

Synchronizing Healthcare

CompuGroup Medical
Invitation Annual General Meeting
2022



CompuGroup
Medical



Convocation
of the Annual General Meeting
of CompuGroup Medical SE & Co. KGaA
on May 19, 2022
in the form of a virtual general meeting
without the physical presence of the shareholders

ISIN: DE000A288904

WKN: A28890

CompuGroup Medical SE & Co. KGaA

Koblenz

Dear Shareholders,

We hereby invite you to the

Annual General Meeting of CompuGroup Medical SE & Co. KGaA

which will take place on

Thursday, May 19, 2022, at 11:00 a.m. CEST (9:00 a.m. UTC),

as a **virtual general meeting** and

will be broadcast from the business premises of the company,

Maria Trost 21, 56070 Koblenz.

Please note that shareholders and their authorized representatives will not be able to follow the virtual Annual General Meeting on site at the company's premises.

The Annual General Meeting will be held in accordance with section 1 (2) 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 (Federal Law Gazette part I 2020, p. 570), amended by the amendment acts of December 22, 2020 (Federal Law Gazette part I 2020, p. 3332), July 7, 2021 (Federal Law Gazette part I 2021, p. 2437) and September 10, 2021 (Federal Law Gazette part I 2021, p. 4153) ("**COVID-19 Measures Act**"), as a virtual general meeting without the physical presence of the shareholders and their authorized representatives. For details on the rights of the shareholders as well as their authorized representatives, please refer to "Further information and notes" presented after the agenda following the appendix to Agenda item 7.

Agenda

- 1. Presentation of the approved annual financial statements and the management report of CompuGroup Medical SE & Co. KGaA as well as the approved consolidated financial statements and the Group management report, the explanatory report on the disclosures pursuant to sections 289a, 315a of the German Commercial Code (HGB), the report of the Supervisory Board and the report of the Joint Committee for financial year 2021; resolution on the adoption of the annual financial statements of CompuGroup Medical SE & Co. KGaA for financial year 2021**

The aforementioned documents are published on the company's website at www.cgm.com/agm. They will also be accessible there during the Annual General Meeting. At the Annual General Meeting, the aforementioned documents will be explained in more detail by the Managing Directors of the general partner and – insofar as the report of the Supervisory Board is concerned – by the Chairman of the Supervisory Board.

The Supervisory Board has approved the annual financial statements and the consolidated financial statements prepared by the general partner, CompuGroup Medical Management SE. Pursuant to section 286 (1) German Stock Corporation Act (AktG), the Annual General Meeting resolves on the adoption of the annual financial statements; the resolution requires the approval of the general partner.

In addition, the aforementioned documents are to be made available to the Annual General Meeting without any further resolution being required in this regard.

The general partner and the Supervisory Board propose to adopt the annual financial statements of CompuGroup Medical SE & Co. KGaA for financial year 2021 in the version presented, which shows net profits of EUR 99,210,997.56.

- 2. Resolution on the appropriation of the net profits for financial year 2021**

The general partner and the Supervisory Board propose that the net profits for financial year 2021 of EUR 99,210,997.56 be appropriated as follows:

Distribution of a dividend of EUR 0.50 per dividend-bearing no-par value share:	EUR 26,117,288.00
Credited to retained earnings:	EUR 0.00
Carryforward to new account:	EUR 73,093,709.56
Net profits:	EUR 99,210,997.56

The proposal for the appropriation of profits is based on the number of dividend-bearing no-par value shares in existence on the date on which the annual financial statements were prepared by the general partner for the past financial year 2021. This takes into account the fact that pursuant to section 71b German Stock Corporation Act (AktG), the treasury shares held by the company are not entitled to dividends. Should the number of dividend-bearing no-par value shares change by the time the Annual General Meeting is held, a correspondingly adjusted resolution proposal will be put to vote at the Annual General Meeting, which will again provide for a dividend of EUR 0.50 per dividend-bearing no-par value share for the past financial year 2021. In this case, the profit carried forward will be adjusted accordingly.

Pursuant to section 58 (4) sentence 2 German Stock Corporation Act (AktG), the claim to the dividend is due on the third business day following the resolution of the Annual General Meeting.

3. Resolution on the approval of the actions of the general partner of CompuGroup Medical SE & Co. KGaA for financial year 2021

The general partner and the Supervisory Board propose that the actions of the general partner of CompuGroup Medical SE & Co. KGaA be approved for financial year 2021.

4. Resolution on the approval of the actions of the members of the Supervisory Board of CompuGroup Medical SE & Co. KGaA for financial year 2021

The general partner and the Supervisory Board propose that the actions of the members of the Supervisory Board of CompuGroup Medical SE & Co. KGaA holding office in financial year 2021 be approved for this period.

5. Resolution on the appointment of the auditor of the annual and consolidated financial statements for financial year 2022

Based on the recommendation of the Audit Committee, the Supervisory Board proposes that KPMG AG Wirtschaftsprüfungsgesellschaft, Berlin, Frankfurt am Main branch be appointed as auditor of the annual financial statements and auditor of the consolidated financial statements for financial year 2022 and auditor for the review, if any, of the condensed financial statements and the interim management report of the Group for the first half of financial year 2022 and additional interim financial information for financial year 2022 and the first quarter of financial year 2023.

The Audit Committee has declared that its recommendation is free from undue influence by third parties and that no selection restriction clause within the meaning of Art. 16 (6) of the Regulation (EU) No 537/2014 of the European Parliament and of the Council of April 16, 2014 on specific requirements regarding statutory audit of public-interest entities and repealing Commission Decision 2005/909/EC has been imposed on it.

6. Resolution on the approval of the remuneration report for financial year 2021

According to the legislation implementing the Second Shareholder Rights Directive (ARUG II), which came into force on January 1, 2020, a remuneration report must be prepared once a year in accordance with section 162 German Stock Corporation Act (AktG) (revised), and it must meet certain requirements. This remuneration report, which is required by law, replaces the previous remuneration report, which had been based on a recommendation of the German Corporate Governance Code in the version of February 7, 2017. The auditor must verify that the remuneration report within the meaning of section 162 German Stock Corporation Act (AktG) contains the information required by law and must issue an audit opinion thereon. The remuneration report audited by the auditor in this respect must be submitted to the Annual General Meeting for approval. The resolution of the Annual General Meeting on the approval of the remuneration report is recommendatory. The remuneration report for the current financial year has to include an explanation of how the resolution of the Annual General Meeting approving the remuneration report for the prior financial year has been taken into account.

Under the prevailing transitional law, the new provisions of the German Stock Corporation Act (AktG) on the remuneration report must be applied for the first time for the first financial year beginning after December 31, 2020. In accordance with the above, a remuneration report pursuant to section 162 German Stock Corporation Act (AktG) had to be prepared for the past financial year, which is submitted to the Annual General Meeting for approval.

Given the above, the general partner and the Supervisory Board propose the approval of the remuneration report for financial year 2021 attached to the agenda together with the audit opinion as an appendix to this Agenda item 6.

7. Resolution on the approval of the remuneration system for the Managing Directors of the general partner

Pursuant to section 120a (1) German Stock Corporation Act (AktG), the general meeting of a listed stock corporation resolves on the approval of the remuneration system for the members of the Management Board upon each material change to the system, but at least every four years.

As a partnership limited by shares, CompuGroup Medical SE & Co. KGaA does not have a management board. The business of the company is conducted by its general partner, CompuGroup Medical Management SE, which is represented by its Managing Directors. The Administrative Board of CompuGroup Medical Management SE is responsible for the remuneration of the Managing Directors of the general partner. For reasons of good corporate governance, the remuneration system for the Managing Directors of the general partner was nevertheless submitted to the most recent Annual General Meeting on May 19, 2021, for approval, which was given by a large majority.

Irrespective of the fact that no changes were required, the Administrative Board of CompuGroup Medical Management SE reviewed the remuneration system in its meeting on March 7, 2022, and passed a resolution to amend individual items thereof and to resubmit the amended remuneration system to the Annual General Meeting 2022 for approval. The amended remuneration system is presented as an appendix to this Agenda item 7 after the agenda. In addition to the appendix to this Agenda item 7, a version of the remuneration system for the Managing Directors of CompuGroup Medical Management SE is available with tracked changes on the company's website at www.cgm.com/agm.

The main changes are summarized below:

- Adjusted weighting of performance targets for short-term variable remuneration

The weighting of the performance targets for short-term variable remuneration has been adjusted so that the share of group targets related to group revenues and EBITDA is now 15 – 35 % (instead of 25 – 40 % as before). The weighting of individual targets, in contrast to the group targets, within short-term remuneration has increased in the same way. The purpose of adjusting is to enable the Administrative Board to make the weighting in individual cases more dependent on the extent to which the Managing Director has an impact on the group targets. Consequently, the CEO's and CFO's share of group targets will usually be higher than is the case for the other Managing Directors who have direct responsibility for a specific business unit. The aim here is for individual remuneration to be more closely aligned with an individual's respective responsibilities and tasks.

- Changes to the share option program

The new remuneration system contains a number of changes in the share option program aimed at providing a greater level of flexibility in respect of individual remuneration decisions, including a distinction between first-time and subsequent appointments. The changes mean that, in addition to the rules that are already in place, the Administrative Board is able in individual cases to (i) grant share options in one tranche for several years instead of issuing individual tranches each year, (ii) indicate a specific number of share options in individual contracts instead of agreeing on a target amount (and a formula for calculating the number of share options), (iii) make the allocation of share options dependent on the achievement of certain minimum targets relating to short-term variable remuneration in the prior year, (iv) set a higher

minimum share price increase of 20 % (instead of 15 %), and (v) in the event of a contract being extended, offer alternative long-term remuneration, which may also consist of an extended lock-up period for previous share options.

The purpose of the changes is to generally enable the Administrative Board to align long-term variable remuneration even more closely with the principle of pay for performance in individual cases. The Administrative Board believes that the amendments contribute in no small way to promoting the long-term growth of the company and to aligning the interests of the Managing Directors of CompuGroup Medical Management SE with those of the shareholders of CompuGroup Medical SE & Co. KGaA.

In this context, the Supervisory Board of CompuGroup Medical SE & Co. KGaA proposes to the Annual General Meeting to approve the revised remuneration system for the Managing Directors of CompuGroup Medical Management SE resolved by the Administrative Board of CompuGroup Medical Management SE on March 7, 2022, which is presented as an appendix to this Agenda item 7 after the agenda following the appendix to Agenda item 6.

8. Resolution on the amendment of Article 22 (2) of the Articles of Association

In accordance with Article 22 (2) of the Articles of Association of CompuGroup Medical SE & Co. KGaA, the Annual General Meeting is held at the company's registered office or at a German stock exchange location. In order to have more flexibility in the future with regard to the location of where the meeting can be held, the company intends to amend Article 22 (2) of the Articles of Association.

In this context, the general partner and the Supervisory Board propose that a resolution be passed to amend Article 22 (2) of the Articles of Association as follows:

"The Annual General Meeting shall be held at the company's registered office or at another German location within a radius of up to 100 km (beeline) from the company's registered office or at a German stock exchange location."

