

Report of the general partner on agenda item 9

The authorization to acquire and use treasury shares granted to the Company by resolution of the Annual General Meeting of May 15, 2019 under agenda item 9 and adapted in the context of the resolution on the change of the legal form of the Annual General Meeting of May 13, 2020 under agenda item 7 allows the Company, among other things, to sell treasury shares excluding shareholder subscription rights pursuant to Section 186 (3) sentence 4 German Stock Corporation Act (AktG). However, such a sale is limited under the authorization to the extent that the aggregate pro rata amount of the share capital attributable to the number of treasury shares sold in this manner may not exceed 10 % of the share capital. According to the authorization, shares issued from authorized capital excluding subscription rights on or after May 16, 2019 must be offset against this restriction.

On June 22, 2020, the Company partially utilized the Authorized Capital 2020 and issued 515,226 new shares excluding shareholder subscription rights pursuant to Section 186 (3) sentence 4 German Stock Corporation Act (AktG). On the same day, the Company sold 4,806,709 treasury shares excluding shareholder subscription rights in accordance with Section 186 (3) sentence 4 German Stock Corporation Act (AktG). The new and sold treasury shares excluding subscription rights accounted for a total pro rata amount of 10 % of the share capital at that time. In view of this, the existing authorization to acquire and use treasury shares is no longer available for a sale of treasury shares excluding shareholder subscription rights pursuant to Section 186 (3) sentence 4 German Stock Corporation Act (AktG).

The general partner and the Supervisory Board consider it expedient to continue to allow the Company, in line with standard corporate practice, to acquire treasury shares in accordance with Section 71 (1) no. 8 German Stock Corporation Act (AktG) and to use them – also excluding shareholder subscription rights. Agenda item 9 therefore contains the proposal to cancel the existing authorization to acquire and use treasury shares and to grant a new authorization.

Purchase of treasury shares

The new authorization to purchase and use treasury shares is intended to allow the Company for three years, i.e., until May 18, 2024 (inclusive), to purchase treasury shares up to a total of 10 % of the share capital existing at the time the resolution is adopted or – if lower – at the time the authorization is utilized. This is intended to allow the Company to make full use of the legal framework for such authorizations. Under the proposed authorization, the Company may acquire treasury shares itself or through dependent companies or companies majority-owned by the Company or through third parties acting on its or their behalf by means of a purchase on the stock exchange or a public purchase offer.

When acquiring treasury shares, the principle of equal treatment set out in Section 53a German Stock Corporation Act (AktG) must be observed. The proposed acquisition of the shares via the stock exchange or by means of a public purchase offer takes account of this principle. If, in the event of a public purchase offer, the number of shares tendered for purchase exceeds the total volume earmarked by the Company for purchase, the proposed authorization allows the purchase to be made in proportion to the shares tendered per shareholder instead of in proportion to the shareholdings. In this way, the acquisition process can be simplified and handled within an economically reasonable framework from a technical point of view. In

addition, it is to be possible to provide for preferential acceptance of smaller lots of up to 100 shares per shareholder. On the one hand, this option serves to avoid small, generally uneconomical residual holdings and a possible associated de facto disadvantage for small shareholders. On the other hand, the option also serves to simplify the technical processing of the acquisition procedure. Finally, it is to be possible to provide for rounding according to commercial principles in all cases in order to avoid arithmetical fractions of shares. This option also serves to simplify processing from a technical point of view. The general partner and the Supervisory Board consider the exclusion of a possible further right of shareholders to tender shares in all cases mentioned in this paragraph to be objectively justified and appropriate vis-à-vis the shareholders.

