
Remuneration report

In the following remuneration report, the general partner, CompuGroup Medical Management SE, reports on the structure and amount of its own remuneration and the remuneration of the members of the Supervisory Board of the listed CompuGroup Medical SE & Co. KGaA. 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, which to this extent is on a voluntary basis.

The remuneration report takes into account the statutory requirements as well as the recommendations of the German Corporate Governance Code, with the exceptions set out in the company's declaration of compliance pursuant to section 161 German Stock Corporation Act (AktG) dated January 19, 2021. The remuneration report is part of the Combined Management Report and follows the requirements of the German Commercial Code (HGB) and the International Financial Reporting Standards (IFRS) and the German Accounting Standards (GAS) 17.

The remuneration report is divided into three parts a) "Remuneration systems for the Managing Directors", b) "Total remuneration and remuneration amount for the Managing Directors" and c) "Remuneration system and remuneration amount for the Supervisory Board and for the Administrative Board".

Part 1: Remuneration systems for the Managing Directors

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.

Remuneration of the Managing Directors

The remuneration of the Managing Directors of the non-listed CompuGroup Medical Management SE is determined and regularly reviewed by its Administrative Board. The Administrative Board has sought advice from an external compensation consultant (hkp) concerning the development of a remuneration system to be presented for approval at the Annual General Meeting on May 19, 2021.

Until June 18, 2020, the employment contracts for Managing Directors of the non-listed CompuGroup Medical Management SE were with CompuGroup Medical SE & Co. KGaA. With conclusion of the transformation into a KGaA, the employment contracts have been concluded with CompuGroup Medical Management SE.

The remuneration has been paid directly by CompuGroup Medical Management SE to its Managing Directors since June 19, 2020. In the course of the reimbursement of expenses pursuant to article 8 (3) of the Articles of Association of CompuGroup Medical SE & Co. KGaA, the remunerations paid out are rolled over accordingly.

Notwithstanding this, variable remuneration (LTI), insofar as this relates to the financial years up to 2019 and has not yet been paid out, will continue to be granted by CompuGroup Medical SE & Co. KGaA on the respective due dates.

In the financial year 2020, and thus unchanged from prior years, the remuneration of the Managing Directors consisted of two main components, a) the basic remuneration and b) the variable remuneration:

a) Basic remuneration

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). Management Board members themselves are generally responsible for the tax liability of the fringe benefits. In the event of incapacity to work due to circumstances beyond one's control, it is also agreed that remuneration will continue to be paid for a limited period of time.

b) 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 (a multi-year bonus and/or the share option programs). 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. The performance criteria include variables such as EBITA in relation to the group as a whole and the business area for which it is responsible, net external sales, adjusted EBITDA for the group as a whole, adjusted Free Cash flow, organic growth of the business areas, growth of the business area-related customer platform and individually agreed performance targets.

The variable remuneration, which is linked to a priorly agreed target, is agreed individually with each Management Board member, including targets measured over a multi-year period.

The total target achievement and the payment of the annual short-term variable remuneration, are limited to a maximum of 100 % of the target value for Frank Brecher (Chief Technology Officer), Dr. Ralph Körfgen (Managing Director Ambulatory & Pharmacy Information Systems) and Hannes Reichl (Managing Director Hospital Information Systems). For Michael Rauch (Chief Financial Officer), the total target achievement and the payment of the annual short-term variable remuneration is limited to a maximum of 200 % of the target value. In the case of Dr. Eckart Pech (Managing Director Consumer and Health Management Information Systems), the total target achievement and the payment of the annual short-term variable remuneration is limited to a maximum of 150 % of the target value.

The target values for the financial performance targets are derived from the corporate planning. Thresholds are defined for all performance targets, above or below which a further improvement or deterioration in the earnings achieved no longer has any effect on the level of target achievement. At the beginning of each financial year, the Administrative Board decides on challenging target and threshold values.