Appendix to Agenda item 6 – Remuneration report for financial year 2021

I. 2021 REMUNERATION REPORT

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. 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.

II. REMUNERATION SYSTEM FOR THE MANAGEMENT

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. Remuneration of the Managing Directors

This remuneration system was adopted at the meeting of the Administrative Board on March 2, 2021 and approved by the Annual General Meeting of CompuGroup Medical in accordance with section 120a (1) German Stock Corporation Act (AktG) on May 19, 2021. This remuneration system applies to all new employment contracts to be concluded from March 2, 2021 or to the prolongation of employment contracts of Managing Directors. The current contracts of the Managing Directors in office do not in all respects comply with this remuneration system and are protected by grandfathering provisions. This pertains in particular to the one-off issue of share options for the entire term of the contract (instead of issuing share options in annual tranches as stipulated by the new remuneration system), as well as the consideration of new provisions in stock corporation law as a result of the law for the implementation of the Second Shareholder Rights Directive (ARUG II) and the consideration of individual new recommendations by the German Corporate Governance Code such as the determination of maximum remuneration in accordance with section 87a (1) sentence 2 no. 1 German Stock Corporation Act (AktG) as well as the option to withhold or reclaim short-term variable remuneration components that have already been paid out. The actual remuneration of the Managing Directors based on their current contracts is presented in Section III of this report. CompuGroup Medical 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 CompuGroup Medical. 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 CompuGroup Medical 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 CompuGroup Medical. 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 CompuGroup Medical'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 CompuGroup Medical and the share price development of the CompuGroup Medical share.

Focusing on long-term and sustainable development:

The long-term and sustainable development of CompuGroup Medical 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.

3. Components of the remuneration system

In financial year 2021, and thus unchanged from previous years, the remuneration of the Managing Directors consisted of two main components, a) the basic remuneration, and b) the variable remuneration:

a) 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.

CompuGroup Medical does not grant a company pension.

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 (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 in relation to the group as a whole and the business area for which the Managing Director is responsible, such as net external sales, organic growth, adjusted EBITDA for the group as a whole, free cash flow, growth of the business area-related customer platform, and individually agreed performance targets.

Remuneration structure

The structure of the target remuneration package is oriented towards a long-term focus and sustainable corporate development, as required by law. The fixed salary including fringe benefits contributes between ~25 % and ~50 % to the target remuneration package. The portion of short-term variable remuneration ranges between ~25 % and ~40 %. The portion of long-term variable remuneration ranges between ~25 % and ~40 %. Within this context, attention is paid in each individual case to ensure 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. This means that if 100 % of the targets are achieved, the portion of the long-term variable remuneration component will be higher than the portion of the 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.

Actual ratios may deviate from the relative portions mentioned above if no or limited new share options are awarded when contracts are extended, due to the development of the share price or the development of costs for contractually agreed fringe benefits. Relative ratios may also vary slightly if it comes to payments when new executives are being appointed.

Malus and clawback regulations

The 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 clawback of all or parts 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 2021 reporting year.

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 gross remuneration of each Managing Director per financial year is mEUR 15.

This amount of maximum remuneration 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 if the target increase in share price is not achieved.

The maximum remuneration regulation was not applied in the reporting year.

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 remuneration for each full year of the non-competition agreement. The post-contractual non-competition clause was waived for Dr. Ralf Körfgen.

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.

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

If Dr. Dirk Wössner's appointment and contract of employment are terminated prematurely at the initiative of the Administrative Board, despite the Chair's willingness to continue as a Director, without there being an important reason for which the Chair is responsible that would justify dismissal in accordance with section 84 (3) German Stock Corporation Act (AktG), the Chair shall receive a severance payment in lieu of the fixed and variable remuneration in the

amount of the fixed remuneration otherwise payable until the end of the regular remaining term of the contract as well as 100 % of the variable short-term remuneration. The maximum severance payment is kEUR 3,000 (gross).

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, 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

A "change of control case" exists if

- CompuGroup Medical Management SE pursuant to Section 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 Section 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 Executive 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.

In the event that Dr. Dirk Wössner exercises this exceptional right of termination, the employment contract provides for a compensation payment of mEUR 3, payable in 24 equal monthly installments, up to a maximum total amount of 100 % of the total compensation then still due for the regular remaining term of the contract (excluding option rights). Any compensation for adhering to the non-competition clause (Karenzentschädigung) that might be payable to the chairperson shall be credited against the severance payment. The employment contract further provides, depending on the term of office, that the share options of this Managing Director do not expire in the event of termination due to a change of control, but can be exercised after the expiry of the waiting period.

The employment contract of Hannes Reichl provides that, if he exercises his exceptional right of termination in the event of a change of control, he will in principle receive a severance payment in the amount of the fixed remuneration otherwise payable until the end of the regular remaining term and 150 % of the variable remuneration, but no more than a severance payment in the amount of two years' total remuneration (fixed and variable remuneration) and in no case more than the total remuneration (fixed and variable remuneration) owed until the end of the contractual term. In principle, the option rights do not expire under this employment contract but can be exercised after expiry of the waiting period.

Frank Brecher's employment contract does not provide for a special right of termination in the event of a change of control.

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. The contracts do not contain any regulations governing regular termination.

III. 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 2021.

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 2021 for all Managing Directors as follows:

- 30 % Revenues
- 30 % Adj. EBITDA
- 40 % Individual targets

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.

		Options granted in prior years	Reporting year			Exercise price	Earliest exercise date	total outstanding options
			Options granted	Options forfeited	Options exercised			
Dr. Wössner, Dirk	CEO	0	1,250,000	0	0	EUR 78.60	Jan 5, 2025	1,250,000
Brecher, Frank	CTO	150,000	0	0	0	EUR 71.87	Aug 8, 2024	150,000
Dr. Körfgen, Ralph (until Oct 31, 2021)	ALS / PCS	250,000	0	250,000	0	EUR 65.53	June 30, 2023	0
Dr. Pech, Eckart	CHS	250,000	0	0	0	EUR 56.93	Nov 2, 2023	250,000
Rauch, Michael	CFO	250,000	0	0	0	EUR 56.27	Aug 30, 2023	250,000
Reichl, Hannes	HIS	250,000	0	0	0	EUR 65.53	June 30, 2023	250,000
Total		1,150,000	1,250,000	250,000	0			2,150,000

With his appointment as Managing Director in January 2021, Dr. Dirk Wössner (Chief Executive Officer), was awarded 1,250,000 share options. The waiting period ends in accordance with the general option conditions exactly four years

after the issue date. In addition to the general option conditions, the exercise of share options is based on the prerequisite that the employment contract is extended beyond December 31, 2024.

Frank Brecher (Chief Technology Officer) was awarded 150,000 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 option conditions, the exercise of the share options in the case of Frank Brecher is 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.

Dr. Ralph Körfggen (Managing Director Ambulatory & Pharmacy Information Systems until October 31, 2021) had also been awarded 250,000 share options. These options have expired due to the expiry of the employment contract and were replaced, in accordance with the terms of the employment contract, by a cash compensation payment.

In connection with their office, Dr. Eckart Pech (Managing Director Consumer and Health Management Information Systems), Michael Rauch (Chief Financial Officer) 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.

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 Hannes Reichl that he will be paid 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, 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 from 45 calendar days before November 1, 2018 to 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.

Option rights may only be exercised if the share price of the company's shares has risen compared with the exercise price by an average of at least 5 % per year over a period of 3 years. 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 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. Ralph Körfggen amounting to mEUR 1.1 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, 2021, mEUR 1.2 (prior year: mEUR 1.9) was recognized for Hannes Reichl as an expense in profit or loss. For Dr. Ralph Körfggen, a reversal of mEUR 1.9 (prior year: expense mEUR 1.9) was recognized through profit or loss in the income statement due to the forfeited options.

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 2021
			Fixed salary	Fringe benefits	Total	Short-term bonus	LTI	Other	Total				
Dr. Wössner, Dirk	01.01.2021	CEO	800	10	810	846	22.521	0	23.367	24.177	3%	97%	810
Brecher, Frank	01.04.2015	CTO	400	20	420	172	-68	0	104	524	80%	20%	579
Dr. Pech, Eckart	01.11.2019	CHS	400	18	418	369	0	0	369	787	53%	47%	722
Rauch, Michael	01.08.2019	CFO	425	19	444	522	0	0	522	966	46%	54%	1.147
Reichl, Hannes	01.11.2018	HIS	400	9	409	432	0	0	432	841	49%	51%	795

All benefits were paid by CompuGroup Medical Management SE; no further remuneration is granted for any other mandates in the group.

For the duration of his initial appointment of three years, Dr. Dirk Wössner will receive an additional one-time payment of mEUR 1.864 upon expiration of this initial appointment. Dr. Dirk Wössner will still be entitled to the additional one-time payment if the appointment ends prior to the expiry of the initial appointment and this termination takes place at the initiative of the Supervisory Board despite his willingness to continue in his office without there being an important reason which would justify such termination in accordance with section 84 (3) German Stock Corporation Act (AktG).

In addition to the share options, Frank Brecher will receive additional variable remuneration of a maximum of kEUR 300, provided that the performance targets agreed for the contract period of four years are achieved. This also applies if the target achieved exceeds 100 %.

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 2021
			Fixed salary	Fringe benefits	Total	Short-term bonus	LTI	Other	Total				
Gotthardt, Frank	31.12.2020	CEO	0	0	0	0	-2.833	0	-2.833	-2.833	n/a	n/a	3.289
Dr. Körfggen, Ralph	31.10.2021	AIS / PCS	333	13	346	228	0	2.273	2.501	2.847	12%	88%	650

Under the agreement on the multi-year bonus for the period from 1 January 2018 to 31 December 2020, Frank Gotthardt received a payment for the 2020 financial year of EUR 3,289,000. This settles the 2018 financial year. Claims from the final accounts for the 2019 and 2020 financial years are unaffected by this and continue to apply.

In connection with the expiry of his employment contract on October 31, 2021, Dr. Ralph Körfggen receives a cash compensation payment of mEUR 2.2 as contractually agreed, the payment of which is due in 2022.

