

# CompuGroup Medical

## Remuneration Report 2021



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## 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.

For ease of reading, the masculine form is used in this report when referring to persons. It is representative of persons of any gender..

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

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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.

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## **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 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. 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).

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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.

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## **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



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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 (Karenzenschädigung) 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.

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

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.

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**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.

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## 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. Dirk Wössner	01.01.2021	CEO	800	10	810	846	22.521	0	23.367	24.177	3%	97%	810
Frank Brecher	01.04.2015	CTO	400	20	420	172	-68	0	104	524	80%	20%	579
Dr. Eckart Pech	01.11.2019	CHS	400	18	418	369	0	0	369	787	53%	47%	722
Michael Rauch	01.08.2019	CFO	425	19	444	522	0	0	522	966	46%	54%	1.147
Hannes Reichl	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				
Frank Gotthardt	31.12.2020	CEO	0	0	0	0	-2.833	0	-2.833	-2.833	n/a	n/a	3.289
Dr. Ralph Körfgen	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 mEUR 3.3. 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 Körfgen receives a cash compensation payment of mEUR 2.3 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 group 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.

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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
Stefan Weinmann (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
Volkens, Bettina, Dr. (from June 18, 2020)		40
Ayfer Basal (from September 30, 2021), employee representative		12
Frank Betz (from September 30, 2021), employee representative		12
Adelheid Hegemann (from September 30, 2021), employee representative		10
Lars Johnke (from September 30, 2021), IG Metall		12
Julia Mole from January 15, 2021), ver.di		38
<b>Gesamt</b>		<b>428</b>

## 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
Andreas Wiese (from January 15, 2021 until September 30, 2021)		34
<b>Gesamt</b>		<b>187</b>

## 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. Dirk Wössner		0
<b>Gesamt</b>		<b>300</b>

# REMUNERATION REPORT

## 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
<b>Managing Directors as at Dec 31, 2021</b>				
Dr. Dirk Wössner (CEO, from January 1, 2021)	n/a	n/a	n/a	n/a
Frank Brecher (CTO, from April 1, 2015)	53%	-7%	27%	-32%
Michael Rauch (CFO, from August 1, 2019)	n/a	n/a	222%	-28%
Hannes Reichl (from November 1, 2018)	n/a	523%	10%	3%
Dr. Eckart Pech (from November 1, 2019)	n/a	n/a	452%	2%
<b>Former Managing Directors</b>				
Frank Gotthardt (until December 31, 2020)	189%	-9%	40%	-150%
Dr. Ralph Körfgen (until October 31, 2021)	n/a	534%	-5%	294%
<b>Supervisory Board as at December 31, 2021</b>				
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%
Volkens, Bettina, Dr. (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
<b>Former members of the Supervisory Board</b>				
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%
Andreas Wiese (from January 15, 2021 until September 30, 2021)	n/a	n/a	n/a	n/a

# REMUNERATION REPORT

	Change 2018 vs. 2017	Change 2019 vs. 2018	Change 2020 vs. 2019	Change 2021 vs. 2020
<b>Administrative Board until December 31, 2021</b>				
Gotthardt, Frank (from June 18, 2020)	n/a	n/a	n/a	n/a
Dr. Esser, Klaus (from 2003 member of Supervisory Board CompuGroup 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
<b>Key performance indicators</b>				
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%
<b>Average remuneration of the workforce</b>				
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 REPORT

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## 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.

# INDEPENDENT AUDITOR'S REPORT

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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

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Wirtschaftsprüfer

gez. Palm

Wirtschaftsprüfer

# IMPRINT

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