

Annual General Meeting of CompuGroup Medical SE & Co. KGaA of May 22, 2024

Conducting the Annual General Meeting as a virtual general meeting

In accordance with Section 22 no.3 of the articles of association in conjunction with Section 118a of the German Stock Corporation Act, the general partner has decided to hold this year's Annual General Meeting as a virtual general meeting without the physical presence of the shareholders and their authorized representatives (except for proxies appointed by the Company).

A video and audio transmission of the entire Annual General Meeting will be made available via the Company's website (www.cgm.com/agm) using the CGM Investor Portal. 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 the beginning of May 1, 2024, will be sent an initial password together with the letter of invitation to the Annual General Meeting. Authorized representatives receive their own access data.

When using the CGM Investor Portal for the duration of the virtual Annual General Meeting on May 22, 2024, shareholders who have registered in due time and form or – if third parties have been authorized – their proxies, are electronically connected to the virtual meeting.

Shareholders or their proxies may only exercise their voting rights by means of electronic postal vote via the CGM Investor Portal, through authorized representatives – in particular the proxies appointed by the Company – or through intermediaries in accordance with Section 67c of the German Stock Corporation Act, as described in further detail in the convocation of the Annual General Meeting.

Information on shareholders' rights and options in accordance with Section 122 (2) German Stock Corporation Act, Sections 126 (1), 127 German Stock Corporation Act and Section 130a German Stock Corporation Act, Section 131 (1) German Stock Corporation Act and Section 118a (1) sentence 2 no. 8 German Stock Corporation Act

The convocation of the Annual General Meeting already includes the explanations on the rights and options of shareholders in accordance with Section 122 (2) German Stock Corporation Act, Sections 126 (1), 127 German Stock Corporation Act as well as Section 130a German Stock Corporation Act, Section 131 (1) German Stock Corporation Act and Section 118a (1) sentence 2 no. 8 German Stock Corporation Act; the following explanations provide further clarification of these provisions.

1. Requests for additions to the agenda in accordance with Section 122 (2) German Stock Corporation Act

In accordance with Section 122 (2) German Stock Corporation Act, 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.

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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 direct requests 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 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 thirty (30) days before the Annual General Meeting, i.e., no later than 24:00 (CEST; 22:00 UTC) on April 21, 2024. In accordance with Section 122 (2) and (1) sentence 3 German Stock Corporation Act, the shareholders concerned must prove that they have held the shares for at least ninety (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. Section 70 German Stock Corporation Act applies to the calculation of the period of possession of shares. The date on which the request is received shall not be included in calculating the period. Rescheduling the Annual General Meeting from a Sunday, a Saturday, or a holiday to a preceding or subsequent business day is not an available option. Sections 187 to 193 German Civil Code shall have no corresponding application.

Any additions to the agenda to be announced will be published in the Federal Gazette immediately upon receipt of the request by the Company and, in accordance with Section 121 (4a) German Stock Corporation Act, forwarded for publication to media it is assumed will disseminate the information throughout the European Union. The Company will also publish the request on its website at www.cgm.com/agm, together with the amended agenda pursuant to Section 125 (2) in conjunction with Section 125 (1) sentence 3 German Stock Corporation Act.

The excerpts of the underlying provisions of the German Stock Corporation Act are as follows:

Section 122 German Stock Corporation Act Convening the general meeting upon a demand being made by a minority (excerpt)

- (1) *¹The general meeting is to be convened wherever shareholders, whose shares of stock, in the aggregate, are at least equivalent to one twentieth of the share capital, demand that it be so convened, doing so in writing and citing the purpose and the reasons therefor; the demand is to be addressed to the management board. ²The by-laws may tie the right to demand that the general meeting be convened to a different form and to possession of a lesser portion of the share capital. ³The petitioners are to submit proof that they have been holders of the shares of stock since at least ninety (90) days prior to the date on which their demand is received, and that they will continue to so hold the shares until the management board takes a decision regarding their petition. Section 121 (7) shall apply mutatis mutandis.*
- (2) *¹In like manner, shareholders whose shares of stock, in the aggregate, are at least equivalent to one twentieth of the share capital, or to a stake of 500,000 euros, may demand*

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that items of business be set out in the agenda and be published by notice. ²Each new item must be accompanied by a statement of grounds or a draft resolution. ³The demand in the sense of the first sentence must be received by the company at the latest twenty-four (24) days prior to the general meeting, in the case of companies listed on the stock exchange at the latest thirty (30) days prior to the general meeting; the date of its receipt shall not be included in calculating the period.