For Mr. Gotthardt (Chief Executive Officer) and Frank Brecher (Chief Technology Officer), the multi-year targets are based on organic growth and group EBITA/EBITDA, apart from the long-term share options granted. Frank Gotthardt is entitled to a performance-related remuneration depending on the average EBITA and average organic growth in the financial year and the two following years (details on the amount in the table below). The existing employment relationship with Frank Gotthardt was terminated by mutual agreement with effect from December 31, 2020. For the period until December 31, 2020, Frank Gotthardt will receive all remuneration claims from his employment contract for the financial years 2018, 2019 and 2020 in accordance with the agreement in the employment contract, even if these are not due until after December 31, 2020. The variable remuneration for the financial year 2020 is derived from the average values of EBITA and organic growth for the 2020, 2021 and 2022 financial years. The variable remuneration for 2020 will be determined after the annual financial statements for 2022 are available. The base bonus amounts to 1.1 % of the EBITA of the CGM group, whereby the EBITA relevant for the base bonus for the respective year is generally determined as a 3-year average. Increases in the base bonus are dependent on exceeding the organic growth target. Frank Brecher was promised a performance-related remuneration over the term of the contract, which is based on the EBITA and organic growth of the CGM group over the contract period.

The objectives (quantitative and qualitative) and their weighting on which the calculation of bonuses is based are aligned with sustainable corporate governance in accordance with section 87 German Stock Corporation Act (AktG).

Share option programs

The Managing Directors named below will receive one-time 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.

Within the scope of their duties Dr. Ralph Körfgen (Managing Director Ambulatory & Pharmacy Information Systems), Hannes Reichl (Managing Director Hospital Information Systems), Dr. Eckart Pech (Managing Director Consumer and Health Management Information Systems) and Michael Rauch (Chief Financial Officer) 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.

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)). Deviating from this, it was determined for Dr. Ralph Körfggen and Hannes Reichl would receive a long-term bonus equal to the difference between the exercise price for the option rights and the aforementioned XETRA average price, in each case multiplied by a factor of 250,000, will be received by both Managing Directors, provided that the performance targets set for the option rights (which result from the general option conditions) are achieved and are 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 newly determined by the Supervisory Board in June 2019 was above the XETRA average price for the period beginning 45 calendar days before November 1, 2018 and 45 calendar days after November 1, 2018.

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.

Frank Brecher (Chief Technology Officer) was granted 150,000.00 share options in connection with the amendment of his employment contract and the related assumption of the function as Chief Technology Officer in August 2020. The waiting period for Frank Brecher also ends in accordance with the general option conditions exactly four years after the issue date. In addition to the general terms and conditions of the options, the exercise of the share options in the case of Frank Brecher is also subject to Frank Brecher performing the function of Chief Technology Officer beyond December 31, 2021 and for the duration of his employment contract until March 31, 2023.

The equity-settled share option programs of the individual Managing Directors are recognized over the remaining term as an expense up to the fixed fair value on a straight-line basis by offsetting against the capital reserve

Overview share option program as at December 31, 2020:

	31.12.2020
Share Option Program Frank Brecher	
Total number of outstanding share options	150,000
of which vested	0
of which exercisable	0
Exercise price (EUR)	71,87
Weighted average remaining term of outstanding rights in years	3,58
Weighted average fair value of an option (EUR)	18,63
Share price volatility applied (in %)	31,31 %
risk-free interest rate (in %)	-0,55 %

	31.12.2020
Share Option Program Dr. Ralph Körfggen	
Total number of outstanding share options	250,000
of which vested	0
of which exercisable	0
Exercise price (EUR)	65,53
Weighted average remaining term of outstanding rights in years	2,50
Weighted average fair value of an option (EUR)	16,85
Share price volatility applied (in %)	29,65 %
risk-free interest rate (in %)	-0,45 %

	31.12.2020
Share Option Program Hannes Reichl	
Total number of outstanding share options	250.000
of which vested	0
of which exercisable	0
Exercise price (EUR)	65,53
Weighted average remaining term of outstanding rights in years	2,50
Weighted average fair value of an option (EUR)	16,85
Share price volatility applied (in %)	29,65 %
risk-free interest rate (in %)	-0,45 %

	31.12.2020
Share Option Program Michael Rauch	
Total number of outstanding share options	250.000
of which vested	0
of which exercisable	0
Exercise price (EUR)	56,27
Weighted average remaining term of outstanding rights in years	2,67
Weighted average fair value of an option (EUR)	9,60
Share price volatility applied (in %)	29,79 %
risk-free interest rate (in %)	-0,55 %

	31.12.2020
Share Option Program Dr. Eckart Pech	
Total number of outstanding share options	250.000
of which vested	0
of which exercisable	0
Exercise price (EUR)	56,93
Weighted average remaining term of outstanding rights in years	2,83
Weighted average fair value of an option (EUR)	12,91
Share price volatility applied (in %)	30,00 %
risk-free interest rate (in %)	-0,55 %

