

## **CompuGroup Medical SE: Disclosure Pursuant to Article 2 Para. 1 of the Commission Delegated Regulation (EU) No 2016/1052 supplementing Regulation (EU) No 596/2014 (MAR) / Purchase of Treasury Shares**

### **Key word(s): Share Buyback**

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The share buyback announced by CompuGroup Medical SE by way of the ad hoc notification of September 17, 2019, will be conducted starting on September 18, 2019. Over a time period until at the latest March 31, 2020, up to 930,825 treasury shares of the Company shall be repurchased, corresponding to a portion of the current nominal share capital of approximately 1.75%, subject to an overall purchase volume limit of EUR 48,400,000.00 (excluding ancillary costs of purchase). The share buyback shall be carried out exclusively via the stock exchange in electronic trading through the Frankfurt Stock Exchange (Xetra). While the repurchased shares may be used for all purposes covered by the authorization granted by the general meeting of May 15, 2019, CompuGroup Medical SE intends to redeem the major part of the repurchased shares or use them for potential acquisitions.

The share buyback will be conducted pursuant to the Safe-Harbour-Rules of Article 5 of the Regulation (EU) No. 596/2014 of the European Parliament and of the Council of April 16, 2014 (Market Abuse Regulation), in conjunction with the Delegated Regulation (EU) 2016/1052 of the Commission of March 8, 2016 (Del.-Reg.).

The share buyback will be carried out by a credit institute. The credit institute will decide independently of the Company when to repurchase the shares and on each occasion how many shares to acquire, without the Company having any influence over these decisions (Art. 4 para. 2 lit. b) Del.-Reg.). The Company's right to early termination of the mandate for the credit institute and/or to transfer the mandate to another or several other credit institutes shall remain unaffected.

The share buyback program may be suspended and resumed at any time in compliance with all applicable statutory provisions.

Pursuant to the authorization granted by the general meeting of May 15, 2019, the purchase price per share to be paid by the Company must not exceed, or fall short of, the volume-weighted average stock exchange price of the Company's shares in Xetra trading at the Frankfurt Stock Exchange (or any functionally comparable successor system replacing the Xetra system) on the last five trading days before the day of purchase, by more than 10%. In addition, the conducting credit institute has undertaken *vis-à-vis* the Company, amongst others, to observe all trading restrictions pursuant to Art. 3 Del.-Reg. *Inter alia*, pursuant to Art. 3 para. 2 Del.-Reg., no purchase price may be paid which exceeds the price of the last independent trade or the highest independent bid placed at the time of the purchase on the stock exchange on which the purchase is carried out, whichever value is the highest. Further, pursuant to Art. 3 para. 3 Del.-Reg., no more than 25% of the average daily volume of shares on the stock exchange on which the purchase is carried out may be acquired.

Information on the transactions relating to the share buyback will be adequately publicly disclosed pursuant to the requirements of Art. 2 para. 3 sent. 1 in conjunction with para. 2 Del.-Reg. no later than on

the seventh trading day after their execution. Furthermore, CompuGroup Medical SE will publish the transactions disclosed on its website [www.cgm.com](http://www.cgm.com) in the Investor Relations section and ensure that the information will be publicly accessible for a period of at least five years from the day of adequate disclosure (Art. 2 para. 3 sent. 2 Del.-Reg.).

Koblenz, September 17, 2019

The Management Board

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**CompuGroup Medical SE**

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