

# Annual General Meeting of CompuGroup Medical SE & Co. KGaA of May 19, 2021

## Conducting the Annual General Meeting as a virtual general meeting

Due to the current situation regarding coronavirus (SARS-CoV-2), the general partner has decided with the approval of the Supervisory Board of CompuGroup Medical SE & Co. KGaA to once again hold this year's Annual General Meeting as a virtual general meeting without the physical presence of the shareholders and their authorized representatives. The Company is utilizing the corresponding provisions of the German Act Concerning Measures Under the Law of Companies, Cooperative Societies, Associations, Foundations and Commonhold Property to Combat the Effects of the COVID-19 Pandemic of March 27, 2020 (BGBl I 2020, p. 570), last amended by the Amendment Act of December 22, 2020 (BGBl I 2020, p. 3332) ("**COVID-19 Measures Act**"), and in particular Section 1 (2) Sentence 1, (8) Sentence 1 COVID-19 Measures Act.

A video and audio transmission of the entire Annual General Meeting will be made available via the Company's website ([www.cgm.com/agm](http://www.cgm.com/agm)) using the password-protected CGM Investor Portal. Shareholders or their proxies may only participate in the Annual General Meeting by way of electronic connection via the CGM Investor Portal and may only exercise their voting rights by way of electronic communication by means of electronic postal vote via the CGM Investor Portal, through authorized representatives – in particular the proxies appointed by the Company – or through intermediaries in accordance with Section 67c of the German Stock Corporation Act (AktG), as described in further detail in the invitation to the Annual General Meeting.

Shareholders and their authorized representatives (with the exception of proxies appointed by the Company) have the right to ask questions by way of electronic communication. Further details in this regard will be provided in the explanations on the rights of the shareholders.

Shareholders who have exercised their voting rights by postal vote or by authorized representative may, within the duration of the virtual Annual General Meeting, in person or by authorized representative (with the exception of proxies appointed by the Company), object to resolutions of the virtual Annual General Meeting by way of electronic communication for the notary's record. Further details in this regard will be provided in the explanations on the rights of the shareholders.

The underlying provisions of the COVID-19 Measures Act are as follows:

***Section 1 Stock corporations; public partly limited partnerships; European companies (SEs); mutual insurance companies***

[...]

*(2) The management board may decide that the general meeting is to be held in the form of a virtual general meeting without the need for shareholders or their authorised representatives to be physically present, provided that*

- 1. the broadcast by means of audio and video transmission encompasses the entire general meeting,*

2. *provision is made for shareholders to exercise their voting right by means of electronic communication (postal vote or electronic participation) and to grant a power of attorney,*
  3. *shareholders are given the right to ask questions by means of electronic communication,*
  4. *shareholders who exercise their voting right in accordance with no. 2 are afforded the possibility of objecting to a resolution adopted by the general meeting by way of derogation from section 245 no. 1 of the Stock Corporation Act, the need to be physically present at the general meeting thus being waived. [...]*
- (6) *<sup>1</sup>The decisions of the management board as referred to in subsections (1) to (5) require the consent of the supervisory board. [...]*
- (8) *Subsections (1) to (7) apply accordingly to companies established in the form of a public partly limited partnership (Kommanditgesellschaft auf Aktien). [...]*

## **Explanations on the rights and options of shareholders in accordance with Section 122 (2) AktG, Sections 126 (1), 127 AktG and Section 1 (2) COVID-19 Measures Act**

The invitation to the Annual General Meeting already includes the explanations on the rights and options of shareholders in accordance with Section 122 (2) German Stock Corporation Act (“AktG”), Sections 126 (1), 127 AktG and Section 1 (2) COVID-19 Measures Act; the following explanations provide further clarification of these provisions.

### **1. Requests for additions to the agenda in accordance with Section 122 (2) AktG**

In accordance with Section 122 (2) AktG, shareholders whose shares together make up the proportionate amount of EUR 500,000.00 of the share capital (this corresponds to 500,000 shares) may request that items be placed on the agenda and published.

Each new item must be accompanied by a statement of grounds or a draft resolution. The request must be sent to the Company in writing. Please direct requests to the following address:

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

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

Any such request must be received by the Company at least 30 days before the Annual General Meeting, i.e. no later than 24:00 (CEST; 22:00 UTC) on April 18, 2021. In accordance with Section 122 (2) and (1) Sentence 3 AktG, the shareholders concerned must prove that they have held the shares for at least 90 days prior to the day the request is received and that they will hold the

shares until the general partner has decided on the application. Section 70 AktG applies to the calculation of the period of possession of shares. The date on which the request is received shall not be included in calculating the period. Rescheduling the deadline from a Sunday, a Saturday, or a holiday to a preceding or subsequent business day is not an available option.

