

COMPUGROUP MEDICAL SE

Invitation Annual General Meeting 2020



The English version of the present invitation to the Annual General Meeting is a mere convenience translation for information purposes only. In case of discrepancies between the German and the English version, the German version shall prevail as the decisive version.



NOTE:

This year, the Annual General Meeting will be held as a virtual general meeting without the physical presence of shareholders and their proxies in accordance with section 1(2) sentence 1, (8) sentence 2 of the German Act on Measures in Corporate, Cooperative, Association, Foundation and Home Ownership Law to Combat the Effects of the COVID 19 Pandemic.

Please note the special conditions for participation in the virtual Annual General Meeting exclusively by means of electronic connection (no electronic participation) and the exercise of your voting rights by means of electronic postal vote.

CompuGroup Medical SE

Koblenz, Germany

- ISIN DE0005437305 -

- WKN 543730 -

Invitation to the 2020 Annual General Meeting
(Virtual Annual General Meeting)

We hereby invite our shareholders to the
2020 Annual General Meeting
to be held on Wednesday, May 13, 2020, at 11:00 a.m.

¶The Annual General Meeting will take place
without physical presence of the shareholders and their proxies

at the registered office of the company

Maria Trost 21
56070 Koblenz.

The entire Annual General Meeting will be transmitted in accordance with § 1(2) sentence 1 no. 1, (8) sentence 2 of the German Act on Measures in Company, Cooperative, Association, Foundation and Home Ownership Law to Combat the Effects of the COVID 19 Pandemic at the Internet address of the company

www.cgm.com/hv

by electronic connection of the shareholders or their proxies
(no electronic participation)
in picture and sound.

Preliminary Remarks

Due to the progressive spread of the coronavirus (SARS-CoV-2), CompuGroup Medical SE will hold its Annual General Meeting this year for the first time as a virtual general meeting without physical presence of the shareholders and their proxies. In view of the ongoing COVID-19 pandemic, the existing restrictions on the possibilities of holding events and meetings and with the aim of avoiding health risks for shareholders, internal and external employees as well as members of the company's executive bodies, the Management Board of CompuGroup Medical SE has decided, with the approval of the Supervisory Board, to make use of the corresponding new regulations of the legislator to mitigate the consequences of the COVID-19 pandemic in order to hold this year's Annual General Meeting.

The health of the participants of the Annual General Meeting is a top priority for the company. Nevertheless, shareholders should be able to exercise their voting rights and exercise the possibility to ask questions on the announced date of the Annual General Meeting on May 13, 2020. The company also attaches great importance to being able to pay out the proposed dividend of EUR 0.50 per dividendentitled share in full on time, subject to the approval of the Annual General Meeting. In this way, the shareholders are to participate appropriately in the business success of the 2019 financial year as announced, despite the current general crisis situation. This year's Annual General Meeting of CompuGroup Medical SE will therefore take place purely virtually without the physical presence of shareholders and their proxies. For further details, please refer to section VI. („Virtual Annual General Meeting“) below.

I. AGENDA

1. Presentation of the adopted annual financial statements of CompuGroup Medical SE as at December 31, 2019 and the approved consolidated financial statements as at December 31, 2019, the management report of CompuGroup Medical SE, the Group management report, the explanatory report of the Management Board contained in the management reports on the disclosures in accordance with section 289a(1) and section 315a(1) of the Handelsgesetzbuch (HGB – German Commercial Code), the proposal of the Management Board on the appropriation of the net retained profits, and the report of the Supervisory Board for the fiscal year 2019.

The above-mentioned documents are available online via the company's website at www.cgm.com/hv and can be viewed at the business premises at the registered office of the company, Maria Trost 21, 56070 Koblenz, from the date that the Annual General Meeting is convened. They will also be sent without delay and free of charge to the shareholders on their request.

In accordance with the statutory provisions, no resolution by the Annual General Meeting is planned on this Item 1 of the agenda, as the Supervisory Board has already adopted the annual financial statements and consolidated financial statements drawn up by the Management Board. The annual financial statements are therefore approved.

2. Resolution on the appropriation of the net retained profits

It is planned to distribute a dividend of EUR 0.50 per entitled no-par value share from the net retained profits of EUR 84,523,477.16 for fiscal year 2019. The dividend is scheduled to be paid on May 18, 2020. At the time the Annual General Meeting is convened, the company holds 4,806,709 treasury shares, which are not entitled to a dividend.

The Management Board and Supervisory Board therefore propose that the net retained profits of EUR 84,523,477.16 reported in the annual financial statements of CompuGroup Medical SE as at December 31, 2019 be appropriated as follows:

Distribution of a dividend of EUR 0.50

per entitled no-par value share

for the past fiscal year 2019:

EUR 24,206,320.50

Carryforward to new account:

EUR 60,317,156.66

Total:

EUR 84,523,477.16

The 48,412,641 no-par value shares entitled to a dividend for the past fiscal year 2019 and existing at the time of the proposal on the appropriation of the profits are taken into consideration in the amounts indicated for the profit distributions and the profit carryforward (carryforward to new account). Should the number of no-par value shares entitled to a dividend for the past fiscal year 2019 change in the time up to the Annual General Meeting, an appropriately adjusted proposal for a resolution will be put to the vote at the

Annual General Meeting that will provide as before for a dividend of EUR 0.50 per entitled no-par value share as well as an appropriately adjusted profit carryforward (carryforward to new account)

3. Resolution on the formal approval of the actions of the members of the Management Board for fiscal year 2019

The Management Board and Supervisory Board propose to issue formal approval of the actions of the members of the Management Board in fiscal year 2019 for this time period.

4. Resolution on the formal approval of the actions of the members of the Supervisory Board for fiscal year 2019

The Management Board and Supervisory Board propose to issue formal approval of the actions of the members of the Supervisory Board in fiscal year 2019 for this time period.

5. Appointment of the auditor of the financial statements for fiscal year 2020 and for any audit review of interim financial reports

The Supervisory Board proposes on the recommendation of its Audit Committee appointing KPMG AG Wirtschaftsprüfungsgesellschaft, head office: Berlin, Frankfurt am Main branch, as the auditor of the annual and consolidated financial statements for fiscal year 2020 and as the auditor to perform any review of interim financial reports for fiscal year 2020 and for the first quarter of 2021.

In view of the change of form of the company into a Kommanditgesellschaft auf Aktien (KGaA – partnership limited by shares) proposed to the Annual General meeting as a resolution for adoption under Item 7 of the agenda, it is noted that Blitz 18-764 SE (which will operate in the future under the name and is hereinafter referred to as “CompuGroup Medical Management SE”, see also Item 7 a. and b. (5) of the agenda on this in detail) which is acceding to the company as the general partner within the framework of the change of form will assume the legal status of the founder of the legal entity in its new legal form and in this function has to appoint the auditor of the financial statements for the first short or full fiscal year. Accordingly, CompuGroup Medical Management SE shall state in the course of the Annual General Meeting that the appointment of KPMG AG Wirtschaftsprüfungsgesellschaft proposed under this Item 5 of the agenda shall – in the event that the proposed resolution is adopted by the Annual General Meeting – be continued after the change of form comes into effect. A further resolution of the Annual General Meeting does not need to be adopted in this respect (see also Item 7 d. of the agenda on this in detail).

6. Elections to the Supervisory Board

In accordance with article 40(2) and (3) of the European Company (SE) Directive, section 17(1) of the SE-Ausführungsgesetz (SEAG – SE implementing act), Articles 9(1) sentences 1 to 4 of the company's Articles of Association, and section 21(3) no. 1 of the SE-Beteiligungsgesetz (SEBG – SE employee participation act) in conjunction with section 3(1) and (3) sentence 1 of the agreement on the participation of the employees in CompuGroup Medical SE of December 3, 2015 ("employee participation agreement"), the Supervisory Board of the company consists of six members who are appointed by the Annual General Meeting. Of the six members, two are to be appointed on the nomination of the employees. The Annual General Meeting is bound by the nominations for the appointment of the employee representatives (section 36(4) sentence 2 SEBG, Article 9(1) sentence 3 of the company's Articles of Association, and section 3(4) sentence 2 of the employee participation agreement). In all other respects – i.e. as far as the shareholder representatives are concerned – the Annual General Meeting is not bound by nominations.

The term of the current members of the Supervisory Board elected as shareholder representatives, Dr. Klaus Esser, Prof. Daniel Gotthardt, Dr. Ulrike Handel and Mr. Thomas Seifert, ends upon the close of the Annual General Meeting that adopts a resolution on granting formal approval of their actions for fiscal year 2019, thus upon the close of the Annual General Meeting of the company on May 13, 2020, to which the shareholders are hereby invited. The new election of four members of the Supervisory Board as shareholder representatives is therefore required.

In accordance with Article 9(2) sentences 1, 2 of the company's Articles of Association, the members of the Supervisory Board are elected, unless a shorter term is decided during the election, for the period up to the end of the Annual General Meeting that resolves on the granting of formal approval of their actions for the fourth fiscal year after their term begins, where the fiscal year in which the term starts is not counted.

The nominations below take into consideration the specific goals stated by the Supervisory Board for its composition as well as the diversity concept pursued for the composition of the Supervisory Board and at the same time aim to fill the competence profile for the whole board that has been developed by the Supervisory Board.

The Supervisory Board proposes that the following persons be elected as members of the company's Supervisory Board as shareholder representatives:

- Dr. Klaus Esser, managing director of Klaus Esser Verwaltungen GmbH, Düsseldorf, residing in Munich;
- Prof. Daniel Gotthardt, managing director of Mediteo GmbH, Heidelberg, and also sole member of the management board of Gotthardt Healthgroup AG, Heidelberg, and of XLHealth AG, Heidelberg, residing in Heidelberg;
- Dr. Ulrike Handel, managing director of Dentsu Aegis Network Germany GmbH, Frankfurt am Main, residing in Hamburg, and

- Mr. Thomas Seifert, Chief Financial Officer (CFO) of Cloudflare, Inc., San Francisco, United States of America (USA), residing in San Francisco, United States of America (USA).

The appointment is made in each case for the period up to the close of the Annual General Meeting that resolves on granting formal approval for the actions of the members for fiscal year 2020.

In view of the change of form of the company into a Kommanditgesellschaft auf Aktien (KGaA – partnership limited by shares) proposed to the Annual General meeting as a resolution for adoption under Item 7 of the agenda, it is noted that the term of the members of the Supervisory Board of CompuGroup Medical SE ends by virtue of the law when the change of form of CompuGroup Medical SE into CompuGroup Medical SE & Co. KGaA comes into effect as a result of being entered in the commercial register, see also Item 7 b. (6) and (9) of the agenda on this in detail. The new election of the members of the company's Supervisory Board (shareholder representatives) to be appointed by the Annual General Meeting is accordingly provided for under Item 8 of the agenda; this new election in accordance with Item 8 of the agenda takes effect with the coming into effect of the change of legal form proposed for resolution under agenda Item 7 of the Annual General Meeting.

The Supervisory Board has satisfied itself for its nominations in the case of the candidates proposed above for election to the Supervisory Board that they can each continue to afford the time expected to be required. The Supervisory Board is convinced that, in its previous and also the future composition, its members as a whole have the knowledge, skills, and professional experience necessary for it to properly perform its duties.

With the candidates nominated above for election to the Supervisory Board, it will include an, in its opinion and also taking the ownership structure into consideration, appropriate number of independent members. In the opinion of the shareholder representatives, this also applies to the shareholder side.

Prof. Daniel Gotthardt is a shareholder of the company. More than 30 % of the voting rights in the company is attributed to him through and an existing pool agreement with his family. Prof. Daniel Gotthardt is the son of Mr. Frank Gotthardt, who, partly directly and partly through GT 1 Vermögensverwaltung GmbH, holds around 33.65 % of the shares in the company in total. Frank Gotthardt is at the same time a member of the Management Board and Chief Executive Officer of the company. Prof. Daniel Gotthardt leases a property to the company, which it uses as a parking lot for employees. In addition, companies that are controlled by Prof. Daniel Gotthardt cooperate with individual subsidiaries of CompuGroup Medical SE.

In all other respects, in the opinion of the Supervisory Board the candidates nominated above for election to the Supervisory Board can be regarded as independent within the meaning of the recommendations of the German Corporate Governance Code. In the opi-

nion of the shareholder representatives, this also applies to the shareholder side. Dr. Klaus Esser has been a member of the company's Supervisory Board since 2003. However, in the opinion of the Supervisory Board and the shareholder representatives, many years of membership of the Supervisory Board does not per se result in the loss of independence of a member of the Supervisory Board. Instead, the company should benefit as much as possible from the experience and expertise of a longstanding member of the Supervisory Board. This applies all the more in the case of Dr. Klaus Esser, as Dr. Klaus Esser has no personal or business relationship with the company or its Management Board that could constitute a conflict of interest. Dr. Klaus Esser is also to be regarded as independent in all other respects.

Apart from the circumstances disclosed above, no other personal or business relationships of one of the proposed candidates exist with the company, with the governing bodies of the company, or with a shareholder with a major equity interest in the company that a shareholder making an objective judgment would, in the opinion of the Supervisory Board, regard as a determining factor in their vote.

The qualification as a financial expert within the meaning of section 100(5) of the Aktiengesetz (AktG – Stock Corporation Act) continues to apply as before to the person of the current chair of the Supervisory Board Dr. Klaus Esser. The members of the Supervisory Board are as a whole familiar with the sector in which the company operates.

It is intended that the election to the Supervisory Board be conducted by electing members individually. It should be noted that, in the event that he is elected as a member of the Supervisory Board, Dr. Klaus Esser is to be proposed as Chair of the Supervisory Board again.

Further information on the Supervisory Board candidates nominated for election, in particular the information pursuant to section 125(1) sentence 5 AktG as well as a curriculum vitae of the candidates, is printed in section II. of this invitation to the Annual General Meeting.

7. Resolution on the change of form of the company into the legal form of a Kommanditgesellschaft auf Aktien (KGaA – partnership limited by shares) with the accession of CompuGroup Medical Management SE (currently still operating under the name “Blitz 18-764 SE”) including the cancellation of the existing Authorized Capital and the creation of new 2020 Authorized Capital with the authorization to disapply preemption rights

a. Preliminary remark

The Management Board and Supervisory Board of CompuGroup Medical SE have decided to propose to the Annual General Meeting to change the form of CompuGroup Medical SE from a European stock corporation (Societas Europaea, SE) into a Kommanditgesellschaft auf Aktien (KGaA – partnership limited by shares) under the company name “CompuGroup Medical SE & Co. KGaA”.

The further internationalization and the continuation of the consistent growth trajectory of the CompuGroup Medical group are key elements of the future strategy with the aim of updating the company’s success story to date. The company’s change of form into the new structure of an SE & Co. KGaA is intended to guarantee that the long-term strategic, successful orientation of the company can also be continued in the future. In particular, the change in legal form is intended to allow the company to gain the greatest possible flexibility regarding the financing of its future growth and, at the same time, to uphold the previous influence of Mr. Frank Gotthardt and his founding spirit as well to retain the members of the Gotthardt family and Dr. Reinhard Koop as reliable anchor shareholders.

It is intended within the framework of the change of form that CompuGroup Medical Management SE, a onetier European stock corporation (Societas Europaea, SE), will enter the company as its sole general partner and take over the management and representation of the company through its managing directors. CompuGroup Medical Management SE currently still operates under the name “Blitz 18-764 SE”. By resolution of March 19, 2020, the Annual General Meeting of Blitz 18-764 SE decided among other things to change the company name to “CompuGroup Medical Management SE” (accordingly Blitz 18-764 SE is also referred to in the following as “CompuGroup Medical Management SE”). The amendment to its Articles of Association will come into effect when it is entered in the commercial register.

The shares in CompuGroup Medical Management SE are held in full by GT 1 Vermögensverwaltung GmbH with its registered office in Koblenz, in which the current chair of the Supervisory Board, Mr. Frank Gotthardt, holds an equity interest equivalent to 99.36 % of the share capital. At the same time, Mr. Frank Gotthardt is currently the sole member of the Board of Directors of CompuGroup Medical Management SE. After the coming into effect of the resolution adopted by the General Meeting of CompuGroup Medical Management SE on March 19, 2020 regarding the appointment of Dr. Klaus Esser and Prof. Daniel Gotthardt as further members of the Board of Directors (see in detail the following lit. b. no. (7)), Mr. Frank Gotthardt shall also become the chair of the Board of Directors.

In order to ensure the continuity in terms of the personnel in the management, it is intended that the current members of the Management Board of CompuGroup Medical SE – including Mr. Frank Gotthardt – will be appointed as managing directors of CompuGroup Medical Management SE, where Mr. Frank Gotthardt is to be appointed as chair of the managing directors (Chief Executive Officer). Dr. Dirk Wössner is to be appointed by no later than January 1, 2021 as a further member of the Board of Directors and alongside that as a further managing director in the role of Chief Executive Officer; Mr. Frank Gotthardt is to resign as managing director in this connection, but remain as a member and the chair of the Board of Directors.

The legal and actual position of the shareholders of CompuGroup Medical SE is already characterized today on account of the existing pool agreements by the influence of the Gotthardt family and Dr. Reinhard Koop, especially that of Mr. Frank Gotthardt as the largest single shareholder of the company, which they can exert at the Annual General Meeting as a result of their equity interest in the share capital. In particular, because of the pool agreements and taking into consideration the treasury shares held by the company at the time the Annual General Meeting is convened from which no rights accrue to the company, Mr. Frank Gotthardt alone determines directly and indirectly the exercise of voting rights from 50.18 % of the voting shares of the company. Thus Mr. Frank Gotthardt can decide on the election of Supervisory Board members alone with his majority of the votes and as a result indirectly exert an influence on the composition of the Management Board of CompuGroup Medical SE. The change of legal form turns this de facto division of influence is turned into a structural distribution of influence. In the partnership limited by shares, the management and representation of the company is incumbent on the general partner. This means for the relationship between Mr. Frank Gotthardt and the other shareholders:

Mr. Frank Gotthardt exerts influence on the company through CompuGroup Medical Management SE as the general partner. In particular, Mr. Frank Gotthardt can not only determine the composition of the Board of Directors of CompuGroup Medical Management SE but also indirectly the appointment of the management directors of CompuGroup Medical Management SE.

Certain matters relating to the management of the company by the general partner CompuGroup Medical Management SE require in accordance with the regulations of the Articles of Association of the future CompuGroup Medical SE & Co. KGaA the approval of a Joint Committee, which consists of six members and which is composed of three members each to be delegated from the general partner and from the Supervisory Board of the company – one of whom shall be a representative of the employees on the Supervisory Board of the company.

The following considerations thus argue essentially for the change of legal form overall:

- Improved access to the equity market: The company's access to the equity market is strengthened by the change of form to a partnership limited by shares, as the change of form will result in an increased willingness of the Gotthardt family/Dr. Reinhard Koop shareholder group and especially of Mr. Frank Gotthardt to support future capital measures, even if they cannot or do not want to participate in these or at least not in the full extent. On the other hand, increased external financing in connection with the strategic development of the CompuGroup Medical group would have a negative impact on the debt-equity ratio and thus ultimately on the company's shares.
- Continuation of the growth trajectory: The long-term strategic focus of the CompuGroup Medical group on continual growth that has been supported in particular and primarily by Mr. Frank Gotthardt will be further strengthened by improved financing options, especially on the equity market. In a market characterized by consolidation in which the company operates, in the legal form of a partnership limited by shares, the company's shares can be deployed flexibly by the company management both to acquire liquid funds and as an acquisition currency.
- Creation of the structural prerequisites for retaining the anchor shareholders in the CompuGroup Medical group: The proposed change of form creates the structural prerequisites for the company to also have in the future a group of reliable anchor shareholders focused on the company's long-term interests in the form of the members of the shareholder group comprising the Gotthardt family/Dr. Reinhard Koop and in particular Mr. Frank Gotthardt, where Mr. Frank Gotthardt in particular has made a very significant contribution to the success of the company so far and would also like to continue to contribute to the company's future success.

The Articles of Association of the legal entity in new legal form — CompuGroup Medical SE & Co. KGaA — are attached to this invitation convening the Annual General Meeting as Annex 1 and form an integral part of this invitation convening the Annual General Meeting. A detailed legal and economic explanation and justification of the change of form and in particular of the future equity interest of the shareholders is contained in the conversion report that has been drawn up by the Management Board and that will be available to view in the company's business premises from the time that the Annual General Meeting is convened. Each shareholder will be given a copy of the conversion report without undue delay and free of charge upon request.

