

Updated declaration by the general partner and the Supervisory Board of CompuGroup Medical SE & Co. KGaA on the recommendations of the “Government Commission on the German Corporate Governance Code” in accordance with section 161 of the German Stock Corporation Act (AktG)

The managing directors of the general partner (the “Managing Directors”) and the Supervisory Board of CompuGroup Medical SE & Co. KGaA (the “Company”) most recently submitted a Declaration of Compliance with the German Corporate Governance Code (the “Code”) in accordance with section 161 (1) AktG on December 13, 2021 and updated this declaration to reflect recommendation F.2 of the Code on April 5, 2022. This declaration is hereby further updated as follows:

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

With regard to the recommendations on Management Board remuneration, we remain of the opinion that these do not apply due to the specific structural characteristics of CompuGroup Medical SE & Co. KGaA, i.e. because the general partner is responsible for the management of the KGaA and the Supervisory Board of the KGaA has no authority to determine the remuneration of the members of the executive bodies of the general partner. Purely as a precautionary measure, we nevertheless declare for reasons of good corporate governance that we comply with recommendations G.1 to G.13, G.15 and G.16 as regards the employment contracts concluded after the 2021 remuneration system came into force with the following departures:

Recommendation G.8 of the Code:

Recommendation G.8 of the Code states that subsequent changes to the target values or comparison parameters shall be excluded.

In taking up the position of Spokesman of the Managing Directors, the Managing Director Mr. Michael Rauch was given a new remuneration package in order to reflect this additional responsibility and further incentivize him to act in the interests of the Company. Among other things, the stock options granted to him in connection with his initial appointment were canceled and replaced by new stock options. From the perspective of the Managing Directors and the Supervisory Board, the replacement of the stock options does not constitute a change to the target values or comparison parameters of the stock options granted during his initial appointment within the meaning of recommendation G.8. As a different interpretation cannot be ruled out, however, a departure from recommendation G.8 is hereby declared as a precautionary measure. We consider the replacement of the stock options to be an appropriate means of achieving a long-term incentive effect with a focus on the interests of the Company.

Recommendation G.10 of the Code:

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

Unless the remuneration system is modified, recommendation G.10 of the Code will not be complied with in the future. We believe it is appropriate for us to have flexible options at our disposal for the remuneration of the Managing Directors. In addition to share-based long-term variable remuneration, non-share-based remuneration may therefore also be appropriate. This applies in particular to Managing Directors with responsibility for a specific business area, as the success of their activity may, under certain circumstances, be more clearly reflected in the figures for that business area than in the

Company's share price. Moreover, the share price can be substantially influenced by factors that lie largely or entirely outside the control of an individual Managing Director. In individual cases, it may therefore be in the interests of the Company to incentivize a Managing Director by agreeing individual performance targets and to refrain from granting variable remuneration in the form of share-based remuneration or remuneration to be invested in Company shares, either in full or to a significant extent.

Recommendation G.11 of the Code:

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

The remuneration system of the Company and the employment contracts of the Managing Directors provide for a range of such options for the individual elements of the variable remuneration. We believe it is necessary for us to be able to adjust the amount of the remuneration to reflect extraordinary developments above and beyond the extent provided for by law, especially with regard to share-based variable remuneration. Conversely, variable remuneration elements that are linked to other performance targets, especially key performance indicators for the Company or a business area, are less likely to become decoupled from the performance of the respective Managing Director due to extraordinary developments. Accordingly, specific contractual options for modifying the remuneration should not be necessary in excess of the options provided for in the remuneration system. To the extent that this is considered to represent a departure from recommendation G.11 of the Code, a departure is hereby declared as a precautionary measure.

The Declaration of Compliance dated December 13, 2021 and updated on April 5, 2022 remains otherwise unchanged.

Koblenz, July 6th 2022

signed Michael Rauch (Spokesman
for the Managing Directors)

signed Angela Mazza Teufer

For the Managing Directors of the general partner

signed Philipp von Ilberg (Chairman of the Supervisory Board)

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