

**Statutes**  
**of**  
**CompuGroup Medical SE**

**Section 1**

**General provisions**

**§ 1**

**Corporate name, registered seat, duration**

1. The company is an public limited company under the corporate name  

CompuGroup Medical SE.
2. The registered seat of the company is in Koblenz.
3. The duration of the company is not limited to a certain period of time.

**§ 2**

**Object of the company**

1. The object of the company is the holding and managing of participations in other companies of the IT sector, the sector of electronic networks and the health care sector, the development, the production and the sales of products as well as the trade with products from the IT sector, from the sector of electronic networks and from the health care sector, execution and brokerage of services in the IT sector, in the sector of electronic networks and in the health care sector.

2. The company is entitled to take all measures, which appear suitable for directly or indirectly promoting the business object or which are otherwise associated therewith. The company may in particular set up and acquire companies of the same kind or related industries at home and abroad or participate in such companies and set up branches and have the tasks stated in Par. 1 carried out by these companies or branches in full or in part.

### **§ 3**

#### **Announcements**

1. The announcements of the company are exclusively made in the Bundesanzeiger [German Federal Gazette], insofar as not otherwise determined by law.
2. The company is entitled to send information to its shareholders by way of remote data transmission within the framework of that which is admissible by law.

### **Section 2**

#### **Share capital and shares**

### **§ 4**

#### **Share capital**

1. The share capital is EUR 53,219,350.00.
2. The share capital of the company is divided into in 53.219.350 no-par bearer shares. The share capital has been provided by way of the conversion of CompuGroup Medical Aktiengesellschaft with registered seat in Koblenz into a Societas Europaea (SE).
3. In case of an increase in capital the profit participation can be determined in deviation from Section 60 AktG [German Stock Corporation Act].
4. The Management Board is authorized to increase the share capital of the company one time or in partial amounts several times until 17 May 2021 with the approval of the

Supervisory Board by issuing new shares against cash contributions and/or contributions in kind by up to a total of EUR 26,609,675.00 (approved capital). The Management Board is authorized to stipulate the further details for the execution of capital increases from the approved capital with the approval of the Supervisory Board. The new shares can also be taken over by credit institutions determined by the Management Board with the obligation to offer these to the shareholders (indirect subscription right).

The shareholders are principally to be granted a subscription right when exploiting the approved capital. The Management Board is however authorized to exclude the statutory subscription right of the shareholders with the approval of the Supervisory Board,

- in order to exclude fractional amounts from the subscription right;
- in case of capital increases against contributions in kind for the granting of shares for the purpose of the direct or indirect acquisition of companies, divisions or participations in companies or of amalgamations of companies;
- in case of a capital increase against a cash contribution if the issue price of the new shares at the time of the final stipulation of the issue amount does not substantially fall short of the stock market price and the pro rata amount of the share capital, which in total relates to the new shares, for which the subscription right is excluded, does not exceed 10 per cent of the share capital, at the time when this authorization becomes effective or – if this value is lower – at the time when this authorization is exhausted. Shares are to be offset against the maximum limit of 10% of the share capital, which are issued or sold during the term of this authorization by excluding the subscription right in direct or with the corresponding application of Section 186 Par. 3 Sentence 4 AktG.

5. The share capital is increased conditionally by up to EUR 26,609,675.00 (in words: twenty six million six hundred and nine thousand six hundred and seventy five euros) by issuing up to 26,609,675 new bearer shares with profit entitlement from the start of the fiscal year of their issue ("**Conditional Capital 2017**"). The conditional capital

increase will only be carried out to the extent that the holders or creditors of convertible bonds, option bonds, profit participation rights or participating bonds (respectively combinations of these instruments) with conversion or option rights or obligations, which the company issued from 10 May 2017 until 9 May 2022 (including) against cash owing to the authorization resolution of the General Meeting, exercise their conversion or option rights or insofar as conversion or option obligations from such bonds are fulfilled and insofar as other forms of fulfilment are not used for servicing. The Management Board is authorized to stipulate the further details for the execution of the conditional capital increase with the approval of the Supervisory Board.