Section 124 German Stock Corporation Act Notice by publication of demands for amendment; guidance regarding resolutions (excerpt)

- (1) *¹Where the minority pursuant to section 122 (2) has demanded that items of business be set out in the agenda, said items of business are to be published by notice either together with the invitation convening the general meeting or, if that is not the case, without undue delay after the demand has been received. ²Section 121 (4) shall apply mutatis mutandis; moreover, in the case of companies listed on the stock exchange, section 121 (4a) shall apply mutatis mutandis. ³The notice is to be published and forwarded in the same way as the invitation convening the general meeting.*

Section 121 German Stock Corporation Act General provisions (excerpt)

- (7) *¹In the case of periods and deadlines that are counted back from the date of the general meeting, the date of the general meeting itself is not to be counted. ²Rescheduling the general meeting from a Sunday, a Saturday, or a holiday to a preceding or subsequent business day is not an available option. ³Sections 187 to 193 of the German Civil Code (BGB) shall have no corresponding application. ⁴In the case of companies not listed on the stock exchange, the by-laws may provide for a different calculation of the period.*

Section 70 German Stock Corporation Act Calculation of the period of possession of the share of stock

¹Where the exercise of rights attaching to the share of stock is contingent upon the shareholder having been holder of the share of stock for a specified period of time, a claim to transfer of title against a credit institution, a financial services provider, a securities institution or an enterprise pursuing activities in accordance with section 53 (1), first sentence, or section 53b (1), first sentence, or subsection (7) of the Banking Act (KWG) shall be equivalent to ownership of the share of stock. ²The period of ownership of a predecessor in title shall be attributed to the shareholder if he has purchased the share of stock in any of the following manners: without monetary consideration, from his trustee, as a universal successor, in the course of a distribution of assets

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among a community, or as part of a portfolio transfer pursuant to section 13 of the Insurance Supervisory Act (VAG) or section 14 of the Act on Savings and Loan Associations (BauSparkG).

2. Countermotions and nominations in accordance with Sections 126(1) and 127 German Stock Corporation Act

According to Section 126 (1) German Stock Corporation Act, every shareholder is entitled to submit countermotions to the proposed resolutions on the items on the agenda. If the countermotions are to be made accessible by the Company, they must be submitted at least 14 days before the virtual Annual General Meeting, i.e., no later than May 7, 2024, 24:00 (CEST, 22:00 UTC),

- 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 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 are met.

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

The reasons for countermotions and nominations need not be made accessible if they amount to more than 5,000 characters in total. If multiple shareholders propose countermotions subject

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for resolution or propose the same nominations, the general partner may combine the counter-motions and nominations and any reasons specified for them.

Motions or nominations by shareholders that must be made accessible in accordance with Section 126 German Stock Corporation Act or Section 127 German Stock Corporation Act shall be deemed to have been made at the time they are made accessible. The company will ensure that the voting right with regard to such motions or nominations can be exercised as soon as this has happened. If the shareholder who enters the motion or nomination does not have the required legitimization or failed to register for the Annual General Meeting in due time and form, the company is not obliged to deal with the motion or nomination during the meeting..

The right of the chair of the meeting to first carry out the votes concerning the proposals of the management, remains unaffected. If the proposals of the management are passed with the required majority, any countermotions or (deviating) nominations in this respect become obsolete.

The right of each shareholder to submit countermotions and election proposals on the various agenda items during the Annual General Meeting remains unaffected. Shareholders or their authorized representatives, who are connected to the Annual General Meeting electronically, also have the right to submit motions and election nominations in the meeting by way of video communication as part of their right to speak (cf. in detail below under 4.).

The excerpts of the underlying provisions of the German Stock Corporation Act are as follows:

Section 126 German Stock Corporation Act Motions by shareholders

- (1) ¹*Motions by shareholders are to be made accessible to the beneficiaries set out in section 125 subsections (1) to (3), subject to the pre-requisites listed therein, including the name of the shareholder, the reasons for which the motions are being made, and a statement, if any has been made, by the management regarding its position, provided that the shareholder has sent, at the latest fourteen (14) days prior to the date of the general meeting, a counter-motion opposing a proposal or guidance by the management board and the supervisory board regarding a certain item of business set out in the agenda, specifying the reasons therefor, to the address set out for this purpose in the invitation convening the general meeting.* ²*The date on which the counter-motion is received shall not be included in calculating the period.* ³*In the case of companies listed on the stock exchange, the counter-motion shall be made accessible via the company's website.* ⁴*Section 125 (3) shall apply mutatis mutandis.*
- (2) ¹*A counter-motion and the reasons for which it is being made need not be made accessible:*
1. *Inasmuch as the management board would be liable to punishment under law, were it to make such proposal accessible;*
 2. *If the counter-motion were to result in the general meeting adopting a resolution that is in violation of the law or of the by-laws;*
 3. *If the reasons make manifestly false or misleading statements regarding essential aspects, or if they are insulting;*