IV. REMUNERATION OF THE SUPERVISORY BOARD AND THE ADMINISTRATIVE BOARD IN 2021

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 a 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 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 2021, including the charges passed on by CompuGroup Medical Management SE for the Administrative Board, amount to (in kEUR):

Remuneration 2021 of the Supervisory Board of CompuGroup Medical SE & Co. KGaA

kEUR	2021
von Ilberg, Philipp (from June 18, 2020), Chair	100
Weinmann, Stefan (from September 30, 2021), Vice Chair, employee representative	14
Dr. Fuchs, Michael (from June 18, 2020)	50
Dr. Handel, Ulrike (from June 18, 2020)	40
Prof Dr. Köhrmann, Martin (from June 18, 2020)	40
Störmer, Matthias (from June 18, 2020)	60
Dr. Volkens, Bettina (from June 18, 2020)	40
Basal, Ayfer (from September 30, 2021), employee representative	12
Betz, Frank (from September 30, 2021), employee representative	12
Hegemann, Adelheid (from September 30, 2021), employee representative	10
Johnke, Lars (from September 30, 2021), IG Metall	12
Mole, Julia (from January 15, 2021), ver.di	38
Total	428

Remuneration 2021 of former members of the Supervisory Board of CompuGroup Medical SE & Co. KGaA

kEUR	2021
Müller, Sven Thomas (from July 3, 2020 until September 30, 2021)	51
Veith, Thomas (from July 03, 2020 until January 15, 2021)	2
Becker, Andrea (from July 03, 2020 until January 15, 2021)	2
Keller, Ursula (from (from July 3, 2020 until September 30, 2021	37
Kohl, Volker (from July 3, 2020 until September 30, 2021	30
Frevel, Claudia (from July 3, 2020 until September 30, 2021	30
Wiese, Andreas (from January 15, 2021 until September 30, 2021)	34
Total	187

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 of the Administrative Board:

kEUR	2021
Gotthardt, Frank	120
Dr. Esser, Klaus	60
Prof. Dr. Gotthardt, Daniel	60
Peters, Stefanie	60
Dr. Wössner, Dirk	0
Total	300

V. 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 2018 vs. 2017	Change 2019 vs. 2018	Change 2020 vs. 2019	Change 2021 vs. 2020
Managing Directors as at Dec 31, 2021				
Dr. Wössner, Dirk (CEO, from January 1, 2021)	n/a	n/a	n/a	n/a
Brecher, Frank (CTO, from April 1, 2015)	53 %	-7 %	27 %	-32 %
Rauch, Michael (CFO, from August 1, 2019)	n/a	n/a	222 %	-28 %
Reichl, Hannes (from November 1, 2018)	n/a	523 %	10 %	3 %
Dr. Pech, Eckart (from November 1, 2019)	n/a	n/a	452 %	2 %
Former Managing Directors				
Gotthardt, Frank (until December 31, 2020)	189 %	-9 %	40 %	-150 %
Dr. Körfgen, Ralph (until October 31, 2021)	n/a	534 %	-5 %	294 %
Supervisory Board as at December 31, 2021				
von Ilberg, Philipp (from June 18, 2020)	n/a	n/a	n/a	86 %
Weinmann, Stefan (from September 30, 2021)	n/a	n/a	n/a	n/a
Dr. Fuchs, Michael (from June 18, 2020)	n/a	n/a	n/a	86 %
Dr. Handel, Ulrike (from May 10, 2017 Member of Supervisory Board CompuGroup Medical SE) (from June 18, 2020)	50 %	0 %	-10 %	-26 %
Professor Dr. Köhrmann, Martin (from June 18, 2020)	n/a	n/a	n/a	77 %
Störmer, Matthias (from June 18, 2020)	n/a	n/a	n/a	86 %
Dr. Volkens, Bettina (from June 18, 2020)	n/a	n/a	n/a	85 %
Basal, Ayfer (from September 30, 2021)	n/a	n/a	n/a	n/a
Betz, Frank (from September 30, 2021)	n/a	n/a	n/a	n/a
Hegemann, Adelheid (from September 30, 2021)	n/a	n/a	n/a	n/a
Johnke, Lars (from September 30, 2021)	n/a	n/a	n/a	n/a
Mole, Julia (from January 15, 2021)	n/a	n/a	n/a	n/a
Former members of the Supervisory Board				
Müller, Sven Thomas (from July 3., 2020 until September 30, 2021)	n/a	n/a	n/a	79 %
Veith, Thomas (from July 03, 2020 until January 15, 2021)	n/a	n/a	n/a	-91 %
Becker, Andrea (from July 03, 2020 until January 15, 2021)	n/a	n/a	n/a	-92 %
Keller, Ursula (from (from July 3., 2020 until September 30, 2021)	n/a	n/a	n/a	54 %
Kohl, Volker (from July 3., 2020 until September 30, 2021)	n/a	n/a	n/a	50 %
Frevel, Claudia (from July 3., 2020 until September 30, 2021)	n/a	n/a	n/a	50 %
Wiese, Andreas (from January 15, 2021 until September 30, 2021)	n/a	n/a	n/a	n/a
Administrative Board until December 31, 2021				

Convenience Translation

	Change 2018 vs. 2017	Change 2019 vs. 2018	Change 2020 vs. 2019	Change 2021 vs. 2020
Gotthardt, Frank (from June 18, 2020)	n/a	n/a	n/a	n/a
Dr. Esser, Klaus (from 2003 member of Supervisory Board Compu-Group Medical SE) (from June 18, 2020)	0 %	0 %	-11 %	-25 %
Professor Dr. Gotthardt, Daniel (from 2003 member of Supervisory Board CompuGroup Medical SE) (from June 18, 2020)	0 %	0 %	8 %	-8 %
Dr Wössner, Dirk (from January 6, 2021)	n/a	n/a	n/a	n/a
Peters, Stefanie (from July 10, 2020)	n/a	n/a	n/a	n/a
Key performance indicators				
Revenues of CGM group (IFRS)	23 %	4 %	12 %	22 %
Organic growth of CGM group	22 %	0%	4 %	6 %
Adjusted EBITDA of CGM group	n/a	9 %	8 %	4 %
Free cashflow	116 %	-31 %	41 %	7 %
Net income of CGM SE & Co. KGaA (German Commercial Code)	52 %	-23 %	-19 %	19 %
Average remuneration of the workforce				
Total workforce in Germany	n/a	n/a	n/a	4 %

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 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 2021 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. The management and the Supervisory Board are also responsible for such internal control

as they have determined necessary to enable the preparation of the remuneration report that is free from material misstatement, whether due to fraud or error.

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, 5 April, 2022

KPMG AG

Wirtschaftsprüfungsgesellschaft

gez. Bock
Wirtschaftsprüfer

gez. Palm
Wirtschaftsprüfer

Appendix to Agenda item 7 – Remuneration system for the Managing Directors of the general partner

System of remuneration for the Managing Directors

This remuneration system describes the principles used to determine the remuneration of the managing directors of CompuGroup Medical Management SE. The regulations in sections 87a, 120a German Stock Corporation Act (AktG) on the establishment and approval of a remuneration system for the managing directors are not directly applicable to CompuGroup Medical SE & Co. KGaA (“CompuGroup Medical” or “Company”) due to its legal form as a partnership limited by shares (Kommanditgesellschaft auf Aktien). CompuGroup Medical is managed by its general partner, CompuGroup Medical Management SE. CompuGroup Medical Management SE, in turn, is managed by its managing directors (“Managing Directors”). As CompuGroup Medical Management SE itself is not listed on the stock exchange, sections 87a, 120a German Stock Corporation Act (AktG) do not apply directly to the company or the Managing Directors.

The Managing Directors have indirect management responsibility for the business of CompuGroup Medical. For reasons of good corporate governance and transparency, this remuneration system for the Managing Directors therefore follows sections 87a, 120a German Stock Corporation Act (AktG) on a voluntary basis and as such will be presented to the 2022 Annual General Meeting of CompuGroup Medical for approval. The recommendations of the German Corporate Governance Code are also taken into account in this remuneration system unless expressly outlined otherwise in the Company’s declaration of conformity.

1. Key features of the remuneration system for the Managing Directors

CompuGroup Medical ranks among the global leaders in the development of e-health solutions and sells efficiency and quality enhancing software and IT services for the healthcare sector. This position as a leading international supplier of IT solutions for the healthcare sector will be further expanded in the future through organic and inorganic growth.

CompuGroup Medical 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 CompuGroup Medical. Corporate strategy therefore focuses very significantly on further growth without neglecting economic efficiency and sustainability. Core elements of this corporate strategy include 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 CompuGroup Medical based on ambitious targets derived from that strategy. 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 CompuGroup Medical. 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 promoting and implementing CompuGroup Medical’s corporate strategy.

- **Harmonization with the interests of shareholders and stakeholders:**

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 CompuGroup Medical and the share price development of the CompuGroup Medical share.

- **Focusing on long-term and sustainable development:**

The long-term and sustainable development of CompuGroup Medical 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:**

Managing Directors receive performance-based compensation with adequate and ambitious targets 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. Processes for determining, implementing and monitoring the remuneration system

In the interests of good corporate governance, CompuGroup Medical also applies the principles of sections 87a (1), 120a (1) German Stock Corporation Act (AktG) to CompuGroup Medical Management SE on a voluntary basis. The Administrative Board of CompuGroup Medical Management SE ("Administrative Board") determines a remuneration system for the Managing Directors according to the regulations for resolutions on the remuneration system for the management board of a listed corporation.

The Administrative Board may use external advisors as part of the preparation process. The Administrative Board took up this option. When assigning the mandate to the external remuneration advisor, it was ensured that the advisor is independent from the Managing Directors, from CompuGroup Medical as well as from CompuGroup Medical Management SE. Further, the general provisions of the German Stock Corporation Act and the German Corporate Governance Code on dealing with conflicts of interest are/were observed while determining and implementing the remuneration system and the ongoing monitoring thereof. The members of the Administrative Board concerned are to make any conflicts of interests that might arise known to the chair of the Administrative Board and refrain from participating in the relevant votes within the Administrative Board. Any significant conflicts of interests, which are not merely temporary, will lead to the termination of the mandate.

This remuneration system serves to further develop the system approved by the Annual General Meeting of CompuGroup Medical on May 19, 2021. The resolution for the remuneration system was passed at the meeting of the Administrative Board on March 7, 2022 and the system will again be submitted to the Annual General Meeting of CompuGroup Medical for approval in accordance with section 120 (3) German Stock Corporation Act (AktG) as amended. Should approval of the remuneration system as submitted be denied, the Administrative Board will submit a revised remuneration system to the next Annual General Meeting of CompuGroup Medical in accordance with section 120 (3) German Stock Corporation Act (AktG).

This remuneration system shall apply to each new employment contract and to each extension of employment contracts with Managing Directors agreed from the day following the Annual General Meeting 2022. The employment contracts of Managing Directors concluded or extended since the 2021 Annual General Meeting already anticipate the changes provided for in this remuneration system. However, to the extent that these employment contracts contain provisions resulting from the amendments to this remuneration system, they are subject to submission for approval by the Annual General Meeting and, to that extent, shall not apply until after such submission. Employment contracts of the Managing Directors already in office before the remuneration system was set up do not in all respects comply with this remuneration system and are protected by grandfathering provisions.

3. Determination of specific target remuneration package, appropriateness of the remuneration of managing directors

In determining the target remuneration package for the Managing Directors, the Administrative Board takes care to ensure that it is proportionate to the responsibilities and performance of the Managing Director and the situation of the Company, that it does not significantly exceed the usual remuneration without good reason and is conducive to the long-term, sustainable development of the Company.