6. The Supervisory Board is authorized accordingly to change the version of § 4 Par. 1, 2, 4 and 5 of the statutes (amount and division of the share capital, approved capital, conditional capital) respectively after the full or partial execution of the increase in the share capital or after the expiry of the authorization deadline according to § 4 Par. 5 of the statutes.

#### **§ 5**

#### **Shares**

1. The shares are bearer shares without a par value.
2. If the resolution regarding the increase does not make any determination in the event of a capital increase whether the new shares should be made out to the bearer or in the name then they should be made out to the bearer in case of doubt.
3. The form of the shares and the profit share and renewal coupons shall be determined by the Management Board by mutual agreement with the Supervisory Board. The same shall apply to bonds and interest coupons. A certificate can be issued regarding several shares. The entitlement of the shareholder for securitisation of his share is excluded.

### **Section 3**

#### **Organisation of the company**

##### **§ 6**

#### **Bodies, advisory board**

1. The company has a dualistic corporate structure.
2. The bodies of the company are
  - A. the Management Board,
  - B. the Supervisory Board,
  - C. the General Meeting.
3. The company can form an advisory board for the closer contact with businesses, science and technology. The advisory board shall be formed by the Management Board by mutual agreement with the Supervisory Board. The Management Board can issue rules of procedure for the advisory board by mutual agreement with the Supervisory Board, appoint and recall its members and stipulate the remuneration for said members.

#### **A. The Management Board**

##### **§ 7**

#### **Composition and management**

1. The Management Board consists of two or more persons.
2. The Supervisory Board shall appoint the Management Board members for a maximum of six years and determine their number. Re-appointments, respectively for a maximum of six years, are permitted. It can appoint a Management Board member as

chairman or as spokesman of the Management Board. It can appoint deputy Management Board members.

3. The Management Board has to manage the company under its own responsibility; it shall issue itself rules of procedure if the Supervisory Board does not issue rules of procedure for the Management Board. The Management Board will pass its resolutions with a simple majority insofar as no higher majority is envisaged by the rules of procedure of the Management Board or the law. If a Management Board member is appointed as chairman of the Management Board, the vote of the chairman of the Management Board will be decisive in case of an equal number of votes with the passing of resolutions by the Management Board.
4. The members of the Management Board take part in the meetings of the Supervisory Board in an advisory capacity insofar as not otherwise determined by the Supervisory Board or its chairman in an individual case.
5. The CEO is entitled to object to a Management Board resolution (veto right). If the CEO exercises his veto right the resolution shall be deemed as not passed.

## **§ 8**

### **Representation of the company**

1. The company is legally represented by two Management Board members or by one Management Board member in conjunction with an authorized signatory.
2. The Supervisory Board can authorize all or individual Management Board members to sole power of representation and/or exempt these from the restrictions of Section 181 BGB [German Civil Code] in the limits as drawn by law (Section 112 AktG).

## **B. The Supervisory Board**

### **§ 9**

#### **Composition of the Supervisory Board, election of the Supervisory Board members and substitute members, period of office**

1. The Supervisory Board consists of six members, who are appointed by the General Meeting. Of the six members two are to be appointed at the proposal of the employees. The General Meeting is bound to the proposals for the appointment of the employees' representatives. Otherwise the General Meeting is not bound to proposals for the election. If an agreement concerning the co-determination of the employees, which is concluded according to the law governing the participation of the employees in a European Company (SE Participation Act - SEBG), determines a deviating appointment procedure for the representatives of the employees in the Supervisory Board, the employees' representatives will be appointed according to the agreed appointment procedure.
2. The election of the Supervisory Board members is carried out, insofar as no shorter period of office is determined with the election, for the period of time until the termination of the General Meeting, which shall decide about the discharge for the fourth fiscal year after the start of the period of office. The fiscal year, in which the period of office started, will not be counted hereby. The period of office will end by no later than six years after the commencement of the period of office of the Supervisory Board members. A re-election is permitted.