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4. *If a countermotion made by the shareholder based on the same facts and circumstances has already been made accessible pursuant to section 125 for a general meeting of the company;*
5. *If the same countermotion of the shareholder, citing essentially the same reasons, has been made accessible pursuant to section 125 in the past five (5) years to at least two (2) general meetings of the company, and if less than one twentieth of the share capital represented voted for this countermotion at the general meeting;*
6. *If the shareholder indicates that he/she will not attend the general meeting and will not have a representative;*
7. *If, in the past two (2) years at two (2) general meetings, the shareholder has failed to propose or to have proposed a countermotion regarding which he/she has informed the company.*

²*The reasons need not be made accessible if they amount to more than 5,000 characters in total.*

(3) *Where several shareholders propose countermotions regarding one and the same business to be resolved upon, the management board may combine the countermotions and the reasons specified for them.*

(4) ¹*In the case of the virtual general meeting, motions to be made accessible in accordance with paragraphs 1 to 3 shall be deemed to have been submitted at the time they are made accessible. ²The Company is obliged to enable the voting rights on these motions to be exercised as soon as the shareholders can prove that they meet the legal or statutory requirements for exercising their voting rights. ³If the shareholder who submitted the motion is not duly authorized and, if registration is required, is not duly registered for the general meeting, the motion does not have to be addressed at the meeting.*

Section 127 German Stock Corporation Act Nominations by shareholders

¹*Section 126 shall apply mutatis mutandis to nominations by shareholders of candidates for the supervisory board or for auditors of the annual accounts. ²No reasons need be specified for the nomination. ³The management board need not make accessible the nomination also in those cases in which the nomination does not include the information pursuant to section 124 (3), fourth sentence, and section 125 (1), fifth sentence. ⁴The management board is to supplement the nomination by a shareholder of candidates for the supervisory board of companies listed on the stock exchange, to which the Employee Co-Determination Act, the Act on the Co-Determination by Employees in the Supervisory Boards and Management Boards of Mining Enterprises and Enterprises in the Iron- and Steel-Producing Industry, or the Amending Act on Employee Co-Determination in the Iron- and Steel-Producing Industry applies, by the following substantive content:*

1. *Indication of the requirements stipulated by section 96 (2),*
2. *Whether an objection has been raised against the fulfillment of the ratio by the supervisory board as a whole pursuant to section 96 (2), third sentence, and*

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3. *The number of seats on the supervisory board that must be filled, at a minimum, by women and men, respectively, in order to fulfill the requirement as to the minimum ratio pursuant to section 96 (2), first sentence.*

Section 124 German Stock Corporation Act Notice by publication of demands for amendment; guidance regarding resolutions (excerpt)

[...]

- (3) [...] ⁴*The nominations of candidates for the supervisory board or for auditors shall state their names, profession exercised, and places of residence. [...]*

Section 125 German Stock Corporation Act Notifications for the shareholders and to members of the supervisory board (excerpt)

- (1) ¹*The management board of a company that has not solely issued registered shares of stock must notify the convening of a general meeting at least 21 days in advance to the following:*

1. *intermediaries who hold shares of the company's stock in safe custody,*
2. *shareholders and intermediaries who have requested the notification, and*
3. *the associations of shareholders who have requested the notification or who exercised voting rights at the last general meeting.*

²*The date of the notification shall not be included in calculating the period. ³Where the agenda is to be amended pursuant to section 122 (2), then notice of the amended agenda is to be given if the general meeting is that of a company listed on the stock exchange.*

⁴*The notice is to indicate the option of exercising the voting right by proxy, as well as by an association of shareholders. ⁵In the case of companies listed on the stock exchange, information on the candidates' membership of other supervisory boards mandated by the law is to be attached to any nomination of candidates for the supervisory board; information on their membership in comparable supervisory committees of business enterprises within Germany and abroad should be attached.*

