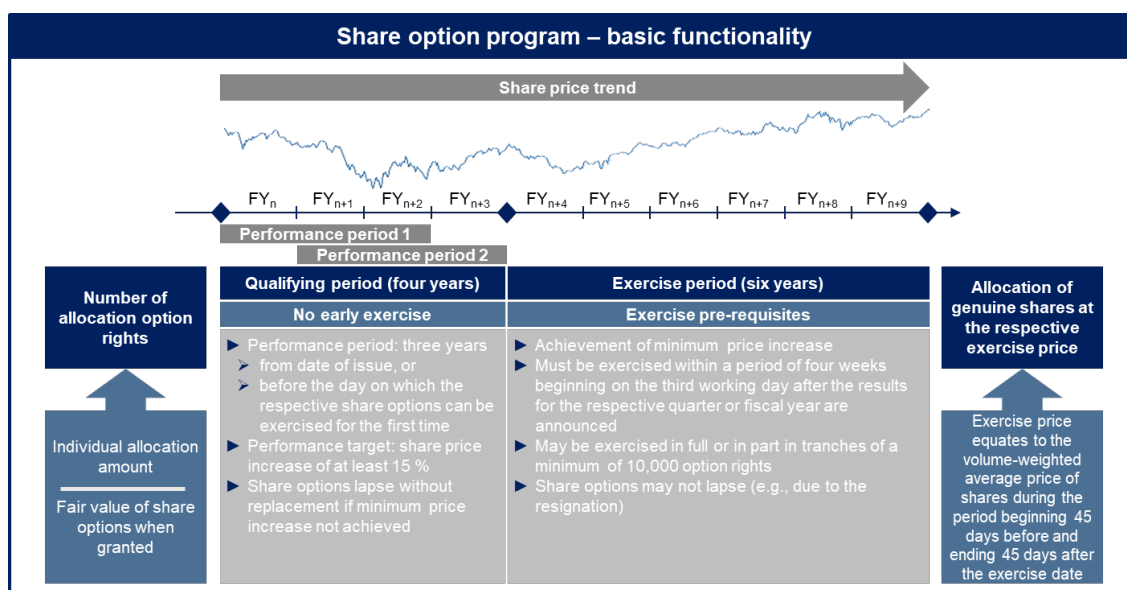
The number of Share Options to be granted is agreed in individual contracts by specifying a concrete number of shares or an allotment amount. If an allotment amount is agreed upon, the number of Share Options is determined by dividing the individual allotment amount by the fair value of the Share Options, which is determined by the Administrative Board using standard market measurement methods.

In compliance with the respective waiting and exercise periods (see (ii) for details) and with the exercise conditions (see (iii) for details), the Managing Directors may exercise the Share Options at the respective exercise price (see (i) for details). The Administrative Board may decide, at its own discretion, whether Share Options that are exercised are settled by utilizing contingent capital resolved upon for this purpose, by utilizing the Company's treasury shares, or in cash.

The Administrative Board may make the granting of Share Option awards wholly or partially conditional on the Managing Director having reached a certain minimum target level (e.g. 70 %)

of the performance targets for the Short Term Incentive in the year prior to the granting of Share Options. Furthermore, the Administrative Board may, at its discretion, waive the granting of further Share Option awards in whole or in part for the period of a contract extension and instead provide for a comparable long-term remuneration element, which may also consist of the reallocation or extension of the waiting period of Share Options from previous periods of employment (extended lock-up).