The conversion report can additionally be accessed from the time that the Annual General Meeting is convened on the company's website at www.cgm.com/hv.

b. Proposed resolution on the change of form of the company into the legal form of the Kommanditgesellschaft auf Aktien (KGaA – partnership limited by shares) with the accession of CompuGroup Medical Management SE (currently still operating under the name “Blitz 18-764 SE”) including the cancellation of the existing Authorized Capital and the creation of new 2020 Authorized Capital with the authorization to disapply preemption rights

The Management Board and Supervisory Board propose the following resolution:

(1) Change of form to a Kommanditgesellschaft auf Aktien (KGaA – partnership limited by shares)

CompuGroup Medical SE will be transformed into a Kommanditgesellschaft auf Aktien (KGaA – partnership limited by shares) by way of a change of form in accordance with the regulations of the Umwandlungsgesetz (sections 190 ff., 226 f., 238 ff. UmwG – Transformation Act).

(2) Company name and registered office of the new legal entity

The name of the legal entity in its new legal form is:

CompuGroup Medical SE & Co. KGaA.

The registered office of the legal entity in its new legal form is Koblenz.

(3) Share capital and equity interest of the shareholders in the legal entity under the new legal form

The total share capital of CompuGroup Medical SE existing at the time the change of form is entered in the commercial register (currently: EUR 53,219,350.00) will become the share capital of CompuGroup Medical SE & Co. KGaA, where the shareholders who are shareholders of CompuGroup Medical SE at the time the change of form is entered in the commercial register will become limited partners of CompuGroup Medical SE & Co. KGaA. They will hold an equity interest in the same extent and with the same number of no-par value shares (ordinary shares) in the share capital of CompuGroup Medical SE & Co. KGaA as they have in the share capital of CompuGroup Medical SE before the change of form came into effect. Consequently, each shareholder of CompuGroup Medical SE will receive the same number of no-par value shares (ordinary shares) in CompuGroup Medical SE & Co. KGaA as they held in CompuGroup Medical SE before the change of form came into effect. This is also true for the treasury shares of CompuGroup Medical SE held by the company, which will be turned into treasury shares in CompuGroup Medical SE & Co. KGaA. The number of no-par value shares (ordinary shares) that have been issued in total (currently: 53,219,350 shares) as well as the pro rata amount of the share capital represented by a single share (currently: EUR 1.00) are not changed by the change of form. This shall not only apply if the amount of the share capital of CompuGroup Medical SE at the time the change of form is entered in the commercial register is equivalent to its amount at the time this resolution is adopted, but also if the amount of the share capital should change in the meantime. If the share capital changes in the meantime, the Articles of Association of CompuGroup

Medical SE & Co. KGaA attached to this invitation convening the Annual General Meeting as Annex 1 will be amended accordingly (see also subsection (4) below on this).

The shares in the legal entity in new legal form, CompuGroup Medical SE & Co. KGaA, are no longer bearer shares – as the shares in CompuGroup Medical SE were previously – (cf. Article 4(2) sentence 1 and Article 5(1) of the Articles of Association of CompuGroup Medical SE), but are registered shares (Article 4(1) sentence 2 and Article 5(1) of the Articles of Association of CompuGroup Medical SE & Co. KGaA attached to this invitation convening the Annual General Meeting as Annex 1. Consequently, each shareholder of CompuGroup Medical SE will receive one registered no-par value share (ordinary share) in CompuGroup Medical SE & Co. KGaA for each no-par value bearer share (ordinary share) that they held in CompuGroup Medical SE before the change of form came into effect. This also applies for treasury shares held by the company. Rights and duties in the relationship with the company that arise from shares accordingly apply after the change of form comes into effect as a result of being entered in the commercial register only for and against the persons who are entered in the share register.

(4) Articles of association, authorized and contingent capital

The Articles of Association of CompuGroup Medical SE & Co. KGaA, which form an integral element of this conversion resolution, will be adopted with the wording produced in Annex 1 to this invitation convening the Annual General Meeting.

Upon the adoption of the Articles of Association of CompuGroup Medical SE & Co. KGaA, the Authorized Capital previously available at the company (Article 4(4) of the Articles of Association of CompuGroup Medical SE) will be replaced by the Authorized Capital 2020 with the wording arising from Article 4(3) of Annex 1 to this invitation convening the Annual General Meeting for the period from the time the change of form of the company into a KGaA comes into effect as a result of being entered in the commercial register.

Additionally, the Contingent Capital 2017 previously available at the company (Article 4(5) of the Articles of Association of CompuGroup Medical SE) and the existing Contingent Capital 2019 (Article 4(7) of the Articles of Association of CompuGroup Medical SE) will be adjusted accordingly in view of the change of form by the wording arising from Article 4(4) (Contingent Capital 2017) and Article 4(5) (Contingent Capital 2019) of Annex 1 to this invitation convening the Annual General Meeting for the period from the time the change of form of the company into a KGaA comes into effect as a result of being entered in the commercial register.

Authorized Capital 2020

Within the framework of the Authorized Capital 2020 of CompuGroup Medical SE & Co. KGaA, the general partner is authorized, with the approval of the Supervisory Board, to disapply the preemption right of the shareholders in accordance with the wording produ-

ced in Article 4(3) of Annex 1 to this invitation convening the Annual General Meeting. The written report of the Management Board in accordance with section 203(2) and section 186(4) sentence 2 AktG on the reasons for authorizing the general partner to disapply the preemption rights of the shareholders to the new shares when the Authorized Capital 2020 is utilized with the approval of the Supervisory Board is printed in section III of this invitation convening the Annual General Meeting. The report will be available from the time the Annual General Meeting is convened on the company's website at www.cgm.com/hv.

Contingent Capital 2017

The contents of the Contingent Capital 2017 of CompuGroup Medical SE & Co. KGaA are the same as those of the previous Contingent Capital 2017 of CompuGroup Medical SE, where the Management Board is replaced by the general partner and moreover the circumstance that the shares of CompuGroup Medical SE & Co. KGaA – unlike the shares of CompuGroup Medical SE before – are registered instead of bearer shares (see subsection (3) above). The Contingent Capital 2017 is furthermore used exclusively to grant shares to the holders or creditors of bonds that the company has issued on the basis of the authorization resolution of the Annual General Meeting of May 10, 2017 under Item 6 a) of the agenda, which continues to apply in accordance with subsection (10) of this proposed resolution below with the amendments provided for there in due consideration of the change of form of the company into a KGaA and in all other respects also with the same contents.

Contingent Capital 2019

The contents of the Contingent Capital 2019 of CompuGroup Medical SE & Co. KGaA are not changed and correspond to the previous Contingent Capital 2019 of CompuGroup Medical SE, where the Management Board is replaced by the general partner and moreover the circumstance that the shares of CompuGroup Medical SE & Co. KGaA – unlike the shares of CompuGroup Medical SE before – are registered instead of bearer shares (see subsection (3) above). The Contingent Capital 2019 is furthermore used exclusively to service stock options on the basis of the authorization resolution of the Annual General Meeting of CompuGroup Medical SE of May 15, 2019 under Item 6 of the agenda, which continues to apply in accordance with subsection (10) of this proposed resolution below with the amendments provided for there in due consideration of the change of form of the company into a KGaA and in all other respects also with the same contents.

Authorization of the Supervisory Board to amend the wording of the Articles of Association
The Supervisory Board of the company is authorized to amend the wording of the Articles of Association of CompuGroup Medical SE & Co. KGaA before the change of form is entered in the commercial register insofar as any changes to the amount of the share capital in the meantime make it necessary to adjust it to the amount of the share capital that then applies. The Supervisory Board is further authorized to amend the wording of the Articles of Association of CompuGroup Medical SE & Co. KGaA before the change of form is entered in the commercial register insofar as shares are issued in the meantime from authorized or

contingent capital and this results in a change to the amounts of the respective authorized or contingent capital. In the event that the wording of the Articles of Association is amended by the Supervisory Board in accordance with the above authorizations, the Management Board of the company is required to submit an appropriately amended version of the Articles of Association of CompuGroup Medical SE & Co. KGaA when applying for the change of form to be entered in the commercial register.

(5) General partner

The general partner of CompuGroup Medical SE & Co. KGaA will be CompuGroup Medical Management SE. CompuGroup Medical Management SE is currently still operating under the name “Blitz 18-764 SE” and has its registered office in Munich. It is registered in the commercial register of the local court of Munich under number HRB 245121. By resolution of March 19, 2020, the Annual General Meeting of Blitz 18-764 SE decided among other things to change the company name to “CompuGroup Medical Management SE” and to relocate the registered office to Koblenz. The amendments to its Articles of Association will come into effect when they are entered in the commercial register.

The general partner assumes the legal position of the founder of the legal entity in the new legal form in accordance with section 245(2) sentence 1 of the Umwandlungsgesetz (UmwG – Transformation Act). The general partner does not receive a share in the capital of CompuGroup Medical SE & Co. KGaA in the course of the change of form. It is neither authorized nor required to make a capital contribution. It does not have a share in the earnings or the assets (including the hidden reserves) of CompuGroup Medical SE & Co. KGaA and does not have a claim to a settlement balance in the event that it withdraws from CompuGroup Medical SE & Co. KGaA.

(6) Supervisory Board of the legal entity of the new legal form

The Supervisory Board of the company will be composed in accordance with different regulations from the ones that are currently valid after the change of form comes into effect (see also subsection (9) below on this). The term of the members of the Supervisory Board of CompuGroup Medical SE therefore ends by virtue of the law when the change of form of CompuGroup Medical SE into CompuGroup Medical SE & Co. KGaA comes into effect by being entered in the commercial register. The new election of the members of the company’s Supervisory Board (shareholder representatives) to be appointed by the Annual General Meeting is accordingly provided for under Item 8 of the agenda below. This new election will take place with effect from the entry into force of the change of legal form proposed for resolution to the Annual General Meeting under this agenda Item 7.

(7) Special rights and measures

Stock Option Program 2019

The authorization adopted by the Annual General Meeting of CompuGroup Medical SE of May 15, 2019 under Item 6 of the agenda to grant subscription rights (stock options) to members of the Management Board of CompuGroup Medical SE (group 1 beneficiaries) and to executives of CompuGroup Medical SE and to members of the management of its subsidiary associated companies and their executives who each have to belong to the group of senior vice presidents or the group of general managers (group 2 beneficiaries) (“Stock Option Program 2019”) continues to apply after the change of form of the company into CompuGroup Medical SE & Co. KGaA in accordance with subsection (10) of this proposed resolution below with the amendments provided for there and in all other respects also with the same contents if it is still in place and has not been utilized at the time the change of form comes into effect, where the authorization for the benefit of the Management Board of CompuGroup Medical SE concerning the granting of subscription rights (stock options) to group 2 beneficiaries continues to exist accordingly for the benefit of the general partner of CompuGroup Medical SE & Co. KGaA that is created by the form of change – CompuGroup Medical Management SE –, and the authorization for the benefit of the Supervisory Board of CompuGroup Medical SE concerning the granting of subscription rights (stock options) to group 1 beneficiaries continues to exist for the benefit of the Board of Directors of the general partner of CompuGroup Medical SE & Co. KGaA that is created by the form of change – CompuGroup Medical Management SE.

A total of up to 5,321,935 subscription rights (stock options) can be issued on a total of 5,321,935 non par value bearer shares of the shares within the framework of the 2019 Stock Option Program. Group 1 members together receive a maximum of 3,547,957 stock options and the resulting subscription rights here; the beneficiaries in group 2 together receive a maximum of 1,773,978 stock options and the resulting subscription rights. Members of both groups do not receive any additional subscription rights for their membership in group 2.

The legal basis for issuing stock options is provided by the above-mentioned authorization resolution of the Annual General Meeting of May 15, 2019 and the further details determined by the Management Board and Supervisory Board in this respect (“option conditions”). In accordance with the option conditions, each stock option entitles its holder to acquire one no-par value bearer share of the company with a pro rata amount of the share capital of EUR 1.00 represented by a single share in exchange for payment of the exercise price. The exercise price corresponds to the volume-weighted average rate of the company’s share in Xetra trading (or a functionally comparable successor system taking the place of the Xetra system) on the Frankfurt Stock Exchange for a period beginning 45 calendar days before and ending 45 calendar days after the relevant issue date, however no less than the pro rata amount of the company’s share capital represented by a single share, thus currently (and the same after the change of form) EUR 1.00 (section 9(1) AktG).

Stock options can be issued up to the end of May 14, 2024 each time within a period of 16 weeks after the date of the company's Annual General Meeting. Stock options can be issued to beneficiaries newly joining the enterprise of the company or subsidiary associated companies within 12 weeks of they join.

Stock options can be exercised for the first time after the qualifying period of four years has expired. A prerequisite for exercising stock options is that the price of the company's share has increased by at least 15% in total (minimum price rise) either (i) in the period of three years from the issue date or (ii) in the period of three years before the date on which the stock options in question can be exercised for the first time. The relevant initial value is the exercise price in the case of (i) and, in the case of (ii), the volume-weighted average rate of the company's share in Xetra trading (or a functionally comparable successor system taking the place of the Xetra system) on the Frankfurt Stock Exchange for a period beginning 45 calendar days before and ending 45 calendar days after the first date of the relevant three-year period. The relevant reference price for measuring the minimum price rise is the volume-weighted average rate of the company's share in Xetra trading (or a functionally comparable successor system taking the place of the Xetra system) on the Frankfurt Stock Exchange during the last three months before the relevant three-year period expires. If the performance target is not achieved, the stock options lapse without compensation. The Management Board and Supervisory Board can set other performance targets.

The stock options can be exercised by the beneficiaries within six years after the time at which the qualifying period has expired. Within this period, stock options can be exercised within four weeks, beginning on the third work day after the results of the respective quarter or fiscal year have been announced. The term can be appropriately extended by the company's Management Board or, if members of the Management Board are affected, by the Supervisory Board, if it is not possible to exercise the stock options at the end of the original term on account of statutory regulations. With the exception of succession, stock options cannot be assigned, sold, pledged, or encumbered. If they are not exercised by the end of their term, they lapse without compensation.

At the discretion of the company, stock options that are exercised can be serviced either by utilizing one of the contingent capital arrangements resolved for this purpose, especially the Contingent Capital 2019 in place at CompuGroup Medical SE, or through the company's treasury shares or in cash.

At the time the Annual General Meeting is convened, a total of 1,000,000 stock options had been issued under the 2019 Stock Option Program, none of which could be exercised yet.

The subscription rights to no-par value bearer shares of CompuGroup Medical SE granted to the beneficiaries under the existing 2019 Stock Option Program will be converted into subscription rights to registered no-par value shares of CompuGroup Medical SE & Co. KGaA in the course of the change of form. An entitlement of the members of the Management Board of CompuGroup Medical SE is converted by the change of form into an entitlement of the managing directors of the general partner of CompuGroup Medical SE & Co. KGaA, CompuGroup Medical Management SE. The number of subscription rights and of the shares to be delivered is not altered by the change of form. The exercise price to be paid in each case and also the performance target or targets that have been set also remain unchanged. The qualifying period for exercising for the first time stock options that were already granted before the change of form is not reset to start from the beginning again. The subscription rights are not affected by a beneficiary changing from an employment relationship with CompuGroup Medical SE to an employment relationship with CompuGroup Medical SE & Co. KGaA or with CompuGroup Medical Management SE, which accedes to the company as the general partner.

The Contingent Capital 2019 existing at CompuGroup Medical SE, which has been created to service the stock options from the 2019 Stock Option Program, will continue to exist accordingly as Contingent Capital 2019 in the Articles of Association of CompuGroup Medical SE & Co. KGaA (Article 4(5) of the Articles of Association of CompuGroup Medical SE & Co. KGaA attached to this invitation convening the Annual General Meeting as Annex 1, see also subsection (4) above). With regard to the 2019 Stock Option Program, no changes are produced in any other respect – subject to the adjustments in accordance with subsection (10) of this proposed resolution below – by the change of form.

General partner

As a legal precaution, it is pointed out that CompuGroup Medical Management SE will accede to the company as the general partner and take over the management of the business and the representation of CompuGroup Medical SE & Co. KGaA.

The sole shareholder of CompuGroup Medical Management SE is GT 1 Vermögensverwaltung GmbH with its registered office in Koblenz, entered in the commercial register of the Koblenz Local Court under HRB 6338. Currently the sole member of the Board of Directors of CompuGroup Medical Management SE is Mr. Frank Gotthardt. Following the coming into effect of the appointment resolved by the General Meeting of CompuGroup Medical Management SE on March 19, 2020 of Dr. Klaus Esser and Prof. Daniel Gotthardt as further members of the Board of Directors of CompuGroup Medical Management SE, Mr. Frank Gotthardt is to be appointed as chair of the Board of Directors as well as managing director and thereby chair of the managing directors (Chief Executive Officer). Dr. Dirk Wössner is to be appointed by no later than January 1, 2021 as a further member of the Board of Directors and alongside that as a further managing director – and thereby as chair of the managing directors (Chief Executive Officer); Mr. Frank Gotthardt is to resign as

managing director in this connection, but remain as a member and the chair of the Board of Directors.

Mr. Frank Gotthardt holds an equity interest of 99.36 % in GT 1 Vermögensverwaltung GmbH, which for its part holds 14,240,079 non par value bearer shares (ordinary shares) in CompuGroup Medical SE (equivalent to a proportion of 26.76 % of the share capital). Alongside Mr. Frank Gotthardt, Prof. Daniel Gotthardt holds an equity interest equivalent to 0.64 % of the share capital in GT 1 Vermögensverwaltung GmbH. Prof. Daniel Gotthardt and Dr. Klaus Esser were appointed as further members of the Board of Directors of CompuGroup Medical Management SE by resolution of the Annual General Meeting of CompuGroup Medical Management SE on March 19, 2020 - in addition to the hitherto only member of the Board of Directors, Mr. Frank Gotthardt. The appointment was made in each case subject to the entry of the corresponding extension of the Board of Directors to three members in the commercial register in accordance with the Articles of Association.

Mr. Frank Gotthardt, GT 1 Vermögensverwaltung GmbH, Dr. Brigitte Gotthardt, Prof. Daniel Gotthardt, and Dr. Reinhard Koop have entered into two pool agreements, to which a total of 21,621,177 non par value bearer shares (ordinary shares) in CompuGroup Medical SE are subject. The subject matter of the contract includes ensuring that the voting rights are exercised consistently, where the pool agreements enable Mr. Frank Gotthardt to determine alone how the voting rights stemming from the respective shares are exercised. Including the shares that he himself holds, Mr. Frank Gotthardt can decide how the voting rights for a total of 24,291,902 shares of the company are exercised as a result; this is equivalent to 45.64 % of the share capital and, taking into consideration the treasury shares currently held by the company, to 50.18% of the voting rights.

It should be noted that, in particular in accordance with Article 8(1) and (2) of the Articles of Association of CompuGroup Medical SE & Co. KGaA attached to this invitation convening the Annual General Meeting as Annex 1, the management is incumbent upon CompuGroup Medical Management SE and it represents CompuGroup Medical SE & Co. KGaA, while the shareholders are excluded from the management of the company's business. The management authority of the general partner also includes unusual management measures here. The right of the Annual General Meeting to approve unusual management measures is precluded. All expenses in connection with the management of the company's business, including the remuneration of the members of its governing bodies, will be refunded by the company to CompuGroup Medical Management SE in its capacity as general partner. For assuming the business management of the company and the liability, CompuGroup Medical Management SE will receive from the company annual remuneration of 4% of its share capital irrespective of any profit or loss (cf. Article 8(3) and (4) of the Articles of Association of CompuGroup Medical SE & Co. KGaA).

In accordance with section 285(2) sentence 1 AktG, the resolutions of the Annual General Meeting of CompuGroup Medical SE & Co. KGaA require the consent of the general partner CompuGroup Medical Management SE if they concern matters for which, in the case of a limited partnership, the agreement of the general partners and the limited partners is needed. If this is the case, in particular for example with amendments to the Articles of Association and other fundamental resolutions, the general partner states at the Annual General Meeting whether it approves the resolutions or whether these are rejected (Article 26(4) of the Articles of Association of CompuGroup Medical SE & Co. KGaA attached as Annex 1 to this invitation convening the Annual General Meeting. The same shall apply – in accordance with the statutory regulation of section 286(1) sentence 2 AktG – for the resolution of the Annual General Meeting on the approval of the annual financial statements (Article 27(5) of the Articles of Association of CompuGroup Medical SE & Co. KGaA).

Governing bodies

Currently the sole member of the Board of Directors of CompuGroup Medical Management SE is Mr. Frank Gotthardt. At the same time, Mr. Frank Gotthardt has an equity interest equivalent to 99.36% of the share capital in GT 1 Vermögensverwaltung GmbH, which is in turn the sole shareholder of CompuGroup Medical Management SE.