The first fiscal year of CompuGroup Medical SE is the fiscal year, in which the conversion of CompuGroup Medical Aktiengesellschaft into a Societas Europaea (SE) is entered in the register of companies of the company.

3. In the elections of the shareholders' representatives to the Supervisory Board the head of the General Meeting is entitled to have voting carried out on a list with proposed candidates submitted by the management or by shareholders. If a Supervisory Board member is elected instead of an existing member then his office shall exist for the rest of the period of office of the exiting member.

4. Each member of the Supervisory Board can also resign from his office with a period of notice of one month without an important reason by a written declaration that is to be sent to the chairman of the Supervisory Board (in case of the chairman himself the declaration is to be sent to his deputy). The chairman of the Supervisory Board can waive the adherence to the deadline. The deadline shall not apply to members, who have been elected by the employees.

## **§ 10**

### **Chairman, deputy**

1. The Supervisory Board will elect a chairman and a deputy from among its members for the duration of the Supervisory Board office of the respective elected person directly after the General Meeting, with the termination of which his period of office begins, in a meeting that takes place without a special invitation. If the chairman or the deputy leaves before expiry of the period office the Supervisory Board has to carry out a new election immediately for the residual period of office of the resigned member.
2. Declarations of intent of the Supervisory Board and its committees will be submitted in the name of the Supervisory Board by the chairman of the Supervisory Board or his deputy.

## **§ 11**

### **Meetings of the Supervisory Board and passing of resolutions**

1. The meetings will be convened by the chairman by stating the agenda, the venue and the time of the meeting with a period of notice of two weeks by e-mail, fax or in any other text form. The chairman can reduce this period of notice in urgent cases and, if applicable, issue the invitation orally, by telephone or by using other electronic media. This shall also apply if all Supervisory Board members agree with a reduction in the deadline for the invitation or a waiver of the form.
2. Resolutions of the Supervisory Board are generally passed in meetings by personal attendance or in meetings, which can be held in the form of audio or video



conferences. The Supervisory Board must be convened to a meeting by personal attendance at least twice in a calendar half-year (mandatory meetings). In substantiated exceptional cases the mandatory meetings can be held in the form of audio or video conferences, however a meeting by personal attendance has to take place at least once in a calendar half-year. Individual Supervisory Board members can also be connected to a meeting by personal attendance by way of the audio or video transmission. In these cases the resolutions can also be passed by way of the audio or video transmission.

3. The meeting is chaired by the chairman or – if he is prevented – his deputy. If both are prevented from participating the oldest present Supervisory Board member in terms of age will chair the meeting. The type of voting will be determined by the chairman of the meeting.
4. The Supervisory Board shall have a quorum if all members have been invited and at least three members take part in the voting. Absent Supervisory Board members can take part in the voting by the fact that they have written votes submitted by other Supervisory Board members.
5. The Supervisory Board shall pass resolutions with the simple majority of the votes of the participating members insofar as not otherwise determined by law or the statutes. In case of an equal number of votes – also with elections – the vote of the chairman and if he does not take part in the voting, the vote of the deputy will be decisive. If a Supervisory Board member abstains then he will take part in the voting; however the abstention will not count among the votes cast.
6. The passing of a resolution by the Supervisory Board outside of meetings by obtaining votes cast in writing or by telephone or by votes cast by a video conference or with the help of other electronic media (e.g. by e-mail or fax) is admissible. The provisions of Par. 5 above shall apply accordingly to resolutions passed using this procedure.
7. Minutes are to be prepared regarding each meeting of the Supervisory Board, which are to be signed by the chairman of the meeting and are to be placed in the files of the company. The venue and day of the meeting, the participants, the items of the agenda, the essential contents of the negotiations and the resolutions of the Supervisory Board

are to be recorded in the minutes. The aforementioned regulations shall apply accordingly to resolutions outside of meetings.