The figure below illustrates the structure of the Long Term Incentive in the form of the share option program:



(i) 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 of the Frankfurt Stock Exchange² for a period beginning 45 calendar days before and ending 45 calendar days after the respective issue date but not less than the pro rata amount of the share in the share capital of the Company (section 9 (1) German Stock Corporation Act (AktG)). The issue date 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 allotment declaration)

(ii) Waiting period, option life and exercise periods

Share Options can be exercised for the first time after the waiting period of four years has expired. The waiting period begins on the respective issue date and ends no earlier than exactly four years after the issue date (end-of-day). After expiry of the waiting period, the Managing Directors can exercise the Share Options within a period of six years (the "Option Life"). Within this period, Share Options can be exercised within four weeks of the third working day after the

² Where reference is made to the XETRA system of the Frankfurt Stock Exchange in this remuneration system, this reference shall also include in each case any functionally comparable successor system that may replace the XETRA system.

results of the respective quarter of the financial year have been announced (each four-week period constitutes an exercise period). Legal restrictions in line 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 options before the end of their 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. In addition, the Administrative Board may, by individual contract, extend the waiting period for individual Share Options already granted, in particular for Share Options granted during a previous employment period, by a period of up to four years (extended lock-up) and provide for the Share Options to be the Long Term Incentive for the financial years within the extended waiting period.

(iii) Exercise conditions

One condition for exercising Share Options is that the price of the Company's share has increased by 15 % in total ("Minimum Share Price Increase") 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 (each a "Performance Period").

The relevant starting value in case (i) is the Exercise Price and in case (ii) the volume-weighted average share price of the Company in XETRA on the Frankfurt Stock Exchange for a time period beginning 45 calendar days prior to and ending 45 calendar days after the first day of the relevant three-year period. The relevant final value for the calculation of the Minimum Share Price Increase is the respective volume-weighted average share price of the Company in XETRA on the Frankfurt Stock Exchange during the last three months prior to the expiry of the relevant three-year period.

The Administrative Board may raise the Minimum Share Price Increase to 20 % as a further performance target, which is to be measured either within the Performance Period or for the entire waiting period. If the Minimum Share Price Increase is not achieved, the Share Options are forfeited without replacement.

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 employment contract of the Managing Director has ended but the Share Options granted to the Managing Director have not been forfeited because of the Managing Director leaving the Company (see 5.2.2 (v) below)

(iv) 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 own shares, or issues convertible bonds or option bonds with shareholder subscription rights, the Administrative Board is authorized to grant the Managing Directors compensation in order to offset the dilution effect in part or in full. The compensation 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 indemnification, however.

The Administrative Board further reserves the right, in the event of extraordinary circumstances, to use its proper discretion to adjust the economic value of the Share Options.

Should the Annual General Meeting of CompuGroup Medical resolve to issue other or additional performance targets for the granting of Share Options, the exercise conditions for new Share Options to be issued to Managing Directors shall always be based on these resolutions of the Annual General Meeting, and the performance targets and conditions defined by the Annual General Meeting shall in this respect also be deemed to be part of this remuneration system.

(v) Rules governing forfeiture on leaving the Company

On termination of an employment contract, all Share Options not yet awarded or granted for the period subsequent to the Managing Director leaving the Company are forfeited.

In the event of termination of an employment contract, Share Options already awarded will continue to operate in accordance with the original terms and conditions, provided that the Managing Director's contract has existed for at least two years and provided that the Share Options were awarded at least twelve months prior to the termination of the employment contract. These Share Options may be exercised in accordance with the framework of the rules of the share option program, unless the Managing Director

- (i) resigns from office without good cause within the meaning of section 626 German Civil Code (BGB),
- (ii) declines to accept an initial contract extension with substantially similar terms or does not receive an offer of such a contract extension because of good cause 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 their employment contract terminated by the Company for good cause within the meaning of section 626 (1) of the German Civil Code (BGB).

The Share Options already awarded can also continue to be exercised within the framework of the provisions of the share option program upon retirement or in the case of leaving due to permanent disability for service or invalidity or death.

b) Cash payment

If the granting of Share Options is replaced by a cash bonus, this is considered to be a target bonus system, as in the case of the Short Term Incentive, and is based on the same basic functionality (cf. 5.2.1). However, the performance targets, their weighting and the multi-year assessment period are determined individually by the Administrative Board at its due discretion before the start of the Performance Period and may relate to individual business targets in accordance with the business unit for which the Managing Director is responsible.