As a legal precaution, it is pointed out that the current chair of the Supervisory Board of CompuGroup Medical SE, Dr. Klaus Esser, as well as the current deputy chair of Supervisory Board of CompuGroup Medical SE, Prof. Daniel Gotthardt, by resolution of the General Meeting of CompuGroup Medical Management SE of March 19, 2020 alongside Mr Frank Gotthardt were appointed as further members of the Board of Directors of CompuGroup Medical Management SE. In each case, the appointment was made subject to the entry in the commercial register of the corresponding extension of the Board of Directors to three members in accordance with the Articles of Association. Following the entry into effect of the appointment of Dr. Klaus Esser and Prof. Daniel Gotthardt, Mr. Frank Gotthardt is to become the chair of the Board of Directors. Dr. Dirk Wössner is to be appointed as a further member of the Board of Directors by no later than January 1, 2021.

Similarly, it is pointed out as a legal precaution that – irrespective of the decision-making authority of the Board of Directors of CompuGroup Medical Management SE – the current members of the Management Board of CompuGroup Medical SE Mr. Frank Gotthardt, Mr. Michael Rauch, Mr. Frank Brecher, Dr. Ralph Körfgen, Dr. Eckart Pech, and Mr. Hannes Reichl are to be appointed as managing directors of CompuGroup Medical Management SE, where Mr. Frank Gotthardt is to be appointed as the chair (Chief Executive Officer).

In addition to his appointment as a further member of the Board of Directors, Dr. Dirk Wössner is also to be appointed by no later than January 1, 2021 as a managing director and also as the chair of the managing directors (Chief Executive Officer); Mr. Frank Gott-

hardt is to resign as managing director in this connection, but remain as a member and the chair of the Board of Directors.

In accordance with Article 16 of the Articles of Association of CompuGroup Medical SE & Co. KGaA attached as Annex 1 to this invitation convening the Annual General Meeting, the general partner CompuGroup Medical Management SE is entitled to delegate three of the six members of the Joint Committee to this committee. The three other members of the Joint Committee (see the following no. (9)) will be delegated to the Joint Committee by the Supervisory Board of the company, including two shareholder representatives on the Supervisory Board and one employee representative on the Supervisory Board. The general partner appoints one of the members of the Joint Committee that it has delegated as chair of the Joint Committee.

No further special rights or intended measures

Beyond the circumstances described above, no other rights within the meaning of section 194(1) no. 5 UmwG are granted and measures within the meaning of section 194(1) no. 5 UmwG are not intended.

(8) Compensation offer

A compensation offer in accordance with section 207 UmwG does not have to be issued on account of the regulation of section 250 UmwG.

(9) Consequences of the change of form for the employees and their representatives as well as planned measures in this respect

Consequences of the change of form for the employees

The change of form does not have any impact on the employees of the company and its associated companies or on their employment relationships. The employer does not change as a result of the change of form. The employment contracts of the employees remain in force as before, thus all employer obligations arising from the employment relationships continue to apply as before. The right of the employer to issue instructions will be exercised after the change of form by CompuGroup Medical SE & Co. KGaA represented by the managing directors of the general partner, CompuGroup Medical Management SE. This does not result in changes for the employees. In particular, the current members of the Management Board of CompuGroup Medical SE are to be appointed as managing directors of CompuGroup Medical Management SE in order to ensure continuity in terms of the personnel in the management. The length of service with the company is not interrupted by the change of form.

End of the appointment of members of the Management Board

The appointment of the members of the Management Board of CompuGroup Medical SE ends when the change of form comes into effect as a result of being entered in the commercial register.

Consequences of the change of form for the employee representatives

The change of form has the following impact on the employee representatives:

The existing SE Works Council of CompuGroup Medical SE is linked to the legal form of the SE, with the result that it is dissolved when the change of form comes into effect. As the CompuGroup Medical group is a group of companies that operates throughout the European Community and its controlling enterprise has its registered office in Germany (section 2(1) and section 3(2) of the Europäisches Betriebsräte-Gesetz, EBRG – European Works Councils Act), a European works council or other procedure for informing and consulting the employees in accordance with section 19 EBRG can be agreed in place of the previous SE works council.

In all other respects, the existence and the composition of the works councils, committees representing executives, and other employee representation bodies as well as their rights and powers are not altered by the change of form. All works agreement remain in force as before in their previous form. No changes are produced by the change of form in respect of any collective bargaining agreements of the company and its subsidiaries. This applies in particular also because the legal and economic identity of CompuGroup Medical SE and its subsidiaries is maintained in the course of the change of form and the change of form does not have any impact on the operational structure.

Consequences of the change of form for the co-determination of the employees on the Supervisory Board

The change of form has the following impact on the co-determination of the employees on the Supervisory Board:

A change regarding managerial co-determination arises as a result of the change of form. In accordance with article 40(2) and (3) of Council Regulation (EC) No 2157/2001 of October 8, 2001 on the Statute for a European company (SE), section 17(1) of the SE-Ausführungsgesetz (SEAG – SE implementing act), Article 9(1) of the company's Articles of Association, and section 21(3) no. 1 of the SE-Beteiligungsgesetz (SEBG – SE employee participation act) in conjunction with section 3(1), (3) sentence 1 and (4) of the agreement on the participation of the employees in CompuGroup Medical SE of December 3, 2015 ("employee participation agreement"), the Supervisory Board of CompuGroup Medical SE consists of six members, one third – and no less than two – of which are representatives of the employees, who are elected by the SE Works Council and are proposed to the Annual General Meeting for appointment; the Annual General Meeting is bound by these proposals. The two current employee representatives on the Supervisory Board of CompuGroup Medical SE come from Germany.

After the form of CompuGroup Medical SE is changed into a KGaA, the managerial co-determination will be based on the regulations of the Gesetz über die Mitbestimmung der Arbeitnehmer (Mitbestimmungsgesetz, MitbestG – Codetermination Act). As the company and its group companies in Germany employ more than 2,000 but not more than 10,000 employees and no measures have been resolved or planned that will lead to the number falling below or going higher than these thresholds, a Supervisory Board with equal representation of employer and employee representatives has to be formed in accordance with section 7(1) sentence 1 no. 1 MitbestG, which is composed of six Supervisory Board members each from the shareholders and the employees, where the Supervisory Board members from the employees must include two representatives from trade unions and, in accordance with section 15(1) sentence 2 MitbestG, one executive. Furthermore, in accordance with section 278(3) and section 96(2) sentence 1 AktG, the Supervisory Board must be composed in such a way that no less than 30% of the members are women and no less than 30% are men (minimum percentage requirement). The minimum percentage is to be fulfilled by the Supervisory Board as a whole (sections 278(3) and 96(2) sentence 2 AktG). If the shareholders' side or the employee representatives' side raises with the chair of the Supervisory Board an objection to the overall fulfillment of the percentage on the basis of a majority resolution prior to the election, the minimum percentage for this election shall be fulfilled separately by the shareholders' side and the employees' side (sections 278(3) and 96(2) sentence 3 AktG). In all cases, the numbers are to be mathematically rounded up or down to a whole number of persons (section 278(3) and section 96(2) sentence 4 AktG). With regard to the employee representatives on the Supervisory Board of CompuGroup Medical SE & Co. KGaA, of the employees of the CompuGroup Medical group, only the employees working in Germany are entitled to vote and are eligible to stand for election in application of the Co-determination Act.

The term of the members of the Supervisory Board of CompuGroup Medical SE & Co. KGaA ends by virtue of the law when the change of form of CompuGroup Medical SE into CompuGroup Medical SE & Co. KGaA comes into effect by being entered in the commercial register. All members of the Supervisory Board, i.e. both the employer representatives and the employee representatives, must be newly elected.

The election of the shareholder representatives on the Supervisory Board of CompuGroup Medical SE & Co. KGaA is provided for under Item 8 of the agenda below.

Concerning the employee representatives on the Supervisory Board of CompuGroup Medical SE & Co. KGaA, the general partner will announce within the framework of a status procedure immediately after the change of form has come into effect as a result of being entered in the commercial register the statutory regulations in accordance with which it believes the Supervisory Board has to be composed. The CompuGroup Medical group's employees working in Germany will then be called on to elect the six employee representatives on the Supervisory Board if a court decision on the composition of the Supervisory

Board has not been applied for within a period of one month. If this is the case, the Supervisory Board is to be composed in accordance with the decision of the court after the procedure has been concluded with final and absolute effect. For the period until the employee elections have been completed, the employee representatives on the Supervisory Board have to be appointed by a court in accordance with section 104(1) sentence 2 AktG. An attribution of employees of CompuGroup Medical SE & Co. KGaA and its subsidiaries to CompuGroup Medical Management SE, which would lead to co-determination of the employees on the Supervisory Board of CompuGroup Medical Management SE, does not take place.

No appointment of a labor relations director

A labor relations director does not have to be appointed at CompuGroup Medical SE & Co. KGaA in accordance with section 33(1) sentence 2 MitbestG.

Creation of a Joint Committee

The Supervisory Board of a KGaA has fewer competences, which is specifically related to the legal form, than the Supervisory Board of a stock corporation or a two-tier SE. For example, the Supervisory Board of a KGaA can in particular not appoint the general partner or its governing bodies. Furthermore, the Supervisory Board of the KGaA cannot – unlike in a stock corporation or in a two-tier SE – establish a catalog of management measures for which the general partner requires the board's approval in order to implement them. However, a Joint Committee will be set up at CompuGroup Medical SE & Co. KGaA as a voluntary additional governing body, half of which will be composed of members who are delegated by the Supervisory Board and where the general partner will require its approval for certain management measures. Article 18(1) of the Articles of Association of CompuGroup Medical SE & Co. KGaA attached to this invitation convening the Annual General Meeting as Annex 1 contains an appropriate catalog of management measures that are subject to approval.

In accordance with Article 16 of the Articles of Association of CompuGroup Medical SE & Co. KGaA, the Joint Committee consists of six members – three members who are delegated by the general partner CompuGroup Medical Management SE and three members who are delegated from the Supervisory Board of the company. The members of the Joint Committee to be delegated by the Supervisory Board must themselves be members of the Supervisory Board and include two shareholder representatives and one employee representative in the person of a representative of the company's employees in accordance with section 7(2) no. 1 MitbestG. They are delegated to the Joint Committee from the Supervisory board by resolution, where the delegation of the shareholder representatives is made on the proposal of the representatives of the shareholders on the Supervisory Board and the delegation of the employee representative is made on the proposal of the representatives of the employees on the Supervisory Board. The members of the Joint Committee are delegated for the duration of their membership of the Supervisory Board.

Other measures with impact on the employees or their representatives

Other measures that would impact the situation of the employees or their representative bodies are not envisaged or planned in relation to the change of form.

(10) Continued validity of the resolutions of the Annual General Meeting of CompuGroup Medical SE

Authorization to issue bonds

The authorization issued to the Management Board of CompuGroup Medical SE by resolution of the Annual General Meeting of May 10, 2017 under Item 6 a) of the agenda to issue bonds with the option of disapplying the pre-emption right continues to apply after the company's change of form to the benefit of the general partner of CompuGroup Medical SE & Co. KGaA. created as a result of the change of form and in all other respects with the same contents if it is still in place and has not been utilized at the time the change of form comes into effect; similarly, any bonds issued on the basis of the authorization before the change of form comes into effect remain unaffected in terms of their existence by the company's change of form into CompuGroup Medical SE & Co. KGaA.

Authorization to grant pre-emption rights (stock options)

The authorization adopted by the Annual General Meeting of CompuGroup Medical SE of May 15, 2019 under Item 6 of the agenda to grant subscription rights (stock options) to members of the Management Board of CompuGroup Medical SE (group 1 beneficiaries) and to executives of CompuGroup Medical SE and to members of the management of its subsidiary associated companies and their executives who each have to belong to the group of senior vice presidents or the group of general managers (group 2 beneficiaries) ("Stock Option Program 2019") continues to apply after the change of form of the company in accordance with the following amendments and in all other respects also with the same contents if it is still in place and has not been utilized at the time the change of form comes into effect, where the authorization for the benefit of the Management Board of CompuGroup Medical SE concerning the granting of subscription rights (stock options) to group 2 beneficiaries continues to exist accordingly for the benefit of the general partner of CompuGroup Medical SE & Co. KGaA that is created by the form of change – CompuGroup Medical Management SE –, and the authorization for the benefit of the Supervisory Board of CompuGroup Medical SE concerning the granting of subscription rights (stock options) to group 1 beneficiaries continues to exist for the benefit of the Board of Directors of the general partner of CompuGroup Medical SE & Co. KGaA that is created by the form of change – CompuGroup Medical Management SE. Subscription rights (stock options) can be granted exclusively to registered no-par value shares of CompuGroup Medical SE & Co. KGaA; the circle of the group 1 beneficiaries will be adjusted in view of the different governance structure of CompuGroup Medical SE & Co. KGaA to the effect that, instead of the members of the Management Board of CompuGroup Medical SE that will no longer exist, the managing directors of the general partner CompuGroup Medical Management SE will have an entitlement after the change of form comes into effect.

Authorization to purchase and use treasury shares

The authorization issued by the Annual General Meeting of CompuGroup Medical SE of May 15, 2019 under Item 9 of the agenda to acquire and to use, including to cancel, treasury shares in accordance with section 71(1) no. 8 AktG continues to apply after the company's change of form to the benefit of the general partner of CompuGroup Medical SE & Co. KGaA, created as a result of the change of form and in all other respects with the same contents if it is still in place and has not been utilized at the time the change of form comes into effect, where treasury shares can also be used to fulfill stock options granted under the 2019 stock option after the change of form comes into effect to managing directors of the general partner of CompuGroup Medical SE & Co. KGaA created as a result of the change of form – CompuGroup Medical Management SE.

Other resolutions of the Annual General Meeting

In all other respects, all other resolutions of the Annual General Meeting of CompuGroup Medical SE continue to apply without any changes at CompuGroup Medical SE & Co. KGaA if they have not yet been dealt with at the time the change of form comes into effect by being entered in the commercial register or are not dealt with as a result of the change of form. For reasons of legal caution and in view of the new creation of the Authorized Capital 2020 (cf. subsection (4) above), the authorization issued to the Management Board by the Annual General Meeting of CompuGroup Medical SE on May 18, 2016 under Item 6 a) of the agenda to increase the share capital of the company by up to EUR 26,609,675.00 by issuing new shares on one or more occasions in return for cash and/or non-cash contributions by May 17, 2021 with the approval of the Supervisory Board is canceled subject to the condition precedent that the change of form of the company to a KGaA comes into effect by being entered in the commercial register.

(11) Costs

The company will bear the costs for the change of form in the total amount of up to EUR 3,000,000.00 (in words: three million euros).

(12) Instruction of the Management Board

The Management Board is instructed to process the registration of the change of legal form of CompuGroup Medical SE into CompuGroup Medical SE & Co. KGaA for registration in the commercial register only after all requirements for the admission of the shares of CompuGroup Medical SE & Co. KGaA for stock exchange trading are met, with the exception of those requirements which depend on the entry of the transformation of legal form in the commercial register itself.

c. Accession of CompuGroup Medical Management SE as general manager and approval of the Articles of Association

In accordance with section 240(2) sentence 2 and section 221 sentences 1 and 2 UmwG, CompuGroup Medical Management SE must declare its accession as the general partner of CompuGroup Medical SE & Co. KGaA and approve the Articles of Association of Com-

puGroup Medical SE & Co. KGaA. The declaration of accession and approval must be recorded by a notary (section 240(2) sentence 2 and section 221 sentences 1 and 2 UmwG).

The declaration of accession and approval by CompuGroup Medical Management SE is to be made by separate notarial instrument in the course of the Annual General Meeting on May 13, 2020. A resolution of the Annual General Meeting does not need to be adopted in this respect. The following is therefore to be recorded in the minutes following the appropriate declaration of CompuGroup Medical Management SE:

“CompuGroup Medical Management SE, which is to assume the position of sole general partner in the company under new legal form, hereby declares its accession as general partner of the company under new legal form in the form of a partnership limited by shares under the name CompuGroup Medical SE & Co. KGaA. and hereby approves the Articles of Association of CompuGroup Medical SE & Co. KGaA established and adopted under Item 7 of the agenda with the wording produced in Annex 1 to the invitation convening the Annual General Meeting on May 13, 2020, if appropriate including amendments to the Articles of Association adopted by the Annual General Meeting under Item 7 of the agenda.”

d. Continuance of the appointment of the auditor of the annual and consolidated financial statements for fiscal year 2020 as well as the auditor to perform any review of interim financial reports

In accordance with section 197 sentence 1 UmwG in conjunction with section 278(3) and section 30(1) sentence 1 AktG, CompuGroup Medical Management SE, which is taking over the legal position of the founder of the legal entity in the new legal form in its function as general partner of CompuGroup Medical SE & Co. KGaA (section 245(2) sentence 1 UmwG), has to appoint the auditor of the annual financial statements for the first short or full fiscal year. The appointment needs to be recorded by a notary (section 197 sentence 1 UmwG in conjunction with section 278(3) and section 30(1) sentence 2 AktG).

Accordingly, the general partner CompuGroup Medical Management SE declares that the appointment of KPMG AG Wirtschaftsprüfungsgesellschaft, head office: Berlin, Frankfurt am Main branch, as the auditor of the annual and consolidated financial statements for fiscal year 2020 and as the auditor to perform any review of interim financial reports for fiscal year 2020 and for the first quarter of 2021 proposed to the Annual General Meeting on May 13, 2020 under Item 5 of the agenda remains effective – in the event that the proposed resolution is accepted by the Annual General Meeting – after the change of form comes into effect. The declaration is to be made by separate notarial instrument in the course of the Annual General Meeting on May 13, 2020. A resolution of the Annual General Meeting does not need to be adopted in this respect. The following is therefore to be recorded in the minutes following the appropriate declaration of CompuGroup Medical Management SE:

“The appointment of KPMG AG Wirtschaftsprüfungsgesellschaft, head office: Berlin, Frankfurt am Main branch, as the auditor of the annual and consolidated financial statements for fiscal year 2020 and as the auditor to perform any review of interim financial reports for fiscal year 2020 and for the first quarter of 2021 proposed to the Annual General Meeting on May 13, 2020 under Item 5 of the agenda remains effective – in the event that the proposed resolution is accepted by the Annual General Meeting – after the change of form comes into effect.”

8. Election of the members of the Supervisory Board of CompuGroup Medical SE & Co. KGaA

After the change of form of CompuGroup Medical SE into CompuGroup Medical SE & Co. KGaA proposed for adoption under the Item 7 of the agenda above comes into effect, the Supervisory Board of the company will be composed in accordance with different regulations than those that currently apply. The term of the members of the Supervisory Board of CompuGroup Medical SE therefore ends by virtue of the law when the change of form comes into effect by being entered in the commercial register. Accordingly, a new election of the Supervisory Board members of the legal entity in the new legal form, i.e. CompuGroup Medical SE & Co. KGaA, is necessary.

The Supervisory Board of CompuGroup Medical SE & Co. KGaA consists of 12 members and is composed in accordance with sections 278(3), 96(1) first case, and 101(1) AktG, sections 1(1), 5(1) sentence 1, 7(1) sentence 1 no. 1 MitbestG, and Article 11(1) and (2) of the Articles of Association of CompuGroup Medical SE & Co. KGaA of six Supervisory Board members from the shareholders, who are elected by the Annual General Meeting in accordance with the provisions of the Stock Corporation Act, and of six Supervisory Board members from the employees, who are elected by the employees in accordance with the provisions of the Co-determination Act.

In accordance with sections 278(3) and 96(2) sentence 1 AktG, the Supervisory Board must furthermore be composed in such a way that no less than 30% of the members are women and no less than 30% are men (minimum percentage requirement). The minimum percentage is to be fulfilled by the Supervisory Board as a whole (sections 278(3) and 96(2) sentence 2 AktG). If the shareholders' side or the employee representatives' side raises with the chair of the Supervisory Board an objection to the overall fulfillment of the percentage on the basis of a majority resolution prior to the election, the minimum percentage for this election shall be fulfilled separately by the shareholders' side and the employees' side (sections 278(3) and 96(2) sentence 3 AktG). In all cases, the numbers are to be mathematically rounded up or down to a whole number of persons (sections 278(3) and 96(2) sentence 4 AktG).

No objection to the overall fulfillment of the above-mentioned minimum percentage requirement has been made in accordance with sections 278(3) and 96(2) sentence 3 AktG). Therefore, at least four seats have to be filled by women and at least four seats by men on

the Supervisory Board of CompuGroup Medical SE & Co. KGaA in order to fulfill the minimum percentage requirements in accordance with sections 278(3) and 96(2) sentences 1 and 2 AktG.