Any additions to the agenda to be announced will be published in the Federal Gazette immediately upon receipt of the request by the Company and, in accordance with Section 121 (4a) AktG, forwarded for publication to media it is assumed will disseminate the information throughout the European Union. The Company will also publish the request on its website at [www.cgm.com/agm](http://www.cgm.com/agm), together with the amended agenda pursuant to Section 125 (2) in conjunction with Section 125 (1) Sentence 3 AktG.

The excerpts of the underlying provisions of the German Stock Corporation Act are as follows:

***Section 122 AktG Convening the general meeting upon a corresponding demand being made by a minority (excerpt)***

- (1) *The general meeting is to be convened wherever stockholders, whose shares of stock, in the aggregate, are at least equivalent to one twentieth of the share capital, demand that it be so convened, doing so in writing and citing the purpose and the reasons therefor; the demand is to be addressed to the management board. The by-laws may tie the right to demand that the general meeting be convened to a different form and to possession of a lesser portion of the share capital. The petitioners are to submit proof that they have been holders of the shares of stock since at least ninety (90) days prior to the date on which their demand is received, and that they will continue to so hold the shares until the management board takes a decision regarding their petition. Section 121 (7) shall apply mutatis mutandis.*
- (2) *In like manner, stockholders whose shares of stock, in the aggregate, are at least equivalent to one twentieth of the share capital, or to a stake of 500,000 euros, may demand that items of business be set out in the agenda and be published by notice. Each item of business to be newly added to the agenda must include the reasons therefor or a proposal for a resolution. The demand in the sense of the first sentence must be received by the company at the latest twenty-four (24) days prior to the general meeting, in the case of companies listed on the stock exchange at the latest thirty (30) days prior to the general meeting; the date of its receipt shall not be included in calculating the period.*

***Section 124 AktG Notice by publication of demands for amendment; guidance regarding resolutions (excerpt)***

- (1) *<sup>1</sup>Where the minority pursuant to section 122 (2) has demanded that items of business be set out in the agenda, said items of business are to be published by notice either together with the invitation convening the general meeting or, if that is not the case, without undue delay after the demand has been received. <sup>2</sup>Section 121 (4) shall apply mutatis mutandis; moreover, in the case of companies listed on the stock exchange, section 121 (4a) shall apply mutatis mutandis. <sup>3</sup>The notice is to be published and forwarded in the same way as the invitation convening the general meeting.*

*Section 121 AktG General provisions (excerpt)*

- (7) *In the case of periods and deadlines that are counted back from the date of the general meeting, the date of the general meeting itself is not to be counted. Rescheduling the general meeting from a Sunday, a Saturday, or a holiday to a preceding or subsequent business day is not an available option. Sections 187 to 193 BGB shall have no corresponding application. Sections 187 to 193 of the Civil Code (BGB) shall have no corresponding application. In the case of companies not listed on the stock exchange, the by-laws may provide for a different calculation of the period.*

*Section 70 AktG Calculation of the period of possession of the share of stock*

*Where the exercise of rights attaching to the share of stock is contingent upon the stockholder having been holder of the share of stock for a specified period of time, a claim to transfer of title against a credit institution, a financial services provider, or an enterprise pursuing activities in accordance with section 53 (1), first sentence, or section 53b (1), first sentence, or subsection (7) of the Banking Act (KWG) shall be equivalent to ownership of the share of stock. The period of ownership of a predecessor in title shall be attributed to the stockholder if he has purchased the share of stock in any of the following manners: without monetary consideration, from his trustee, as a universal successor, in the course of a distribution of assets among a community, or as part of a portfolio transfer pursuant to section 13 of the Insurance Supervisory Act (VAG) or section 14 of the Act on Savings and Loan Associations (BauSparkG).*

## **2. Countermotions and nominations in accordance with Sections 126(1) and 127 AktG**

According to Section 126 (1) AktG, every shareholder is entitled to submit countermotions to the proposed resolutions on the items on the agenda. If the countermotions are to be made available by the Company, they must be submitted at least 14 days before the virtual Annual General Meeting, i.e. no later than May 4, 2021, 24:00 (CEST, 22:00 UTC),

- by post to  
CompuGroup Medical SE & Co. KGaA  
Hauptversammlungen  
Maria Trost 21  
56070 Koblenz  
Germany or
- by fax to  
+49 (0)261 8000 3102 or
- by e-mail to  
hv@cgm.com or
- in accordance with the provisions of Section 67c AktG by means of transmission by intermediaries.

Countermotions directed elsewhere do not have to be made available.

