

Update of the declaration of compliance
by the Management Board and the Supervisory Board of CompuGroup Medical SE
with the recommendations of the German Corporate Governance Code
in accordance with section 161 AktG

The Management Board and the Supervisory Board of CompuGroup Medical SE last issued a declaration of compliance in accordance with section 161(1) of the *Aktiengesetz* (AktG – German Stock Corporation Act) on January 23, 2020. This declaration is hereby amended and updated as follows:

Item 4.2.3(2) of the Code:

In accordance with Item 4.2.3(2) of the Code as amended February 7, 2017 (announced on April 24, 2017), there should be caps on the amount of the overall remuneration of the Management Board of the company and on variable remuneration components.

The agreement signed with the designated new CEO on February 12, 2020 provides for stock options to be granted in accordance with the authorization resolution of the Annual General Meeting of the company on May 15, 2019 as a long-term incentive remuneration component. A cap on the amount of this remuneration component is not intended, as its special incentive effect would not be achieved to the same extent if its amount were limited. As the long-term incentive remuneration component is granted in the form of stock options, the Supervisory Board also does not feel that a cap is necessary as the shareholders of the company participate directly when the price of the company's shares rises.

Item 4.2.3(4) of the Code:

In accordance with Item 4.2.3(4) of the Code as amended February 7, 2017 (announced on April 24, 2017), the severance cap should be calculated on the basis of the total remuneration for the past fiscal year and, if necessary, on the anticipated total remuneration for the current fiscal year.

The provisions of the contracts with the members of the Management Board in office and with the designated new CEO do not stipulate that the agreed severance caps must be calculated based on specific total remuneration. In the opinion of the Supervisory Board, there is no guarantee that setting the amount of severance caps on the basis of past earnings leads to representative results for determining future lost earnings on account of early contract termination.

The contract with the CEO in office stipulates that no severance will be paid in the event of early termination. Therefore, there are also no further regulations limiting its amount.

The declaration of compliance of January 23, 2020 remains otherwise unchanged.

Koblenz, February 12, 2020

Dr. Klaus Esser
Chairman of the Supervisory Board

Frank Gotthardt
CEO