5.3 Special payments

Finally, the Administrative Board may grant one-off special payments to a Managing Director when taking up or renewing their contract or for exceptional achievements that promote the Company strategy in a particular manner (such as the successful implementation of a key project defined by the Administrative Board at its due discretion)

6. Remuneration-related transactions

6.1 Employment contract terms

The employment contracts of the Managing Directors have a maximum fixed term of five years. In the event that the appointment is revoked by the Administrative Board, such employment contracts end upon expiry of the statutory period of notice pursuant to section 622 (2) of the German Civil Code (BGB). 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 leaving the Company in the course of the year

If a Managing Director is appointed for the first time during the course of a financial year or leaves the Company mid-year, the total remuneration including the Short Term Incentive and the Long Term Incentive and the allotment amount specified by the share option program will be reduced on a pro rata temporis basis corresponding to the length of service in the relevant financial year. In certain circumstances, depending on the reason for the departure, Share Options that have been awarded but cannot be exercised yet may be forfeited without compensation (see under 5.2.2 (v)).

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 remuneration paid and received for such office 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 remuneration paid for such secondary employment is offset against the remuneration for the work as Managing Director.

6.4 Malus- and clawback-provisions

The employment contracts of the Managing Directors contain provisions on withholding Short Term Incentive components (malus) or reclaiming already paid out Short Term Incentive components (clawback), the exercise of which is at the reasonable discretion of the Administrative Board.

- Such a reducing or withholding or reclaiming all or part of the Short Term Incentive may be imposed as a consequence for a breach of the employment contract justifying extraordinary termination or an intentional or grossly negligent breach of essential due

diligence requirements within the meaning of section 40 (8) of the SE Implementation Act (SEAG) in conjunction with section 93 (2) sentence 1 German Stock Corporation Act (AktG) (“Compliance Malus”/“Compliance Clawback”)-

- Moreover, the Administrative Board may adjust the assessment of the Short Term Incentive component, or reclaim, in whole or in part, Short Term Incentives already paid out if and to the extent that it becomes apparent after the original assessment or after the payment, that the information on which the calculation of the payment amount had been based, in particular the underlying audited and approved consolidated financial statements, was not correct and that on the basis of the revised information, a lower amount or no payment of the Short Term Incentive would have been due (“Performance Malus”/“Performance Clawback”).

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

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

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

6.5 Benefits in the case of early dismissal/termination of employment contract

The Managing Director’s employment contracts contain provisions according to which payments made due to early dismissal of a Managing Director or due to early termination of the employment contract without a good cause for which the Managing Director is responsible may not exceed the remuneration for the remaining term of the employment contract until its ordinary termination date and according to which such payments are limited to a maximum of two years’ total remuneration (Severance Pay Cap). The underlying total annual remuneration is based on the remuneration (both fixed remuneration and Short Term Incentive) paid in the last full financial year and potentially also on the total annual remuneration (both fixed remuneration and Short Term Incentive) expected for the current financial year. Open variable remuneration components referring to the period prior to the Managing Director leaving the Company 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 if the early dismissal or termination of the employment contract 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 employment contracts 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 employment contract is less than two years and the Managing Director is not made a legally binding offer to extend their employment contract by at least two more years from the date of this offer under at least comparable economic conditions. A Change of Control event shall be deemed to exist if an acquirer (other than CompuGroup Medical) acquires a controlling influence over CompuGroup Medical Management SE or if CompuGroup Management SE ceases to be general partner of CompuGroup Medical.

In case the 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 remuneration components and the Short Term Incentive up to the ordinary termination date of the employment contract, whereby the Short Term Incentive 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 their 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 event without good cause for which the Managing Director is responsible.

6.7 Non-competition clause

Managing Directors are subject to a comprehensive non-competition clause for the duration of their office.