## **§ 12**

### **Non-disclosure obligation and responsibility of the Supervisory Board members**

The members of the Supervisory Board have to maintain secrecy concerning confidential details and secrets of the company, namely business or trade secrets, of which they have become aware through their activity in the Supervisory Board. This obligation shall also apply after the resignation from the office. If a member of the Supervisory Board intends to forward information to third parties, of which it cannot be excluded with certainty that it is confidential or relates to secrets of the company, then he is obliged to inform the chairman of the Supervisory Board previously and to give him the opportunity to make a statement. Supervisory Board members, who breach their obligation, are obliged to compensate the company for the thus suffered damages as joint and several debtors.

## **§ 13**

### **Right to participate in the General Meetings**

1. The members of the Supervisory Board are entitled to take part in the General Meetings of the shareholders. The Management Board undertakes to send them the agenda of the General Meeting and possible motions in time. The Management Board and/or Supervisory Board have to make proposals for each item on the agenda for which the General Meeting should pass a resolution. Proposals for the election of the auditor of the financial statements will only be submitted to the General Meeting by the Supervisory Board. Proposals for the election of the Supervisory Board members of the shareholders will not be submitted to the General Meeting by the Supervisory Board in its entirety, but only by the members of the Supervisory Board chosen by the shareholders.
2. The Management Board undertakes to inform the Supervisory Board of the resolutions of the General Meeting in writing.

## **§ 14**

### **Rules of procedure**

The Supervisory Board will issue itself rules of procedure within the framework of the statutory provisions and those installed by these statutes.

## **§ 15**

### **Business transactions which require approval**

The following business transactions and measures of the Management Board require the prior approval of the Supervisory Board:

1. Stipulation of the annual operative budget;
2. Acquisition of participations or companies; this shall not apply to the acquisition of companies or participations in companies insofar as the business field of the companies, which are to be acquired, essentially corresponds with the current actually performed business activity of CompuGroup Medical SE and the total amount of the investment (purchase price plus net debt (Enterprise Value)) in an individual case does not exceed an amount stipulated in the rules of procedure of the Management Board. The total amount of these acquisitions, which do not require approval, may not exceed a total amount stipulated in the rules of procedure of the Management Board per fiscal year.
3. Conclusion, amendment to and revocation of company contracts ("Unternehmensverträge" §§ 291, 292 AktG).

## **§ 16**

### **Remuneration of the Supervisory Board**

1. Each member of the Supervisory Board shall receive a fixed remuneration in the amount of EUR 60.000,00 for each full fiscal year of his membership on the Supervisory Board in addition to the reimbursement of his expenses, payable after expiry of the fiscal year. The chairman of the Supervisory Board will receive one and a half times this amount in addition to the reimbursement of his expenses. The related VAT, which is invoiced by a member of the Supervisory Board, or if a credit note substitutes such an invoice, will be paid in the amount, which is regulated by law. Supervisory Board members, who were not in office for the entire fiscal year, or had the chair, will receive for each started month of their activity respectively the chair of the board a twelfth of the remuneration. The members of the Supervisory Board will not receive any additional attendance fee.
2. The General Meeting will decide about other types of remuneration for the members of the Supervisory Board and benefits with the character of remuneration by a resolution.

### **C. General Meeting**

## **§ 17**

### **Venue of the General Meeting**

The General Meeting will take place at the registered seat of the company or in its near vicinity or at the registered seat of a German stock exchange.

## **§ 18**

### **Convening of the General Meeting**

The General Meeting will be convened by the Management Board or Supervisory Board by complying with the statutory regulations.

**§ 19**

**Conditions of participation**

1. Shareholders, who take part in the General Meeting and intend to exercise the voting right, must register for the General Meeting and prove their entitlement. The registration and the proof of the entitlement must be received by the company at the address given for this purpose in the invitation at least six days before the General Meeting (registration day). The Management Board is authorized or in the event of the convening by the Supervisory Board, the Supervisory Board, to determine a deadline for registration and proof in the invitation to the General Meeting which is reduced by up to three days.
2. Special proof of the shareholding, created in a text form by the depository-keeping institution is necessary and sufficient for the proof of the entitlement according to Par. 1. The proof must be written in the German or English language. Further languages, in which the proof may be written, as well as further institutions, by which the proof can be created, can be authorized in the invitation. The proof has to refer to the beginning of the 21st days before the General Meeting and must be received by the company at the address given for this purpose in the invitation within the deadline stated in Par. 1.
3. The Management Board is authorized to envisage that shareholders may cast their vote in writing or by way of electronic communication without taking part in the General Meeting (postal vote). The Management Board is also authorized to determine provisions regarding the procedure. These will be announced with the invitation to the General Meeting.