Overview share option program as at December 31, 2019:

	31.12.2019
Share Option Program Dr. Ralph Körfgen	
Total number of outstanding share options	250.000
of which vested	0
of which exercisable	0
Exercise price (EUR)	65,53
Weighted average remaining term of outstanding rights in years	3,50
Weighted average fair value of an option (EUR)	16,85
Share price volatility applied (in %)	29,65 %
risk-free interest rate (in %)	-0,45 %

	31.12.2019
Share Option Program Hannes Reichl	
Total number of outstanding share options	250.000
of which vested	0
of which exercisable	0
Exercise price (EUR)	65,53
Weighted average remaining term of outstanding rights in years	3,50
Weighted average fair value of an option (EUR)	16,85
Share price volatility applied (in %)	29,65 %
risk-free interest rate (in %)	-0,45 %

	31.12.2019
Share Option Program Michael Rauch	
Total number of outstanding share options	250.000
of which vested	0
of which exercisable	0
Exercise price (EUR)	56,27
Weighted average remaining term of outstanding rights in years	3,67
Weighted average fair value of an option (EUR)	9,60
Share price volatility applied (in %)	29,79 %
risk-free interest rate (in %)	-0,55 %

	31.12.2019
Share Option Program Dr. Eckart Pech	
Total number of outstanding share options	250.000
of which vested	0
of which exercisable	0
Exercise price (EUR)	56,93
Weighted average remaining term of outstanding rights in years	3,83
Weighted average fair value of an option (EUR)	12,91
Share price volatility applied (in %)	30,00 %
risk-free interest rate (in %)	-0,55 %

For share-based compensation 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, 2020, mEUR 3.8 was recognized as an expense in profit or loss.

Part 2: Total remuneration and remuneration amount for the Managing Directors

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 service costs. 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 listed 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 paid out in the following year. The service costs in the disclosures on the inflow correspond to the amounts granted, although they do not represent an actual inflow in the narrower sense. The Managing Directors have neither received nor been promised any benefits from third parties in financial year 2020 with regard to their activities on the Management Board.

In the following tables, the benefits, inflows and service costs granted to the Managing Directors are shown individually (without the share option programs shown in Part 1).

Remuneration of the Management Board and the Managing Directors

Frank Gotthardt
CEO
Member of the board of directors / management board since 29.09.1993

EUR	Benefits granted				Inflows	
	2019	2020	2020 (min.)	2020 (max.)	2019	2020
Fixed compensation	800,000	800,000	800,000	800,000	800,000	800,000
Fringe benefits	0	0	0	0	0	0
Total	800,000	800,000	800,000	800,000	800,000	800,000
One-year variable compensation	0	0	0	0	0	0
Multi-year variable compensation	0	0	0	0	0	0
Long-term incentive (01.07.2013-31.12.2017)	0	0	0	0	0	0
Long-term incentive (01.01.2018-31.12.2020)	3,221,138	4,836,485	0	0	1,881,737	1,645,655
Other	0	0	0	0	0	0
Total	4,021,138	5,636,485	800,000	800,000	2,681,737	2,445,655
Service cost	0	0	0	0	0	0
Total	4,021,138	5,636,485	800,000	800,000	2,681,737	2,445,655

Frank Brecher
CTO
Member of the board of directors / management board since April 1, 2015

EUR	Benefits granted				Inflows	
	2019	2020	2020 (min.)	2020 (max.)	2019	2020
Fixed compensation	375,000	400,000	400,000	400,000	375,000	400,000
Fringe benefits	33,539	30,523	30,523	30,523	33,539	30,523
Total	408,539	430,523	430,523	430,523	408,539	430,523
One-year variable compensation	180,612	178,098	0	200,000	167,185	191,864
Multi-year variable compensation	0	0	0	0	0	0
Long-term incentive (01.04.2019-31.03.2023)	0	150,000	0	150,000	57,597	0
Other	0	0	0	0	0	0
Total	589,151	758,621	430,523	780,523	633,321	622,387
Service cost	0	0	0	0	0	0
Total	589,151	758,621	430,523	780,523	633,321	622,387