In addition, the employment contracts include a post-contractual non-competition agreement for a period of 12 months. A compensation payment is granted for the duration of the post-contractual non-competition agreement. This amounts to 50 % of the last fixed annual salary drawn (excluding Fringe Benefits) and the last annual Short Term Incentive actually awarded.

Any severance payments will be offset against the compensation.

6.8 Incapacity for work, death and retirement

If a Managing Director is temporarily unable to work, he or she will receive continued payment of the Fixed Salary and Short Term Incentive on a pro rata temporis basis for a period of four months but not past the termination date of the employment contract.

If the Managing Director dies or becomes permanently unable to work, the Fixed Salary and the Short Term Incentive 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

development 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 provisions governing 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, 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.

FURTHER INFORMATION ON THE CANDIDATE PROPOSED TO BE ELECTED AS A MEMBER OF THE SUPERVISORY BOARD IN AGENDA ITEM 9

Reinhard Lyhs, Trier

Member of the Supervisory Board of CompuGroup Medical SE & Co. KGaA since March 1, 2023.

Personal details:

Date of birth: 1950

Nationality: German

Current profession:

Self-employed business consultant in Koblenz (since 2022)

Career:

2015 – 2022	Managing director and shareholder of Lyhs & Gondert GmbH (now operating under the name Kestenholz Automobil GmbH) in Koblenz
2000 – 2010	PDG/CEO Daimler-Chrysler France, Mercedes France in Paris, France
1997 – 2000	PDG/CEO Mercedes-Belgium / Luxembourg in Brussels, Belgium
1993 – 1997	Director of Mercedes-Benz branch Dresden
1989 – 1993	Director of utility vehicle sales Western Europe of Mercedes-Benz
1982 – 1989	Various management posts in Mercedes-Benz' sales organization
1979 – 1982	Joined the managerial talent group at the former Daimler-Benz AG

Education:

1969 - 1972	Vocational training as an industrial clerk
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Relevant knowledge, skills, professional experience:

- International management positions in sales, marketing, and financial services at group level
- Expertise in human resources and collective labor law
- Financial expertise
- Experience in M&A, integration and transformation

Other positions in supervisory boards mandated by law and comparable supervisory committees:

No other positions.

Other relevant activities:

No other relevant activities.

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 1,500,000 treasury shares held by the company as at the date of the convocation; pursuant to section 71b German Stock Corporation Act, the company does not have any rights in respect of these treasury shares.

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

With the approval of the Supervisory Board, the general partner has decided to hold the Annual General Meeting as a virtual general meeting without the physical presence of the shareholders and their authorized representatives (with the exception of the proxies appointed by the company) in accordance with section 26n(1) of the Introductory Act to the German Stock Corporation Act in conjunction with section 118a German Stock Corporation Act. The new legal provision in section 118a German Stock Corporation Act entails some modifications regarding the order of events at the meeting and the exercising of shareholder rights compared both to a physical general meeting and the most recent Annual General Meeting held as a virtual general meeting in accordance with the special legislation in connection with the COVID-19 pandemic. Therefore, we ask you to pay special attention to the following information:

1. Registration

According to Article 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 10, 2023** either in writing

– at

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

– by e-mail to

anmeldestelle@computershare.de or

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

or by transmission via intermediaries in accordance with the requirements of section 67c German Stock Corporation Act.

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 26, 2023, 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 or e-mail.

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

2. Notes on re-registration freeze

- a) In relation to the company and with regard to exercising rights in connection with the virtual Annual General Meeting, only those shareholders who are entered as such in the share register are deemed to be shareholders. The status of the information entered in the share register on the day of the Annual General Meeting is definitive in determining the number of voting rights a shareholder is entitled to. Please note, however, that for technical reasons a re-registration freeze will apply from and including May 11, 2023 to and including the day of the Annual General Meeting on May 17, 2023, i.e., no entries or deletions will be made in the share register. The key date for technical processing is therefore **May 10, 2023, 24:00 (CEST)** ("Technical Record Date").
- b) Shares are not locked or blocked by registering for the Annual General Meeting. Shareholders can therefore continue to freely dispose of their shares even after they have registered for the Annual General Meeting and regardless of the freeze on share re-registration.