In a market comparison, the remuneration amounts are compared with an adequate reference group (“horizontal comparison”) in order to ensure appropriateness. To prevent an automatic upward trend, the Administrative Board applies caution when using the horizontal comparison. National and international listed companies of comparable size and sector are used to form the reference group, e.g. MDAX companies and global software and technology companies. The Administrative Board also takes into account internal remuneration ratios by comparing the remuneration of the Managing Directors with the remuneration of the management level below the Managing Directors and that of the rest of the workforce (“vertical comparison”). The vertical comparison also considers the long-term remuneration trends in the employee groups mentioned above.

4. Overview of the remuneration system for the remuneration of the managing directors

4.1. Remuneration components

The remuneration of the Managing Directors is made up of fixed and variable components.

The fixed components comprise the fixed annual salary (“Fixed Salary”) and fringe benefits. CompuGroup Medical does not grant a company pension.

The variable remuneration comprises a short-term component and a long-term component. The short-term variable remuneration is granted annually in the form of a bonus, while the long-term variable remuneration is granted in the form of a share option award.

The remuneration components are summarized in the following table:

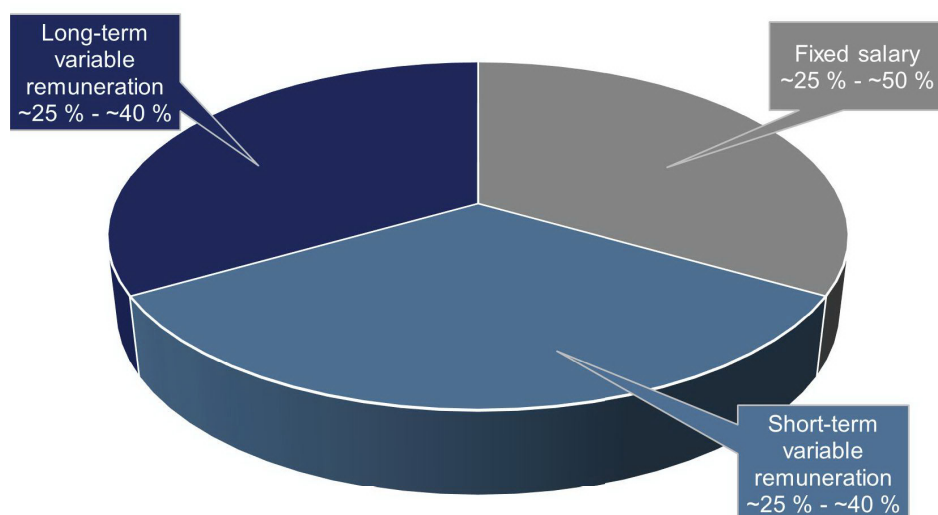
Convenience Translation

Remuneration components at a glance	
Fixed remuneration components	
Fixed salary	Non-performance-related fixed remuneration for the whole year and paid in twelve monthly installments
Fringe benefits	<ul style="list-style-type: none"> ▶ Company car for work-related and personal use ▶ Group accident insurance ▶ D&O insurance ▶ Grants for health and nursing care insurance up to the maximum statutory contribution limit ▶ If applicable, relocation expenses and overnight accommodation costs assumed for newly appointed managing directors
Variable remuneration components	
Short-term variable remuneration	
Plan type	Target bonus model
Performance targets	<ul style="list-style-type: none"> ▶ Group targets (30 %–70 %) <ul style="list-style-type: none"> ➤ 15 % – 35 % revenues ➤ 15 % – 35 % adjusted EBITDA ▶ Individual targets (30 % – 70 %) <ul style="list-style-type: none"> ➤ Including ESG-based targets, targets relating to the area of responsibility, and any other Group targets
Performance period	One year
Cap	200 % of the target amount
Payment	In cash after the end of the performance period
Long-term variable remuneration	
Plan type	Share option program
Key parameters	<ul style="list-style-type: none"> ▶ Performance period: three years ▶ Waiting period: four years ▶ Exercise period: six years
Exercise conditions	<ul style="list-style-type: none"> ▶ Share price increase of at least 15 % ▶ Share options may not be forfeited (e.g., due to resignation)
Exercise	<ul style="list-style-type: none"> ▶ Must be exercised within a period of four weeks beginning on the third working day after the results for the respective quarter or financial year are announced ▶ May be exercised in full or in part in tranches of a minimum of 10,000 option rights ▶ Exercise price equates to the volume-weighted average price of shares during the period beginning 45 days before and ending 45 days after the issue date
Other contractual components	
Malus and clawback provisions	Partial or full reduction of granted short-term variable remuneration and/or reclaiming thereof
Maximum remuneration p.a.	Pursuant to section 87a (1) no 1 AktG, the maximum remuneration amounts to EUR 15,000,000 p.a. for each Managing Director
Benefits in the case of early dismissal/termination of employment contract	Severance payments may not exceed the remuneration for the remaining term of the employment contract until its ordinary termination date; they are limited to a maximum of two years' total remuneration ("Severance Pay Cap")
Change of control	Payments made following a change of control may not exceed a maximum of 150 % of the fixed and short-term variable remuneration components until the ordinary termination date of the employment contract up to a maximum period of two years

4.2. Remuneration structure

The structure of the target remuneration package has a long-term focus and is aimed at sustainable corporate development, as required by law. The target remuneration package consists of the total amount of all compensation components (including fringe benefits) granted for a financial year. In the case of short-term variable remuneration, the target remuneration package is determined on the basis of the amount of the bonus assuming 100 % target achievement; in the case of long-term variable remuneration, the Administrative Board determines the average value of the share options (in each case the “Target Amount”) at the time the contract is concluded using standard market valuation methods (e.g. a Monte Carlo simulation).

The Fixed Salary (including fringe benefits) as a percentage of the target remuneration package is generally between ~25 % and ~50 % of the annual target remuneration package, while the share of short-term variable remuneration is between ~25 % and ~40 %, and the Target Amount of long-term variable remuneration is 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 “pay for performance” objective 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.



Deviations from the ratios of the target remuneration package as described may occur (i) if new share options are not granted or are only granted to a limited extent when contracts are extended, (ii) due to the share price performance or the valuation of agreed fringe benefits, or (iii) if individual Managing Directors are granted supplementary remuneration components because they have taken on additional tasks on a proxy basis (e.g. if only the Fixed Salary is increased). Equally, the ratios may vary slightly in the event of special payments being granted due to taking up office.

4.3. Maximum remuneration

The remuneration of the Managing Directors is capped at a maximum remuneration amount within the meaning of section 87 a (1) sentence 2 no. 1 German Stock Corporation Act (AktG). This forms an upper limit for the sum total of the Fixed Salary and fringe benefits, and the short-term and long-term variable remuneration components. The cap refers to the sum total of all payments (including fringe benefits) resulting from the remuneration granted in one financial year. The maximum gross remuneration per financial year of each Managing Director is capped at mEUR 15.

The individually agreed maximum remuneration amount 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. Share option awards can lead to high profit takings, but options can also be forfeited, meaning that the multi-year variable remuneration can be lost entirely, especially if the target increase in share price is not achieved. Any special payments made on taking up office or severance payments made when a Managing Director leaves the Company are disregarded in calculating the maximum remuneration.

5. Detailed description of the remuneration system

5.1. Fixed remuneration components

5.1.1. Fixed Salary

The Fixed Salary is a fixed remuneration for the whole year and paid in twelve monthly installments.

5.1.2. Fringe benefits

Additionally, the Managing Directors receive payments in kind and other remuneration ("Fringe Benefits"). In addition to the provision of a company car commensurate to their position for work-related and personal use, these include insurance premiums for a Group accident insurance policy and D&O insurance with an appropriate amount of cover and an excess amount in accordance with section 40 (8) of the SE Implementation Act (SEAG) in conjunction with section 93 (2) sentence 3 German Stock Corporation Act (AktG). Allowances may further be granted for private health and nursing care insurance covering up to 50 % of the evidenced contribution but not exceeding the maximum employer contribution for statutory health and nursing care insurance.

Further, relocation expenses may be covered for newly appointed Managing Directors as well as the cost of accommodation for a period of up to six months.

Furthermore, the Administrative Board may, at its reasonable discretion, temporarily reimburse the expenses for extraordinary ancillary costs (e.g. security measures) if a significant change in circumstances thus requires. The Administrative Board also has the option of granting one-time special payments to new Managing Directors particularly in compensation for the loss of variable remuneration entitlements from a previous employment relationship caused by the move to CompuGroup Medical Management SE, or to cover the costs arising from a change of location when assuming office.

5.2. Variable remuneration components

5.2.1. Short-term variable remuneration

5.2.1.1. How the short-term variable remuneration works

The short-term variable remuneration of the Managing Directors is designed as a system of target bonuses. A Target Amount for the annual bonus is set for each Managing Director. This Target Amount applies to the assumption that performance targets will be 100 % achieved. The specific performance targets and associated target values are set before the beginning of the respective financial year. The amount of the bonus then depends on the degree of target achievement (see below for more details), but is limited to 200 % of the Target Amount (cap).

The performance targets can be divided into two target categories: Group targets and individual targets. While Group targets focus primarily on growth and profitability, the individual targets center on the respective Managing Director's area of responsibility and on ESG factors (environmental, social, governance). By taking into account individual performance targets, the Administrative Board is able to set individual incentives for Managing Directors and thereby, for example, promote the successful completion of key projects in the Managing Director's area of responsibility or the achievement of ESG goals. All performance targets are added up and interlinked. The Group targets account together for 30 % – 70 % of the total target amount, and the individual targets make up the corresponding 30 % – 70 % of that total. The precise weighting of the individual performance targets is set out by the Administrative Board prior to the start of the relevant financial year. The share of group targets will usually be higher for the CEO and the CFO than for the other Managing Directors who have direct responsibility for a specific business area.

The table below illustrates the structure of the short-term variable remuneration:

Short-term variable remuneration – basic functionality				
Target amount in EUR	Total target achievement (0 %–200 %)			Payment in cash (cap at 200 % of Target Amount)
	Group targets		Individual targets	
	Target achievement (0 %–200 %)		Target achievement (0 %–200 %)	
	Sales	Adjusted EBITDA	Including targets based on ESG, area of responsibility and other Group targets, if applicable	
	Weighting: 15 % – 35 %	Weighting: 15 % – 35 %	Weighting: 30 % – 70 %	

5.2.1.2. Performance targets for short-term variable remuneration – Group targets

The Administrative Board defines a target value for all Group targets prior to the start of the financial year. The achievement of this target value leads to a target achievement of 100 %. In addition, a threshold value as well as a maximum value is specified for each target. Target achievement levels between the threshold and target value and between the target and maximum value are interpolated on a straight-line basis.

Failure to meet the threshold value equates to a target achievement of 0 % for that specific performance target and therefore to the complete loss of the pro rata remuneration for this target. If the maximum value for a particular performance target is achieved or exceeded, this leads to a target achievement level of a maximum of 200 % (cap). Any further increase in the value of that particular performance target will not result in an increment in the target achievement level, nor may it be used to offset other performance targets with lower achievement levels.

