



Annual General Meeting

May 13, 2020

Q&As re Virtual Shareholders' Meeting

The following Q&As regarding the Annual General Meeting of CompuGroup Medical SE (“CGM SE” or the “Company”) on May 13, 2020 (the “Shareholders’ Meeting”), which will be held in the form of a virtual shareholders’ meeting, shall serve as a guideline for the Company’s shareholders on various aspects. They shall provide for general orientation help, yet they are not part of the official invitation to the Shareholders’ Meeting. The information contained therein is thus not legally binding, and the Company does not assume any responsibility in this respect nor any obligation to update the respective information. In case of discrepancies, the text of the official invitation to the Shareholders’ Meeting shall prevail.

I. General

1. The shareholders’ meeting of CGM SE on May 13, 2020 will be held as a “virtual shareholders’ meeting”. What does this mean?

- Due to the ongoing spread of the coronavirus, CGM SE will hold its shareholders’ meeting on May 13, 2020 as a purely “virtual shareholders’ meeting” without the physical presence of the shareholders and their proxies. In view of the ongoing COVID-19 pandemic, the Management Board and the Supervisory Board have decided to make use of corresponding new regulations of the German legislator, which enable German stock corporations for the first time to hold their shareholders’ meeting purely via the internet, without shareholders or proxies being physically present.

2. Why did CGM SE opt for a virtual shareholders’ meeting?

- The health of the participants of the Shareholders’ Meeting is a top priority for the Company. Nevertheless, shareholders should be able to exercise their voting rights and have the possibility to ask questions. The Company also attaches great importance to being able to timely pay out the proposed dividend of EUR 0.50 per share, subject to the approval of the Shareholders’ Meeting. Thereby, the shareholders will be in a position to participate, as announced, appropriately in the business success of the 2019 financial year, despite the current general crisis situation.

3. How will shareholders and their proxies be able to participate in the Shareholders’ Meeting?

- The entire Shareholders’ Meeting will be transmitted by way of video and audio transmission via the “CGM Investor Portal” on the CGM website. Shareholders or proxies can only participate in the Shareholders’ Meeting by way of electronic connection on the internet

through the CGM Investor Portal and may exercise their voting rights only by way of electronic postal voting, equally via the CGM Investor Portal. Of course, shareholders will be able to grant power of attorney for the exercise of their voting rights, including to the proxies appointed by the Company, which will then exercise the respective voting rights in accordance with the underlying instructions by the shareholder.

4. Do shareholders have to register, in order to participate in the virtual shareholders' meeting?

- Yes. Like for participation in an ordinary "physical" shareholders' meeting, shareholders' also have to register for participation in this years' virtual shareholders' meeting. The deadline for registration is May 6, 2020, 12 p.m. (midnight).
- Registration requires, like in the past years and like for a physical shareholders' meeting, a special proof of share ownership in text form, issued by the respective depository bank; the proof must be issued in German or English. The specific details for registration are set out in the official invitation to the Shareholders' Meeting, which was published in the German Federal Gazette on April 6, 2020, and which is also available on the Company's website in German and English.

5. Following registration to the virtual shareholders' meeting, how do shareholders specifically access the virtual meeting?

- Access to the virtual shareholders' meeting is provided electronically on the internet through the CGM Investor Portal on the Company's website. Shareholders and their proxies, which have duly and timely registered for participation in the Shareholders' Meeting, will be sent an access card, containing specific login data for the CGM Investor Portal. It is important to note that shareholders or proxies, which have *not* duly and timely registered to participate in the virtual shareholders' meeting, cannot access the CGM Investor Portal.
- Following electronic access to the Shareholders' Meeting via the CGM Investor Portal, shareholders and their proxies can follow the entire Shareholders' Meeting by way of video and audio transmission in real time. Via the CGM Investor Portal, shareholders and their proxies can exercise their respective voting rights by means of electronic postal voting and they can also issue a power of attorney and instructions to the voting representatives appointed by the Company.

6. Can shareholders or proxies object against resolutions adopted by the Shareholders' Meeting?

- Yes. Shareholders or proxies which have exercised their voting rights will have the opportunity to object against resolutions of the Shareholders' Meeting for the notary's minutes by way of electronic means. The objection must be declared by the end of the Shareholders' Meeting and can exclusively be declared by way of electronic communication. The CGM Investor Portal will provide for the respective opportunity. It is not necessary to appear in person at the Shareholders' Meeting in order to declare the objection.

7. Can shareholders or proxies attend the Shareholders' Meeting physically and exercise their rights in person, if they want to?

- No. Shareholders or shareholder representatives may only exercise their rights (namely their voting rights) by means of electronic communication or by issuing a power of attorney.

