

Declaration by the General Partner and by the Supervisory Board of
CompuGroup Medical SE & Co. KGaA
on the recommendations of the
government commission on the German Corporate Governance Code
(Regierungskommission Deutscher Corporate Governance Kodex)
pursuant to section 161 German Stock Corporation Act (AktG)

I. Preamble

The Managing Directors of the General Partner and the Supervisory Board of CompuGroup Medical SE & Co. KGaA last issued a Declaration of Compliance pursuant to Section 161 (1) German Stock Corporation Act (AktG) on December 12, 2022.

The German Corporate Governance Code (the “Code”) is tailored to companies in the legal form of a stock corporation (AG) or a European stock corporation (SE) and does not take into account the specifics of a partnership limited by shares (Kommanditgesellschaft auf Aktien, KGaA). Many of the Code’s recommendations can therefore not be applied or can only be applied in a modified form to CompuGroup Medical SE & Co. KGaA. In this context, the following aspects in particular must be taken into account:

1. Management

Many recommendations in the Code are directed at the management board. However, in contrast to stock corporations like an AG or an SE with a two-tier structure, a partnership limited by shares (KGaA) does not have a management board. In a partnership limited by shares (KGaA), the general partner takes on the responsibilities of the management board. The sole General Partner of CompuGroup Medical SE & Co. KGaA is CompuGroup Medical Management SE, which manages the business of CompuGroup Medical SE & Co. KGaA and represents it. CompuGroup Medical Management SE has a one-tier structure. In accordance with this structure, the management of the SE is performed by a single board, the Administrative Board. The Administrative Board manages CompuGroup Medical Management SE, defines the fundamental strategy of its activities and supervises its implementation by the Managing Directors. The Managing Directors conduct the operating business of the SE and represent the SE in and out of court. Accordingly, the Managing Directors also manage the business of CompuGroup Medical SE & Co. KGaA.

2. Supervisory Board

Some of the recommendations in the Code concerning the supervisory board do not take into account the legal specifics of a partnership limited by shares (KGaA). In contrast to the supervisory board of an AG and an SE with a two-tier structure, the supervisory board of a partnership limited by shares (KGaA) has neither the responsibility for the appointment and removal of the

members of the management nor the authority to determine the remuneration for the members of the management. Furthermore, the supervisory board of a partnership limited by shares (KGaA) does not have authority to determine approval requirements with regard to certain management measures.

3. General Meeting

The general meeting of a partnership limited by shares (KGaA) basically has the same rights as the general meeting of an AG. In addition, it decides on the adoption of the annual financial statements of the company. In contrast to the legal form of an AG, some resolutions of the general meeting (e.g. the adoption of the annual financial statements) require the consent of the general partner.

II. Declaration of Compliance:

The Managing Directors of the General Partner and the Supervisory Board of CompuGroup Medical SE & Co. KGaA declare that the recommendations of the German Corporate Governance Code 2022 (“**GCGC 2022**”) in the version of April 28, 2022 taking into account the structural characteristics of a KGaA, with the exception of the following recommendations for the reasons stated therein, has been and will continue to be complied with:

a) Recommendations B.1 to B.5

Recommendations B.1 to B.5 concern the composition of the management board and the criteria that the supervisory board should observe when appointing members to the management board. The management of a partnership limited by shares (KGaA), however, is by law the responsibility of the general partner. The supervisory board of a partnership limited by shares (KGaA) does not have any personnel authority and is therefore unable to influence the appointment of the board members of the general partner. The Supervisory Board does not appoint the Managing Directors or the members of the Administrative Board. Rather, the Managing Directors are appointed by the Administrative Board of the General Partner. The members of the Administrative Board are in turn appointed by the General Meeting of the General Partner. As a result, recommendations B.1 to B.5 are not relevant for CompuGroup Medical SE & Co. KGaA. Only as a matter of precaution do we also declare a deviation from these recommendations.

b) Recommendation C.2

Recommendation C.2 states that an age limit should be specified for members of the supervisory board and disclosed in the corporate governance statement. The Company does not believe setting a fixed age limit is a suitable criterion with regard to the appointment of members to its Supervisory Board. Instead, the Company takes the age of a suitable candidate into account on an individual basis in the selection process as one component in the overall assessment of the person's expertise, experience and performance ability. In addition, according to the diversity concept for the Supervisory Board, at least 30% of the Supervisory Board members should be under 60 years of age.