The nominations below take into consideration the specific goals stated by the Supervisory Board for its composition as well as the diversity concept pursued for the composition of the Supervisory Board and at the same time aim to fill the competence profile for the whole board that has been developed by the Supervisory Board.

The Supervisory Board proposes that the following persons be elected as members of the Supervisory Board of CompuGroup Medical SE & Co. KGaA as shareholder representatives:

- Mr. Philipp von Ilberg, managing director of Mayer Sitzmöbel Verwaltungs-GmbH, the general partner of Mayer Sitzmöbel GmbH & Co. KG, Redwitz a. d. Rodach, and of MINX Fashion GmbH, Volkach, residing in Bamberg;
- Dr. Ulrike Handel, managing director of Dentsu Aegis Network Germany GmbH, Frankfurt am Main, residing in Hamburg;
- Dr. Bettina Volkens, independent lawyer, residing in Königstein im Taunus;
- Mr. Matthias Störmer, freelance project manager at ALBA Services Holding GmbH, Berlin, residing in Frankfurt am Main;
- Prof. Martin Köhrmann, deputy director of the Clinic for Neurology at Essen University Hospital, residing in Essen, and
- Dr. Michael Fuchs, member of the Deutscher Bundestag (German parliament), retired, free-lance consultant at WMP EuroCom AG, Berlin, residing in Koblenz.

Each appointment is made with effect from the time the change of form of CompuGroup Medical SE into CompuGroup Medical SE & Co. KGaA proposed for adoption under the Item 7 of the agenda above comes into effect by being entered in the commercial register. Each appointment is made up to the end of the Annual General Meeting that resolves on the granting of formal approval of their actions for the fourth fiscal year after their term begins, where the fiscal year in which the term starts is not counted.

The Supervisory Board has satisfied itself for its nominations in the case of the candidates proposed above for election to the Supervisory Board that they can each afford the time expected to be required. The Supervisory Board is convinced that, in the proposed composition, its members as a whole have the knowledge, skills, and professional experience necessary for it to properly perform its duties.

With the candidates nominated above for election to the Supervisory Board, it will include an, in its opinion and also taking the ownership structure into consideration, appropriate number of independent members. The candidates nominated above for election to the Supervisory Board can be regarded as independent within the meaning of the recommen-

dations of the German Corporate Governance Code. None of the proposed candidates have any personal or business relationships with the company, with the governing bodies of the company, or with a shareholder with a major equity interest in the company that a shareholder making an objective judgment would, in the opinion of the Supervisory Board, regard as a determining factor in their vote. In the opinion of the shareholder representatives, this also applies to the shareholder side.

Of the candidates proposed for election to the Supervisory Board, both Mr. Philipp von Ilberg and Mr. Matthias Störmer qualify as financial experts within the meaning of section 278(3) and 100(5) AktG among other things on account of their previous work and experience as corporate attorneys and as managing directors and chief executive officers of commercial enterprises. The proposed representatives of the shareholders on the Supervisory Board of CompuGroup Medical SE & Co. KGaA are as a whole familiar with the sector in which the company operates.

It is intended that the election to the Supervisory Board be conducted by electing members individually. It should be noted that, in the event that he is elected as a member of the Supervisory Board, Mr. Philipp von Ilberg is to be proposed as chair of the Supervisory Board.

Further information on the Supervisory Board candidates nominated for election, in particular the information pursuant to section 278(3) in conjunction with 125(1) sentence 5 AktG as well as a curriculum vitae of the candidates, is printed in section II of this invitation to the Annual General Meeting.

The election of the employee representatives on the Supervisory Board of CompuGroup Medical SE & Co. KGaA is carried out in accordance with the statutory regulations after the change of form comes into effect as a result of being entered in the commercial register (see also on this the consequences of the change of form for the employees described in subsection (9) of Item 7 of the agenda above).

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II. ON ITEM 6 OF THE AGENDA:
FURTHER INFORMATION ON THE CANDIDATES OF THE SHAREHOLDER REPRESENTATIVES NOMINATED FOR ELECTION TO THE SUPERVISORY BOARD OF COMPUGROUP MEDICAL SE
(INFORMATION PURSUANT TO SECTION 125(1) SENTENCE 5 AKTG; CVs OF THE CANDIDATES)

Dr. Klaus Esser is a member of the following other statutory Supervisory Boards:

- None.

Dr. Klaus Esser is also a member of the following comparable German and foreign controlling bodies of commercial enterprises:

- None.

Prof. Daniel Gotthardt is a member of the following other statutory Supervisory Boards:

- Member of the Supervisory Board of ProMinent GmbH, Heidelberg.

Prof. Daniel Gotthardt is also a member of the following comparable German and foreign controlling bodies of commercial enterprises:

- None.

Dr. Ulrike Handel is a member of the following other statutory Supervisory Boards:

- None.

Dr. Ulrike Handel is also a member of the following comparable German and foreign controlling bodies of commercial enterprises:

- Member of the Board of Directors of Namics AG, St. Gallen, Switzerland.

Mr. Thomas Seifert is a member of the following other statutory Supervisory Boards:

- None.

Mr. Thomas Seifert is a member of the following comparable German and foreign controlling bodies of commercial enterprises:

- Member of the Board of Directors of IPG Photonics Corporation, Oxford, Massachusetts, United States of America (USA).

Curriculum Vitae of Dr. Klaus Esser

Dr. Klaus Esser, residing in Munich

Occupation exercised: Managing Director of Klaus Esser Verwaltungs GmbH, Düsseldorf

Personal Details:

Year of birth: 1947

Nationality: German

Education:

Studied law at the universities in Geneva, Munich, and Tübingen

Earned his MBA at Boston University

Curriculum Vitae and Professional Career

After completing his education, Dr. Esser initially worked as an attorney in New York from 1976 to 1977. From 1978 to 2000, Dr. Esser worked for Mannesmann, including as head of the tax department, as chief financial officer of Mannesmann Demag AG, as chief financial officer for the group, as director of the telecommunications division, and finally as chief executive officer. From 2000 to 2014, Dr. Esser was managing director at the private equity corporation General Atlantic GmbH.

Dr. Esser has been a member of the Supervisory Board of CompuGroup Medical SE since 2003 and chair of the Supervisory Board since 2014.

Dr. Klaus Esser's full curriculum vitae can also be viewed on the company's website at www.cgm.com/hv.

Curriculum Vitae of Prof. Daniel Gotthardt

Prof. Daniel Gotthardt, residing in Heidelberg

Occupation exercised: Managing director of Mediteo GmbH, Heidelberg, and also sole member of the management board of Gotthardt Healthgroup AG, Heidelberg, and of XLHealth AG, Heidelberg, residing in Heidelberg;

Personal Details:

Year of birth: 1973

Nationality: German

Education:

Studied human biology at the University of Marburg

Studied medicine at the University of Heidelberg

Completed his doctorate at the Max Planck Institute for Medical Research, Heidelberg, and Imperial College of Science, Technology and Medicine, London

Postdoctoral lecturing qualification and *venia legendi* for the subject internal medicine

Curriculum Vitae and Professional Career

Prof. Daniel Gotthardt studied medicine at the University of Heidelberg and earned his doctorate at the Max Planck Institute for Medical Research and at Imperial College in London. Prof. Daniel Gotthardt completed further periods of research at Mount Sinai Hospital, New York, and at the Max Planck Institute of Molecular Cell Biology and Genetics, Dresden. In 2011, Prof. Daniel Gotthardt earned his postdoctoral qualification to lecture in the subject of internal medicine. Prof. Gotthardt is the managing director of Mediteo GmbH and sole member of the Management Board of Gotthardt Healthgroup AG and XLHealth AG, having previously worked for 13 years at the Medical Clinic IV at Heidelberg University Hospital, lastly as managing senior physician.

Prof. Daniel Gotthardt has been a member of the Supervisory Board of CompuGroup Medical SE since 2003. In addition to his membership of the Supervisory Board of CompuGroup Medical SE, Prof. Daniel Gotthardt is member of the Supervisory Board of ProMinent GmbH, Heidelberg.

Prof. Daniel Gotthardt's full curriculum vitae can also be viewed on the company's website at www.cgm.com/hv.

Curriculum Vitae of Dr. Ulrike Handel

Dr. Ulrike Handel, residing in Hamburg

Occupation exercised: Chief executive officer of Dentsu Aegis Network Germany, Frankfurt am Main

Personal Details:

Year of birth: 1971

Nationality: German

Education:

Graduated in economics from the University of Hanover

Graduated in media management from the Hanover University of Music, Drama and Media and from the School of Journalism and Mass Communication, University of Wisconsin, Madison

Completed her doctorate at the Amsterdam School of Communication Research (ASCoR)

Curriculum Vitae and Professional Career

Dr. Ulrike Handel has degrees in economics and in media management from Hanover and from the University of Wisconsin, Madison. Dr. Handel earned her doctorate at the Amsterdam School of Communication Research. After completing her education, Dr. Handel started her career at Axel Springer SE, where she worked for 11 years. She then moved to ad pepper media International N.V., where she was responsible as chair of the management board from 2013 onward for the turnaround and sustainable growth of the whole group. Dr. Handel is currently the managing director of Dentsu Aegis Network Germany GmbH, Frankfurt am Main.

Dr. Ulrike Handel has been a member of the Supervisory Board of CompuGroup Medical SE since 2017 and contributes her extensive experience in the digital sector in this respect. In addition to her membership of the Supervisory Board of CompuGroup Medical SE, Dr. Ulrike Handel is a member of the Board of Directors of Namics AG, St. Gallen, Switzerland.

Dr. Ulrike Handel's full curriculum vitae can also be viewed on the company's website at www.cgm.com/hv.

Curriculum Vitae of Mr. Thomas Seifert

Mr. Thomas Seifert, residing in San Francisco, United States of America (USA)
Occupation exercised: Chief financial officer (CFO) of Cloudflare, Inc., San Francisco, United States of America (USA), residing in San Francisco, United States of America (USA).

Personal Details:

Year of birth: 1963

Nationality: American

Education:

Graduated in business administration from the Friedrich-Alexander-University, Erlangen-Nuremberg

Postgraduate studies (master in economics) at Wayne State University, Detroit, USA

Curriculum Vitae and Professional Career

Mr. Seifert earned his degree in business administration at the Friedrich-Alexander-University, Erlangen-Nuremberg and continued his university education by gaining a masters degree in economics from Wayne State University, Detroit, USA. From 1990 onwards, Mr. Seifert worked in various management positions around the world, including as CEO and CFO. Among other things, Mr. Seifert worked from 2014 to 2017 as Executive Vice President and CFO at Symantec Corp. in California, USA. Mr. Seifert has been a member of the Board of Directors since 2014 and heads the audit committee of IPG Photonics Corporation, Massachusetts, USA. He has been Chief Financial Officer (CFO) of Cloudflare, Inc., San Francisco, USA, since 2017, where he is responsible for Cloudflare Inc.'s global finance system.

Mr. Thomas Seifert has served as a member of the Supervisory Board of CompuGroup Medical SE since 2018.

Mr. Thomas Seifert's full curriculum vitae can also be viewed on the company's website at www.cgm.com/hv.

III. ON ITEM 7 OF THE AGENDA:

WRITTEN REPORT OF THE MANAGEMENT BOARD IN ACCORDANCE WITH SECTION 203(2) AND SECTION 186(4) SENTENCE 2 AKTG ON THE REASONS FOR AUTHORIZING THE GENERAL PARTNER TO DISAPPLY THE PRE-EMPTION RIGHTS OF THE SHAREHOLDERS TO THE NEW SHARES WHEN THE AUTHORIZED CAPITAL 2020 IS UTILIZED WITH THE APPROVAL OF THE SUPERVISORY BOARD

Under Item 7 of the agenda of the Annual General Meeting on May 13, 2020, the Management Board and Supervisory Board propose a change of the form of CompuGroup Medical SE into CompuGroup Medical SE & Co. KGaA. One of the key elements of the conversion resolution is the establishment of the Articles of Association of CompuGroup Medical SE & Co. KGaA with the wording produced in Annex 1 to this invitation convening the Annual General Meeting (cf. Item 7 b. subsection (4) of the agenda).

Upon the adoption of the Articles of Association of CompuGroup Medical SE & Co. KGaA, it is intended among other things to replace the Authorized Capital previously available at the company (Article 4(4) of the Articles of Association of CompuGroup Medical SE) by newly creating the Authorized Capital 2020 with the wording arising from Article 4(3) of Annex 1 to this invitation convening the Annual General Meeting for the period from the time the change of form of the company into a KGaA comes into effect as a result of being entered in the commercial register. The previous authorization in the context of the authorized capital in accordance with Article 4(4) of the Articles of Association expires on May 17, 2021; accordingly, new authorized capital (Authorized Capital 2020) is to be created here and now as part of the change of form.

The Authorized Capital 2020 is provided for in Article 4(3) of the proposed Articles of Association of CompuGroup Medical SE & Co. KGaA. In accordance with this, the general partner is authorized to increase the share capital with the approval of the Supervisory Board by up to EUR 26,609,675.00 in total (in words: twenty-six million six hundred and nine thousand six hundred and seventy-five euros) by issuing new registered no-par value shares on one or more occasions in return for cash and/or non-cash contributions (Authorized Capital 2020). The authorization expires on May 12, 2025.

The Authorized Capital 2020 is intended to allow the company to procure equity capital promptly and flexibly on favorable conditions when necessary.

Shareholders must in principle be granted pre-emption rights if the Authorized Capital 2020 is utilized. The pre-emption right can also be granted to the shareholders in such a way that the new shares are acquired by one or more credit institutions or enterprises as set out in section 186(5) sentence 1 AktG with the obligation to offer them to the share-

holders for subscription (indirect pre-emption right). This can make sense for technical reasons. It does not involve a restriction of the shareholders' pre-emption rights.

The pre-emption right can, however, be excluded by the general partner with the approval of the Supervisory Board in certain cases when the Authorized Capital 2020:

The authorization stipulates to begin with that the general partner is authorized, with the approval of the Supervisory Board, to disapply the pre-emption rights of the shareholders in order to exclude fractional amounts from pre-emption rights. Disapplying the pre-emption rights for fractional amounts in accordance with Article 4(3) subsection 2 a. of the proposed Articles of Association of CompuGroup Medical SE & Co. KGaA is a measure that is necessary and appropriate for technical reasons for implementing a capital increase, especially to produce a practical subscription ratio. If the pre-emption rights for fractional amounts were not disapplying, the technical implementation of the capital increase, especially in the case of a capital increase by round amounts, would be made considerably more difficult. The new shares excluded from the pre-emption rights of the shareholders as unassigned fractions will be realized by the company either by being sold on the stock exchange or otherwise in the best possible way. The authorization to disapply the pre-emption rights is thus appropriate.

The proposed Articles of Association further provide in Article 4(3) subsection 2 b. that the general partner can, subject to the approval of the Supervisory Board, disapply the pre-emption rights of the shareholders in order to obtain contributions in kind, especially within the framework of business combinations or during the acquisition of companies, business units, or equity investments in companies or other assets or claims to the acquisition of other assets including claims against the company or against companies controlled by it within the meaning of section 17 AktG. This is intended to enable the company to continue to strengthen its competitiveness through acquisitions and allow long-term and continual earnings growth as a result. The company sets out to maintain the option to be able to react quickly and flexibly on national and international markets to advantageous offers or opportunities that otherwise arise to acquire companies or business units or equity interests in companies. The same is true for the acquisition of other assets that may be related to an acquisition project or claims to the acquisition of assets, including claims against the company or against companies controlled by it. Experience shows that owners of interesting acquisition targets often ask not for money, but for shares as consideration for the sale. In the competition for attractive equity investments or assets, advantages can therefore be produced in new shares in the company can be offered to the seller as consideration. As shares have to be issued at short notice in the competition with potential purchasers when acquisition opportunities with frequently complex transaction structures emerge, this can generally not be decided on by the (ordinary) general meeting, which in principle takes place only once a year. It is therefore necessary to create authorized capital with the appropriate option to disapply the pre-emption rights, which the general partner can quickly access with the approval of the Supervisory Board.

The general partner has to carefully examine in each case whether it should make use of the authorization to utilize the Authorized Capital 2020 while disapplying the pre-emption rights of the shareholders as soon as acquisition opportunities should materialize. Disapplying the pre-emption rights of the shareholders is permitted only when the acquisition in return for the issue of shares in the company is in the recognized interests of the company and the shareholders. The issue amount for the new shares would be determined here by the general partner with the approval of the Supervisory Board in due consideration of the interests of the company and the shareholders. There are currently no specific acquisition projects where the share capital is to be increased while disapplying pre-emption rights in order to implement them.

The proposed Articles of Association of CompuGroup Medical SE & Co. KGaA provide in Article 4(3) 2 c. for the authorization of the general partner to disapply the pre-emption rights of the shareholders, subject to the approval of the Supervisory Board, in a capital increase in return for cash contributions if the issue price of the new shares is not significantly lower than the stock market prices of the company's shares that are already listed (known as a simplified disapplication of pre-emption rights). The use of this option to disapply the pre-emption rights can be expedient in order to take swift and flexible advantage of favorable market conditions and also in order to cover at very short notice any capital requirements that may arise here. The two-week subscription period necessary when granting a pre-emption right does not permit a comparatively short-term reaction to current market conditions. Furthermore, the volatility of the stock markets means that conditions that are close to the market can generally be achieved only when the company is not tied to this over a lengthy period. When granting a pre-emption right, it is necessary pursuant to the statutory requirements that the final subscription price is published no later than three days before the subscription period expires. There is therefore a higher risk when granting a pre-emption right – especially the risk of price fluctuations that exists over several days – than there is in the case of an issue when the pre-emption right is disappplied. Appropriate haircuts on the current stock market price are therefore regularly required for a successful placement when granting a pre-emption right; this generally leads to more unfavorable conditions for the company than is the case in a capital increase carried out with the pre-emption rights disappplied. Disapplying the pre-emption rights thus enables the placement to be made close to the stock market price. A full placement is also not automatically guaranteed when a pre-emption right is granted because of the uncertainty surrounding the exercise of the pre-emption rights by the beneficiaries of those rights, while a subsequent placement with third parties is generally associated with additional expenses.

The percentage of the share capital mathematically attributable to the shares issued when the pre-emption rights are disappplied in accordance with the proposed regulation of the Articles of Association may not exceed the limit of 10% of the company's share capital at the time the Authorized Capital 2020 comes into effect or – if this amount is lower – at the

time the Authorized Capital 2020 is exercised. In this context, the legislation assumes that it is possible and reasonable for the shareholders to maintain their equity share by making purchases on the market.

The limit of 10 % of the share capital includes the pro rata amount of the share capital that is attributable to shares that are sold during the term of the Authorized Capital 2020 as a result of an authorization to sell treasury shares with the pre-emption rights disappplied. Also to be included is the pro rata amount of the share capital that is attributable to shares that are issued to service pre-emption rights or to fulfill conversion or option rights or conversion or option obligations arising from convertible and/or warrant bonds, profit participation certificates and/or profit participation bonds (or combinations of these instruments) if the corresponding bonds are issued during the term of the Authorized Capital 2020 in application mutatis mutandis of section 186(3) sentence 4 AktG with the (simplified) disapplication of the pre-emption rights of the shareholders. Finally, the pro rata amount of the share capital that is attributable to shares that are issued during the term of the Authorized Capital 2020 on the basis of other capital measures with pre-emption rights disappplied in direct application or application mutatis mutandis of section 186(3) sentence 4 AktG also has to be included. These offsets serve to protect the shareholders by minimizing the dilution of their shareholding as far as possible. The offsetting model enables the equity share of the shareholders not to be diluted by more than 10 % even when capital measures are linked with the issue of bonds and/or the sale of treasury shares.

The maximum limit reduced in accordance with the offsetting model presented above is increased again when a new authorization to disapply the pre-emption rights of the shareholders in accordance with or in application mutatis mutandis of section 186(3) sentence 4 AktG that is adopted by the Annual General Meeting after the reduction comes into effect, provided the new authorization is sufficient, however at the most up to 10 % of the share capital in line with the requirements of Article 4(3) subsection 2 c. second half of sentence 1 of the proposed Articles of Association. In this event, the Annual General Meeting again has the option of adopting a simplified disapplication of the pre-emption rights, with the result that the reason for the offsetting ceases to apply again. This is because when the new authorization to disapply the pre-emption rights on a simplified basis comes into effect, the block concerning the issue of shares in accordance with the Authorized Capital 2020 that is created as a result of the issue of new shares or of bonds or the sale of treasury shares subject to the simplified disapplication of pre-emption rights ceases to apply. As the requirements for a majority relating to this kind of a resolution on a reissue are identical to those of a resolution on the authorization to issue shares subject to the simplified disapplication of pre-emption rights in accordance with section 186(3) sentence 4 AktG, the resolution of the Annual General Meeting on the reissue of an authorization to disapply pre-emption rights in accordance with section 186(3) sentence 4 AktG that has previously been utilized can at the same time be seen as confirmation concerning the authorization resolution in the context of the Authorized Capital 2020 for the issue

of shares subject to the disapplication of pre-emption rights in accordance with section 186(3) sentence 4 AktG.