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

Countermotions from shareholders that are to be made available will be published online at [www.cgm.com/agm](http://www.cgm.com/agm), including the name of the shareholder and the grounds if applicable, and any management comments. The Company can refrain from making a countermotion and any respective grounds available if the requirements of Section 126 (2) AktG are met. In accordance with Section 127 AktG, these regulations apply mutatis mutandis to a shareholder's nomination for the election of members of the Supervisory Board or of auditors. In addition to the reasons stated in Section 126 (2) AktG, the general partner does not need to make an election nomination available if the proposal does not contain the candidate's name, occupation and place of residence. Nominations for the election of members of the Supervisory Board do not need to be made available if they are not accompanied by any information on the membership of the proposed Supervisory Board candidate of other statutory supervisory boards within the meaning of Section 125 (1) Sentence 5 AktG.

The reasons for countermotions and nominations need not be made accessible if they amount to more than 5,000 characters in total. If multiple shareholders propose countermotions subject for resolution or propose the same nominations, the general partner may combine the countermotions and nominations and any reasons specified for them.

Motions or nominations by shareholders that must be made available in accordance with Section 126 AktG or Section 127 AktG are deemed to have been made at the Annual General Meeting pursuant to Section 1 (2) Sentence 3 COVID-19 Measures Act if the shareholder proposing the motion or submitting the nomination is entered in the Company's share register and registered for the Annual General Meeting.

The underlying provisions of the German Stock Corporation Act and of the COVID-19 Measures Act are as follows:

**Section 126 AktG Motions by stockholders**

- (1) <sup>1</sup>Motions by stockholders are to be made accessible to the beneficiaries set out in section 125 subsections (1) to (3), subject to the pre-requisites listed therein, including the name of the stockholder, the reasons for which the motions are being made, and a statement, if any has been made, by the management regarding its position, provided that the stockholder has sent, at the latest fourteen (14) days prior to the date of the general meeting, a counter-motion opposing a proposal or guidance by the management board and the supervisory board regarding a certain item of business set out in the agenda, specifying the reasons therefor, to the address set out for this purpose in the invitation convening the general meeting. <sup>2</sup>The date on which the counter-motion is received shall not be included in calculating the period. <sup>3</sup>In the case of companies listed on the stock exchange, the counter-motion shall be made accessible via the company's website. <sup>4</sup>Section 125 (3) shall apply mutatis mutandis.
- (2) <sup>1</sup>A counter-motion and the reasons for which it is being made need not be made accessible:
1. Inasmuch as the management board would be liable to punishment under law, were it to make such proposal accessible;

2. *If the counter-motion were to result in the general meeting adopting a resolution that is in violation of the law or of the by-laws;*
3. *If the reasons make manifestly false or misleading statements regarding essential aspects, or if they are insulting;*
4. *If a counter-motion made by the stockholder based on the same facts and circumstances has already been made accessible pursuant to section 125 for a general meeting of the company;*
5. *If the same counter-motion of the stockholder, citing essentially the same reasons, has been made accessible pursuant to section 125 in the past five (5) years to at least two (2) general meetings of the company, and if less than one twentieth of the share capital represented voted for this counter-motion at the general meeting;*
6. *If the stockholder indicates that he will not attend the general meeting and will not have a proxy represent him;*
7. *If, in the past two (2) years at two (2) general meetings, the stockholder has failed to propose or to have proposed a counter-motion regarding which he has informed the company.*

<sup>2</sup>*The reasons need not be made accessible if they amount to more than 5,000 characters in total.*

- (3) *Where several stockholders propose counter-motions regarding one and the same business to be resolved upon, the management board may combine the counter-motions and the reasons specified for them.*

#### **Section 127 AktG Nominations by stockholders**

<sup>1</sup>*Section 126 shall apply mutatis mutandis to nominations by stockholders of candidates for the supervisory board or for auditors of the annual accounts. <sup>2</sup>No reasons need be specified for the nomination. <sup>3</sup>The management board need not make accessible the nomination also in those cases in which the nomination does not include the information pursuant to section 124 (3), fourth sentence, and section 125 (1), fifth sentence. <sup>4</sup>The management board is to supplement the nomination by a stockholder of candidates for the supervisory board of companies listed on the stock exchange, to which the Employee Co-Determination Act (MitbestG), the Act on the Co-Determination by Employees in the Supervisory Boards and Management Boards of Mining Enterprises and Enterprises in the Iron- and Steel-Producing Industry (MontanMitbestG), or the Amending Act on Employee Co-Determination in the Iron- and Steel-Producing Industry (MontanMitbestGErgG) applies, by the following substantive content:*

1. *Indication of the requirements stipulated by section 96 (2),*
2. *Whether an objection has been raised against the fulfilment of the ratio by the supervisory board as a whole pursuant to section 96 (2), third sentence, and*
3. *The number of seats on the supervisory board that must be filled, at a minimum, by women and men, respectively, in order to fulfil the requirement as to the minimum ratio pursuant to section 96 (2), first sentence.*

#### **Section 124 AktG Notice by publication of demands for amendment; guidance regarding resolutions (excerpt)**

[...]