II. Exercise of voting rights during the Shareholders' Meeting

1. How can shareholders and proxies exercise their voting rights during the Shareholders' Meeting?

- Shareholders or shareholder representatives can exercise their voting rights only by means of electronic communication in the form of electronic postal vote, or by issuing a power of attorney, including power of attorney to the voting representatives appointed by the Company. Shareholders or shareholder representatives may not attend the Shareholders' Meeting in person.
- Voting by way of electronic postal vote has to be effected through the CGM Investor Portal. Registered shareholders or shareholder representatives may cast their votes already before the beginning of the Shareholders' Meeting, starting from Wednesday, April 22, 2020 (0:00 a.m.). Access to the CGM Investor Portal will be possible by using the login data provided on the respective access card for each shareholder or shareholder representative.

2. How long will voting be possible during the Shareholders' Meeting?

- Voting during the Shareholders' Meeting will terminate after the end of the general debate, following appropriate announcement by the chairman of the Shareholders' Meeting.

III. Granting of power of attorney

1. How can shareholders grant power of attorney for the virtual shareholders' meeting?

- The granting of power of attorney can be effected in text form, namely by using the respective proxy form which is provided by the Company together with the access card. The proxy form is also available for download on the Company's website. In addition, power of attorney may also be granted by way of electronic communication through the CGM Investor Portal.
- Specific details for the granting of power of attorney are set out in the official invitation to the Shareholders' Meeting, which was published in the German Federal Gazette on April 6, 2020, and which is also available on the Company's website in German and English.

2. How does it work to grant power of attorney to the voting representatives appointed by the Company?

- Power of attorney to the voting representatives appointed by the Company may be issued either in text form or by fax, or also by means of electronic communication through the CGM Investor Portal. The voting representatives will only exercise the respective voting rights in accordance with underlying voting instructions. Please note that it is not possible to appoint the Company's voting representatives for the purpose of filing an objection against resolutions of the Shareholders' Meeting and for exercising the right to ask questions.
- Specific details for the granting of power of attorney to the voting representatives appointed by the Company are set out in the official invitation to the Shareholders' Meeting, which was published in the German Federal Gazette on April 6, 2020 and which is also available on the Company's website in German and English.

IV. Filing of counter motions and election proposals

1. Given that the Shareholders' Meeting will be held as a purely virtual shareholders' meeting – will shareholders be able to file counter motions and election proposals?

- In principle yes. Shareholders may submit counter motions as well as election proposals to the Company ahead of the Shareholders' Meeting. Specific details are set out in the official invitation to the Shareholders' Meeting, which was published in the German Federal Gazette on April 6, 2020 and which is also available on the Company's website in German and English.
- However, in view of the fact that the Shareholders' Meeting will be held as a purely virtual shareholders' meeting, shareholders or shareholder representatives will not have a right to submit such counter motion or election proposal "in" the Shareholders' Meeting. Accordingly, counter motions and election proposals will only be considered as having been submitted during the Shareholders' Meeting if the respective shareholder or shareholder representative has duly and timely registered for the shareholders' meeting *and* if the counter motion or election proposal has been received by the Company at the latest by Monday, May 11, 2020, 12:00 p.m. (midnight).

V. Information right/right to ask questions

1. Given that the Shareholders' Meeting will be held as a purely virtual shareholders' meeting – will shareholders be able to ask questions during the Shareholders' Meeting?

- No. In view of the fact that the Shareholders' Meeting will be held as a purely virtual shareholders' meeting, shareholders or shareholder representatives will not have a right to ask questions during the Shareholders' Meeting.
- However, registered shareholders or shareholder representatives may submit questions to the Company by electronic communication ahead of the Shareholders' Meeting through

the CGM Investor Portal, using the login data provided to them with their access cards. Please note that questions may only be submitted up to two days before the Shareholders' Meeting, i.e. until Monday, May 11, 2020, 12:00 p.m. (midnight). Questions are only to be submitted in German language, questions which are submitted in another language than German will not be considered.

2. Will all questions that have been submitted be answered during the Shareholders' Meeting?

- This will depend on the number of questions that will be submitted. The Management Board will decide on the answering of questions at its own dutiful, free discretion. In the context of a virtual shareholders' meeting, the management does not have to answer all questions under any circumstances; rather, it can summarize questions and may select meaningful questions in the interest of the other shareholders. It may give preference to shareholder associations and institutional investors with significant voting shares.
- Frequently asked questions (FAQ) may be answered in advance on the Company's website.

VI. Further technical implications

1. What do shareholders need to know to participate in the virtual shareholders' meeting from a technical perspective?

- In order to participate by way of electronic communication, to use the CGM Investor Portal and to exercise shareholder rights, shareholders will need an internet connection and an internet-enabled terminal. In order to be able to optimally reproduce the video and audio transmission of the Shareholders' Meeting, a stable internet connection with sufficient transmission speed is recommended.
- If a computer is used to receive the audio and video transmission of the virtual shareholders' meeting, a browser and speakers or headphones are needed.
- To access the CGM Investor Portal, shareholders will need their access card, which they will receive unsolicited following their timely registration. The access card will contain respective individual access data, which will allow to log into the CGM Investor Portal on the login page.

* * * *