Dr. Ralph Körfgen

Executive Director for medical, dental and pharmacy information systems

Member of the board of directors / management board since November 1st, 2018

EUR	Benefits granted				Inflows	
	2019	2020	2020 (min.)	2020 (max.)	2019	2020
Fixed compensation	400,000	400,000	400,000	400,000	400,000	400,000
Fringe benefits	13,737	14,333	14,333	14,333	13,737	14,333
Total	413,737	414,333	414,333	414,333	413,737	414,333
One-year variable compensation	347,455	324,871	0	400,000	50,000	331,124
Multi-year variable compensation	0	0	0	0	0	0
Long-term incentive (01.11.2018-31.10.2021)	0	0	0	0	0	0
Other	0	0	0	0	0	0
Total	761,192	739,204	414,333	814,333	463,737	745,457
Service cost	0	0	0	0	0	0
Total	761,192	739,204	414,333	814,333	463,737	745,457

Hannes Reichl

Executive Director Inpatient and Social Care

Member of the board of directors / management board since November 1st, 2018

EUR	Benefits granted				Inflows	
	2019	2020	2020 (min.)	2020 (max.)	2019	2020
Fixed compensation	400,000	400,000	400,000	400,000	400,000	400,000
Fringe benefits	12,567	12,567	12,567	12,567	12,567	12,567
Total	412,567	412,567	412,567	412,567	412,567	412,567
One-year variable compensation	324,308	353,717	0	400,000	54,052	375,718
Multi-year variable compensation	0	0	0	0	0	0
Long-term incentive (01.11.2018-31.10.2022)	0	0	0	0	0	0
Other	0	0	0	0	0	0
Total	736,875	766,284	412,567	812,567	466,619	788,285
Service cost	0	0	0	0	0	0
Total	736,875	766,284	412,567	812,567	466,619	788,285

Michael Rauch

CFO

Member of the board of directors / management board since August 1, 2019

EUR	Benefits granted				Inflows	
	2019	2020	2020 (min.)	2020 (max.)	2019	2020
Fixed compensation	177,083	425,000	425,000	425,000	177,083	425,000
Fringe benefits*	33,057	106,992	106,992	106,992	33,057	106,992
Total	210,140	531,992	531,992	531,992	210,140	531,992
One-year variable compensation	208,333	710,710	0	1,000,000	0	310,000
Multi-year variable compensation	0	0	0	0	0	0
Long-term incentive (01.11.2018-31.10.2022)	0	0	0	0	0	0
Other	0	0	0	0	0	0
Total	418,473	1,242,702	531,992	1,531,992	210,140	841,992
Service cost	0	0	0	0	0	0
Total	418,473	1,242,702	531,992	1,531,992	210,140	841,992

* In addition, kEUR 19 from the final tax settlement from 2019 was incurred in 2020.

Dr. Eckart Pech

Executive Director Consumer & Health Management Information Systems

Member of the board of directors / management board since November 1st, 2019

EUR	Benefits granted				Inflows	
	2019	2020	2020 (min.)	2020 (max.)	2019	2020
Fixed compensation	66,667	400,000	400,000	400,000	66,667	400,000
Fringe benefits	6,838	22,353	22,353	22,353	6,838	22,353
Total	73,505	422,353	422,353	422,353	73,505	422,353
One-year variable compensation	66,667	350,152	0	600,000	0	66,667
Multi-year variable compensation	0	0	0	0	0	0
Long-term incentive (01.11.2019-31.10.2022)	0	0	0	0	0	0
Other	0	0	0	0	0	0
Total	140,172	772,505	422,353	1,022,353	73,505	489,020
Service cost	0	0	0	0	0	0
Total	140,172	772,505	422,353	1,022,353	73,505	489,020

The total remuneration of the Managing Directors / Management Board is as follows:

Remuneration of the Managing Directors 2020 according to IAS 24.17

EUR	Short-term benefits	Other long-term benefits	Total compensation
Gotthardt, Frank	800,000	4,836,485	5,636,485
Brecher, Frank	608,621	150,000	758,620
Körfggen, Ralph Dr.	739,204	0	739,203
Reichl, Hannes	766,284	0	766,285
Rauch, Michael*	1,242,702	0	1,242,702
Pech, Eckart Dr.	772,505	0	772,506
Total	4,929,316	4,986,485	9,915,801

* In addition, EUR 19 thousand from the final tax settlement from 2019 was incurred in 2020.