3. Notes on postal voting

Shareholders or their 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 for the meeting in time for the deadline.

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

4. Notes on voting by 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 bank, 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 properly registered for the meeting in time for the deadline.

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

III. Online broadcast of the virtual Annual General Meeting

Shareholders or their authorized representatives can follow the entire virtual Annual General Meeting through video and audio via the CGM Investor Portal at www.cgm.com/agm. An individual access code is required for this in addition to the shareholder number. Shareholders who are already registered on the CGM Investor Portal should use their personal password as their access code. Other shareholders entered in the share register by April 26, 2023 (start of day) 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.

When using the CGM Investor Portal during the virtual Annual General Meeting on May 17, 2023, shareholders who registered for the meeting in due time and form or, if they have authorized a third party, their authorized representatives are connected electronically to the virtual Annual General Meeting.

IV. Procedure for voting

After proper registration, shareholders or their authorized representatives can exercise their voting rights by postal vote. However, they can also have their 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 requirements of section 67c German Stock Corporation Act by means of transmission via intermediaries.

- a) Electronic postal voting via the **CGM Investor Portal** can be carried out in accordance with the procedure established by the company up to the **time the chair closes the voting procedure** at the virtual Annual General Meeting. The CGM Investor Portal can be accessed via the website at www.cgm.com/agm (for more detailed information, please refer to section II.1).
- b) In accordance with the requirements of section 67c German Stock Corporation Act, postal votes may also be transmitted to the company via intermediaries by **May 16, 2023, 24:00 (CEST)**. The time of receipt of the postal votes by the company is decisive.

This also applies to the amendment or revocation of postal votes by way of intermediary transmission.

- c) Postal votes can be changed or revoked in the CGM Investor Portal up to the time the chair closes the voting procedure at the virtual Annual General Meeting. This possibility also exists for postal votes submitted in due time by means of transmission via intermediaries in accordance with the requirements of section 67c German Stock Corporation Act.
- d) If declarations on the submission or amendment of postal votes are received in due time via more than one of the two permissible means of transmission (i) CGM Investor Portal and (ii) subject to the requirements of section 67c German Stock Corporation Act through intermediaries and are not revoked, the declaration received via the CGM Investor Portal shall be deemed binding, irrespective of the time of receipt. If several postal votes are received in due time by the same means of transmission and are not revoked, the declaration received last in time shall be binding.
- e) Voting by postal vote on agenda item 2 of this convocation also applies in the event that the proposal for the appropriation of profits is adjusted as a result of a change in the number of dividend-bearing shares.
- 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) Postal votes can be revoked by the means specified in lit. b) and c) within the deadlines specified therein. The order of the transmission channels according to lit. d) does not apply to the declaration of revocation. Therefore, the transmission of a later vote shall not be deemed to be a revocation of a previous vote.
- h) Intermediaries within the meaning of section 135 (1) German Stock Corporation Act and persons or institutions equivalent to them according to section 135 (8) German Stock Corporation Act (e.g., a shareholders' association) may also use postal votes provided that the set deadlines are met.

2. Procedure for voting by proxy

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

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

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

- in writing by e-mail to
anmeldestelle@computershare.de or
- in accordance with the requirements of section 67c German Stock Corporation Act by transmission via intermediaries

or

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

The same applies to the revocation of the power of attorney. As soon as the power of attorney has been granted or verified to the company, the authorized representatives receive 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 authorized representatives can submit proof of authorization or the revocation of power of attorney in writing 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 requirements of section 67c German Stock Corporation Act.