## **§ 20**

### **Chair of the General Meeting**

1. The General Meeting will be chaired by the chairman of the Supervisory Board, in the event that he is prevented by another member of the Supervisory Board determined by him. For the event that none of these persons takes over the chair, the chairman of the meeting will be elected by the General Meeting under the management of the oldest present common shareholder.
2. The chairman of the meeting shall chair the meeting, determine the order of the deliberations and the type of voting.
3. The chairman of the meeting can reasonably limit the time for the right of the shareholder to ask questions and speak. He is in particular entitled, at the beginning of the General Meeting or during its progress to stipulate the time framework both for the progress of the meeting as well as the discussion relating to the items on the agenda as well as reasonably stipulate the individual question and speaking contribution.
4. The chairman of the meeting is authorized to allow the full or partial image and sound transmission of the General Meeting in a manner that is to be determined by him in more detail. The transmission can also be carried in a form to which the public has unlimited access.

## **§ 21**

### **Voting right, voting**

1. Each share shall grant one vote in the General Meeting.
2. The voting right can be exercised by authorized agents. Insofar as no other mandatory stipulations have been determined by law for the granting of power of attorney, for their revocation and for the proof of the authorization towards the company, a power of attorney, its revocation and the proof of the authorization towards the company shall require a text form (Section 126 b BGB). The details for the granting of this power

of attorney, its revocation and its proof towards the company will be announced with the invitation, in which a facilitation can also be determined.

3. The General Meeting shall pass its resolutions with a simple majority of the votes cast and, insofar as a capital majority is necessary, with a simple majority of the share capital represented during the passing of the resolution, insofar as not otherwise stipulated as mandatory by the law or the statutes.

#### **Section 4**

##### **Annual financial statements and appropriation of the profits**

##### **§ 22**

##### **Fiscal year, annual financial statements and appropriation of the profits**

1. The fiscal year of the company is the calendar year.
2. The Management Board has to prepare the annual financial statements (balance sheet, profit and loss statement, notes) and the consolidated financial statements as well as the management report and the consolidated management report in the first three months of the fiscal year for the past year and submits these to the auditor of the financial statements. These documents are to be forwarded to the Supervisory Board immediately after receipt of the audit report with it as well as with the proposal for the resolution of the General Meeting concerning the appropriation of the balance sheet profit.
3. The Supervisory Board and Management Board can transfer up to half of the net income for the year into other retained earnings by a joint resolution.

## § 23

### **Appropriation of profits**

1. The **General Meeting**, which takes place annually, within the statutory deadline of six months for the acceptance of the adopted annual financial statements and the consolidated financial statements approved by the Supervisory Board or in the cases envisaged by law for the adoption of the annual financial statements as well as for the passing of a resolution concerning the appropriation of the profits shall also decide on the discharge of the Management Board and the Supervisory Board and the election of the auditor of the financial statements (ordinary General Meeting).
2. The General Meeting can decide to distribute the balance sheet profit in addition to or instead of a cash distribution by way of a non-cash distribution to the shareholders.

## § 24

### **Instalment payments on the balance sheet profit**

After the expiry of a fiscal year the Management Board can distribute an instalment dividend to the shareholders with the approval of the Supervisory Board within the framework of Section 59 of the AktG.

## Section 5

### **Final provisions**

## § 25

### **Foundation expenses**

The company shall bear the costs associated with the conversion to an SE up to a total amount of EUR 3.000.000,00, in particular court and notary public costs, the costs of the special negotiation body, the costs for the examination of the conversion, the costs for the publication and other legal and advice costs.



**§ 26**

**Amendments to statutes by the Supervisory Board**

The Supervisory Board is authorized to decide upon amendments to the statutes, which only relate to the version.

non binding translation