- (3) [...] <sup>4</sup>The nominations of candidates for the supervisory board or for auditors shall state their names, profession exercised, and places of residence. [...]

**Section 125 AktG Notifications for the stockholders and to members of the supervisory board (excerpt)**

- (1) *The management board of a company that has not solely issued registered shares of stock must notify the convening of a general meeting at least 21 days in advance to the following:*

1. *intermediaries who hold shares of the company's stock in safe custody,*
2. *stockholders and intermediaries who have requested the notification, and*
3. *the associations of stockholders who have requested the notification or who exercised voting rights at the last general meeting.*

*The date of the notification shall not be included in calculating the period. Where the agenda is to be amended pursuant to section 122 (2), then notice of the amended agenda is to be given if the general meeting is that of a company listed on the stock exchange. The notice is to indicate the option of exercising the voting right by proxy, as well as by an association of stockholders. In the case of companies listed on the stock exchange, information on the candidates' membership in other supervisory boards mandated by the law is to be attached to any nomination of candidates for the supervisory board; information on their membership in comparable supervisory committees of business enterprises within Germany and abroad should be attached.*

- (2) *The management board is to provide the same notification to those stockholders who demand to be so notified or who have been entered, as of the start of the fourteenth day prior to the meeting, as stockholders in the company's share register. The by-laws may restrict the transmittal to the means of electronic communication.*

**Section 1 COVID-19 Measures Act (excerpt)**

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

**3. Right to submit questions pursuant to Section 1 (2) No. 3 COVID-19 Measures Act**

In accordance with Section 1 (2) No. 3 COVID-19 Measures Act, shareholders or their authorized representatives, with the exception of proxies appointed by the Company, have the right to submit questions by means of electronic communication. Only shareholders who have registered in time for the virtual Annual General Meeting have the right to ask questions. Shareholders who have registered in time can also arrange for authorized representatives to ask questions.

Questions must be submitted via the CGM Investor Portal by May 17, 2021, 24:00 (CEST, 22:00 UTC). The CGM Investor Portal can be accessed via the website at [www.cgm.com/agm](http://www.cgm.com/agm). To register on the CGM Investor Portal, shareholders will require an individual access code in addition to their shareholder number. Shareholders who are already registered on the CGM Investor Portal should use their personal password as their access code. Other shareholders entered in the share register by the beginning of April 28, 2021 will be sent an initial password together with the letter of invitation to the Annual General Meeting. Authorized representatives receive their own access data. Please note that the names of shareholders and authorized representatives who submit questions may be mentioned when answering the questions in the virtual Annual General Meeting, provided that they have not objected to being mentioned by name. Within the process for submitting questions, the CGM Investor Portal will query whether shareholders and authorized representatives object to being mentioned by name.

The underlying provision of the COVID-19 Measures Act is as follows:

**Section 1 COVID-19 Measures Act (excerpt)**

[...]

(2) <sup>1</sup>The management board may decide that the general meeting is to be held in the form of a virtual general meeting without the need for shareholders or their authorised representatives to be physically present, provided that [...]

3. shareholders are given the right to ask questions by means of electronic communication, [...].

<sup>2</sup>The management board decides at its duty-bound, free discretion how it responds to questions; it may also stipulate that questions must be submitted by means of electronic communication no later than one day prior to the meeting. [...]

(6) <sup>1</sup>The decisions of the management board as referred to in subsections (1) to (5) require the consent of the supervisory board. [...]

**4. Opportunity to raise objections pursuant to Section 1 (2) No. 4 COVID-19 Measures Act**

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

The underlying provision of the COVID-19 Measures Act is as follows:

**Section 1 COVID-19 Measures Act (excerpt)**



(2) *The management board may decide that the general meeting is to be held in the form of a virtual general meeting without the need for shareholders or their authorised representatives to be physically present, provided that*

1. *[...]*

2. *[...]*

3. *[...]*

4. *shareholders who exercise their voting right in accordance with no. 2 are afforded the possibility of objecting to a resolution adopted by the general meeting by way of derogation from section 245 no. 1 of the Stock Corporation Act, the need to be physically present at the general meeting thus being waived.*

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