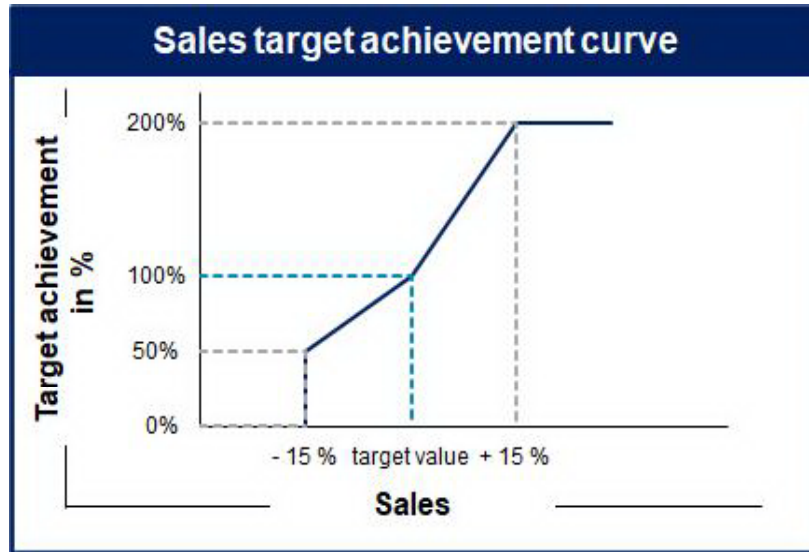
The Group targets found in the short-term variable remuneration are derived from the corporate strategy of CompuGroup Medical and specifically include revenues and adjusted EBITDA.

a. Revenues

Revenues are a key performance indicator of CompuGroup Medical and make up 15 % – 35 % of the total target achievement of the short-term variable remuneration. This performance indicator offers an insight into the ability to fulfill the primary growth target and is defined as revenues with third parties. Revenue performance includes both organic and inorganic growth. The use of revenues as a performance target underscores the growth philosophy of CompuGroup Medical and makes a significant contribution to the successful implementation of corporate strategy.

The target value for the Group target of “Revenues” equates to a target achievement level of 100 %. It is derived from the budget and is defined annually by the Administrative Board together with the specific threshold and maximum values. At the moment, the threshold and maximum values equate to missing or exceeding the target value by exactly 15 % in both cases.

The resulting target achievement curve is as follows:

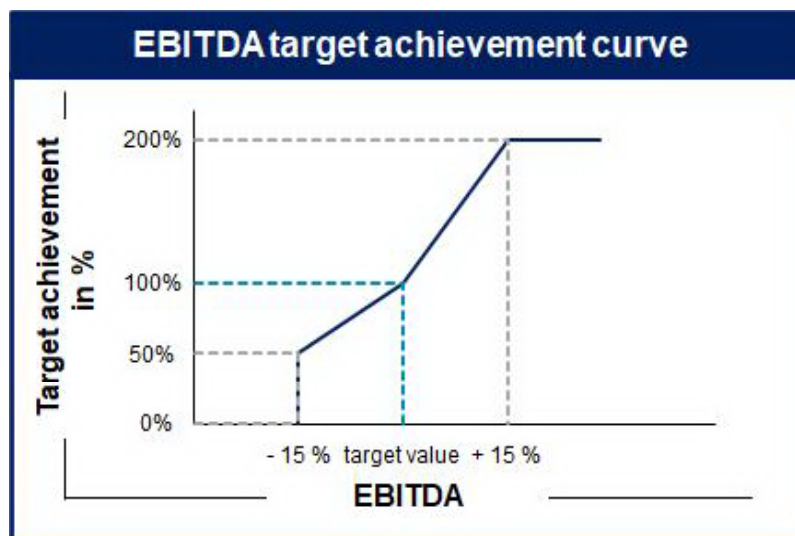


b. Adjusted EBITDA

The second Group target influencing the short-term variable remuneration is the adjusted earnings before interest, taxes, depreciation and amortization (EBITDA). Adjusted EBITDA is also weighted at 15 % – 35 %. The adjusted EBITDA is a good indicator of the ability of CompuGroup Medical to generate cash flow before taking into account expenditure for taxation, investments and financing. As a complement to revenues, this takes account of economic efficiency and incentivizes profitable growth.

The Administrative Board also sets a target value, a threshold value and a maximum value every year for the “adjusted EBITDA” Group target, where the target value is linked to budget planning for the upcoming financial year. At the moment, the threshold and maximum values equate to missing or exceeding the target value for adjusted EBITDA by exactly 15 % in both cases.

The resulting target achievement curve is as follows:



5.2.1.3. Performance targets for short-term variable remuneration – individual targets

Alongside the collective Group targets, which apply equally to all Managing Directors, individual targets are additionally used to assess and appropriately reward the respective performance of each and every Managing Director. The individual targets are also agreed on with the Managing Directors prior to the start of each financial year and are weighted at 25 % – 50 %. They contain targets relating to each Managing Director's area of responsibility as well as ESG-based targets and other Group targets. The individual business area targets place particular emphasis on success within the business area for which the Managing Director is responsible. Possible incentives for this success could be performance targets such as the development and roll-out of OneGroup tools, the establishment of an effective CTO organization or expansion of the customer platform. When selecting these targets, particular attention is paid to their relevance and measurability. In addition to targets relating to areas of responsibility, the individual targets also include ESG targets derived from the corporate and sustainability strategies. Here, the Administrative Board can set specific ESG targets prior to the start of the financial year, based on the materiality analysis. These might for example relate to the areas of data protection and information security, health protection, equality and diversity or compliance.

Where Group targets are incorporated into the individual targets, they must be linked to the Group-wide role and responsibility of the respective Managing Director and thereby incentivize their performance at Group level.

5.2.2. Long-term variable remuneration

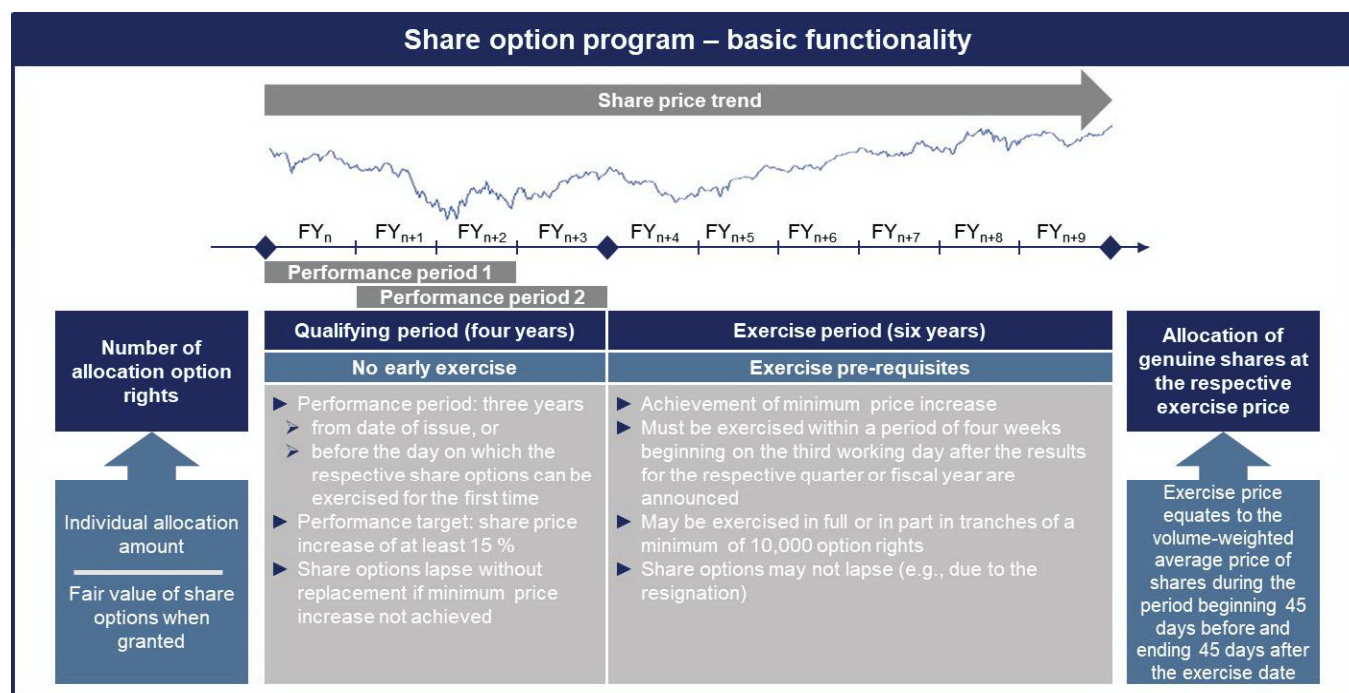
The long-term variable remuneration of the Managing Directors is granted in the form of a share option program. Under the share option program, the Managing Directors receive either subscription rights for no-par value bearer shares of CompuGroup Medical ("Share Options") on an annual basis for the respective financial year or, in one tranche, share options as a remuneration element for several years or for the entire term of the contract. The Administrative Board may, at its discretion, waive the granting of further share option awards in whole or in part for the period of a contract extension and instead provide for a comparable long-term remuneration element, which may also consist in 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 option awards wholly or partially conditional on the Managing Director having reached a certain minimum target level (e.g. 70 %) of the performance targets for the short-term variable remuneration in the year prior to the granting of the Share Options.

If the share option award is granted in one tranche for several years, the Share Options shall for purposes of (i) the waiting periods, (ii) the exercise conditions, (iii) the forfeiture provisions, (iv) the Target Amount under the target remuneration package and (v) the maximum remuneration, always be allocated proportionately and in equal parts to those years for which they are granted. Accordingly, with regard to the waiting periods, exercise conditions and forfeiture provisions, the day corresponding to the actual issue date in the year for which the Share Options are granted shall be deemed to be the grant date. Accordingly, the Target Amount of long-term variable remuneration (cf. section 4.2) is measured only on the basis of the value of the Share Options granted for the relevant year (instead of taking into account all Share Options in the year of actual issue). Likewise, for the purpose of calculating and not exceeding the maximum remuneration (cf. section 4.3), the Share Options are included in the remuneration proportionately and in equal parts for the years for which the Share Options were granted.

The number of Share Options to be granted is agreed in individual contracts by specifying a concrete number of shares or an allotment amount. In the case that an allotment amount is agreed upon, the number of Share Options is determined by dividing the individual allotment amount by the fair value of the Share Options immediately prior to the resolution of the Administrative Board on the issue of the Share Options. In compliance with the respective waiting and exercise periods (see b. for details) and with the exercise conditions (see c. for details), the Managing Directors may exercise the Share Options at the respective exercise price (see a. for details).

Linking the long-term variable remuneration to the price trend of CompuGroup Medical shares aligns the interests of the Managing Directors even more closely with those of shareholders. At the same time, the lengths of the performance period, the waiting period and the exercise period are incentives for the long-term, sustainable development of the Company. The Administrative Board may decide, at its own discretion, whether Share Options that are exercised are settled by utilizing contingent capital resolved upon for this purpose, by utilizing the Company's own shares, or in cash.

