

## **Annex to agenda item 11 – Remuneration system for the members of the Supervisory Board**

### **Contribution of the remuneration to promoting the business strategy and long-term development of CompuGroup Medical SE & Co. KGaA**

In terms both of its structure and its amount, the remuneration of the Supervisory Board recognizes the demands of the position as Supervisory Board member of CompuGroup Medical SE & Co. KGaA, in particular the concomitant time commitment and the concomitant level of responsibility. The remuneration follows the conventional structure for the market, and its amount – including in comparison to the remuneration of Supervisory Board members of comparable listed companies in Germany – is proportionate to the duties of the members of the Supervisory Board and to the situation of CompuGroup Medical SE & Co. KGaA. The remuneration makes it possible to attract suitable well-qualified candidates for the office of Supervisory Board member. As a result, the remuneration of the Supervisory Board helps enable the Supervisory Board as a whole to properly and competently fulfill its obligations to monitor and advise the general partner. Limiting the remuneration to a fixed component also supports these tasks of the Supervisory Board. The restriction creates an incentive for the members of the Supervisory Board to question the general partner's management appropriately in the execution of their monitoring and advisory duties without focusing primarily on the development of operational indicators. Together with the general partner, the Supervisory Board thus promotes both the business strategy and the long-term development of CompuGroup Medical SE & Co. KGaA. The limitation to fixed remuneration also corresponds to proposal G.18 Sentence 1 of the German Corporate Governance Code.

### **Remuneration components**

The fixed annual remuneration of the members of the Supervisory Board is EUR 80,000.00 for the Chairman of the Supervisory Board, EUR 60,000.00 for the Vice Chairman of the Supervisory Board and EUR 40,000.00 for each other member of the Supervisory Board.

In addition, the members of the Supervisory Board will receive an annual remuneration of EUR 10,000.00 for membership of a Supervisory Board committee, with the chairman of a committee receiving the amount of EUR 20,000.00. In this way, the remuneration of the members of the Supervisory Board meets recommendation G.17 of the German Corporate Governance Code, according to which the greater time commitment of the Chairman and Vice Chairman of the Supervisory Board and that of the chairman and members of committees should be properly recognized. If a fiscal year does not cover a full calendar year or if a member of the Supervisory Board has only been a member of the Supervisory Board or a committee during a part of the fiscal year, their respective remuneration is to be paid on a pro rata temporis basis.

In addition, the Company provides the members of the Supervisory Board with an appropriate amount of D&O insurance cover. Furthermore, the members of the Supervisory Board are also reimbursed for expenses incurred in the exercise of their office, including value added tax.

The Company's Supervisory Board members sent by the Supervisory Board to the Joint Committee receive additional annual remuneration of EUR 10,000.00 for their work on the Joint Committee.

#### **Processes for determining, implementing and monitoring the remuneration system**

The Annual General Meeting determines the remuneration of the Supervisory Board on the proposal of the general partner and the Supervisory Board in the Articles of Association or by resolution. The current remuneration of the Supervisory Board is regulated in Section 15 of the Articles of Association of CompuGroup Medical SE & Co. KGaA. The additional remuneration for the members of the Supervisory Board sent to the Joint Committee by the Supervisory Board is regulated in Section 20 (3) of the Articles of Association of CompuGroup Medical SE & Co. KGaA.

The Annual General Meeting resolves upon the remuneration of the Supervisory Board at least every four years. It is permissible to resolve upon a confirmation of the existing remuneration at this point. In preparation for the resolution of the Annual General Meeting, the general partner and the Supervisory Board each examine whether the remuneration of the Supervisory Board continues to be in the interests of CompuGroup Medical SE & Co. KGaA and is appropriate with particular regard to its amount and structure. If necessary, the general partner and the Supervisory Board will propose a suitable adjustment of the remuneration to the Annual General Meeting