Remuneration Management Board 2019 according to IAS 24.17

EUR	Short-term benefits	Other long-term benefits	Total compensation
Gotthardt, Frank	800,000	3,221,138	4,021,138
Eibich, Uwe	436,443	148,083	584,526
Teig, Christian B.	17,712,091	350,000	18,062,091
Brecher, Frank	589,151	0	589,151
Körfggen, Ralph Dr.	761,192	0	761,192
Reichl, Hannes	736,875	0	736,875
Rauch, Michael	392,174	0	392,174
Pech, Eckart Dr.	134,754	0	134,754
Total	21,562,680	3,719,221	25,281,901

Remuneration disclosure section 314 (1) no. 6 German Commercial Code (HGB)

Remuneration of the Managing Directors 2020

EUR	Fixed compensation	Variable bonus (performance)	Fringe benefits	Total compensation
Gotthardt, Frank	800,000	1,645,655	0	2,445,655
Brecher, Frank	400,000	189,350	30,523	619,873
Körfggen, Ralph Dr.	400,000	308,540	14,333	722,873
Reichl, Hannes	400,000	405,128	12,567	817,695
Rauch, Michael*	425,000	812,377	106,992	1,344,369
Pech, Eckart Dr.	400,000	350,152	22,353	772,505
Total	2,825,000	3,711,202	186,768	6,722,970

* In addition, EUR 19 thousand from the final tax settlement from 2019 was incurred in 2020.

Remuneration Management Board 2019

EUR	Fixed compensation	Variable bonus (performance)	Fringe benefits	Total compensation
Gotthardt, Frank	800,000	1,881,737	0	2,681,737
Eibich, Uwe	400,000	374,602	36,841	811,443
Teig, Christian B.	17,468,750	550,263	43,341	18,062,354
Brecher, Frank	375,000	255,394	33,539	663,933
Körfggen, Ralph Dr.	400,000	347,455	13,737	761,192
Reichl, Hannes	400,000	328,360	12,567	740,927
Rauch, Michael	177,083	208,333	33,052	418,468
Pech, Eckart Dr.	66,667	66,667	6,838	140,172
Total	20,087,500	4,012,811	179,915	24,280,226

In the case of Christian B. Teig, the fixed salary includes the cash settlement for the settlement of share options to the sum of kEUR 17,000.

Post-contractual non-competition clause

Contractual non-competition clauses have been agreed with the Managing Directors. It has been agreed with the Managing Directors for the duration of the non-competition agreement that the company will pay half of the last contractual remuneration received as compensation for each full year of the non-competition agreement, whereby this provision does not apply to the Chief Executive Officer, who receives no remuneration under his contractual non-competition agreement.

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 in the Internet. There is generally no entitlement to separate remuneration for the performance of mandates in group companies.

Commitments in connection with the termination of service 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 dismissal by the company, Mr. Frank Brecher shall receive a severance payment to the sum of the pro rata total remuneration outstanding until the end of the appointment period. The severance payment is limited to a maximum amount of EUR 900,000.

In the event of termination of the contract by the company, Dr. Ralph Körfggen, Michael Rauch, Hannes Reichl and Dr. Eckart Pech 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

For four of the Managing Directors, agreements to terminate the employment contract exist in the event of a change of control, whereby a change of control is defined by one or both of the cases described above. This states that a commitment for benefits in the event of early termination as a Managing Director due to a change of control consists of severance in the amount of the total remuneration for the remaining contractual term, capped at a maximum amount of two years' total remuneration. For two of the Managing Directors, the severance payment cap is 150 % based on the total remuneration for the remaining term of their contract, whereby the amount of the total entitlement may not exceed two years' total remuneration. Share-based remuneration is not included here.

The Managing Directors of CompuGroup Medical SE & Co. KGaA have a special right of termination if shareholders or third parties gain control of the company and this could result in significant disadvantages for them. In this case, after a change in corporate control they are free to resign from office for good cause within individually defined periods of up to eight months, subject to agreed notice periods.

In the event of premature termination of the employment contract for an important reason for which the respective Managing Director is responsible, the employment contracts do not provide for any severance payment. The contracts do not contain any regulations governing regular termination.

Remuneration for former members of the Management Board of CompuGroup Medical SE & Co. KGaA

Remuneration granted in 2020 to former members of the Management Board of CompuGroup Medical SE & Co. KGaA amounted to mEUR 1.5.