The figure below illustrates the structure of the long-term variable remuneration in the form of the share option program:



a. Exercise price

The price per share to be paid upon exercising a share option ("Exercise Price") corresponds to the volume-weighted average price of the share in the Company in the XETRA trading system (or a comparable successor to the XETRA system that fulfils the same function) of the Frankfurt Stock Exchange for a period beginning 45 calendar days before and ending 45 calendar days after the respective issue date but not less than the pro rata amount of the share in the share capital of the Company (section 9 (1) German Stock Corporation Act (AktG)). The issue date of a share option is the day on which the issue of the share option decided by the Administrative Board is communicated to the Managing Director (receipt of the declaration).

b. Waiting period, option life and exercise periods

Share Options can be exercised for the first time after the waiting period of four years has expired. The waiting period begins on the respective issue date and ends no earlier than exactly four years after the issue date (end-of-day). After expiry of the waiting period, the Managing Directors can exercise the Share Options within a period of six years (the "Option Life"). Within this period, Share Options can be exercised within four weeks of the third working day after the results of the respective quarter of the financial year have been announced (each four-week period constitutes an exercise period). Legal restrictions in line with the general regulations remain unaffected.

The Option Life can be extended by the Administrative Board as deemed appropriate where it is not possible to exercise the options before the end of their original life due to statutory regulations. The Administrative Board is also authorized to restrict the Option Life generally or on a case-by-case basis as appropriate, and in the case of such a restriction to extend it on a case-by-case basis. In addition, the Administrative Board may, by individual contract, extend the waiting period for individual Share Options already granted, in particular for Share Options granted during a previous employment period, by a period of up to four years (extended lock-up) and provide for the Share Options to be long-term variable remuneration for the financial years within the extended waiting period.

c. Exercise conditions

One condition for exercising Share Options is that the price of the Company's share has increased by at least 15 % in total ("Minimum Share Price Increase") either (i) in the period of three years from the issue date or (ii) in the period of three

years before the date on which the Share Options in question can be exercised for the first time ("Performance Period"). The relevant starting value in case (i) is the Exercise Price and in case (ii) the volume-weighted average share price of the Company in XETRA (or a system with similar functions that replaces XETRA) on the Frankfurt Stock Exchange for a time period beginning 45 calendar days prior to and ending 45 calendar days after the first day of the relevant three-year period. The relevant reference price for the calculation of the Minimum Share Price Increase is the volume-weighted average share price of the Company in XETRA (or a system with similar functions that replaces XETRA) on the Frankfurt Stock Exchange during the last three months prior to the expiry of the relevant three-year period. If the Minimum Share Price Increase is not achieved, the Share Options are forfeited without replacement. Options may be exercised in full or in part in tranches of a minimum of 10,000 Share Options. Options may also be exercised if the employment contract of the Managing Director has ended but the Share Options granted to him or her have not yet been forfeited because of the Managing Director leaving the Company (see 5.2.2. e. below). The Administrative Board may, by individual contract or in the option conditions, raise the Minimum Share Price Increase to 20 %, which is to be measured either within the above-mentioned Performance Period or for the entire waiting period.

d. Adjustments

If, during the life of Share Options, the Company increases its share capital by issuing new shares with indirect or direct subscription rights for its shareholders, or places its own shares, or issues convertible bonds or option bonds with shareholder subscription rights, the Administrative Board is authorized to grant the Managing Directors compensation in order to offset the dilution effect in part or in full. The compensation may take the form of a reduction in the Exercise Price and/or an adjustment of the number of Share Options. The beneficiaries have no entitlement to economic equalization or indemnification, however. The Administrative Board further reserves the right, in the event of extraordinary circumstances, to use its proper discretion to adjust the economic value of the Share Options. Should the Annual General Meeting of CompuGroup Medical resolve to issue other or additional performance targets for the granting of Share Options, the exercise conditions for new Share Options to be issued to Managing Directors shall always be based on these resolutions of the Annual General Meeting, and the performance targets and conditions defined by the Annual General Meeting shall in this respect also be deemed to be part of this remuneration system.

e. Rules governing forfeiture on leaving the Company

On termination of an employment contract, all Share Options not yet granted for the period subsequent to the Managing Director leaving the Company are forfeited. Where the contract of the Managing Director was continued for at least two years, the share option program for the Share Options already awarded will continue to operate in the event of termination according to the original terms and conditions if and to the extent that (A) the Share Options are not forfeited on a pro rata basis in accordance with the provision in the preceding sentence and (B) the Share Options were granted at least 12 months prior to the termination of the employment contract and may be exercised within the framework of the rules of the share option program unless the Managing Director (i) leaves office without good cause as laid out in section 626 German Civil Code (BGB), (ii) declines to accept a contract extension with substantially similar terms or does not receive an offer of such a contract extension because of good cause for which the Managing Director is responsible within the meaning of section 84 (3) German Stock Corporation Act (AktG), (iii) is removed for good cause for which he or she is responsible within the meaning of section 84 (3) German Stock Corporation Act (AktG), or (iv) has his or her employment contract terminated by the Company for good cause within the meaning of section 626 (1) German Civil Code (BGB). The Share Options awarded for the previous years and on a pro rata temporis basis for the year of leaving the Company can continue to be exercised within the framework of the provisions of the share option program upon retirement, or in the case of leaving due to permanent disability for service or invalidity or death.

On termination of the employment contract or dismissal as Managing Director for good cause for which the Managing Director is responsible within the meaning of section 626 (1) German Civil Code (BGB) or section 84 (3) German Stock Corporation Act (AktG), any Share Options not yet exercised or vested will be forfeited without compensation on the day the Managing Director leaves the Company.

6. Remuneration-related transactions

6.1. Employment contract terms

The employment contracts of the Managing Directors have a maximum fixed term of five years. In the event that the appointment is revoked by the Administrative Board, such employment contracts end upon expiry of the statutory period of notice pursuant to section 622 (2) of the German Civil Code (BGB). The term of the contract for new appointees

is three years at most.

There is no ordinary right to termination; this does not affect the right of both parties to extraordinary termination for good cause in accordance with section 626 (1) German Civil Code (BGB).

6.2. Mid-year appointment and leaving the Company in the course of the year

If a Managing Director is appointed for the first time during the course of a financial year or leaves the Company mid-year, the total remuneration including the one-year variable remuneration and the allotment amount specified by the share option program will be reduced on a pro rata temporis basis corresponding to the length of service in the relevant financial year. In certain circumstances, Share Options that have been awarded but not yet exercised or unvested Share Options may be forfeited without compensation (see 5.2.2.e. above).

6.3. Secondary employment, internal supervisory and administrative board positions

If Managing Directors take up positions on other supervisory or administrative boards within the CompuGroup Medical Group, any remuneration paid and received for such office must be transferred to the Company.

The acceptance of secondary employment outside the CompuGroup Medical Group requires the prior consent of the Administrative Board. When giving consent, the Administrative Board will decide whether any remuneration paid for such secondary employment is offset against the remuneration for the work as Managing Director.

6.4. Malus and clawback provisions

The contracts of the Managing Directors contain provisions on withholding short-term variable remuneration components (malus) or reclaiming already paid out short-term variable remuneration components (clawback).

Such a reducing or withholding or reclaiming all or part of the short-term variable remuneration may be imposed as a consequence for a breach of the employment contract justifying extraordinary termination or an intentional or grossly negligent breach of essential due diligence requirements within the meaning of section 40 (8) of the SE Implementation Act (SEAG) in conjunction with section 93 (2) sentence 1 German Stock Corporation Act (AktG) ("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 2 German Stock Corporation Act (AktG) remains unaffected.

6.5. Benefits in the case of early dismissal/termination of employment contract

The Managing Director's employment contracts contain provisions according to which payments made due to early dismissal of a Managing Director or due to early termination of the employment contract without a good cause for which the Managing Director is responsible may not exceed the remuneration for the remaining term of the employment contract until its ordinary termination date and according to which such payments are limited to a maximum of two years' total remuneration ("Severance Pay Cap"). The underlying total annual remuneration is based on the remuneration (both fixed and variable remuneration) paid in the last full financial year and potentially also on the total annual remuneration (both fixed and variable remuneration) expected for the current financial year. Open variable remuneration components referring to the period prior to the Managing Director leaving the Company are paid in accordance with the targets and parameters for comparison originally agreed upon and with the due dates or holding periods specified in the contract.

There is no entitlement to a severance payment if the early dismissal or termination of the employment contract occurs due to good cause for which the Managing Director is responsible. This also applies where the Managing Director resigns and this does not occur for reasons for which CompuGroup Medical or CompuGroup Medical Management SE are responsible.

6.6. Change of control

The employment contracts of the Managing Directors provide for a special right of termination in the event of a "Change of Control" if (i) the person acquiring control significantly restricts the powers of the Managing Director within a period of six months after the change of control, or (ii) the remaining term of the Managing Director's employment contract is less than two years and the Managing Director is not made a legally binding offer to extend his or her employment contract by at least two more years from the date of this offer under at least comparable economic conditions. In case this special right of termination is exercised, the Managing Directors are entitled to a severance payment, which is subject to a cap. This cap is set at a maximum of 150 % of the fixed and short-term variable remuneration components up to the ordinary termination date of the employment contract, whereby the short-term variable remuneration is calculated on the basis of an assumed target achievement of 100 % and for a period not exceeding two years. Where the Managing Director makes use of their special right of termination in a case of Change of Control, the Share Options already granted remain in place and become vested. The same applies if the Managing Director is dismissed within a period of six months after the time of the Change of Control event without good cause for which the Managing Director is responsible.

A Change of Control event shall be deemed to exist if an acquirer (other than CompuGroup Medical) acquires a controlling influence over CompuGroup Medical Management SE or if CompuGroup Management SE ceases to be general partner of CompuGroup Medical.

6.7. Non-competition clause

Managing Directors are subject to a comprehensive non-competition clause for the duration of their office.

In addition, the employment contracts include a post-contractual non-competition agreement for a period of 12 months. A compensation payment is granted for the duration of the post-contractual non-competition agreement. This amounts to 50 % of the last fixed annual salary drawn and the last annual bonus actually awarded.

Any severance payments will be offset against the compensation.

6.8. Temporary incapacity for work

If a Managing Director is temporarily unable to work, he or she will receive continued payment of the Fixed Salary and short-term variable remuneration on a pro rata temporis basis for a period of four months but not past the termination date of the employment contract.

6.9. Permanent incapacity for work, and death, retirement

If the Managing Director dies or becomes permanently unable to work, the Fixed Salary and the one-year variable remuneration will continue to be paid on a pro rata temporis basis for a period of three months after the end of the month in which the Managing Director left active service. In the event of death, payment is made to the surviving dependents.

7. Temporary deviation from the Managing Directors' 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 interests of the long-term development of the Company. Such deviations may be necessary to ensure adequate incentives in the event of a severe corporate or economic crisis, for example. These extraordinary circumstances underlying and necessitating a deviation must be ascertained by a resolution of the Administrative Board. However, generally unfavorable market trends are not sufficient grounds to justify a deviation from the remuneration system due to special and extraordinary circumstances.