- b) The power of attorney can also be granted or revoked via the **CGM Investor Portal** in accordance with the company's procedure up to the **time the chair closes the voting procedure** at the virtual Annual General Meeting. The CGM Investor Portal can be accessed via the website at www.cgm.com/agm (for more detailed information, please refer to section II.1). The possibility of revoking powers of attorney in the CGM Investor Portal also exists for powers of attorney granted or verified by post, e-mail or by means of transmission via intermediaries in accordance with the requirements of section 67c German Stock Corporation Act.
- c) The authorization of intermediaries within the meaning of section 135 (1) German Stock Corporation Act and other persons and institutions equivalent to them according to section 135 (8) German Stock Corporation Act (e.g., shareholders' associations) as well as the revocation and verification of such authorization, is subject to the statutory provisions, in particular section 135 German Stock Corporation Act. Please also observe rules prescribed by the respective authorized representative.
- d) Intermediaries within the meaning of section 135 (1) German Stock Corporation Act and other persons and institutions equivalent to them according to section 135 (8) German Stock Corporation Act (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.

- 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 speak at the meeting, file objections to resolutions of the Annual General Meeting or to put forward questions or propose motions, and that they (ii) 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 or by shareholders in accordance with sections 124 (1), 122 (2) sentence 2 German Stock Corporation Act 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.
- c) Powers of attorney and instructions to the company proxies may be issued, amended, or revoked in writing at one of the addresses specified in section IV.2 a) aa) for issuing powers of attorney **by post or e-mail until May 16, 2023, 24:00 (CEST)**. In all of these cases, the time of receipt by the company of the power of attorney or instructions, the amendment or the revocation 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 time the chair closes the voting procedure** at the Annual General Meeting. The CGM Investor Portal can be accessed via the website at www.cgm.com/agm (for more detailed information, please refer to section II.1).
- e) Powers of attorney and instructions to company proxies may also be granted, amended, or revoked by means of transmission via intermediaries in accordance with the requirements of section 67c German Stock Corporation Act **by May 16, 2023, 24:00 (CEST)**. The time of receipt by the company of the power of attorney or instruction, the amendment or the revocation is decisive.
- f) Up until the time the chair closes the voting procedure at the virtual Annual General Meeting, powers of attorney and instructions that have already been issued to company proxies can be changed or revoked 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, e-mail or by means of transmission via intermediaries in accordance with the requirements of section 67c German Stock Corporation Act.

- g) If declarations on voting by post or amending postal votes (for more details, please refer to IV.1.) or declarations on the granting or amendment of powers of attorney and instructions to the proxies nominated by the company are received in due time by several of the permissible means of transmission (i) post, (ii) e-mail, (iii) CGM Investor Portal and (iv) subject to the requirements of section 67c German Stock Corporation Act via intermediaries (post and e-mail are only permissible means of transmission for powers of attorney and instructions to the company proxies, not for postal votes) and are not revoked, the declarations will be taken into account in the following order of channels of transmission, irrespective of the time of receipt: (i) CGM Investor Portal, (ii) subject to the requirements of section 67c German Stock Corporation Act via intermediaries, (iii) e-mail, (iv) post. If postal votes as well as powers of attorney and instructions to the company proxies that are not revoked are received by the same (permissible) means of transmission within the deadline, the postal votes shall be given priority. If several powers of attorney and instruction to company proxies are received in due time by the same means of transmission and are not revoked, the declaration received last in time shall be binding.
- h) Instructions to company proxies on agenda item 2 of this convocation also apply in the event that the proposal for 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) Revocation of powers of attorney and instructions to the company proxies may be declared by the means specified in lit. c) to f) within the deadlines specified therein. The order of the transmission channels according to lit. g) does not apply to the declaration of revocation. Therefore, the transmission of a later vote shall not be deemed to be a revocation of a previous vote.
- k) Intermediaries within the meaning of section 135 (1) German Stock Corporation Act or other persons or institutions equivalent to them according to section 135 (8) German Stock Corporation Act (e.g., a shareholders' association) may also use the proxies appointed by the company provided that the set deadlines are met.