c) Recommendation C.5

According to recommendation C.5, anyone who is a member of the Management Board of a listed company should not chair the Supervisory Board of a listed company outside the Group. The Managing Director and CEO, Mr. Michael Rauch, is also Chairman of the Supervisory Board of the listed company edding AG, Ahrensburg. However, we are of the opinion that recommendation C.5, due to the position in section C. "Composition of the Supervisory Board", is directed exclusively at the company at which the Supervisory Board is chaired (in this case edding AG). In our opinion, recommendation C.5 is therefore not applicable to the company regarding the chairmanship of the Supervisory Board by Mr. Michael Rauch at edding AG. We only declare a deviation from this recommendation as a precautionary measure. We are convinced that the activity as Chairman of the Supervisory Board of edding AG in no way impairs the diligent and conscientious performance of the duties of Mr. Michael Rauch as Managing Director and CEO of the company.

d) Recommendation D.4

Recommendation D.4 states that the supervisory board should form a nomination committee, composed exclusively of shareholder representatives, which proposes suitable candidates to the supervisory board for its proposal of candidates to be appointed by the general meeting. The current shareholder representatives were appointed with a term which ends with the Annual General Meeting that resolves on the discharge for the financial year 2024. The Supervisory Board therefore currently sees no need to form a nomination committee. With regard to future vacancies, the Supervisory Board considers the ad-hoc formation of a temporary nomination committee.

e) Recommendation E.3

Recommendation E.3 states that members of the management board should only assume sideline activities, especially supervisory board mandates outside the enterprise, with the approval of the supervisory board. CompuGroup Medical SE & Co. KGaA does not have a management board. Nevertheless, in the interest of the greatest possible compliance with the recommendations of the Code, it is stipulated that the Managing Directors may

only assume sideline activities, especially supervisory board mandates outside the Group, with the consent of the Administrative Board of the General Partner.

- f) Recommendations on the remuneration of the management board (G.1 to G.13, G.15 and G.16)

With regard to the recommendations on Management Board remuneration, we remain of the opinion that these do not apply due to the specific structural characteristics of CompuGroup Medical SE & Co. KGaA, i.e. because the General Partner is responsible for the management of the KGaA and the Supervisory Board of the KGaA has no authority to determine the remuneration of the board members of the General Partner. Purely as a precautionary measure, we nevertheless declare for reasons of good corporate governance that we comply with recommendations G.1 to G.13, G.15 and G.16 with the following deviations:

Recommendation G.10

Recommendation G.10 states that the variable remuneration granted to management board members shall be predominantly invested in company shares or granted as share-based remuneration. Granted long-term variable remuneration components shall be accessible to management board members only after a period of four years.

Recommendation G.10 shall not be complied with in the future. We believe it is appropriate for us to have flexible options at our disposal for the remuneration of the Managing Directors. In addition to share-based long-term variable remuneration, non-share-based remuneration may therefore also be appropriate. This applies in particular to Managing Directors with responsibility for a specific business area, as the success of their activity may, under certain circumstances, be more clearly reflected in the figures for that business area than in the Company's share price. Moreover, the share price can be substantially influenced by factors that lie largely or entirely outside the control of an individual Managing Director. In individual cases, it may therefore be in the interests of the Company to incentivize a Managing Director by agreeing individual performance targets and to refrain from granting variable remuneration in the form of share-based remuneration or remuneration to be invested in Company shares, either in full or to a significant extent.

Recommendation G.11

Recommendation G.11 states that the Supervisory Board shall have the possibility to account for extraordinary developments to an appropriate extent. It shall be permitted to retain or reclaim variable remuneration, if justified.

The remuneration system of the Company and the employment contracts of the Managing Directors provide for a range of such options for the individual elements of the variable remuneration. We believe it is necessary for us to be able to adjust the amount of the remuneration to reflect extraordinary developments above and beyond the extent provided for by law, especially with regard to share-based variable remuneration. Conversely, variable remuneration elements that are linked to other performance targets, especially key performance indicators for the Company or a business area, are less likely to become

decoupled from the performance of the respective Managing Director due to extraordinary developments. Accordingly, specific contractual options for modifying the remuneration should not be necessary in excess of the options provided for in the remuneration system. To the extent that this is considered to represent a departure from recommendation G.11, a departure is hereby declared as a precautionary measure.

Koblenz, December 11th, 2023

signed Michael Rauch
(CEO & CFO)

signed Dr. Ulrich Thomé
(Managing Director)

On behalf of the Managing Directors of the General
Partner

signed Philipp von Ilberg
(Chairman of the Supervisory Board)

On behalf of the Supervisory Board of CompuGroup Medical SE & Co. KGaA