The components of the remuneration system that can be deviated from under these circumstances are the procedure, the provisions governing the structure and amount of remuneration, the financial and non-financial performance criteria, and the principles of assessment as well as the threshold, target and maximum values of the individual remuneration components. In such cases, the Administrative Board may also temporarily grant additional remuneration components or replace individual remuneration components with other remuneration components or deviate from the maximum remuneration, insofar as this is necessary to restore an appropriate level of incentive for the remuneration of the Managing Directors. Regardless of any deviation from the remuneration system, the remuneration as such and its structure must continue to target the long-term, sustainable development of the Company and be in proportion to the success of the Company and the performance of the Managing Directors.

Further information and notes

I. TOTAL NUMBER OF SHARES AND VOTING RIGHTS

At the time of convening the Annual General Meeting, the company's share capital amounts to EUR 53,734,576.00 and is divided into 53,734,576 no-par value registered shares, each granting one vote. This total number includes 1,500,000 treasury shares held by the company as at the date of the convocation; pursuant to section 71b German Stock Corporation Act (AktG), the company does not have any rights in respect of these treasury shares.

II. REQUIREMENTS FOR EXERCISING THE RIGHTS OF SHAREHOLDERS IN CONNECTION WITH THE VIRTUAL ANNUAL GENERAL MEETING, IN PARTICULAR VOTING RIGHTS

In accordance with section 1 (2) of the COVID-19 Measures Act, the general partner has resolved with the approval of the Supervisory Board to hold the Annual General Meeting as a virtual general meeting without the physical presence of the shareholders or their authorized representatives (with the exception of proxies appointed by the company).

1. Registration

According to Article 23 (1) of the Articles of Association, only those shareholders who are entered in the company's share register on the day of the Annual General Meeting and who have registered in good time before the Annual General Meeting are entitled to exercise the rights of shareholders in connection with the virtual Annual General Meeting, in particular voting rights.

Registration must be received by the company in German or English by **24:00 (CEST) on May 12, 2022** either in writing

– at

CompuGroup Medical SE & Co. KGaA
c/o Computershare Operations Center
80249 Munich, Germany or

– by e-mail to

anmeldestelle@computershare.de or

– electronically online via the company's investor portal ("**CGM Investor Portal**") at www.cgm.com/agm

or by transmission via intermediaries in accordance with the requirements of section 67c German Stock Corporation Act (AktG). To register online via 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 will be sent an initial password along with their invitation to the Annual General Meeting. As described in more detail in IV.2 below, authorized representatives receive their own access data.

In accordance with the legal requirements, shareholders who are only entered in the share register after the beginning of April 28, 2022, will not receive an invitation to the Annual General Meeting unless they specifically request it, and will therefore not receive access data for the CGM Investor Portal. You can, however, request the invitation letter with access data for the CGM Investor Portal from one of the above addresses for registration by post or e-mail.

Please note that unforeseen delays may affect the transmission via intermediaries at present, as the provision of the necessary electronic systems and precautions is not yet consistently guaranteed by all intermediaries. This also applies in particular to the transmission of postal votes (for more details, please refer to IV.1.b)) and of powers of attorney and instructions to the proxies appointed by the company (for more details, please refer to IV.3.e)) via intermediaries. There is also the possibility of delays in postal traffic caused in particular by the current developments in the COVID-19 pandemic. We therefore recommend that you register by e-mail or online.

2. Notes on re-registration freeze

- a) In relation to the company and with regard to exercising rights in connection with the virtual Annual General Meeting, only those shareholders who are entered as such in the share register are deemed to be shareholders. The status of the information entered in the share register on the day of the Annual General Meeting is definitive in determining the number of voting rights a shareholder is entitled to. Please note, however, that for technical reasons a re-registration freeze will apply from and including May 13, 2022 to and including the day of the Annual General Meeting on May 19, 2022, i.e., no entries or deletions will be made in the share register. The key date for technical processing is therefore **May 12, 2022, 24:00 (CEST)** ("Technical Record Date").
- b) Shares are not locked or blocked by registering for the Annual General Meeting. Shareholders can therefore continue to freely dispose of their shares even after they have registered for the Annual General Meeting and regardless of the freeze on share re-registration.

3. Notes on postal voting

Shareholders or their authorized representatives can exercise their voting rights in connection with the virtual Annual General Meeting by means of a postal vote. This requires the shareholder to be entered in the share register on the day of the Annual General Meeting and properly registered in time for the deadline.

For details on voting by post, please refer to the section "Procedure for voting by postal vote".

4. Notes on voting by proxy

Shareholders or their authorized representatives can exercise their voting rights in connection with the virtual Annual General Meeting not only by postal vote, but also via a (sub-) authorized representative, such as a bank, a shareholders' association, or another representative, e.g., a proxy nominated by the company. When voting by proxy, the shareholder is also required to be entered in the share register on the day of the Annual General Meeting and the shareholder must register in due time and form.

For details on the authorization procedure, please refer to the sections "Procedure for voting by proxy" and "Procedure for voting by company proxy".

III. ONLINE BROADCAST OF THE VIRTUAL ANNUAL GENERAL MEETING

Shareholders or their authorized representatives can follow the entire virtual Annual General Meeting through video and audio via the CGM Investor Portal at www.cgm.com/agm. An individual access code is required for this in addition to the 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 April 28, 2022 (start of day) will be sent an initial password together with the letter of invitation to the Annual General Meeting. As described in more detail in IV.2 below, authorized representatives receive their own access data.

IV. PROCEDURE FOR VOTING

After proper registration, shareholders or their authorized representatives can exercise their voting rights by postal vote. However, they can also have their voting rights exercised by (sub-) authorized representatives, in particular by a proxy appointed by the company.

1. Procedure for voting by postal vote

Voting by postal vote can only be carried out (i) by electronic postal voting via the online CGM Investor Portal or (ii) in accordance with the requirements of section 67c German Stock Corporation Act (AktG) by means of transmission via intermediaries.

- a) Electronic postal voting via the **CGM Investor Portal** can be carried out in accordance with the procedure established by the company up to the **start of the counting of votes** at the virtual Annual General Meeting. The CGM Investor Portal can be accessed via the website at 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 April 28, 2022 (start of day) will be sent an initial password together with the letter of invitation to the Annual General Meeting. As described in more detail in IV.2 below, authorized representatives receive their own access data.
- b) In accordance with the requirements of section 67c German Stock Corporation Act (AktG), postal votes may also be transmitted to the company via intermediaries by **May 18, 2022, 24:00 (CEST)**. The time of receipt of the postal votes by the company is decisive. This also applies to the modification or revocation of postal votes by way of intermediary transmission.
- c) Postal votes can be changed or revoked in the CGM Investor Portal up to the beginning of the vote count at the virtual Annual General Meeting. This possibility also exists for postal votes submitted in due time by means of transmission via intermediaries in accordance with the requirements of section 67c German Stock Corporation Act (AktG).
- d) If declarations on the submission or modification of postal votes are received in due time via more than one of the two permissible means of transmission (i) CGM Investor Portal and (ii) subject to the requirements of section 67c German Stock Corporation Act (AktG) through intermediaries and are not revoked, the declaration received via the CGM Investor Portal shall be deemed binding, irrespective of the time of receipt. If several postal votes are received in due time by the same means of transmission and are not revoked, the declaration received last in time shall be binding.
- e) Voting by postal vote on Agenda item 2 of this convocation also applies in the event that the proposal for the appropriation of profits is adjusted as a result of a change in the number of dividend-bearing shares.
- f) If a separate vote takes place on an item on the agenda instead of a collective vote, the postal vote cast for this item on the agenda applies to each separate item of the vote.
- g) Postal votes can be revoked by the means specified in lit. b) and c) within the deadlines specified therein. The order of the transmission channels according to lit. d) does not apply to the declaration of revocation. Therefore, the transmission of a later vote shall not be deemed to be a revocation of a previous vote.
- h) Intermediaries within the meaning of section 135 (1) German Stock Corporation Act (AktG) and persons or institutions equivalent to them according to section 135 (8) German Stock Corporation Act (AktG) (e.g., a shareholders' association) may also use postal votes provided that the set deadlines are met.

2. Procedure for voting by proxy

Shareholders who do not wish to exercise their voting rights by postal vote themselves but rather through an authorized representative must grant them power of attorney prior to voting. Please note the following:

- a) If neither an intermediary within the meaning of section 135 (1) German Stock Corporation Act (AktG) nor another person or institution (such as a shareholders' association) that is equivalent to them according to section 135 (8) German Stock Corporation Act (AktG) is authorized, the power of attorney is to be granted either
 - aa) to the company
 - in writing to
CompuGroup Medical SE & Co. KGaA
c/o Computershare Operations Center
80249 Munich, Germany or
 - in writing by e-mail to
anmeldestelle@computershare.de or
 - in accordance with the requirements of section 67c German Stock Corporation Act (AktG) by transmission via intermediaries
 - or
 - bb) in writing directly to the authorized representative (in this case the authorization must be verified to the company in writing or in accordance with the requirements of section 67c German Stock Corporation Act (AktG) by means of transmission via intermediaries).

The same applies to withdrawal of the power of attorney. As soon as the power of attorney has been granted or verified to the company, the authorized representatives receive their own access data with which they can exercise rights in connection with the virtual Annual General Meeting online on the CGM Investor Portal at www.cgm.com/agm.

Shareholders and their authorized representatives can submit proof of authorization or the withdrawal of power of attorney in writing to one of the addresses specified under aa) above for the granting of power of attorney to the company or through intermediaries in accordance with the requirements of section 67c German Stock Corporation Act (AktG).

- b) The power of attorney can also be granted or withdrawn via the **CGM Investor Portal** in accordance with the company's procedure up to the **start of the counting of votes** at the virtual Annual General Meeting. An individual access code is required for this in addition to the 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 April 28, 2022 (start of day) will be sent an initial password together with the letter of invitation to the Annual General Meeting. The possibility of withdrawing powers of attorney in the CGM Investor Portal also exists for powers of attorney granted or verified by post, e-mail or by means of transmission via intermediaries in accordance with the requirements of section 67c German Stock Corporation Act (AktG).
- c) The authorization of intermediaries within the meaning of section 135 (1) German Stock Corporation Act (AktG) and other persons and institutions equivalent to them according to section 135 (8) German Stock Corporation Act (AktG) (e.g., shareholders' associations) as well as the withdrawal and verification of such authorization, is subject to the statutory provisions, in particular section 135 German Stock Corporation Act (AktG). Please also observe rules prescribed by the respective authorized representative.

- d) Intermediaries within the meaning of section 135 (1) German Stock Corporation Act (AktG) and other persons and institutions equivalent to them according to section 135 (8) German Stock Corporation Act (AktG) (e.g., shareholders' associations) may only exercise voting rights for shares that do not belong to them but for which they are entered as owners in the share register on the basis of power of attorney.
- e) Please refer your authorized representatives to the information on data protection listed in section VII below.