- (2) *The management board is to provide the same notification to those shareholders who demand to be so notified or who have been entered, as of the start of the fourteenth day prior to the meeting, as shareholders in the company's share register. The by-laws may restrict the transmittal to the means of electronic communication.*

3. Submission of statements in accordance with Section 130a (1) to (4) German Stock Corporation Act

Pursuant to section 130a (1) to (4) German Stock Corporation Act, shareholders who are listed in the share register and who registered for the Annual General Meeting in due time and form or their authorized representatives have the right to electronically submit written statements on items on the agenda via the CGM Investor Portal until five days before the meeting, i.e. no later than **May 16, 2024, 24:00** (CEST; 22:00 UTC). The CGM Investor Portal can be accessed via the

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website at www.cgm.com/agm (see above for further details). Written statements must be submitted as a PDF file. Please do not exceed a length of 10,000 characters. We kindly ask you not to exceed a volume of 10,000 characters. By submitting such statement, the shareholder or their authorized representative agrees that the statement and his or her name will be made accessible on the CGM Investor Portal.

Any statements submitted on the items on the agenda will be made accessible to the duly registered shareholders or their authorized representatives on the CGM Investor Portal at www.cgm.com/agm no later than four days prior to the Annual General Meeting, i.e., no later than May 17, 2024, 24:00 (CEST; 22:00 hours UTC), unless access is waived as an exception under Section 130a (3) sentence 4 of the German Stock Corporation Act.

Motions and nominations, questions and objections against resolutions of the Annual General Meeting as part of the statements submitted in text form will not be considered at the Annual General Meeting; submitting motions or nominations (see 2), exercising the right to information (see 5) and filing objections to resolutions of the Annual General Meeting (see 6) is possible only by means of the respective procedures described in the convocation.

The excerpts of the underlying provisions of the German Stock Corporation Act are as follows:

Section 130a German Stock Corporation Act Right to comment and speak at virtual general meetings (excerpt)

- (1) *¹In the case of the virtual general meeting, stockholders have the right to submit statements on agenda items prior to the meeting by means of electronic communication using the address provided for this purpose in the convocation. ²The right may be restricted to stockholders who have duly registered for the meeting. ³Reasonable limitations may be placed on the extent of statements in the convocation of the meeting.*
- (2) *Statements must be submitted no later than five days prior to the meeting.*
- (3) *¹The submitted statements must be made accessible to all stockholders no later than four days before the meeting. ²Access may be restricted to stockholders who have duly registered for the meeting. ³In the case of companies listed on the stock exchange, access shall be provided via the company's website; in the case of the second sentence, access may also be provided via the website of a third party. ⁴⁵Section 126 (2) first sentence numbers 1, 3 and 6 shall apply mutatis mutandis.*
- (4) *Section 121 (7) shall apply to the calculation of the time limits referred to in paragraphs 2 and 3, first sentence.*

4. Right to speak and ask questions

Shareholders or their authorized representatives who have registered in due time and form and are electronically connected to the Annual General Meeting have the right to speak and ask questions, including the right to inquire, at the meeting by means of video communication.

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From the start of the Annual General Meeting, the CGM Investor Portal will host a virtual desk where shareholders or their authorized representatives electronically connected to the Annual General Meeting can register their right to speak. The CGM Investor Portal can be accessed via the website www.cgm.com/agm (see above for further details).

The right to speak and ask questions also includes, in particular, the right to submit motions and nominations pursuant to Section 118a (1) sentence 2 no. 3 German Stock Corporation Act (see also 2 above), as well as the right to request information pursuant to Section 131 (1) German Stock Corporation Act (see also 5 below). In accordance with Section 25 (2) of the company's Articles of Association, the chair of the meeting may impose reasonable time limits on the shareholder's right to speak and ask questions. The chair is, in particular, entitled to set an appropriate time frame for the full proceedings of the Annual General Meeting, for individual items on the agenda, or for individual speakers or shareholders asking questions – either at the start of the Annual General Meeting or as it proceeds. The chair will explain the procedure for requesting to speak and being granted the right to speak in more detail in the Annual General Meeting..

The entire virtual Annual General Meeting including the video communication with shareholders or their authorized representatives is conducted via the CGM Investor Portal. In order to speak at the meeting via video communication, shareholders or their authorized representatives need either a non-mobile device (e.g. PC, notebook, laptop) or a mobile device (e.g. smartphone). The device used to speak at the meeting must be connected to the Internet with stable upload/download bandwidth and must be equipped with a camera and a microphone that can be accessed via the browser. There is no need to install any additional software components or apps on the device. The microphone of those persons who filed a request to speak via the right-to-speak desk will be activated accordingly via the CGM Investor Portal. The company will monitor the functionality of the video communication between the shareholder or their authorized representative and the company during the meeting and prior to their turn to speak, and reserves the right to refuse such speaker if functionality is not ensured.

