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

System of remuneration for the managing directors

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

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

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

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

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

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

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

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

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

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

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

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

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

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

- **Performance-related remuneration ("Pay for Performance"):**

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

- **Compliance:**

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

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

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

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

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

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

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

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

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

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

4.1. Remuneration components

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

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

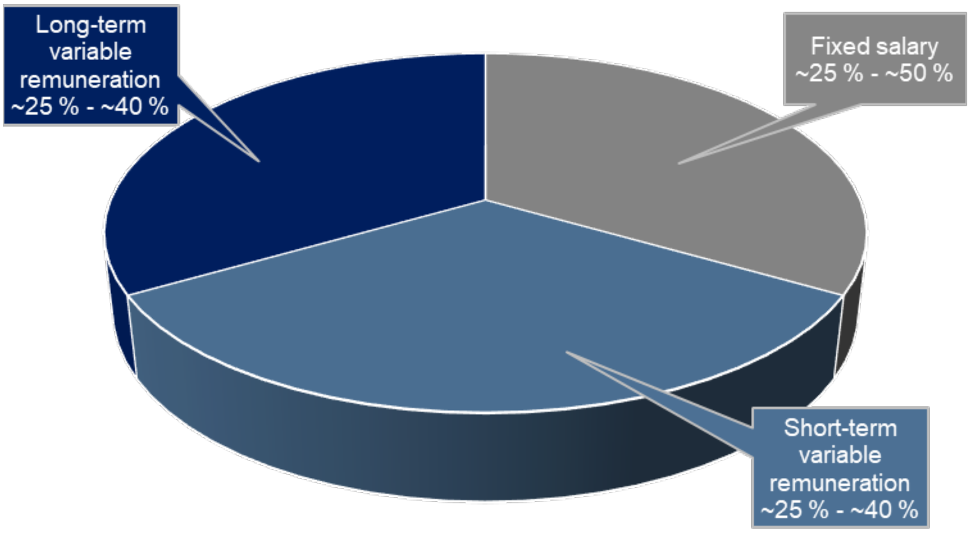
The variable remuneration comprises a short-term component and a long-term component. The short-term variable remuneration is granted annually in the form of a bonus, while the provision of the long-term variable remuneration is made annually in the form of a share option scheme.

The remuneration components are summarized in the following table:

Remuneration components at a glance	
Fixed remuneration components	
Fixed salary	Non-performance-related remuneration fixed over the course of the whole year and paid in twelve monthly installments
Fringe benefits	▶ Company car for work-related and personal use ▶ Group accident insurance ▶ D&O insurance ▶ Grants for health and nursing care insurance up to the maximum statutory contribution limit ▶ If applicable, relocation expenses and overnight accommodation costs assumed for newly appointed managing directors
Variable remuneration components	
Short-term variable remuneration	
Plan type	Target bonus model
Performance targets	▶ Group targets (50 %–75 %) ➢ 25 %–40 % sales ➢ 25 %–40 % adjusted EBITDA ▶ Individual targets (25 %–50 %) ➢ Including ESG-based targets, targets relating to the area of responsibility and any other Group targets
Performance period	One year
Cap	200 % of the target amount
Payment	In cash after the end of the performance period
Long-term variable remuneration	
Plan type	Share option program
Key parameters	▶ Performance period: three years ▶ Qualifying period: four years ▶ Exercise period: six years
Exercise conditions	▶ Achieve a share price increase of at least 15 % ▶ Share options may not be lapsed (e.g., due to the resignation)
Exercise	▶ Must be exercised within a period of four weeks beginning on the third working day after the results for the respective quarter or fiscal year are announced ▶ May be exercised in full or in part in tranches of a minimum of 10,000 option rights ▶ Exercise price equates to the volume-weighted average price of shares during the period beginning 45 days before and ending 45 days after the exercise date
Other contractual components	
Malus and clawback provisions	Partial or full reduction of granted and/or reclaiming of paid short-term variable remuneration
Maximum remuneration p.a.	Pursuant to Section 87a (1) no 1 AktG, the maximum remuneration amounts to EUR 15,000,000 p.a. for each managing director
Benefits in the case of early dismissal/termination of contract of service	Any severance payments remunerate at most the term of the contract of service remaining until the regular end date, up to a maximum of two years' total remuneration ("severance pay cap")
Change of control	Payments made following a change of control remunerate a maximum of 150 % of the fixed and short-term variable remuneration components until the regular end date of the employment contract up to a maximum period of two years