In the event that an authorization to disapply pre-emption rights on a simplified basis is exercised again in accordance with or in application *mutatis mutandis* of section 186(3) sentence 4 AktG, the offset is made again. Ultimately, the result of this regulation in interaction with corresponding offsetting provisions within the framework of other authorizations on the simplified disapplication of pre-emption rights in accordance with or in application *mutatis mutandis* of section 186(3) sentence 4 AktG, especially when treasury shares are sold and also within the framework of an authorization to issue bonds is that (i) the general partner can utilize the 10-% limit for a simplified disapplication of pre-emption rights in accordance with section 186(3) sentence 4 AktG only once in total without a new resolution of the Annual General Meeting during the remaining term of the Authorized Capital 2020 and (ii) the general partner is again free to choose during the remaining term of the Authorized Capital 2020 in the event of a renewed resolution of the Annual General Partner whether it would like to make use of the exemptions of section 183(3) sentence 4 within the statutory limits in connection with the issue of new shares from authorized capital in return for contributions in cash, the issue of bonds in return for a cash benefit, or the sale of treasury shares in return for a cash payment. In each case, however, the maximum limit of 10 % of the share capital is maintained even when authorizations are issued again.

The legislation furthermore allows pre-emption rights to be disapplied in accordance with section 186(3) sentence 4 AktG only if the issue price of the new shares is not significantly lower than the stock market price of the company's shares that are already listed. Any discount on the stock market price is to be kept as low as possible in principle given the market conditions in effect at the time of placement and is in any event to be no more than 5 % of the stock market price. The shareholders thus have the option in principle – because the issue price of the new shares is close to the stock market price and because of the limit on the size of the capital increase when pre-emption rights are disapplied – to maintain their equity share by acquiring the necessary shares on the stock market on approximately the same conditions. It is therefore ensured that, in compliance with the legal rationale of section 186(3) sentence 4 AktG, the financial and equity interests of the shareholders are adequately safeguarded when the Authorized Capital 2020 is utilized subject to the disapplication of the pre-emption rights, while further latitude is opened up for the company to act in the interests of all the shareholders.

Finally, the proposed Articles of Association of CompuGroup Medical SE & Co. KGaA provide in Article 4(3) subsection 2 d. that the general partner can, subject to the approval of the Supervisory Board, disapply the pre-emption rights of the shareholders if this is necessary to grant to the holders or creditors of convertible bonds, warrant bonds, profit participation certificates and/or profit participation bonds (or combinations of these ins-

truments) with option and/or conversion rights or option and/or conversion obligations that are issued by the company or a company controlled by it or in which it directly or indirectly holds a majority stake a pre-emption right to new shares in the amount to which they would be entitled after their conversion rights or warrants have been exercised or when their conversion or option obligations are fulfilled; To make it easier to place such instruments on the capital market, the relevant conditions generally contain protection against dilution. One option for protecting against dilution consists in granting to the holders or creditors of such instruments in subsequent share issues the same pre-emption right to new shares as shareholders are entitled to. They are thus treated as if they were already shareholders. To be able to furnish the instruments with dilution protection of this kind, the pre-emption right of the shareholders to the new shares must be disapplied. This serves to facilitate the placement of the instruments and thus the interests of the shareholders in an optimal financing structure for the company. Alternatively, only the option or conversion price could be reduced, if the conditions allow this, for the purposes of protecting against dilution. However, this would make the processing more complicated and costintensive for the company. Furthermore, it would reduce the capital inflow from the exercising of option and/or conversion rights or option and/or conversion obligations. It would also be conceivable to issue bonds without dilution protection. However, these would be significantly less attractive for the market.

A cumulative overall upper cap of 20 % of the share capital (Article 4(3) subsection 3 of the proposed Articles of Association of CompuGroup Medical SE & Co. KGaA) applies to the disapplication of pre-emption rights based on all variants proposed with Article 4(3) of the Articles of Association of CompuGroup Medical SE & Co. KGaA. The pro rata amount of the share capital attributable in total to new shares for which the pre-emption right is dis-applied in accordance with this may not be higher than 20 % of the share capital. The key factor for calculating the 20 % cap is the existing share capital on the day of the Annual General Meeting – May 13, 2020 –, on the day that the authorization is registered, or at the time the new shares are issued, whichever date the share capital amount is the lowest on.

Disapplications of pre-emption rights that the company implements in other capital measures after the start of May 13, 2020 are to be offset against this total upper cap. The total upper cap is thus further reduced by the pro rata amount of the share capital that is attributable to treasury shares or to new shares from other authorized capital or that relates to conversion or option rights or conversion or option obligations resulting from convertible bonds, warrant bonds, profit participation certificates and/or profit participation bonds (or combinations of these instruments) that have been sold or issued after the start of May 13, 2020 with pre-emption rights disapplied. If the sale of issue is conducted in direct application or application mutatis mutandis of section 186(3) sentence 4 AktG, this is also to be regarded as disapplication of pre-emption rights. The purpose of this restriction is to limit the possible dilution effect to a volume of 20 % in total of the share capital in favor of the shareholders.

The maximum limit reduced in accordance with the offsetting model presented above is increased again when a new authorization to disapply the pre-emption rights of the shareholders that is adopted by the Annual General Meeting after the reduction comes into effect, provided the new authorization is sufficient, however at the most up to 20 % of the share capital in accordance with the requirements of Article 4(3) subsection 3 sentence 1 of the proposed Articles of Association. In this event, the Annual General Meeting again has the option of adopting a disapplication of the pre-emption rights, with the result that the reason for the offsetting ceases to apply again.

The general partner and the Supervisory Board have to examine carefully in each individual case whether they will make use of one of the authorizations to increase the capital while disapplying the pre-emption rights of the shareholders. Utilizing this option is permitted only when this is in the recognized interests of the company and the shareholders based on the assessment of the general partner and the Supervisory Board.

The general partner has to report on the details of the utilization of the authorization to the Annual General Meeting that follows any issue of the shares of the company from the Authorized Capital 2020 with pre-emption rights disappplied.

IV.

ON ITEM 8 OF THE AGENDA:

FURTHER INFORMATION ON THE CANDIDATES FOR THE SHAREHOLDER REPRESENTATIVES NOMINATED FOR ELECTION TO THE SUPERVISORY BOARD OF COMPUGROUP MEDICAL SE & CO. KGAA
(INFORMATION PURSUANT TO SECTION 278(3) IN CONJUNCTION WITH SECTION 125(1) SENTENCE 5 AKTG; CVs OF THE CANDIDATES)

Mr. Philipp von Ilberg is a member of the following other statutory Supervisory Boards:

- None.

Mr. Philipp von Ilberg is also a member of the following comparable German and foreign controlling bodies of commercial enterprises:

- None.

Dr. Ulrike Handel is a member of the following other statutory Supervisory Boards:

- None.

Dr. Ulrike Handel is also a member of the following comparable German and foreign controlling bodies of commercial enterprises:

- Member of the Board of Directors of Namics AG, St. Gallen, Switzerland.

Dr. Bettina Volkens is a member of the following other statutory Supervisory Boards:

- None.

Dr. Bettina Volkens is also a member of the following comparable German and foreign controlling bodies of commercial enterprises:

- None.

Mr. Matthias Störmer is a member of the following other statutory Supervisory Boards:

- None.

Mr. Matthias Störmer is also a member of the following comparable German and foreign controlling bodies of commercial enterprises:

- None.

Prof. Martin Köhrmann is a member of the following other statutory Supervisory Boards:

- None.

Prof. Martin Köhrmann is also a member of the following comparable German and foreign controlling bodies of commercial enterprises:

- None.

Dr. Michael Fuchs is a member of the following other statutory Supervisory Boards:

- Member and Chairman of the Supervisory Board of Schmiedewerke Gröditz GmbH ;
- Member of the Supervisory Board of WMP EuroCom AG

Dr. Michael Fuchs is also a member of the following comparable German and foreign controlling bodies of commercial enterprises:

- None.

Curriculum Vitae of Mr. Philipp von Ilberg

Mr. Philipp von Ilberg, residing in Bamberg

Occupation exercised: Managing director of Mayer Sitzmöbel Verwaltungs-GmbH, the general partner of Mayer Sitzmöbel GmbH & Co. KG, Redwitz a. d. Rodach, and of MINX Fashion GmbH, Volkach

Personal Details:

Year of birth: 1963

Nationality: German

Education:

Training as a qualified bank clerk at BHF Bank in Frankfurt

Studied law at Friedrich-Alexander University, Erlangen-Nuremberg and at Ludwig Maximilian University of Munich

Curriculum Vitae and Professional Career

Mr. Philipp von Ilberg initially completed his training as a qualified banker at BHF Bank in Frankfurt am Main. Mr. von Ilberg then went on to study law at Friedrich-Alexander University, Erlangen-Nuremberg and at Ludwig Maximilian University of Munich. From 1993 to 1995, Mr. von Ilberg worked for Deutsche Bank in Frankfurt am Main in the Corporate Finance division. Mr. von Ilberg started working as an attorney in 1997 and became a partner at the international law firm Clifford Chance in 2001. From 2003 to 2012, Mr. von Ilberg was a partner at the international law firm Dewey Ballantine LLP and, from 2010, Dewey LeBoeuf LLP in Frankfurt am Main. From 2012 to 2017, Mr. von Ilberg was a partner and head of the Frankfurt office of the international law firm McDermott Will & Emery LLP. Mr. von Ilberg has been managing director of Mayer Sitzmöbel Verwaltungs-GmbH, the personally liable partner of Mayer Sitzmöbel GmbH & Co. KG and of MINX Fashion GmbH since 2017.

Mr. Philipp von Ilberg's full curriculum vitae can also be viewed on the company's website at www.cgm.com/hv.

Curriculum Vitae of Dr. Ulrike Handel

Dr. Ulrike Handel, residing in Hamburg

Occupation exercised: Chief executive officer of Dentsu Aegis Network Germany, Frankfurt am Main

Personal Details:

Year of birth: 1971

Nationality: German

Education:

Graduated in economics from the University of Hanover

Graduated in media management from the Hanover University of Music, Drama and Media and from the School of Journalism and Mass Communication, University of Wisconsin, Madison

Completed her doctorate at the Amsterdam School of Communication Research (ASCoR)

Curriculum Vitae and Professional Career

Dr. Ulrike Handel has degrees in economics and in media management from Hanover and from the University of Wisconsin, Madison. Dr. Handel earned her doctorate at the Amsterdam School of Communication Research. After completing her education, Dr. Handel started her career at Axel Springer SE, where she worked for 11 years. She then moved to ad pepper media International N.V., where she was responsible as chair of the management board from 2013 onward for the turnaround and sustainable growth of the whole group. Dr. Handel is currently the managing director of Dentsu Aegis Network Germany GmbH, Frankfurt am Main.

Dr. Ulrike Handel has been a member of the Supervisory Board of CompuGroup Medical SE since 2017 and contributes her extensive experience in the digital sector in this respect. Accordingly, she is also being considered as a candidate for membership on the Supervisory Board of CompuGroup Medical SE & Co. KGaA. In addition to her membership of the Supervisory Board of CompuGroup Medical SE, Dr. Ulrike Handel is a member of the Board of Directors of Namics AG, St. Gallen, Switzerland.

Dr. Ulrike Handel's full curriculum vitae can also be viewed on the company's website at www.cgm.com/hv.

Curriculum Vitae of Dr. Bettina Volkens

Dr. Bettina Volkens, residing in Königstein im Taunus
Occupation exercised: Self-employed lawyer;

Personal Details:

Year of birth: 1963

Nationality: German

Education:

Studied law and earned her doctorate at the University of Göttingen

Curriculum Vitae and Professional Career

After completing her education in 1994, Dr. Bettina Volkens began her professional career as a research assistant at the Federal Ministry for the Environment, Nature Conservation and Nuclear Safety. Dr. Volkens worked as an attorney from 1995 to 1997. In 1997, Dr. Volkens started working for various companies of the Deutsche Bahn Group, including as human resources director at DB Regio AG as well as head of “Personnel Development Group & Corporation Executives” at DB Mobility Logistics AG. Dr. Volkens worked for Deutsche Lufthansa AG from 2012 to the end of 2019, including from 2013 onward as a member of the management board and labor director in the Human Resources & Law department. Dr. Volkens is a member of the Rat der Arbeitswelt (Working World Council) of the Federal Ministry of Labor and Social Affairs today.

Dr. Volkens’s full curriculum vitae can also be viewed on the company’s website at www.cgm.com/hv.

Curriculum Vitae of Mr. Matthias Störmer

Mr. Matthias Störmer, residing in Frankfurt am Main

Occupation exercised: Freelance project manager at ALBA Services Holding GmbH, Berlin

Personal Details:

Year of birth: 1965

Nationality: German

Education:

Training as industrial clerk at Siemens AG (parent company apprenticeship)

Studied business administration at the Technical University of Berlin (graduation as Diplom-Kaufmann)

Curriculum Vitae and Professional Career

Mr. Matthias Störmer began his professional career in 1993 with the VACUUMSCHMELZE Group (VAC) in Hanau, a world market leader in special materials, of which he became CFO in 2000. From 2004 until 2011 Mr. Störmer was CFO of the CHEMETALL Group in Frankfurt am Main, and from 2012 until 2016 first CFO and later CEO of the amedes Group in Hamburg, a leading provider of medical laboratory services in Germany and Belgium. From 2017 to 2018, Mr. Störmer was CFO of the Toensmeier Group in Porta Westfalia, a leading company in the field of waste disposal as well as the collection and sorting of waste with corresponding energy generation from it. Today, Mr. Störmer works as a freelance project manager at ALBA Services Holding GmbH, Berlin.

Mr. Matthias Störmer's full curriculum vitae can also be viewed on the company's website at www.cgm.com/hv.

Curriculum Vitae of Prof. Martin Köhrmann

Prof. Martin Köhrmann, residing in Essen

Occupation exercised: Deputy director of the Clinic for Neurology at Essen University Hospital, residing in Essen

Personal Details:

Year of birth: 1974

Nationality: German

Education:

Studied human biology at the Philipps University of Marburg

Studied medicine at the Ruprecht Karl University of Heidelberg

Worked abroad in the health clinic of the Baltistan Health and Education Foundation in Skardu (Baltistan, Pakistan)

Earned his doctorate at the European Molecular Biology Laboratories (EMBL), Heidelberg, and at the Max Planck Institute for Developmental Biology, Tübingen

Research fellow, holding a scholarship from the Boehringer Ingelheim Fonds for Biomedical Research, at the Institute for Cell Biology of Harvard Medical School, Boston (United States of America/USA)

Postdoctoral lecturing qualification and *venia legendi* for the subject neurology

Curriculum Vitae and Professional Career

Prof. Martin Köhrmann began his professional career as a resident at the Neurological University Hospital Erlangen. Starting in 2010, Prof. Köhrmann served as senior physician at the Neurological University Hospital Erlangen, becoming chief consultant and deputy hospital director in 2012. Prof. Köhrmann became deputy hospital director of the Neurological University Hospital Essen in 2016 and university professor for clinical stroke research at the University of Duisburg-Essen in 2018.

Prof. Köhrmann was appointed chair of the neurological section of DEGUM (Deutsche Gesellschaft für Ultraschall in der Medizin – German Society for Ultrasound in Medicine) in 2014. Also in 2014, Prof. Köhrmann was appointed medical auditor for the certification of stroke units by the Deutsche Schlaganfallgesellschaft (German Stroke Society). Prof. Köhrmann has been a member of the Board of Directors of the European Stroke Organisation (ESO) since 2016.

Prof. Martin Köhrmann's full curriculum vitae can also be viewed on the company's website at www.cgm.com/hv.

Curriculum Vitae of Dr. Michael Fuchs

Dr. Michael Fuchs, member of the Deutscher Bundestag (German parliament), retired, residing in Koblenz

Occupation exercised: Freelance consultant at WMP EuroCom AG, Berlin

Personal Details:

Year of birth: 1949

Nationality: German

Education:

Studied pharmacy at the Friedrich-Alexander University, Erlangen-Nuremberg, and at the University of Bonn

PhD in biochemistry (Dr. rer. nat.)

Staff pharmacist of the reserve in the German Armed Forces

Curriculum Vitae and Professional Career

After completing his training, Dr. Fuchs and his wife opened a pharmacy in Koblenz in 1977. In 1980 Dr. Fuchs founded the company Impex Electronic. During this time, Dr. Fuchs was already involved in economic and association politics: Among other things, Dr. Fuchs was elected to the executive committee of the Federal Association of German Employers' Associations (BDA) in 1992. From 1992 to 2001 Dr. Fuchs served as President of the Federal Association of German Wholesale and Foreign Trade. (BGA). From 1999 to 2001 Dr. Fuchs was the founding president of the Federation of German Trade Associations (BDH). In 2002, Dr. Fuchs became Chairman of the German Group of the Trilateral Commission, and in 2010, Dr. Fuchs became Deputy Chairman of the European Group of the Trilateral Commission.

From 1990 to 2006 Dr. Fuchs was a member of the city council of Koblenz. From 2002 to 2017, Dr. Fuchs was a member of the German Bundestag of the CDU/CSU parliamentary group and from 2006 to 2011 he was chairman of the Parliamentary Group for Small and Medium-sized Enterprises (PKM) of the CDU/CSU parliamentary group. From 2009, Dr. Fuchs was one of the deputy chairmen of the CDU/CSU parliamentary group in the Bundestag, where he was responsible for economics and energy, medium-sized businesses and tourism. Dr. Fuchs retired from the German Bundestag at the end of the legislative period in 2017. Today Dr. Fuchs is a freelance consultant and member of the supervisory board of WMP EuroCom AG.

Dr. Michael Fuchs's full curriculum vitae can also be viewed on the company's website at www.cgm.com/hv.

V. DOCUMENTS ON THE AGENDA

The following documents are available on the company's website at www.cgm.com/hv from the time the Annual General Meeting is convened:

- The invitation convening the Annual General Meeting, including the proposal of the Management Board on the appropriation of the profits for fiscal year 2019 (Item 2 of the agenda) as well as the written report of the Management Board on Item 7 of the agenda (reasons for the authorization of the general partner to disapply the pre-emption rights of the shareholders to the new shares when the Authorized Capital 2020 is utilized subject to the approval of the Supervisory Board);
- On Item 1 of the agenda: The adopted annual financial statements and the approved consolidated financial statements, the report on the position of the Group and of the company, including the explanations on the disclosures in accordance with sections 289a(1) and 315a(1) HGB, and the report of the Supervisory Board of the company, each for fiscal year 2019;
- On Item 7 of the agenda: The conversion report of the Management Board, including the proposed Articles of Association of the legal entity in new legal form, CompuGroup Medical SE & Co. KGaA, attached as an annex to the conversion report; and
- More detailed explanations of the shareholder rights including the holding of the Annual General Meeting on 13 May 2020 as a virtual Annual General Meeting.

The above-mentioned documents can also be viewed at the business premises at the registered office of the company, Maria Trost 21, 56070 Koblenz, from the time that the Annual General Meeting is convened. They will also be sent without delay and free of charge to the shareholders on their request.

VI. VIRTUAL ANNUAL GENERAL MEETING

By resolution of 31 March 2020, the Management Board, with the consent of the Supervisory Board of the same day, has, in accordance with the provisions of Art. 2 of the Act on Mitigation of the Consequences of the COVID 19 Pandemic in Civil, Insolvency and Criminal Proceedings of 27 March 2020 (Federal Law Gazette I p. 569), namely in accordance with section 1(2) sentence 1, (8) sentence 2 of the Act on Measures in Corporate, Cooperative, Association, Foundation and Condominium Law to Combat the Effects of the COVID 19 Pandemic, „COVID 19 Act“), that the Annual General Meeting will be held as a virtual Annual General Meeting without the physical presence of shareholders and their proxies exclusively by means of electronic connection (no electronic participation) („participation by electronic connection“) and that the shareholders' voting rights can only be exercised by means of electronic postal vote and the granting of a proxy, but not by electronic participation.