The excerpts of the underlying provisions of the German Stock Corporation Act are as follows:

Section 130a German Stock Corporation Act Right to comment and speak at virtual general meetings (excerpt)

- (5) ¹Stockholders connected electronically to the meeting shall be granted the right to speak at the meeting by means of video communication. ²Speeches shall be made using the form of video communication offered by the company. ³Motions and nominations pursuant to section 118a (1) second sentence no. 3, requests for information pursuant to section 131 (1), follow-up questions pursuant to section 131 (1d) and further questions pursuant to section 131 (1e) may be part of the speech. ⁴Article 131(2) second sentence applies *mutatis mutandis*.

5. Right to information in accordance with Section 131 (1) German Stock Corporation Act

Pursuant to Section 131 (1) German Stock Corporation Act, the management is obliged to provide each shareholder with information on the company's affairs upon request at the Annual General Meeting, insofar as the information is necessary for the proper assessment of an item on the

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agenda and there is no right of refusal to provide information. The duty of the management to provide information also extends to the legal and business relationships of the company with its associated companies. The duty to provide information also applies to the situation of the group and the companies included in the consolidated financial statements.

It is planned that the chair of the meeting will stipulate that all types of right to information pursuant to Section 131 German Stock Corporation Act may be exercised at the Annual General Meeting solely by way of video communication, i.e., as part of the exercise of the right to speak (see 4 below). No other submission of questions by electronic or other means of communication is planned either before or during the Annual General Meeting.

The excerpts of the underlying provisions of the German Stock Corporation Act are as follows:

Section 131 German Stock Corporation Act Shareholder's right to information (excerpt)

(1) ¹Upon request, the management board shall provide each shareholder with information on the company's affairs at the general meeting insofar as such information is required for a proper evaluation of the item on the agenda. ²The duty to provide information also extends to the company's legal and business relationships with an associated company. ³If a company makes use of the simplified procedures pursuant to Section 266 (1) third sentence, Section 276 or Section 288 of the German Commercial Code, each shareholder may demand that the annual financial statements be presented to him/her at the general meeting in the form that would have been used if these simplified procedures had not been applied. ⁴The duty of the management board of a parent company (Section 290 (1) and (2) of the German Commercial Code) to provide information at the general meeting at which the consolidated financial statements and the group management report are presented also extends to the situation of the group and the companies included in the consolidated financial statements.

[...]

(4) ¹If information has been supplied to a shareholder outside the general meeting on account of their capacity as a shareholder, it must be supplied to any other shareholder at their request during the general meeting, even if it is not necessary for a proper assessment of the item on the agenda. ²In the case of a virtual general meeting, steps must be taken to ensure that every shareholder who is electronically connected to the meeting can submit their request in accordance with the first sentence by means of electronic communication.

(5) ¹If a shareholder is refused information, they may demand that their question and the reason for refusing the information be recorded in the minutes of the meeting. ²In the case of a virtual general meeting, steps must be taken to ensure that every shareholder who is electronically connected to the meeting can submit their request in accordance with the first sentence by means of electronic communication.

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6. Opportunity to raise objections pursuant to Section 118a (1) sentence 2 no. 8 German Stock Corporation Act

Shareholders or their authorized representatives attending the meeting have the opportunity to declare their objection to the resolutions of the Annual General Meeting by means of electronic communication in accordance with section 118a (1) sentence 2 no. 8 German Stock Corporation Act.

Such declarations may be made electronically via the CGM Investor Portal from the opening of the virtual Annual General Meeting until its closing by the chair of the meeting. The CGM Investor Portal can be accessed via the website at www.cgm.com/agm (see above for further details).

The excerpts of the underlying provisions of the German Stock Corporation Act are as follows:

Section 118a German Stock Corporation Act Virtual General Meeting (excerpt)

(1) ¹The by-laws may provide or authorize the management board to provide for the meeting to be held without the physical presence of the shareholders or their authorized representatives at the location of the general meeting (virtual general meeting). ²If a virtual general meeting is held, the following requirements must be met:

[...]

8. *Shareholders connected electronically to the meeting shall be granted a right to object to a resolution of the general meeting by means of electronic communication.*

* * * *