4.2. Remuneration structure

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



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

4.3. Maximum remuneration

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

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

5. Details of the remuneration system

5.1. Fixed remuneration components

5.1.1 Fixed salary

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

5.1.2 Fringe benefits

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

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

5.2. Variable remuneration components

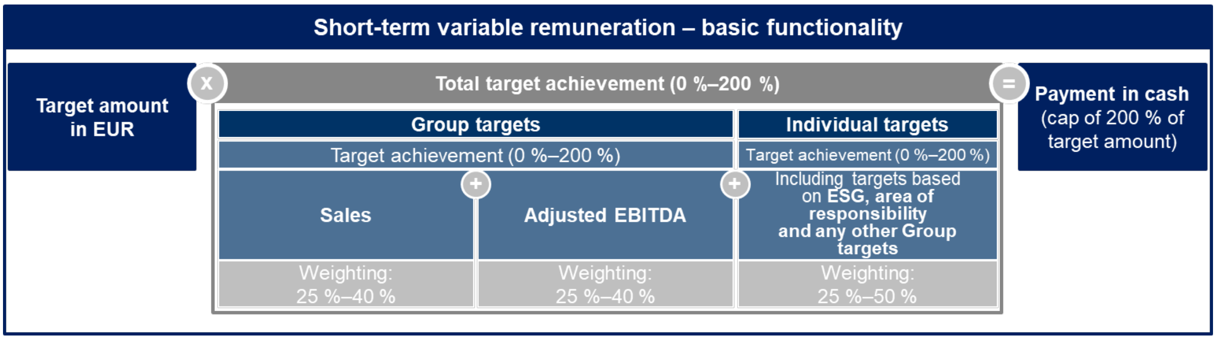
5.2.1. Short-term variable remuneration

5.2.1.1 How the short-term variable remuneration works

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

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

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



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

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

Failure to meet the threshold value equates to a target achievement of 0% for that specific performance target and therefore to the complete loss of the pro rata remuneration for this target. If the maximum value for a particular performance target is achieved or exceeded, this leads to a target achievement level of a maximum of 200% (cap). Any further increase in the value of that particular performance target will not result in an increment in the target achievement level, nor may it be used to offset other performance targets with lower achievement levels.

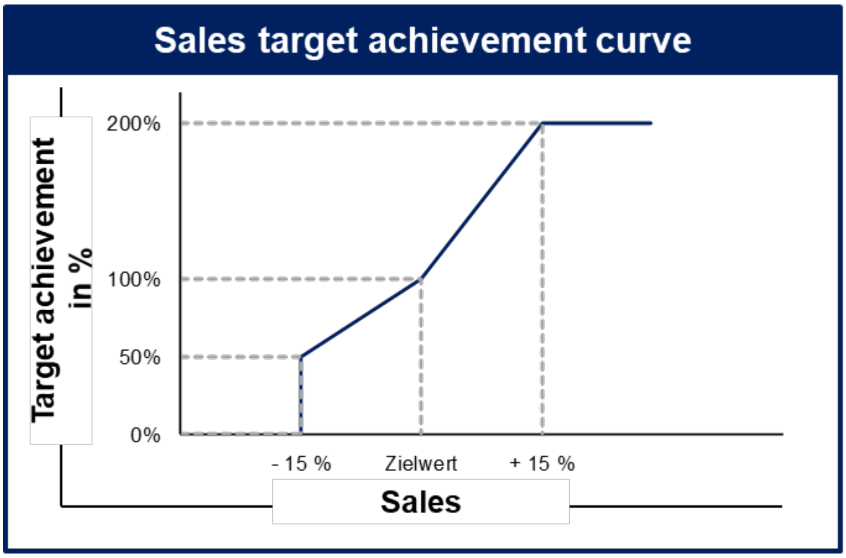
The Group targets found in the short-term variable remuneration are derived from the corporate strategy of CompuGroup Medical and include details of sales and EBITDA.

a. Sales

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

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

The resulting target achievement curve currently appears as follows:

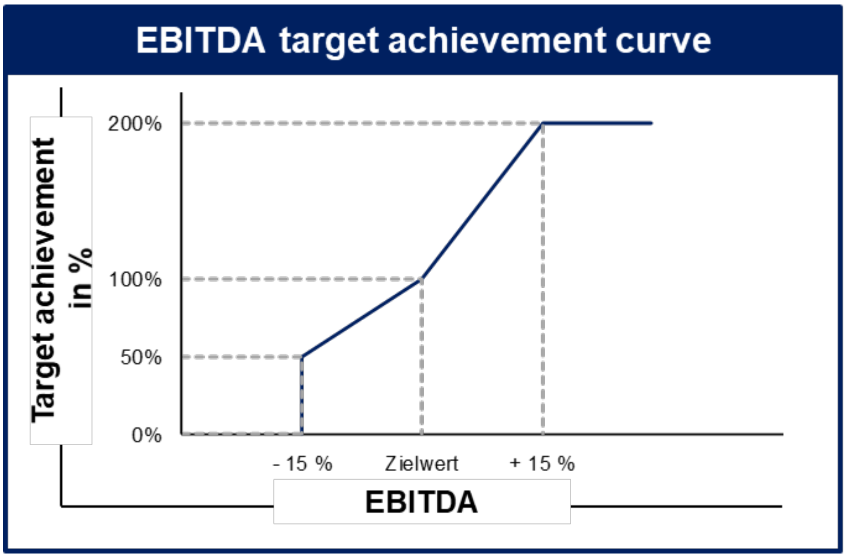


b. Adjusted EBITDA

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

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

The resulting target achievement curve currently appears as follows:



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

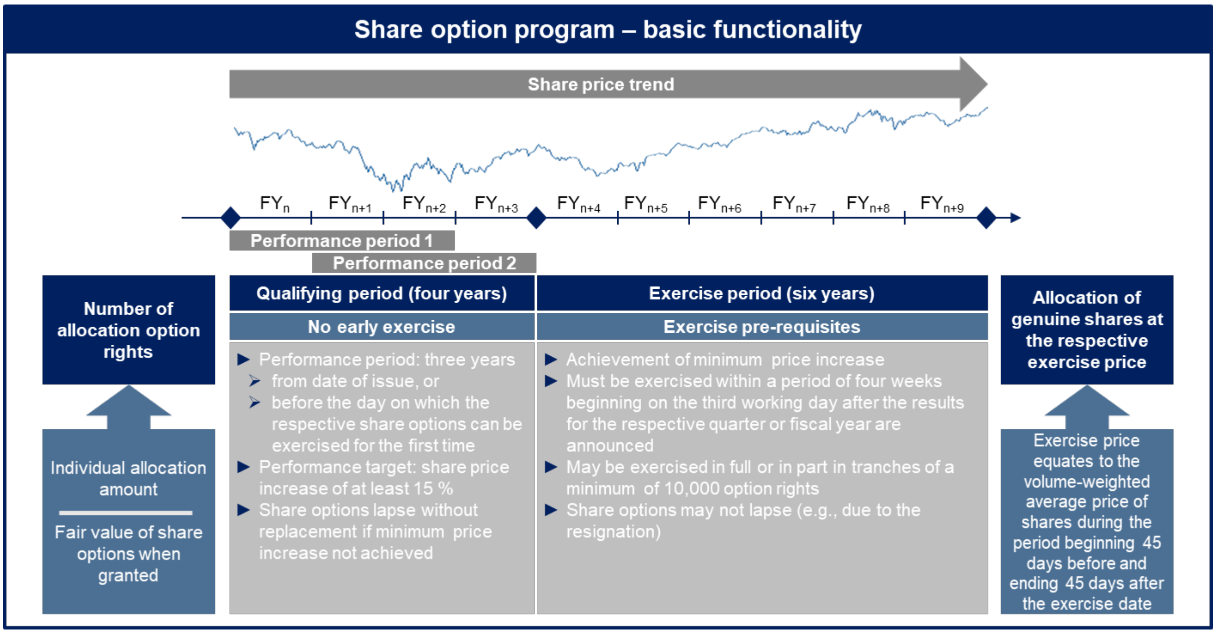
Alongside the collective Group targets, which apply equally to all managing directors, individual targets are additionally used to assess and appropriately reward the respective performance of each and every managing director. The individual targets are also agreed on with the managing directors prior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

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

5.2.2 Long-term variable remuneration

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

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



a. Exercise price

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

b. Qualifying period, option life and exercise periods

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

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

c. Exercise conditions

A prerequisite for exercising share options is that the price of the Company's share has increased by at least 15% in total ("minimum price rise") either (i) in the period of three years from the issue date or (ii) in the period of three years before the date on which the share options in question can be exercised for the first time ("performance period"). The relevant initial value is the exercise price in the case of (i) and, in the case of (ii), the volume-weighted average rate of the Company's share in XETRA trading (or a functionally comparable successor system taking the place of the XETRA system) on the Frankfurt Stock Exchange for a period beginning 45 calendar days before and ending 45 calendar days after the first date of the relevant three-year period. The relevant reference price for measuring the minimum price rise is the volume-weighted average price of the Company's share in XETRA trading (or a functionally comparable successor system taking the place of the XETRA system) on the Frankfurt Stock Exchange during the last three months before the relevant three-year period expires. If the minimum price rise is not achieved, the share options lapse without compensation. Options may be exercised in full or in part in tranches of a minimum of 10,000 share options. Options may also be exercised if the contract of service of the managing director has ended but the share options allocated to him or her have nevertheless not expired due to the departure of the managing director (see 5.2.2. e. below).

d. Adjustments

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

e. Rules governing expiry on departure

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

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

6. Remuneration-related transactions

6.1. Term of contracts of service

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

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

6.2. Mid-year appointment and departure

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

6.3. Secondary employment, internal supervisory and administrative board positions

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

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

6.4. Malus and clawback provisions

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

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

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

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

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

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

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

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

6.6. Change of control

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

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

6.7. Non-competition clause

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

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

Any severance payments will be offset against the compensation.

6.8. Temporary incapacity for work

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

6.9. Permanent incapacity for work, and death, retirement

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

7. Temporary deviation from the managing directors' remuneration system

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

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

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