A video and audio transmission of the entire Annual General Meeting is made via the company's website using the password-protected investor portal of CompuGroup Medical SE („CGM Investor Portal“) accessible at www.cgm.com/hv. Shareholders or their proxies may not participate physically in the Annual General Meeting, but only by way of electronic connection via the CGM Investor Portal and may only exercise their voting rights by way of electronic communication by means of electronic postal vote via the CGM Investor Portal or by way of granting power of attorney (including granting power of attorney to the proxies nominated by the company). For this purpose, they must register by Wednesday, 6 May 2020 (12:00 midnight) at the latest, in the manner specified in section VII. („Participation in the Annual General Meeting via Electronic Connection“), with proof of their right to participate. On the day of the Annual General Meeting, 13 May 2020, they can then register on the Company's website at

www.cgm.com/hv

electronically via the CGM Investor Portal using the access data provided on the access card sent to them and follow the Annual General Meeting by electronic means from the beginning of the Annual General Meeting at 11:00 a.m. until its conclusion. The electronic connection does not permit electronic participation in the Annual General Meeting within the meaning of section 1(2) sentence 1 no. 2 of the COVID-19 Act. Shareholders or shareholder representatives who have not duly registered in due time for participation in the Annual General Meeting by way of electronic connection cannot connect via the CGM Investor Portal.

The CGM Investor Portal will be available from Wednesday, 22 April 2020 (0:00 a.m.) - in accordance with the record date, see section VII. below - for shareholders (and, if applicable, their proxies) who have registered in due time and in the proper manner. Following the electronic connection via the CGM Investor Portal, the participants will be able to follow the entire Annual General Meeting in picture and sound in real time. Via the CGM Investor Portal, shareholders (and, if applicable, their proxies) can exercise their voting

rights via electronic communication by means of electronic postal vote and issue power of attorney and instructions to the company's proxies. The details of exercising voting rights by means of electronic postal vote are described below under section VIII. („Procedure for voting by means of electronic postal vote“); the details for granting power of attorney are explained below under section IX. („Representation at the Annual General Meeting“).

Duly registered shareholders or shareholder representatives have the opportunity to ask questions by way of electronic communication. The details are set out below in section X. („Shareholders' rights, possibility to ask questions“).

Shareholders or shareholder representatives who have exercised their voting rights have the opportunity to lodge an objection to a resolution of the Annual General Meeting by electronic means for the notary's minutes. Until the end of the Annual General Meeting, the objection must be declared exclusively by means of electronic communication via the CGM Investor Portal. It is not necessary to appear in person at the Annual General Meeting in order to declare the objection.

Please note that shareholders or shareholder representatives may only exercise their voting rights by means of electronic postal vote or by issuing a proxy.

VII. PARTICIPATION IN THE ANNUAL GENERAL MEETING VIA ELECTRONIC CONNECTION

In accordance with Article 19(1) of the Articles of Association, shareholders who have registered with the company in written or electronic form (section 126b BGB) and furnished proof of their eligibility to attend the Annual General Meeting by not later than Wednesday, May 6, 2020 (12:00 midnight) are entitled to participate in the Annual General Meeting by electronic connection and exercise shareholder rights, in particular voting rights. The registration is to be sent to the following address:

CompuGroup Medical SE
c/o Computershare Operations Center
80249 Munich
Fax: +49 (0)89 30903-74675
E-mail: anmeldestelle@computershare.de

Special proof of the share ownership issued in written or electronic form (section 126b BGB) by the custodian institution is necessary and sufficient as proof of the eligibility to participate. The proof must be drawn up in German or English. The proof of the shareholding has to relate to the beginning of the 21st day before the Annual General Meeting, i.e. Wednesday, April 22, 2020, (0:00 a.m.) (known as the record date).

In relationship to the company, only persons who have furnished proof of their right are regarded as shareholders and may attend the Annual General Meeting by electronic connection and exercise shareholder rights. Sales or other transfers of shares after the record date have no impact on the scope and the exercising of the statutory right of the previous shareholder to participate and to vote. The same applies to the acquisition of shares after the record date. Persons who do not own any shares by the record date and become shareholders only after the record date are only entitled (in particular with regard to voting rights) to the shares held by them if they have been authorized as a proxy or authorized to exercise a right by the previous shareholder. The record date has no impact on the entitlement to dividends.

The proof is to be sent exclusively to the following address of the company:

CompuGroup Medical SE
c/o Computershare Operations Center
80249 Munich
Fax: +49 (0)89 30903-74675
E-mail: anmeldestelle@computershare.de

After timely registration and timely proof of their shareholding has been received by the company, access cards for the electronic connection to the Annual General Meeting will be sent by the registration office to the shareholders or the duly appointed proxies.

To ensure punctual receipt of the access cards, we kindly ask shareholders to ensure at an early date that registration and proof of their shareholding is sent to the company. Electronic connection to the Annual General Meeting is only possible with the access data specified on the access card.

VIII. PROCEDURE FOR VOTING BY MEANS OF ELECTRONIC POSTAL VOTE

Shareholders or shareholder representatives may only exercise their voting rights by means of electronic communication via electronic postal vote (or by issuing a power of attorney, including to the proxies of the company, for this purpose see the information provided in section IX. („Representation at the Annual General Meeting“)). Participation in the Annual General Meeting by means of electronic connection is not required for exercising voting rights. It is pointed out that for exercising voting rights a proper registration for the Annual General Meeting in the manner described above under section VII. („Participation in the Annual General Meeting via electronic connection“) is required and that shareholders require the access card for exercising voting rights, which will be sent to them for the Annual General Meeting after they have duly registered and duly provided evidence of their shareholding.

Voting by electronic postal vote is carried out both before and during the Annual General Meeting via the CGM Investor Portal accessible on the Company's website at www.cgm.com/hv under the item „Briefwahl“ (postal vote). Registered shareholders or shareholder representatives may also cast their votes from Wednesday, 22 April 2020 (0:00 a.m.) - in accordance with the record date, see section VII. above - and thus before the beginning of the Annual General Meeting on 13 May 2020 at 11:00 a.m., using the access data provided on the access card sent to them, also via the Company's website at www.cgm.com/hv via the CGM Investor Portal under the item „Briefwahl“ (postal vote). The opportunity to vote ends after the end of the general debate following appropriate announcement by the chairman of the Annual General Meeting.

Authorized intermediaries, voting rights advisors, shareholders' associations or persons treated as such in accordance with section 135(8) AktG may also make use of electronic postal voting.

Further information on voting by electronic postal vote can also be found on the access cards sent to duly registered shareholders and on the Company's website at www.cgm.com/hv.

IX. REPRESENTATION AT THE ANNUAL GENERAL MEETING

Shareholders can be represented by a proxy, e.g. an intermediary, a shareholders' association, a proxy adviser, or another third party, in order to exercise their voting right and other rights. The power of attorney may be issued to the authorized representative or to the company. Please note that proper and timely registration and proof of shareholding are also required in order to authorize a proxy.

The issue of the power of attorney, its revocation and the furnishing of proof of the authorization to the company must be made in written or electronic form (section 126b BGB) if either an intermediary or a shareholders' association, a proxy adviser or an equivalent person in accordance with section 135(8) AktG is authorized.

The form provided by the Company, which is sent with the access card (proxy form), may be used to grant a power of attorney; the proxy form is also available on the Company's website at www.cgm.com/hv from the time the Annual General Meeting is convened and can be downloaded there.

Proxy may also be granted via the company's website at www.cgm.com/hv via the CGM Investor Portal under the item „Bevollmächtigung“ (proxy).

When intermediaries, voting advisers, shareholders' associations, or equivalent persons in accordance with section 135(8) AktG are authorized, special requirements generally have to be observed. Shareholders who wish to authorize an intermediary, a shareholders' association, a proxy adviser, or equivalent persons in accordance with section 135(8) AktG are requested to inquire with the proxy in question about any special requirements for issuing the authorization and to coordinate with them.

Proof of the authorization must be presented by 12 May 2020 (12:00 midnight) at the latest (date of receipt) by declaration to the company at the following address:

CompuGroup Medical SE
c/o Computershare Operations Center
80249 Munich
Fax: +49 (0)89 30903-74675
E-mail: CGM-HV2020@computershare.de

Such evidence may also be provided on the company's website at www.cgm.com/hv via the CGM Investor Portal under the item „Bevollmächtigung“ (proxy); via the CGM Investor Portal, the evidence may also be provided on the day of the Annual General Meeting.

The aforementioned means of transmission are also available if the power of attorney is to

be granted by declaration to the company; in this case, separate evidence of the granting of the power of attorney is not required. The revocation of a power of attorney already granted may only be declared directly to the company using the originally selected transmission method.

The participation of the authorized representative by means of electronic connection as well as the exercise of shareholder rights via the CGM Investor Portal requires that the authorized representative receives the access data sent with the access card from the person granting authorization. The use of the access data by the proxy is also deemed to be proof of authorization.

Intermediaries, shareholders' associations, voting rights advisors and persons treated as such in accordance with section 135(8) AktG as well as other shareholder representatives representing a number of shareholders are recommended to contact the registration office at the following address in advance of the Annual General Meeting regarding the exercise of voting rights:

CompuGroup Medical SE
c/o Computershare Operations Center
80249 Munich
Fax: +49 (0)89 30903-74675
E-mail: CGM-HV2020@computershare.de

CompuGroup Medical SE furthermore offers its shareholders the option of having their voting rights exercised through a power of attorney by voting proxies who are appointed by the company and who are bound by the shareholder's instructions. The proxy is to be issued in written or electronic form or by fax or by way of electronic communication via the company's website at www.cgm.com/hv via the CGM Investor Portal under the item „Bevollmächtigung“ (proxy). Details can be found in the documents that are sent to the shareholders. If the voting proxies receive several authorizations and instructions, the formally valid authorization that was last issued with the relevant instructions is regarded as binding. Where authorizations are not issued in a valid form, the voting proxies will not represent votes of this kind at the Annual General Meeting. If instructions are not correctly filled in or not clearly issued, the voting proxies who are bound by instructions will abstain from voting or not take part in the vote. Engaging the voting proxies provided by the company to raise objections as well to exercise the possibility to ask questions is not permitted.

For issuing powers of attorney and instructions to the voting proxies provided by the company in text form or by fax, such powers of attorney and instructions must be received no later than 12 May 2020, 12:00 midnight (receipt date), at the following address:

CompuGroup Medical SE
c/o Computershare Operations Center
80249 Munich
Fax: +49 (0)89 30903-74675
E-mail: CGM-HV2020@computershare.de

This shall also apply in the event of an amendment or revocation of a power of attorney or instruction previously issued in text form or by fax. The amendment or revocation can only be declared by the means of transmission originally chosen in each case.

On the company's website at www.cgm.com/hv via the CGM Investor Portal under the item „Bevollmächtigung“ (proxy), it is also possible to issue a power of attorney and instructions for exercising voting rights by proxies of the company and to amend and revoke powers of attorney or instructions previously issued via the CGM Investor Portal even on the day of the Annual General Meeting until the end of the general debate.

If a participant wishes to terminate his or her electronic connection to the Annual General Meeting before the end of the general debate, he or she may also authorize and instruct the company's proxies until the end of the general debate on the Company's website at www.cgm.com/hv via the CGM Investor Portal under the item „Bevollmächtigung“ (proxy). More information on the proxy procedure can also be found on the access cards and the authorization form sent to you as well as on the company's website at www.cgm.com/hv.

X. RIGHTS OF THE SHAREHOLDERS, POSSIBILITY TO ASK QUESTIONS

1. Requests for additions to the agenda in accordance with article 56 Sentences 2 and 3 of the SE regulation, section 50(2) SEAG and section 122(2) AktG

Shareholders whose together amount to one twentieth of the share capital or to the pro rata amount of EUR 500,000.00 (corresponds to 500,000 shares) can request that items be placed on the agenda and announced. Each new item must be accompanied by a statement of grounds or a draft resolution. The request is to be addressed in writing to the Management Board of CompuGroup Medical SE and must be received by the company at least 30 days before the Annual General Meeting, i.e. by no later than Sunday, April 12, 2020 (12:00 midnight).

Please address corresponding requests to the following address:

CompuGroup Medical SE
Management Board
Maria Trost 21
56070 Koblenz

or in electronic form in accordance with section 126a of the German Civil Code by e-mail to: hv@cgm.com.

Additions to the agenda that have to be announced will be published in the Bundesanzeiger (Federal Gazette) without delay after the request has been received – unless they have already been published with the invitation convening the meeting – and forwarded for publication to media that can be expected to disseminate the information throughout the entire European Union. They will furthermore be published on the company's website at www.cgm.com/hv and communicated to shareholders.

2. Countermotions and nominations in accordance with Sections 126(1) and 127 AktG

Shareholders can also send countermotions to proposals of the Management Board and/or Supervisory Board on specific items of the agenda and also submit nominations for the election of members of the Supervisory Board or auditors.

Countermotions (plus any statement of grounds) and nominations from shareholders which are to be made available before the Annual General Meeting are to be sent exclusively to the following address:

CompuGroup Medical SE
Management Board
Maria Trost 21
56070 Koblenz
Fax: +49 (0)261 8000-3102
E-mail: hv@cgm.com

Counter motions and nominations addressed elsewhere will not be considered.

Counter motions and nominations from shareholders that have to be made available, including the name of the shareholder, any statement of grounds, and, if appropriate, furnished with the information to be added in accordance with section 127 sentence 4 AktG, will be made available to the other shareholders on the company's website at www.cgm.com/hv after proof of the applicant's status as a shareholder has been furnished. Counter motions and nominations from shareholders that are received at the above-mentioned address of the company by no later than 14 days before the day of the Annual General Meeting, i.e. by Tuesday, April 28, 2020 (12:00 midnight), will be considered here.

Any positions taken by the management will also be made available on the company's website at www.cgm.com/hv.

In addition, these counter motions, any statements of grounds, nominations and, if appropriate, contents to be added in accordance with section 127 sentence 4 AktG, as well as any positions taken by the management will be sent without delay free of charge by mail to shareholders who request this in writing to the above-mentioned address or by telephone on telephone number +49 (0)261 8000-6200.

The company can refrain from publishing a counter motion and any statement of grounds as well as any nomination under the requirements specified in sections 127 sentence 1 and 126(2) AktG.

In addition to the cases of sections 127 sentence 1 and 126(2) AktG, the Management Board also does not have to make nominations from shareholders available if these do not include the nominated candidate's name, the profession they exercise, and their place of residence and, for nominations for the election of Supervisory Board members, the additional information on their membership of other statutory Supervisory Boards.

In view of the purely virtual nature of the Annual General Meeting and the exercise of voting rights provided for in this respect by means of electronic postal vote or the granting of a proxy, shareholders or shareholder representatives have no right of application at the Annual General Meeting. Shareholders or shareholder representatives are therefore not entitled to submit counter motions to proposals of the Management Board and/or Supervisory Board on specific items of the agenda during the Annual General Meeting and cannot submit nominations for the election of Supervisory Board members or auditors. However, counter motions and election proposals will be considered to have been submitted during the virtual Annual General Meeting if the shareholder or shareholder representative submitting the motion or election proposal is duly registered for the Annual General Meeting and if the counter motion or election proposal is received at the above address of the company by Monday, 11 May 2020 (12:00 midnight) at the latest.

Countermotions and election proposals sent to any other address or countermotions and election proposals received after the aforementioned deadline will not be considered.

3. Rights to receive information, possibility to ask questions via electronic communication

The shareholders' right to information (section 131(1) AktG) is considerably restricted in the case of a virtual general meeting pursuant to section 1(2) of the COVID-19 Act. The shareholders or shareholder representatives only have the possibility to ask questions by way of electronic communication (section 1(2) sentence 1 no. 3 of the COVID-19 Act). The Management Board may also determine, with the consent of the Supervisory Board, that questions must be submitted no later than the second day before the Annual General Meeting.

By resolution of 31 March 2020, the Management Board, with the consent of the Supervisory Board on the same day, decided in accordance with section 1(2) sentence 2, second half-sentence, (8) sentence 2 of the COVID-19 Act that questions must be submitted to the company by electronic communication no later than two days prior to the Annual General Meeting, i.e. no later than Monday, 11 May 2020 (12:00 midnight). Questions are to be submitted in German language only. Questions submitted after the aforementioned deadline or questions not in German will not be considered. At the same time, the Management Board, with the consent of the Supervisory Board, decided on the same day that only those shareholders or shareholder representatives will have the opportunity to ask questions that have been submitted by Wednesday, 6 May 2020 (12:00 midnight) at the latest, in the manner described above under section VII. („Participation in the Annual General Meeting via electronic connection“) by no later than Wednesday, 6 May 2020 (12:00 midnight).

Questions may only be submitted by registered shareholders or shareholder representatives using the access data provided on the access card sent to them via the company's website at www.cgm.com/hv via the CGM Investor Portal under the item „Fragen“ (Questions) section.

In accordance with section 1(2) sentence 2, (8) sentence 2 of the COVID-19 Act - in deviation from section 131 AktG - the Management Board decides on the answering of questions at its own dutiful and free discretion. According to the explanatory memorandum to section 1(2) sentence 2 of the COVID-19 Act, the management does not have to answer all questions under any circumstances; it may summarize questions and select questions that are in the interest of the other shareholders. It may give preference to shareholder associations and institutional investors with significant voting shares.

Questions submitted will be answered at the Annual General Meeting on 13 May 2020, with the right to answer frequently asked questions (FAQs) in advance on the Company's website at www.cgm.com/hv.

It is currently planned to principally name the question posers when answering the questions, unless they have expressly objected to being named.

4. Further explanations

Further explanations on the rights of the shareholders under article 56 sentences 2 and 3 of the SE Regulation, section 50(2) EAG, section 122(2) AktG, sections 126(1), 127, 131(1) AktG in conjunction with section 1(2) sentence 1 no. 3 of the COVID-19 Act as well on the possibility to ask questions via electronic communication can be found on the company's website at www.cgm.com/hv.

XI. PUBLICATIONS ON THE COMPANY'S WEBSITE

The information in accordance with section 124a sentences 1 and 2 AktG will be made available to the shareholders on the company's website at www.cgm.com/hv.

**XII. ADDITIONAL INFORMATION IN ACCORDANCE WITH SECTION 49(1)
SENTENCE 1 NO. 1 OF THE WERTPAPIERHANDELSGESETZ (WPHG – GERMAN
SECURITIES TRADING ACT)**

At the time the Annual General Meeting is convened, the share capital of the company totals EUR 53,219,350.00 and is divided into 53,219,350 no-par value shares. The number of shares that grant a voting right therefore amounts to of 53,219,350 at the time the Annual General Meeting is convened. At the time the Annual General Meeting is convened, the company holds 4,806,709 treasury shares, from which no rights accrue to the company.

XIII. INFORMATION ON THE DATA PROTECTION FOR SHAREHOLDERS AND THEIR REPRESENTATIVES

As the controller within the meaning of article 4 no. 7 of the General Data Protection Regulation (GDPR), CompuGroup Medical SE processes personal data of the shareholders (family name and given name, address, e-mail address, number of shares, type of shares, type of ownership of the shares, and number of the access card) and, where appropriate, of their legal or contractual relationships in connection with the Annual General Meeting on the basis of the data protection provisions applicable in Germany. CompuGroup Medical SE receives the data directly from the shareholder or from their custodian bank. The data are processed only in order to enable the shareholders and shareholder representatives to exercise their rights or possibility to ask questions in the context of the Annual General Meeting and to comply with the statutory provisions governing an Annual General Meeting including the provisions of the COVID-19 Act on the conduct of a virtual general meeting. The legal basis for the processing is provided by article 6(1) c) GDPR. We reserve the right to store the personal data processed in connection with the Annual General Meeting for a period of ten years, unless there is a legitimate interest in storing the data for longer in the event of a judicial or extrajudicial dispute on the occasion of the Annual General Meeting. The data will be either anonymized or erased after the storage period has expired.

The service providers that are engaged for the purposes of preparing, conducting, and following up on the Annual General Meeting receive only such personal data that are required for them to perform their work; the processing is carried out exclusively on the instructions of CompuGroup Medical SE.

In the event of requests for additions to the agenda in accordance with article 56 sentences 2 and 3 of the SE Regulation, section 50(2) SEAG and section 122(2) AktG and also in the case of counter motions and nominations from shareholders, these will be made publicly available together with the name of the shareholder submitting the request for additions or the counter motion or putting forward the nomination (cf. section X. of this invitation convening the Annual General Meeting (“Rights of the shareholders, possibility to ask questions”), subsections 1. and 2. there).

The personal data of the shareholders who are electronically connected to the Annual General Meeting and also the data of the shareholder representatives are to be noted in accordance with section 129(1) sentence 2 AktG in an attendance list.

Every shareholder has the right – when the legal requirements are met – to obtain information about the personal data that is collected in accordance with Art. 15 GDPR, to rectify the data in accordance with Art. 16 GDPR, to erase the data in accordance with Art. 17 GDPR, to restrict the processing of the personal data in accordance with Art. 18 GDPR, to transmit specific personal data to them or to a third party designated by them in accordance with Art. 20 GDPR, and to object in accordance with Art. 21 GDPR.