Revision of the remuneration system for the Managing Directors

On January 1, 2020, the Act Implementing the Second Shareholders' Rights Directive (ARUG II) came into force. In addition, the new version of the German Corporate Governance Code of the Government Commission on the German Corporate Governance Code became effective on March 20, 2020. The Supervisory Board and the Administrative Board, supported by an independent remuneration expert, have dealt with this issue in detail. The Supervisory Board intends to adopt a new remuneration system. This will be submitted to the 2021 Annual General Meeting for approval in accordance with section 120a German Stock Corporation Act (AktG).

Part 3: Remuneration of the Supervisory Board and the Administrative Board in 2020

The members of the Supervisory Board of CompuGroup Medical SE received fixed remuneration and reimbursement of expenses for the period from January 1, 2020 to June 18, 2020 until the conversion of the company into an SE & Co. KGaA.

The remuneration of 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 receive a fixed remuneration of kEUR 40 and reimbursement of expenses upon registration of the conversion into an SE & Co. KGaA. The Chairman of the Supervisory Board receives kEUR 80, twice the fixed remuneration, while the Vice Chairman 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 chairman 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. A further charge pursuant to article 8 (3) of the Articles of Association of CompuGroup group Medical SE & Co. KGaA regarding the remuneration of the Administrative Board of CompuGroup Medical Management SE has 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 2020, including the charges passed on by CompuGroup Medical Management SE for the Administrative Board, is in EUR:

Remuneration 2020 for the Supervisory Board of CompuGroup Medical SE & Co. KGaA

	Supervisory Board compensation EUR
von Ilberg, Philipp	53,808
Müller, Sven Thomas	28,438
Dr. Handel, Ulrike	23,890
Störmer, Matthias	32,219
Veith, Thomas	28,493
Dr. Fuchs, Michael	26,904
Prof Dr. Köhrmann, Martin	22,658
Volkens, Bettina	21,589
Becker, Andrea	19,945
Keller, Ursula	24,219
Kohl, Volker	19,945
Frevel, Claudia	19,945
Total	322,055

Remuneration 2020 for the Supervisory Board of CompuGroup Medical SE

	Supervisory Board compensation EUR
Dr. Esser, Klaus	45,000
Dr. Gotthardt, Daniel	30,000
Dr. Handel, Ulrike	30,000
Seifert, Thomas	30,000
Pagenkopf, Maik	30,000
Schrod, Klaus	30,000
Total	195,000

Remuneration 2019 for the Supervisory Board

	Supervisory Board compensation EUR
Dr. Esser, Klaus	90,000
Dr. Handel, Ulrike	60,000
Dr. Gotthardt, Daniel	60,000
Seifert, Thomas	60,000
Schrod, Klaus	60,000
Pagenkopf, Maik	60,000
Total	390,000

This overview contains the collected remuneration of all Supervisory Board members of the past year.

The remuneration of the Supervisory Board in the first half of the year was in line with the prior year. The transfer of the company to CompuGroup Medical SE & Co. KGaA was also accompanied by some personnel changes to the Supervisory Board and the Administrative Board, in particular on the reporting dates of June 18, 2020 and July 3, 2020. In addition, any remuneration for membership of the Joint Committee and Audit Committee of the Supervisory Board is also included.

More detailed information on the staff and organizational restructuring can be found in the separate report of the Supervisory Board.

The additional remuneration of the employee representatives on the Supervisory Board for activities outside of their Supervisory Board duties is customary in the market. For reasons of materiality, no individualized information is provided.

Remuneration 2020 for the Administrative Board

	Administrative Board compensation EUR
Dr. Klaus Esser	35,000
Prof. Dr. Daniel Gotthardt	35,000
Stefanie Peters	30,000
Total	100,000

Review of the Supervisory Board remuneration system

On the occasion of the entry into force of the ARUG II, the Supervisory Board remuneration system is also to be submitted to the Annual General Meeting for approval pursuant to section 113 (3) of the German Stock Corporation Act (AktG). The Managing Directors and the Supervisory Board have come to the conclusion that the remuneration arrangements for the members of the Supervisory Board serve the corporate interests of CompuGroup Medical SE & Co. KGaA and will propose to the Annual General Meeting 2021 that the current remuneration arrangements are approved.