



CompuGroup Medical

Remuneration Report 2022

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Creating the future of e-health.

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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.

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2.3.2 Variable remuneration components

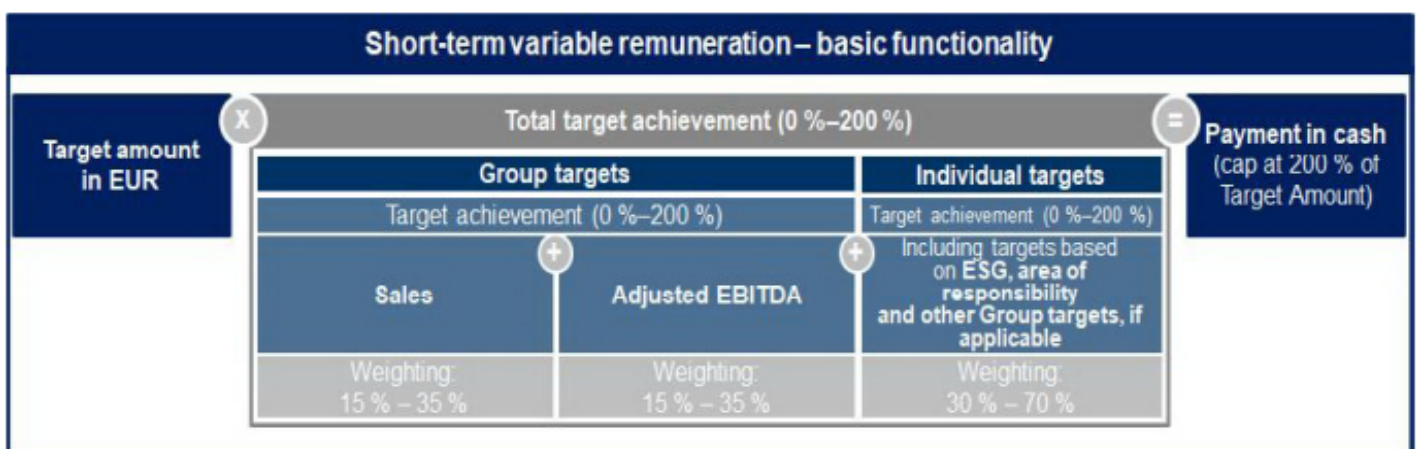
The variable, performance-based remuneration of the Managing Directors is linked to performance and based on the short and long-term development of the company. It consists of a short-term component (performance bonus) and long-term components (share options). The level of both components depends on 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.

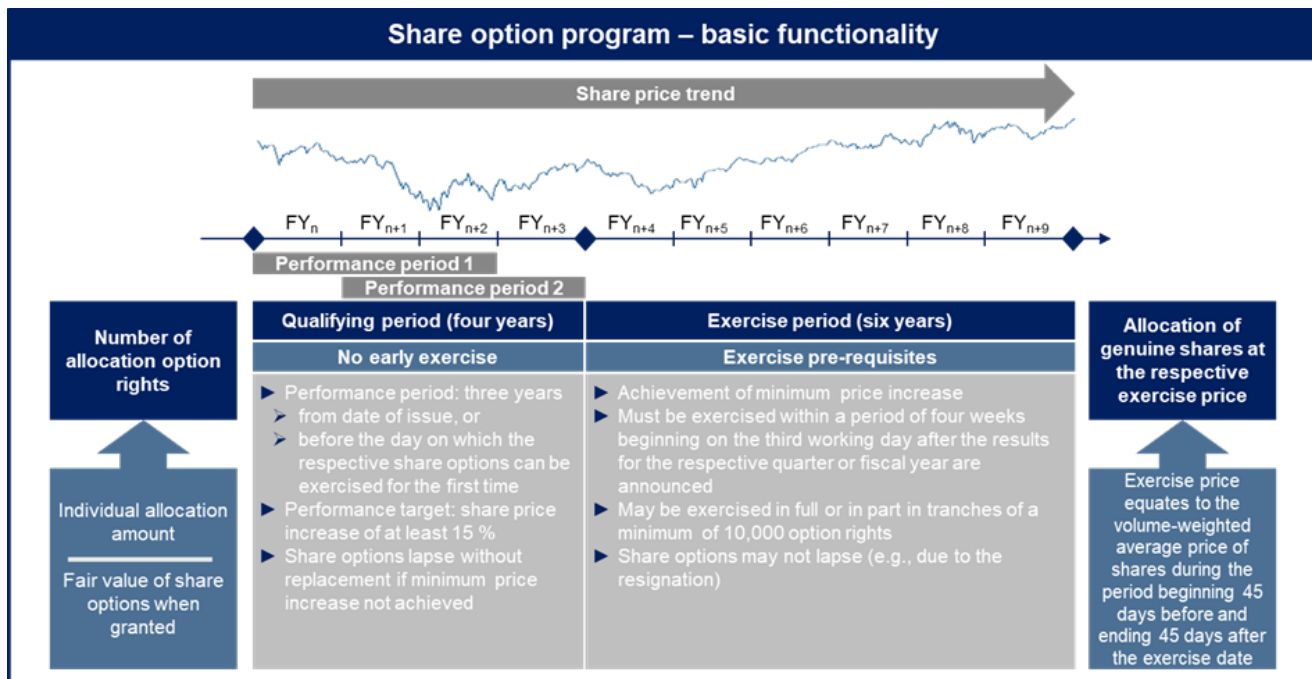
If the share options are granted in one tranche for several years, the share options are always allocated proportionately and in equal parts to those years for which they are granted for the purposes of (i) the waiting periods, (ii) the vesting conditions, (iii) the forfeiture rules, (iv) the target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

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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.

			Reporting year					
		Options granted in prior years	Options granted	Options forfeited	Options exercised	Exercise price	Earliest exercise date	total outstanding options
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 Teufer	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 Directors

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 Körfgan	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 Medical 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, Chair	100
Weinmann, Stefan, Vice Chair, 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	50
Mole, Julia, ver.di	40
Total	570

REMUNERATION REPORT

Remuneration 2022 for former members of the Supervisory Board of

kEUR	2022
Fuchs, Michael, Dr. (died 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 1, 2022)	0
Total	300

Remuneration 2022 for former members of the Administrative Board

TEUR	2022
Wössner, Dirk, Dr. (vom 01.01.2021 bis 30.06.2022)	0
Gesamt	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 1, 2022; CFO, from August 1, 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				
Körfggen, 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 1, 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	n/a	n/a	n/a	318%
Mole, Julia, ver.di	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 1, 2022)	n/a	n/a	n/a	n/a
Peters, Stefanie	n/a	n/a	n/a	0%

REMUNERATION REPORT

	Change 2019 vs. 2018	Change 2020 vs. 2019	Change 2021 vs. 2020	Change 2022 vs. 2021
Former members of the Administrative Board				
Wössner, Dirk, Dr. (from January 1, 2021 until June 30, 2022)	n/a	n/a	n/a	n/a
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).

REMUNERATION REPORT

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, 20 March, 2023

KPMG AG

Wirtschaftsprüfungsgesellschaft

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