Please contact our company data protection officer for these and other inquiries:

CompuGroup Medical SE
Data Protection Officer
Hans-Josef Gerlitz
Maria Trost 21
56070 Koblenz
Tel.: +49 (0)261 8000-1667
E-mail: HansJosef.Gerlitz@cgm.com

You will find more information concerning data protection, the related processing of shareholder data, and your rights on our website: www.cgm.com/hv.

XIV. TECHNICAL NOTES ON THE VIRTUAL ANNUAL GENERAL MEETING

In order to participate by electronic means, to use the CGM Investor Portal and to exercise shareholder rights, you need an Internet connection and an Internet-enabled terminal. In order to be able to optimally reproduce the image and sound transmission of the Annual General Meeting, a stable Internet connection with sufficient transmission speed is recommended.

If you use a computer to receive the image and sound transmission of the virtual general meeting, you will need a browser and speakers or headphones.

To access the CGM Investor Portal of the company you need your access card, which you will receive unsolicited after proper registration. On this access card you will find your individual access data with which you can log in to the CGM Investor Portal on the login page. In order to avoid the risk of restrictions in the exercise of shareholder rights due to technical problems during the virtual Annual General Meeting, it is recommended - as far as possible - that shareholder rights (especially voting rights) be exercised before the start of the Annual General Meeting. Via the CGM Investor Portal, voting rights may be exercised by registered shareholders or shareholder representatives from Wednesday, 22 April 2020 (0:00 a.m.) - in accordance with the record date, see section VII. above.

XV. NOTE ON THE AVAILABILITY OF IMAGE AND SOUND TRANSMISSION

Shareholders can follow the entire virtual Annual General Meeting via video and audio transmission on the Internet. The video and audio transmission of the virtual Annual General Meeting and the availability of the CGM Investor Portal may be subject to fluctuations according to the current state of the art due to restrictions in the availability of the telecommunications network and the restriction of third-party Internet services, over which the company has no influence. Therefore, the company cannot assume any warranty or liability for the functionality and constant availability of the Internet services used, the network elements of third parties used, the image and sound transmission as well as the access to the CGM Investor Portal and its general availability. The company also assumes no responsibility for errors and defects in the hardware and software used for the online service, including those of the service companies used, unless caused intentionally. For this reason, the company recommends making use of the above-mentioned options for exercising rights, in particular for exercising voting rights, at an early stage.

Koblenz, April 2020
CompuGroup Medical SE

The Management Board

CompuGroup Medical SE
Maria Trost 21
56070 Koblenz
Tel. +49 (0)261 8000-6200
Fax +49 (0)261 8000-3102
E-mail: hv@cgm.com
<http://www.cgm.com>

Annex 1: Articles of Association of CompuGroup Medical SE & Co. KGaA

ARTICLES OF ASSOCIATION
OF
COMPUGROUP MEDICAL SE & Co. KGAA

I.
GENERAL PROVISIONS

§ 1
Name, Registered Office, and Duration

1. The company is a Kommanditgesellschaft auf Aktien (KGaA – partnership limited by shares) operating under the name

CompuGroup Medical SE & Co. KGaA.

2. The registered office of the company is in Koblenz.

3. The company is established for an indefinite period.

§ 2
Purpose of the Company

1. The purpose of the company is to hold and administer equity interests in other companies in the IT sector, the sector involving electronic networks, and the health sector, the development, the production, and the sale of products as well as the trade in products from the IT sector, the sector involving electronic networks, and the health sector, as well as the performance and brokerage of services in the IT sector, the sector involving electronic networks, and the health sector.

2. The company can itself also operate in the business areas specified in Article 2(1) above. It is authorized to conduct all business and measures that appear necessary or useful to achieve the company purpose, especially to establish and to acquire as well as to take an equity interest in other companies of the same or similar kind, to take over their management and representation, as well as to set up branches in Germany and abroad. It can limit its activities to a part of the areas designated in Article 2(1) above. It can also combine companies in which it has a majority equity interest under its management or limit itself to administering the equity interest.

§ 3

Announcements and Information

1. The announcements of the company are made exclusively in the Federal Gazette, unless otherwise stipulated by the law.
2. The company is entitled as far as this is permitted by law to send information to the shareholders and other holders of admitted securities by means of electronic data transfer.

II.

SHARE CAPITAL AND SHARES

§ 4

Share Capital

1. The share capital of the company amounts to EUR 53,219,350.00 (in words: fifty-three million two hundred and nineteen thousand three hundred and fifty euros). It is divided into 53,219,350 (in words: fifty-three million two hundred and nineteen thousand three hundred and fifty) registered no-par value shares.
2. The share capital available in the transformation of the company into a European company (Societas Europaea, SE) has been provided as a result of the change of form of the legal entity in the previous legal form, CompuGroup Medical SE with its registered office in Koblenz. The share capital available in the transformation of the company into a Kommanditgesellschaft auf Aktien (partnership limited by shares) has been provided as a result of the change of form of the legal entity in the previous legal form, CompuGroup Medical SE with its registered office in Koblenz.
3. The general partner is authorized to increase the share capital by May 12, 2025, subject to the approval of the Supervisory Board by up to EUR 26,609,675.00 in total (in words: twenty-six million six hundred and nine thousand six hundred and seventy-five euros) by issuing new registered no-par value shares on one or more occasions in return for cash and/or non-cash contributions (Authorized Capital 2020).

The shareholders are in principle to be granted a pre-emption right. The shares can also be acquired here by one or more credit institutions or enterprises as set out in section 186(5) sentence 1 AktG with the obligation to offer them to the shareholders of the company for subscription (indirect pre-emption right). However, the general partner is authorized, subject to the approval of the Supervisory Board, to disapply the pre-emption right of the shareholders:

- a. In order to exclude fractional amounts from pre-emption rights;
- b. If the shares are issued in return for contributions in kind, especially within the framework of business combinations or during the acquisition of companies, business units, or equity investments in companies or other assets or claims to the acquisition of other assets including claims against the company or against companies controlled by it within the meaning of section 17 AktG;
- c. In a capital increase in return for cash contributions if the issue price of the new shares is not significantly lower than the stock market prices of the company's shares that are already listed; this authorization is valid, however, only on conditions that the percentage of the share capital mathematically attributable to the shares issued when the pre-emption rights are disapplied in accordance with section 186(3) sentence 4 AktG may not exceed the limit of 10% of the company's share capital at the time the Authorized Capital 2020 comes into effect or – if this amount is lower – at the time the Authorized Capital 2020 is exercised. To be included in this limit of 10% of the share capital is the pro rata amount of the share capital (i) that is attributable to shares that are sold during the term of the Authorized Capital 2020 on the basis of an authorization to sell treasury shares in accordance with sections 71(1) no. 8 sentence 5 and 186(3) sentence 4 AktG with a pre-emption right disapplied, (ii) that is attributable to shares that are issued to service pre-emption rights or to fulfill conversion or option rights or conversion or option obligations arising from convertible and/or warrant bonds, profit participation certificates and/or profit participation bonds (or combinations of these instruments) if the corresponding bonds are issued during the term of the Authorized Capital 2020 in application mutatis mutandis of section 186(3) sentence 4 AktG with the pre-emption right of the shareholders disapplied, and (iii) that is attributable to shares that are issued during the term of the Authorized Capital 2020 on the basis of other capital measures with the pre-emption right of the shareholders disallowed in direct application or in application mutatis mutandis of section 186(3) sentence 4 AktG. The maximum limit reduced in accordance with the above sentences of c. is increased again when a new authorization to disapply the pre-emption rights of the shareholders that is adopted by the Annual General Meeting after the reduction comes into effect, provided the new authorization is sufficient, however at the most up to 10 % of the share capital in accordance with the requirements of sentence 1 this paragraph c.;
- d. If the disapplication of the pre-emption right is necessary to grant to the holders or creditors of convertible bonds, warrant bonds, profit participation certificates and/or profit participation bonds (or combinations of these instruments) with option and/or conversion rights or option and/or conversion obligations that are issued by the company or a company controlled by it or in which it directly or indirectly holds a majority stake a pre-emption right to new shares in the amount to which they would be entitled after their conversion rights or warrants have been exercised or when their conversion or option obligations are fulfilled.

The pro rata amount of the share capital that is attributable overall to new shares for which the pre-emption right is disappplied on the basis of this authorization may, together with the pro rata amount of the share capital that is attributable to treasury shares or to new shares from other authorized capital or that relates to conversion or option rights or conversion or option obligations resulting from convertible bonds, warrant bonds, profit participation certificates and/or profit participation bonds (or combinations of these instruments) that have been sold or issued after the start of May 13, 2020 with pre-emption rights disappplied, not exceed 20 % of the share capital. The key factor for calculating the 20 % cap is the existing share capital on May 13, 2020, on the day that the authorization is registered, or at the time the new shares are issued, whichever date the share capital amount is the lowest on. If the sale of issue is conducted in direct or corresponding application or application mutatis mutandis of section 186(3) sentence 4 AktG, this is also to be regarded as disapplication of pre-emption rights. The maximum limit reduced in accordance with the above sentences of this subsection is increased again when a new authorization to disapply the pre-emption rights of the shareholders that is adopted by the Annual General Meeting after the reduction comes into effect, provided the new authorization is sufficient, however at the most up to 20 % of the share capital in accordance with the requirements of sentence 1 of this subsection.

The general partner is authorized to stipulate, with the approval of the Supervisory Board, the content of the share rights, the details of the capital increase, and the conditions of the share issue, in particular the issue amount; this also includes stipulating the dividend entitlement of the new shares, which can also be stipulated in divergence from section 60(2) AktG for a past fiscal year. The Supervisory Board is authorized to amend the wording of the Articles of Association accordingly after the Authorized Capital 2020 is utilized or after the authorization period expires.

4. The share capital can be increased by up to EUR 21,287,740.00 (in words: twenty-one million two hundred and eighty-seven thousand seven hundred and forty euros) by issuing up to 21,287,740 new registered shares with dividend entitlement from the start of the fiscal year in which they are issued (Contingent Capital 2017). The contingent equity increase is performed only to the extent to which bearers or creditors of convertible bonds, bonds with warrants, profit participation certificates or profit participation bonds (or combinations of these instruments) exercise their conversion rights or warrants on the basis of bonds issued by the Company in return for cash up to and including May 9, 2022 as a result of the authorization resolution of the Annual General Meeting of May 10, 2017 or to the extent to which conversion or warrant obligations are met on the basis of such bonds and provided that no other forms of fulfillment are used to service these rights. The general partner is authorized to stipulate the further details of the implementation of the contingent capital increase with the approval of the Supervisory Board.

5. The share capital of the company is contingently increased by up to EUR 5,321,935.00 (in words: five million three hundred and twenty-one thousand nine hundred and thirty-five euros) by issue of up to 5,321,935 new registered no-par value shares (ordinary shares) representing pro rata share capital of EUR 1.00 each (Contingent Capital 2019). The sole purpose of the contingent capital increase is to grant subscription rights (stock options) to members of the Management Board of CompuGroup Medical SE and entitled employees of CompuGroup Medical SE or – taking into consideration the resolution of the Annual General Meeting of CompuGroup Medical SE of May 13, 2020 on the change of form – entitled managing directors of CompuGroup Medical Management SE and entitled members of CompuGroup Medical SE & Co. KGaA as well as entitled members of the management teams of their subordinate associated companies and their entitled employees until May 14, 2024 in accordance with the more detailed provisions of the authorization resolution of the Annual General Meeting of May 15, 2019 and the resolution of the Annual General Meeting of CompuGroup Medical SE of May 13, 2020 on the change of form. The contingent capital increase will be implemented only to the extent that subscription rights are exercised in accordance with this authorization resolution and the resolution on the change of form and the company does not pay the consideration in the form of cash or treasury shares. The new shares participate in profits for all fiscal years for which a resolution on the appropriation of profits has not been adopted at the time that they are created. The shares granted to entitled members of the Management Board of CompuGroup Medical SE and entitled employees of CompuGroup Medical SE or – taking into consideration the resolution of the Annual General Meeting of CompuGroup Medical SE of May 13, 2020 on the change of form – entitled managing directors of CompuGroup Medical Management SE and entitled members of CompuGroup Medical SE & Co. KGaA as well as entitled members of the management teams of their subordinate associated companies and their entitled employees from the date of the resolution of the Annual General Meeting of CompuGroup Medical SE on the Contingent Capital 2019 of CompuGroup Medical SE or from the date of the resolution of the Annual General Meeting of CompuGroup Medical SE of May 13, 2020 on the change of form and the corresponding resolution on the Contingent Capital 2019 of CompuGroup Medical SE & Co. KGaA for the purpose of servicing pre-emption rights (stock options) from treasury shares of the Company (section 71(1) no. 8 AktG) must be deducted from the Contingent Capital 2019.

6. The profit participation of the new shares can be determined in divergence from section 60 AktG during a capital increase.

§ 5 Shares

1. The shares are no-par value shares and registered shares.
2. The company is entitled to issue share certificates, each of which represents several shares. The shareholders do not have a right to certification of their shares.

3. The form of the share certificates as well as of any dividend warrants and renewal coupons is determined by the general partner with the approval of the Supervisory Board; this applies accordingly to bonds and interest coupons.
4. If in the case of a capital increase the resolution on the increase does not make any stipulation about whether the new shares are to be registered or bearer shares, they shall also be registered shares.

III. **CONSTITUTION OF THE COMPANY**

§ 6 **Governing Bodies of the Company**

The governing bodies of the company are the general partner (under A.), the Supervisory Board (under B.), the Joint Committee (under C.), and the Annual General Meeting (under D.)

A. **GENERAL PARTNER**

§ 7 **General Partner**

1. The general partner of the company is

CompuGroup Medical Management SE

with its registered office in Koblenz.

2. The general partner does not hold any shares in the capital of CompuGroup Medical SE & Co. KGaA. It is neither authorized nor required to make a capital contribution. It does not have a share in the earnings or the assets (including the hidden reserves) of the company and does not have a claim to a settlement balance in the event that it withdraws from the company.

§ 8

Management and Representation of the Company, Reimbursement of Expenses, Remuneration

1. The shareholders are excluded from the management of the company's business (section 278(2) AktG in conjunction with section 164 first half of sentence 1 HGB). The management is incumbent upon the general partner. The general partner conducts the business of the company in accordance with the provisions of the law and of these Articles of Association. The management authority of the general partner also includes unusual management measures. The right of the Annual General Meeting to approve unusual management measures is precluded.
2. The company is represented by the general partner. The Supervisory Board represents the company with regard to the general partner.
3. All expenses in connection with the management of the company's business, including the remuneration of the members of its governing bodies, will be reimbursed by the company to the general partner. The general partner draws up a statement of account of its expenses on a monthly basis in principle; it can request advance payment to a reasonable extent.
4. For assuming the business management of the company and the liability, the general partner receives from the company annual remuneration of 4% of its share capital irrespective of any profit or loss.

§ 9

Economic Activity of the General Partner

The general partner is not authorized to conduct business for its own or third-party account outside of its duties in the company.

§ 10

Withdrawal of the General Partner

1. The general partner withdraws from the company if and as soon as one or more family shareholders together no longer hold directly or indirectly at least 15 % of the company's share capital or at least 15 % of the share capital of the general partner. Sentence 1 of this Article 10(1) of these Articles of Association shall not apply in the event that one or more persons who are not family shareholders (the "purchaser") acquires controlling influence over the general partner.

2. If a purchaser (as defined in Article 10(1) of these Articles of Association) acquires a controlling influence over the general partner, the general partner shall withdraw from the company, unless the purchaser or a person affiliated with it within the meaning of sections 15 ff. AktG or a person acting in concert with it within the meaning of section 2(5) sentences 1 and 3, and (6) of the Wertpapiererwerbs- und Übernahmegesetz (WpÜG – Securities Acquisition and Takeover Act) has made a takeover bid or mandatory offer in accordance with the regulations of the WpÜG to the shareholders of the company in accordance with section 14(2) sentence 1 WpÜG (where appropriate in conjunction with section 35(2) sentence 1 WpÜG) within 12 months after gaining the controlling influence (the “takeover bid”).

a. 1The legal provisions on the minimum price and also on pre-, parallel, and post-acquisitions apply for the amount of the consideration offered to the other shareholders as part of the takeover bid in accordance with the WpÜG subject to the supplementary regulations in sentences 2 and 4 of this subparagraph. 2When calculating the consideration within the framework of the takeover bid, the purchaser must take into consideration any payment made by the purchaser or a person affiliated with it within the meaning of sections 15 ff. AktG or a person acting in concert with it within the meaning of section 2(5) sentences 1 and 3, and (6) WpÜG for gaining the controlling influence over the general partner to the direct or indirect owners of the shares in the general partner in excess of the pro rata amount of the share capital of the general partner that has accordingly been acquired, including such payments in excess of the pro rata amount of the share capital that have been made to the direct or indirect owners of the shares in the general partner for gaining the controlling influence over the general partner within a period of five years before the controlling influence was gained. 3Should relevant payments not or not fully have been taken into appropriate consideration, the general partner nevertheless does not withdraw from the company if the Bundesanstalt für Finanzdienstleistungsaufsicht (BaFin – Federal Financial Supervisory Authority) has permitted the publication of the offer document after the circumstances of the acquisition of the controlling influence have been disclosed in accordance with section 14(2) first half of sentence 1 WpÜG or has not prohibited the offer within the period set out in section 14(2) second half of sentence 1 WpÜG. 4In this case, the purchaser is required to pay the shareholders who have accepted the takeover bid compensation in the amount of the difference between the consideration offered in the course of the takeover bid and the consideration that would have had to have been offered if the relevant payments had been taken into appropriate account.

b. A takeover bid is not required if the purchaser or a person affiliated with it within the meaning of sections 15 ff. AktG or a person acting in concert with it within the meaning of section 2(5) sentences 1 and 3, and (6) WpÜG has already made a takeover bid or mandatory offer in accordance with the regulations of the WpÜG before acquiring controlling influence over the general partner, while disclosing their intention to acquire controlling influence over the general partner, to the shareholders of the company in accordance with section 14(2) sentence 1 WpÜG (where appropriate in conjunction with section 35(2)

sentence 1 WpÜG) and the purchaser has taken into account within the framework of this offer any special consideration for the acquisition of the controlling influence or otherwise for the acquisition of shares in the general partner in appropriate application of Article 10(2) a. of these Articles of Association. Article 10(2) a. of these Articles of Association shall apply accordingly.

3. If a purchaser (as defined in Article 10(1) of these Articles of Association) acquires a controlling influence over the general partner without the general partner withdrawing from the company in accordance with the provisions of Article 10 (2) of these Articles of Association, the general partner withdraws from the company if and as soon as the purchaser or a person affiliated with it in the meaning of sections 15 et seq. AktG no longer directly or indirectly hold at least 50 % of the Company's share capital or 15 % of the share capital of the general partner.

4. A "family shareholder" is, in addition to Mr. Frank Gotthardt, any natural person who is married to Mr. Frank Gotthardt or related to him in a direct line within the meaning of section 15 of the Abgabenordnung (AO – Fiscal Code) as well as any legal person, company, or foundation that is connected with Mr. Frank Gotthardt or with a person married to Mr. Frank Gotthardt or related to him in a direct line within the meaning of sections 15 ff. AktG or – in the case of a foundation – has been founded by or to the benefit of Mr. Frank Gotthardt or a person married to Mr. Frank Gotthardt or related to him in a direct line.

"Controlling influence" is the holding of more than 50 % of the voting rights in the general partner arising from the shares in the general partner belonging to the purchaser or from shares in the general partner that are attributed to the purchaser in application mutatis mutandis of section 30 WpÜG; voting rights arising from shares in the general partner that are held directly or indirectly by one or more family shareholders are not attributed to the purchaser.

5. The above regulations of Article 10(1), (2) and (3) of these Articles of Association shall not apply if more than 50 % of the voting rights in the general partner are directly or indirectly held or acquired by or attributed to the company.

6. The statutory reasons for the withdrawal of the general partner remain unaffected.

7. If the general partner withdraws from the company or if this withdrawal is foreseeable, the Supervisory Board is entitled and required to admit into the company a corporation, all of the shares of which are held by the company, as a new general partner without undue delay and at the time that the general partner withdraws. If the general partner withdraws from the company and a new general partner of this kind has not been admitted at the same time, the company is continued by the shareholders alone on a transitional basis. In this case, the Supervisory Board has immediately to request the appointment of an emergency representative who will represent the company until the admission of a

new general partner in accordance with sentence 1 of this Article 10(7), in particular when acquiring or forming this general partner. The Supervisory Board is authorized to correct the wording of the Articles of Association in line with the change of the general partner.