4. Registration and authorization forms

Registration and authorization can be carried out in particular by completing the form that is sent to the shareholders with the registration documents, but also in any of the ways described above 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 (1) German Stock Corporation Act or another equivalent person or institution (such as a shareholders' association) in accordance with section 135 (8) German Stock Corporation Act, 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, 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 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 16, 2023**. In accordance with section 122 (2) and (1) sentence 3 German Stock Corporation Act, 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, 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, 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 2, 2023, 24:00 (CEST)**

- by post to

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

Countermotions directed elsewhere do not have to be made available.

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

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

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

Motions or nominations by shareholders that must be made available in accordance with section 126 German Stock Corporation Act or section 127 German Stock Corporation Act are deemed to have been made at the time they are made available. The company will ensure that the voting right with regard to such motions or nominations can be exercised as soon as this has happened.

If the shareholder who enters the motion or nomination does not have the required legitimization or failed to register for the Annual General Meeting in due time and form, the company is not obliged to deal with the motion or nomination during the meeting.

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

Shareholders or their authorized representatives, who are connected to the Annual General Meeting electronically, further have the right to make motions or nominations during the meeting by way of video communication as part of their right to speak at the meeting.

3. Submitting statement

Pursuant to section 130a (1) to (4) German Stock Corporation Act, shareholders who are listed in the share register and who registered for the Annual General Meeting in due time and form or their authorized representatives have the right to electronically submit written statements on items on the agenda via the CGM Investor Portal until five days before the meeting, i.e. no later than **May 11, 2023, 24:00** (CEST). The CGM Investor Portal can be accessed via the website at www.cgm.com/agm (for more detailed information, please refer to section II.1). Written statements must be submitted as a file in PDF format. We kindly ask you not to exceed a volume of 10,000 characters. By submitting such statement, the shareholder or their authorized representative agrees that the statement and his or her name will be made accessible on the CGM Investor Portal.

Statements that were submitted with regard to items on the agenda will, unless the company may by way of exception refrain from making them available as per section 130a (3) sentence 4 German Stock Corporation Act, be made available to the properly registered shareholders and their authorized representatives on the CGM Investor Portal at www.cgm.com/agm at least four days before the Annual General Meeting, i.e. no later than **May 12, 2023, 24:00** (CEST)

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

4. Right to speak at the meeting

Shareholders or their authorized representatives who registered for the meeting in due time and proper form and are connected to the Annual General Meeting electronically have the right to speak at the meeting via video communication.

As soon as the Annual General Meeting commences, a virtual right-to-speak desk will be opened where shareholders or their authorized representatives who are connected to the Annual General Meeting electronically can indicate their request to speak. The CGM Investor Portal can be

accessed via the website at www.cgm.com/agm (for more detailed information, please refer to section II.1).

The right to speak also covers the right to file motions or nominations as per section 118a (1) sentence 2 German Stock Corporation Act (see also V.2 above) as well as the right to request information as per section 131 (1) German Stock Corporation Act (see also V.5 below). Pursuant to article 25 (2) of the company's Articles of Association, the chair of the meeting may impose a reasonable time limit on the shareholders' right to speak and ask questions. The chair is, in particular, authorized, either at the beginning of or during the Annual General Meeting, to determine an appropriate time frame for the entire Annual General Meeting, for individual items on the agenda or for individual speakers or questions. The chair will explain the procedure for requesting to speak and being granted the right to speak in more detail in the Annual General Meeting.

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

5. Right to request information

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

It is intended that the chair will determine that the aforementioned right to request information as per section 131 (1) German Stock Corporation Act may only be exercised by way of video communication in the Annual General Meeting, i.e. in the scope of the right to speak at the meeting (see also V.4).

6. Opportunity to object

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

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

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

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

VII. Information on data protection

CompuGroup Medical SE & Co. KGaA processes personal data (e.g., name, date of birth, address, possibly e-mail address, number of shares and type of ownership of the shares) of shareholders and their 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 performance 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.

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

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

In accordance with the legal requirements, the shareholders and authorized representatives have the right to access, correction, restriction, objection, and erasure 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. 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 2023

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