3. Procedure for voting by company proxy

Shareholders or their authorized representatives may also be represented by proxies appointed by the company when casting their votes in connection with the virtual Annual General Meeting. Please note the following:

- a) Company proxies may only vote on agenda items for which they have been given express instructions for exercising the voting right. Company proxies are required to vote in accordance with the instructions given to them.
- b) Please note that company proxies (i) do not accept mandates to file objections to resolutions of the Annual General Meeting or to put forward questions or propose motions, and that they (ii) are only available to vote on motions and nominations for which resolutions are proposed by the general partner and/or the Supervisory Board in accordance with sections 283 No. 6, 124 (3) German Stock Corporation Act (AktG) or by shareholders in accordance with sections 124 (1), 122 (2) sentence 2 German Stock Corporation Act (AktG) that have been published in this convocation or subsequently or which have been made available in accordance with sections 126, 127 German Stock Corporation Act (AktG).
- c) Powers of attorney and instructions to the company proxies may be issued, amended, or revoked in writing at one of the addresses specified in section IV.2 a) aa) for issuing powers of attorney **by post or e-mail** until **May 18, 2022, 24:00** (CEST). In all of these cases, the time of receipt by the company of the power of attorney or instructions, the amendment or the revocation is decisive.
- d) The **online CGM Investor Portal** can be used to issue powers of attorney and instructions to company proxies in accordance with the procedure laid down by the company up until the **start of the vote count** at the Annual General Meeting. The CGM Investor Portal can be accessed via the website at 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 April 28, 2022 (start of day) will be sent an initial password together with the letter of invitation to the Annual General Meeting. As described in more detail in IV.2 below, authorized representatives receive their own access data.
- e) Powers of attorney and instructions to company proxies may also be granted, amended, or withdrawn by means of transmission via intermediaries in accordance with the requirements of section 67c German Stock Corporation Act (AktG) by **May 18, 2022, 24:00** (CEST). The time of receipt by the company of the power of attorney or instruction, the modification or the withdrawal is decisive.
- f) Up until the beginning of the vote count in the virtual Annual General Meeting, powers of attorney and instructions that have already been issued to company proxies can be changed or withdrawn online on the CGM Investor Portal. This possibility also applies to powers of attorney and instructions issued to company proxies within the stated deadline by post, e-mail or by means of transmission via intermediaries in accordance with the requirements of section 67c German Stock Corporation Act (AktG).

- g) If declarations on the submission or modification of postal votes (for more details, please refer to IV.1.) or declarations on the granting or modification of powers of attorney and instructions to the proxies nominated by the company are received in due time by several of the permissible means of transmission (i) post, (ii) e-mail, (iii) CGM Investor Portal and (iv) subject to the requirements of section 67c German Stock Corporation Act (AktG) via intermediaries (post and e-mail are only permissible means of transmission for powers of attorney and instructions to the company proxies, not for postal votes) and are not revoked, the declarations will be taken into account in the following order of channels of transmission, irrespective of the time of receipt: (i) CGM Investor Portal, (ii) subject to the requirements of section 67c German Stock Corporation Act (AktG) via intermediaries, (iii) e-mail, (iv) post. If postal votes as well as powers of attorney and instructions to the company proxies that are not revoked are received by the same (permissible) means of transmission within the deadline, the postal votes shall be given priority. If several powers of attorney and instruction to company proxies are received in due time by the same means of transmission and are not revoked, the declaration received last in time shall be binding.
- h) Instructions to company proxies on Agenda item 2 of this convocation also apply in the event that the proposal for the appropriation of profits is adjusted as a result of a change in the number of shares entitled to dividends.
- i) If a separate vote is conducted on an item on the agenda instead of a collective vote, the instruction for this item on the agenda applies to each separate item of the vote.
- j) Revocation of powers of attorney and instructions to the company proxies may be declared by the means specified in lit. c) to f) within the deadlines specified therein. The order of the transmission channels according to lit. g) does not apply to the declaration of revocation. Therefore, the transmission of a later vote shall not be deemed to be a revocation of a previous vote.
- k) Intermediaries within the meaning of section 135 (1) German Stock Corporation Act (AktG) or other persons or institutions equivalent to them according to section 135 (8) German Stock Corporation Act (AktG) (e.g., a shareholders' association) may also use the proxies appointed by the company provided that the set deadlines are met.

4. Registration and authorization forms

Registration and authorization can be carried out in particular by completing the form that is sent to the shareholders with the registration documents, but also in any of the ways described above in sections II.1, IV.2 and IV.3. A power of attorney form is also available on the company's website at www.cgm.com/agm.

If you want to authorize an intermediary within the meaning of section 135 (1) German Stock Corporation Act (AktG) or another equivalent person or institution (such as a shareholders' association) in accordance with section 135 (8) German Stock Corporation Act (AktG), please agree with the authorized representative on the method by which power of attorney is to be granted.

V. SHAREHOLDERS' RIGHTS AND OPTIONS

Before and during the virtual Annual General Meeting, shareholders are entitled to rights and options including the following. Further details can be found online at www.cgm.com/agm.

1. Additions to the agenda

In accordance with section 122 (2) German Stock Corporation Act (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 send a respective request 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) German Stock Corporation Act (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.

Any such request must be received by the company at least 30 days before the meeting, i.e., no later than **24:00 (CEST) on April 18, 2022**. In accordance with section 122 (2) and (1) sentence 3 German Stock Corporation Act (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.

Any additions to the agenda to be announced will be published in the Federal Gazette immediately upon receipt of the request and, in accordance with section 121 (4a) German Stock Corporation Act (AktG), forwarded for publication to media it is assumed will disseminate the information throughout the European Union. They will also be published on the company's website at www.cgm.com/agm and communicated to shareholders.

2. Countermotions; nominations

According to section 126 (1) German Stock Corporation Act (AktG), each 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, 2022, 24:00 (CEST)**

- by post to
CompuGroup Medical SE & Co. KGaA
Hauptversammlungen
Maria Trost 21
56070 Koblenz
Germany or
- by e-mail to
hv@cgm.com or
- in accordance with the requirements of section 67c German Stock Corporation Act (AktG) by transmission via 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, 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) German Stock Corporation Act (AktG) are met.

In accordance with section 127 German Stock Corporation Act (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) German Stock Corporation Act (AktG), the general partner does not need to make an election nomination available if the proposal does not contain the candidate's name, occupation, or 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 German Stock Corporation Act (AktG).

Motions or nominations by shareholders that must be made available in accordance with section 126 German Stock Corporation Act (AktG) or section 127 German Stock Corporation Act (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

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. The right to submit questions exists only for shareholders who have registered in good time for the virtual Annual General Meeting in accordance with the stipulations outlined above (in II.1.), and their authorized representatives.

Questions must be submitted via the CGM Investor Portal by **May 17, 2022, 24:00 (CEST)**. The CGM Investor Portal can be accessed via the website at 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 April 28, 2022 (start of day) will be sent an initial password together with the letter of invitation to the Annual General Meeting. As described in more detail in IV.2 below, 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 at 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 or authorized representatives object to being mentioned by name.

4. Opportunity to object

In accordance with section 1 (2) No. 4 COVID-19 Measures Act, shareholders who have exercised their voting rights by postal vote or by appointing an authorized representative 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 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 April 28, 2022 (start of day) will be sent an initial password together with the letter of invitation to the Annual General Meeting. As described in more detail in IV.2 below, authorized representatives receive their own access data.

VI. INFORMATION AND DOCUMENTS ON THE ANNUAL GENERAL MEETING; WEBSITE

This convocation of the Annual General Meeting, the documents to be made available to the Annual General Meeting, including the information required in accordance with section 124a German Stock Corporation Act (AktG), motions from shareholders and further explanations of the rights and options of the shareholders, are available on the company's website (www.cgm.com/agm). All documents required by law to be made available to the Annual General Meeting may be accessed there during the Annual General Meeting.

VII. INFORMATION ON DATA PROTECTION

As the responsible authority within the terms of data protection law, CompuGroup Medical SE & Co. KGaA processes personal data (e.g., name, date of birth, address, possibly e-mail address, number of shares and type of ownership of the shares) of shareholders and their authorized representatives in connection with the virtual Annual General Meeting on the basis of the applicable data protection law in order to prepare, conduct and document the Annual General Meeting in the form required by law.

The processing of personal data is essential for the preparation and performance of the Annual General Meeting. The legal basis for processing is Article 6 (1)(c) of the General Data Protection Regulation (GDPR) and section 67e (1) German Stock Corporation Act (AktG).

The service providers commissioned to organize the Annual General Meeting only receive personal data from CompuGroup Medical SE & Co. KGaA that is required in order to perform their service. The service providers process the data on the basis of a contract with CompuGroup Medical SE & Co. KGaA and exclusively in accordance with the instructions of CompuGroup Medical SE & Co. KGaA. In addition, personal data is made available to shareholders and shareholders' representatives in connection with the virtual Annual General Meeting within the framework of the statutory provisions. It is possible that shareholders and authorized representatives who submit questions may be mentioned by name during the answering of questions at the virtual Annual General Meeting unless they have expressly objected to being named. This data processing may be necessary to safeguard the legitimate interest of the other shareholders in finding out the name of a person putting forward a question and gaining a better understanding of the question afterwards. The legal basis for this data processing is Article 6 (1)(f) GDPR and section 67e (1) German Stock Corporation Act (AktG).

The company stores the personal data in connection with the virtual Annual General Meeting in accordance with legal obligations. The data is regularly deleted after three years, provided that it is no longer required for any disputes about the passing or effectiveness of resolutions of the Annual General Meeting. If the company learns that a shareholder is no longer a shareholder in the company, their personal data will on principle be stored for a maximum of another twelve months, provided the data is no longer required for any disputes about the passing or effectiveness of resolutions of the Annual General Meeting.

In accordance with the legal requirements, the shareholders and authorized representatives have the right to access, correction, restriction, objection, and erasure at any time with regard to the processing of their personal data, as well as a right to data portability according to Chapter III of the GDPR and according to section 67e (4) German Stock Corporation Act (AktG). Shareholders and authorized representatives may assert these rights free

of charge against the company using the following contact details:

- CompuGroup Medical SE & Co. KGaA
Data Protection Officer
Hans-Josef Gerlitz
Maria Trost 21
56070 Koblenz
Germany

or

- by phone on
+49 (0)261 8000 1667

or

- by e-mail to
HansJosef.Gerlitz@cgm.com.

Shareholders and authorized representatives can also use this contact information to contact the company's data protection officer. In addition, shareholders and authorized representatives have the right to lodge a complaint with the data protection supervisory authorities in accordance with Article 77 GDPR.

Koblenz, April 2022

CompuGroup Medical SE & Co. KGaA

CompuGroup Medical Management SE as general partner



CompuGroup
Medical

CompuGroup Medical SE & Co. KGaA

Maria Trost 21
56070 Koblenz
Germany

www.cgm.com