8. In the event that the company is continued in accordance with the Article 10(7) above or if more than 50 % of the voting rights in the general partner are directly or indirectly held or acquired by the company, an extraordinary general meeting or the next Annual General Meeting shall decide on the change of form of the company into a European company (Societas Europaea, SE), if this is permitted by law, and otherwise into a Aktiengesellschaft (stock corporation). The simple majority of the votes cast is sufficient for adopting the resolution on this change of form. The general partner is required to approve a resolution of the Annual General Meeting of this kind.

B. **SUPERVISORY BOARD**

§ 11

Composition, Elections, and Term

1. The Supervisory Board consists of 12 members, namely six Supervisory Board members from the shareholders and six Supervisory Board members from the employees.
2. The six Supervisory Board members from the shareholders are elected by the Annual General Meeting in accordance with the provisions of the Stock Corporation Act. The six Supervisory Board members from the employees are elected by the employees in accordance with the provisions of the Co-determination Act.
3. Unless otherwise expressly resolved by the Annual General Meeting, the members of the Supervisory Board are appointed up to the end of the Annual General Meeting that resolves on granting formal approval of their actions for the fourth financial year after their term begins. The year in which the term begins is not included in the calculation. The re-election of Supervisory Board members is permitted.
4. If a member elected by the Annual General Meeting resigns from the Supervisory Board before the term has ended, a new election for this position shall be conducted at the next Annual General Meeting. The term of the newly elected member shall be the remainder of the term of the member who has resigned.
5. The Annual General Meeting can appoint alternate members for the Supervisory Board members that it elects, who become members of the Supervisory Board in a sequence to be determined during the election if Supervisory Board members resign before their term has ended. Their position as alternate members is restored when the Annual

General Meeting conducts a new election for a Supervisory Board member who has resigned and been replaced by the alternate member in question. The term of the alternate member is limited to the period up to the close of the Annual General Meeting in which an election in accordance with Article 11(4) above takes place. The above regulations apply accordingly when an elected member of the Supervisory Board or one or more designated alternate members declines to accept the mandate offered or stand down as a result of a challenge to the election.

6. Each member of the Supervisory Board can resign their office, also without cause, by giving one month's notice and submitting this by written notification to the general partner and to the chair of the Supervisory Board. The Chair of the Supervisory Board declares their resignation from office to one of their deputies.

§ 12

Establishment of the Supervisory Board, Chair and Deputy Chair, Committees, Internal Regulations

1. Following the Annual General Meeting at which a new appointment to the Supervisory Board has taken place, the Supervisory Board assembles for a meeting that takes place without being specially convened and at this meeting, if organized, elects from its members a chair and a deputy chair for the duration of their term on the Supervisory Board. The conduct of the election is governed by section 27(1) and (2) MitbestG.
2. If the chair or the chair's deputy resign from office prematurely, the Supervisory Board has immediately to conduct a new election for the departing member.
3. The oldest member in terms of age from among the shareholder representatives on the Supervisory Board takes the chair during the election of the chair of the Supervisory Board.
4. The chair of the Supervisory Board or, if they are unable to attend, their deputy chairs the discussions of the Supervisory Board, determines the content of the minutes of the discussions and resolutions, signs the minutes, and issues the declarations of intent resolved by the Supervisory Board in the name of the Supervisory Board.
5. The Supervisory Board can create committees and assign duties to them.
6. The Supervisory Board adopts rules of procedure for itself within the framework of the mandatory statutory regulations and the Articles of Association.

§ 13

Meetings and Resolutions of the Supervisory Board

1. The meetings of the Supervisory Board are convened by the chair in writing or by e-mail by giving 14 (fourteen) days' notice. The individual items of the agenda are to be indicated in the notice. In urgent cases, the period can be shortened and the notice convening the meeting can be sent by telegram, by telex, by telefax, using other means of communication, or by telephone.
2. Resolutions of the Supervisory Board are generally adopted in meetings attended in person by the members. It is permitted, however, for meetings of the Supervisory Board to be held in the form of a video conference or conference call or for individual members of the Supervisory Board to be connected by way of video broadcast or telephone and also for the adoption of resolutions or the casting of votes also be conducted in these cases by video conference or conference call or video broadcast or telephone. Resolutions are permitted outside of meetings in text form (section 126b BGB, in particular in writing, by telegram, by telex, by telefax, using other means of electronic communication (e-mail etc.)) or by telephone – also a combination of these – if the chair of the Supervisory Board or, in their absence, their deputy orders this.
3. The Supervisory Board is quorate when at least half of the members of which the Supervisory Board has to consist as a whole participate in the resolution.
4. The Supervisory Board is quorate when at least half of the members of which the Supervisory Board has to consist as a whole participate in the resolution. By submitting the written vote, the member is deemed to have taken part in the resolution.
5. Unless otherwise stipulated by a statutory provision, resolutions of the Supervisory Board are adopted by a simple majority of the votes cast. If a vote in the Supervisory Board is tied, the chair of the Supervisory Board has the casting vote in a new vote on the same matter that also results in a tied vote. The same shall apply when written votes are submitted. The deputy is not entitled to have a casting vote.
6. Minutes shall be prepared of the meetings of the Supervisory Board, which are to be signed by the chair of the meeting. The chair of the Supervisory Board has to sign the minutes to be prepared on resolutions adopted in accordance with Article 13(2) above outside of meetings attended in person by the members.

§ 14

Rights and Duties of the Supervisory Board

1. The Supervisory Board has the rights and duties arising from mandatory legal regulations and from the Articles of Association.

2. The Supervisory Board has to monitor the management by the general partner. The Supervisory Board can inspect and audit the books and records as well as the assets of the company.
3. The Supervisory Board or a committee appointed by it in accordance with section 107(3) sentences 4 to 6 AktG adopts the resolution on the approval pursuant to section 111b(1) AktG. Article 18(1) a. remains unaffected.
4. The general partner has to report to the Supervisory Board on a regular basis. Furthermore, the Supervisory Board can request a report when there is material reason for this, also if this concerns a business transaction at an associated company that the general partner has been informed of and that may have a significant influence on the situation of the company.
5. If the company has an equity interest in its general partner, all rights of the company arising from and in connection with this equity interest (such as voting rights, rights to obtain information, etc.) are exercised by the Supervisory Board.
6. The Supervisory Board is authorized to make all amendments to the Articles of Association concerning the wording without a resolution of the Annual General Meeting.

§ 15

Remuneration of the Members of the Supervisory Board

1. Each member of the Supervisory Board receives as fixed remuneration for each full fiscal year an amount of EUR 40,000.00 (in words: forty thousand euros) a year, payable after the end of the fiscal year.
2. The chair of the Supervisory Board receives double, their deputy one and a half times the fixed remuneration of a Supervisory Board member in accordance with Article 15(1) above.
3. For membership of a committee of the Supervisory Board, a member receives additional fixed remuneration of EUR 10,000.00 (in words: ten thousand euros) a year, while the chair of a committee receives double this.
4. If a fiscal year does not cover a full calendar year or if a member of the Supervisory Board has been a member of the Supervisory Board only during a part of the fiscal year, their remuneration is to be paid pro rata temporis. This applies accordingly for the membership of a committee of the Supervisory Board.
5. The members of the Supervisory Board are reimbursed the expenses they incur while exercising their office, which also include the value added tax incurred.

6. The company provides the members of the Supervisory Board with insurance cover in the form of a D&O insurance policy in a scope appropriate to the performance of the Supervisory Board work.

C. **JOINT COMMITTEE**

§ 16 **Joint Committee**

The company has a Joint Committee that consists of six members (“Joint Committee”). Three of the members of the Joint Committee are delegated to the Joint Committee by the general partner and three members of the Joint Committee are delegated to the Joint Committee by the Supervisory Board of the company. The general partner appoints one of the members of the Joint Committee that it has delegated as chair of the Joint Committee.

§ 17 **Appointment and Term of the Members of the Joint Committee**

1. The members of the Joint Committee to be delegated to the Joint Committee by the general partner are each delegated to the Joint Committee for the term of up to five years. Redlegation is permitted. Section 103(2) sentence 1 AktG applies accordingly.
2. The members of the Joint Committee to be delegated to the Joint Committee by the Supervisory Board are members of the Supervisory Board and include two representatives of the shareholders of the company and one representative of the employees in the person of a representative of the company’s employees in accordance with section 7(2) MitbestG. The members of the Joint Committee to be delegated by the Supervisory Board are delegated to the Joint Committee by the Supervisory Board by resolution. The two representatives of the shareholders of the company are delegated to the Joint Committee on the proposal of the representatives of the shareholders on the Supervisory Board of the company. The representatives of the employees are delegated to the Joint Committee on the proposal of the representatives of the employees on the Supervisory Board of the company. The members of the Joint Committee are delegated for the duration of their membership of the Supervisory Board of the company. Section 103(2) sentence 1 AktG applies accordingly.
3. Section 103(3) sentences 1 and 4 AktG apply to members of the Joint Committee. The Joint Committee decides on the motion by simple majority.

4. Unless otherwise stated in Articles 17(1) and (2) above, the provisions in Article 11(3) to (6) apply accordingly to the election and term of office of the members of the Joint Committee.

§ 18

Rights and Duties of the Joint Committee

1. The general partner requires the approval of the Joint Committee for the following matters:

a. Legal transactions between the company or a company subordinate to it and associated with it within the meaning of sections 15 ff. AktG on the one hand and a member of the body of managing directors or of the Board of Directors of the general partner, Dr. Brigitte Gotthardt, Mr. Frank Gotthardt, Prof. Daniel Gotthardt or Dr. Reinhard Koop or a legal entity associated with the above-mentioned persons within the meaning of sections 15 ff. AktG or a natural person associated with the above-mentioned persons within the meaning of section 15 AO on the other, if material significant is to be attributed to it and the value of the legal transaction in the individual case or – in the case of long-term commitments – the annual expenditure is higher than the amount of EUR 15,000,000.00 (in words: fifteen million euros);

b. The establishment of annual corporate, investment, and financial framework plans;

c. The acquisition and sale of companies and business units if it is not covered by the investment and financial framework plan and the purchase price in the individual case is higher than EUR 50,000,000.00 (in words: fifty million euros);

d. The spin-off of business units from the assets of the company or from a company in which it directly or indirectly holds a majority interest if it is not covered by the investment and financial framework plan and the value in the individual case is higher than EUR 50,000,000.00 (in words: fifty million euros);

e. The purchase or sale of properties valued at no less than EUR 10,000,000.00 (in words: ten million euros) if it is not covered by the investment and financial framework plan;

f. The discontinuation of existing or the commencement of new lines of business with an annual or planned annual sales volume of more than EUR 100,000,000.00 (in words: one hundred million euros) if it is not covered by the investment and financial framework plan;

- g. All legal transactions not specified above that extend beyond the normal business operations if the transaction value in the individual case is higher than 15 % of the equity of the company;
 - h. Resolutions that the company has to adopt in its capacity as shareholder in associated companies and the subject matter of the resolution concern matters pursuant to b. to g. above as well as capital increases at associated companies that are higher in the individual case than EUR 50,000,000.00 (in words: fifty million euros).
2. In transactions that are subject to approval and where a resolution by the Joint Committee cannot be produced in good time without putting important interests of the company at risk, the measure is permitted also without prior approval. In this event, the chair of the Joint Committee has to be informed in advance of the planned measures and the subsequent approval of the Joint Committee has to be obtained without undue delay.
 3. The competences and rights of the Annual General Meeting and of the Supervisory Board existing by virtue of law and the Articles of Association remain unaffected.

§ 19

Meetings and Resolutions of the Joint Committee

1. The Joint Committee is convened by the chair of the Joint Committee, who shall state the matter that is the subject matter of the resolution.
2. The chair of the Joint Committee sends a report from the general partner on the matters that are the subject matter of the resolution with the notice convening the meeting at the same time, however no later than by the third day before the meeting of the Joint Committee. The report has to be concluded with a proposal for a resolution from the general partner.
3. Each member of the Joint Committee can request information from the general partner on all matters of the company that are the subject matter of the resolution. At the request of two members of the Joint Committee, the members of the Joint Committee are to be permitted to inspect the books and records of the company if and insofar as they are related to the subject matter of the resolution.
4. The Joint Committee is quorate when at least three of its members participate in the resolution. If a resolution is not adopted because of a lack of a quorum, the chair of the Joint Committee convenes a new meeting of the Joint Committee by giving notice of at least one week, which is quorate if at least two members participate in the resolution. The Joint Committee decides by a simple majority of the votes cast. Each member of the Joint Committee has one vote. If a vote is tied, a new vote on the same subject

matter has to be conducted upon the motion of the chair or another member of the Joint Committee. The chair of the Joint Committee has the casting vote in this vote this also results in a tied vote.

5. Unless otherwise regulated in Article 19(1) to (4) above, Article 13 of the Articles of Association apply mutatis mutandis to the meetings and resolutions of the Joint Committee.

§ 20

Rules of Procedure, Report, Remuneration

1. The Joint Committee adopts rules of procedure for itself within the framework of the mandatory statutory regulations and the Articles of Association.

2. If the Joint Committee has met, it reports to the Annual General Meeting on its work. Section 171(2) sentence 1 and the first half of sentence 2 and section 176(1) sentence 1 AktG apply mutatis mutandis. If resolutions are adopted as a result of the chair of the Joint Committee exercising the casting vote, this has to be disclosed in the report.

3. The members of the Joint Committee delegated to the Joint Committee by the Supervisory Board receive as fixed remuneration for each full fiscal year an amount of EUR 10,000.00 (in words: ten thousand euros) a year, payable after the end of the fiscal year. Article 15(4) sentence 1 applies mutatis mutandis.

§ 21

Position, Due Diligence Obligation, and Responsibility of the Members of the Joint Committee

The members of the Joint Committee are not bound by orders or instructions. With regard to their due diligence obligations, non-disclosure obligations and responsibility, sections 116 and 93 AktG apply accordingly.

D.

ANNUAL GENERAL MEETING

§ 22

Convening the Annual General Meeting

1. Unless a short period is permitted by law, the Annual General Meeting has to be convened no less than 30 days before the date of the Annual General Meeting. The notice period for convening the meeting is extended by the day of the registration deadline. The day of the Annual General Meeting and the day that it is convened are not counted.

2. The Annual General Meeting is held at the registered office of the company or at a German stock exchange.

§ 23

Participation in the Annual General Meeting, Assignment

1. Shareholders who are entered in the share register of the company on the day of the Annual General Meeting and who have registered in due time before the Annual General Meeting are entitled to participate in the Annual General Meeting and to exercise their voting rights.

2. The registration must be received by the company no less than six days before to the Annual General Meeting at the address communicated for this in the invitation convening the meeting. The invitation convening the Annual General Meeting may stipulate a shorter period measured in days. The day of the Annual General Meeting and the day of receipt are not counted. The registration must be submitted in written or electronic form (section 126b BGB) and in German or English.

3. The members of the Board of Directors as well as the managing directors of the general partner and the members of the Supervisory Board of the company shall attend the Annual General Meeting in person. If a member of the Board of Directors or a managing director of the general partner or a member of the Supervisory Board of the company is unable to attend at the venue of the Annual General Meeting, they can also participate in the Annual General Meeting by means of audio and video transmission.

4. The general partner is authorized to stipulate that shareholders may cast their votes in writing or by means of electronic communication even if they do not attend the meeting (postal voting). The general partner is also authorized to stipulate provisions on the procedure.

5. The general partner is authorized to stipulate that shareholders may take part in the Annual General Meeting even if they do not attend the venue and do not make use of a proxy and may exercise all or some of their rights in full or in part by means of electronic communication. The general partner is also authorized to stipulate provisions on the procedure.

6. The general partner and, during the Annual General Meeting, also the chair can decide that parts of or all of the Annual General Meeting is broadcast in video and/or audio. The broadcast may also be made in a form that provides the public with unlimited access.

§ 24

Time of the Annual General Meeting

The Annual General meeting that adopts a resolution on the approval of the annual financial statements and also on the granting of formal approval of the actions of the general partner and of the Supervisory Board as well as on the appropriation of the profits (ordinary general meeting) is held within the first eight months of a fiscal year.

§ 25

Chair of the Annual General Meeting

1. The Annual General Meeting is chaired by the chair of the Supervisory Board or, if they are unable to attend or at the request of the chair of the Supervisory Board so desires, by another member of the Supervisory Board to be designated by the chair of the Supervisory Board. If the chair of the Supervisory Board is unable to attend and another member has not been designated, the meeting is chaired by another member to be decided by the Supervisory Board.

2. The chair conducts the proceedings, determines the order in which the items of the agenda are considered and in which speakers address the meeting as well as the type and form of the voting. The chair may place reasonable time limits on the shareholders' right to ask questions and to speak. They can in particular set a time frame for the full proceedings of the Annual General Meeting, for individual items of the agenda, or for individual speakers or shareholders asking questions at the start of the Annual General Meeting or as it proceeds. The chair orders that the discussion is closed if and as soon as this is required for the proper conduct of the Annual General Meeting.

§ 26

Voting Right and Adoption of Resolutions

1. Each no-par value share (ordinary share) grants one vote at the Annual General Meeting.

2. The right to vote can be exercised by a proxy. The granting of the proxy, its revocation and proof of the authorization provided to the company must be issued in written or electronic form; section 135 AktG remains unaffected. A simplification of the form can be determined in the invitation convening the Annual General Meeting.

3. Unless this conflicts with mandatory legal regulations, the resolutions of the Annual General Meeting are adopted by a simple majority of the votes cast (simple majority of votes) and, if the law requires a majority of capital in addition to a majority of votes, by a simple majority of the share capital represented in the resolution (simple majority of capital). If the vote is tied, the motion is regarded as rejected.

4. If the resolutions of the Annual General Meeting required the approval of the general partner (especially amendments to the Articles of Association and other fundamental resolutions), the general partner shall explain at the Annual General Meeting whether the resolutions are approved or whether they are rejected.

IV. **ANNUAL FINANCIAL STATEMENTS AND APPROPRIATION OF THE PROFITS**

§ 27

Fiscal Year, Accounting

1. The fiscal year is the calendar year.
2. The general partner has to draw up the annual financial statements and the management report for the past fiscal year and submit them to the auditor within the first three months of the fiscal year, at the latest however within the maximum period stipulated by mandatory statutory regulations. When it draws up the annual financial statements, the general partner can transfer a part, however at most a half, of the net income for the year to the retained earnings.
3. The Supervisory Board issues the engagement for the audit by the auditors. The general partner is to be given the opportunity to comment on the audit report of the auditor of the annual financial statements before it is passed to the Supervisory Board.
4. At the same time as the annual financial statements and the management report are presented, the general partner has to submit the proposal on the appropriation of the net retained profits to the Supervisory Board.
5. The annual financial statements are approved by resolution of the Annual General Meeting with the agreement of the general partner.
6. Article 27(2) to (4) above apply accordingly to consolidated financial statements and a Group management report if section 170(1) sentence 2 AktG has to be applied to the company as a parent company.

§ 28

Appropriation of Profits

The Annual General Meeting resolves on the appropriation of the net retained profits.

V. **OTHER**

§ 29 **Severability**

Should one of the provisions of these Articles of Association or a provision incorporated in them in the future be invalid or unenforceable in full or in part or lose its validity or enforceability at a later date, the validity of the remaining provisions shall not be affected by this. The same shall apply if it should emerge that these Articles of Association contain a gap or omission in the regulations. The invalid or unenforceable provision shall be replaced or the regulatory gap or omission shall be filled by a reasonable provision that, to the extent legally possible, mostly approximately satisfies what the shareholders would have agreed if they had been aware that the Articles of Association were invalid, unenforceable or there was a gap or omission. If the invalidity of a provision is based on a measure of performance or time (deadline or date) defined in the Articles of Association, the measure of performance (time or date) that is permitted by law and that comes as close as possible to the intention of the shareholders shall apply.

§ 30 **Formation Expenses**

1. The company bears the expenses connected with the change of form of the legal entity in the previous legal form, CompuGroup Medical SE with its registered office in Koblenz, into a European company (Societas Europaea, SE) up to a total amount of EUR 3,000,000.00 (in words: three million euros), especially legal and notary fees, the costs of the special negotiation committee, the costs of the audit of the transformation, the costs of publication, and other legal and consultancy expenses.

2. The company bears the formation expenses connected with the transformation of the legal entity in the previous legal form, CompuGroup Medical SE with its registered office in Koblenz, into CompuGroup Medical SE & Co. KGaA, up to a total amount of EUR 3,000,000.00 (in words: three million euros), especially legal and notary fees, the costs of the audit of the transformation, the costs of publication, and other legal and consultancy expenses.

* * * * *

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Synchronizing Healthcare



CompuGroup
Medical