Use of treasury shares

The treasury shares acquired under the proposed authorization may be used for all legally permissible purposes, including in particular the following:

Redemption of shares

The proposed resolution authorizes the general partner to redeem treasury shares without any further resolution by the Annual General Meeting. This authorization allows the Company to respond appropriately and flexibly to the respective capital market situation. The proposed authorization provides that the general partner may redeem the shares in accordance with Section 237 (3) no. 3 German Stock Corporation Act (AktG) even without a capital reduction. Pursuant to Section 8 (3) German Stock Corporation Act (AktG), the redemption of shares without a capital reduction increases the pro rata amount of the remaining shares in the Company's share capital. In this case, the general partner and the Supervisory Board are authorized to amend the Articles of Association with regard to the changed number of no-par value shares.

Sale of shares for cash

The treasury shares acquired by the Company may be sold by the general partner on the stock exchange or by way of an offer to all shareholders. In this way, the principle of equal treatment of shareholders is satisfied when the shares are sold. In addition, under the proposed authorization, the Company may also sell the acquired treasury shares with subscription rights excluded in a way other than via the stock exchange or by way of an offer to all shareholders if the shares are sold for cash at a price which is not significantly lower than the stock market price of shares in the Company at the time of the sale. This authorization makes use of the option for the simplified exclusion of subscription rights permitted under Section 71 (1) no. 8 German Stock Corporation Act (AktG) in analogous application of Section 186 (3) sentence 4 German Stock Corporation Act (AktG). This serves the Company's interest in achieving the best possible price when selling treasury shares. The Company is put in a position to take advantage of opportunities that arise quickly and flexibly as a result of the respective stock market situation, and to do so cost-effectively. The proceeds from the sale that can be achieved by setting a price close to the market price generally lead to a significantly higher cash inflow per share sold than in the case of a share placement with subscription rights for shareholders, which generally results in not insignificant discounts from the stock market price. By dispensing with the

time-consuming and costly processing of subscription rights, equity requirements can also be covered promptly from market opportunities arising at short notice. Finally, the authorization also helps the Company to tap into new groups of investors.

Protection of shareholders against dilution is taken into account by the fact that the shares may only be sold at a price that is not significantly lower than the relevant stock market price. The final determination of the selling price for treasury shares is made shortly before the sale. The general partner will endeavor to keep any discount on the stock market price as low as possible, taking into account current market conditions. Interested shareholders generally have the option of maintaining their shareholding by purchasing additional shares on the market.

This authorization only applies subject to the proviso that the shares sold subject to the exclusion of subscription rights in accordance with Section 186 (3) sentence 4 German Stock Corporation Act (AktG) may not in total exceed a pro rata amount of 10 % of the share capital, either at the time this authorization becomes effective or at the time it is exercised. Shares issued during the term of this authorization from authorized capital excluding subscription rights pursuant to Sections 203 (1) sentence 1 and 186 (3) sentence 4 German Stock Corporation Act (AktG) must be offset against this limit. Furthermore, shares to be issued to service bonds and/or profit participation rights with conversion or option rights or a conversion or option obligation must be offset against this limit insofar as the bonds and/or profit participation rights are issued during the term of this authorization excluding subscription rights in analogous application of Section 186 (3) sentence 4 German Stock Corporation Act (AktG). These offsets and the fact that the issue price must be based on the stock market price ensure that the shareholders' interests in assets and voting rights are adequately protected.

Sale of shares against contribution in kind

The general partner is also to be given the option to sell treasury shares against contribution in kind, with shareholder subscription rights excluded. This enables the Company to offer treasury shares directly or indirectly as consideration in appropriate individual cases, in particular in connection with the acquisition of companies, parts of companies or investments in companies or other assets, including claims against the Company or its Group companies.

The Company is in global competition. It must therefore be able to act quickly and flexibly on national and international markets at all times. Experience indicates that in negotiations shares are not infrequently demanded as consideration instead of money. The possibility of offering treasury shares as consideration therefore creates an advantage in the competition for interesting acquisition targets as well as the necessary room for maneuver to be able to take advantage of opportunities for acquisition that arise quickly, flexibly and in a way that preserves liquidity. Consideration in the form of shares may also make sense from the point of view of an optimum financing structure. If such plans materialize, the general partner will carefully consider whether to make use of the authorization to grant treasury shares. When determining the valuation ratios, the general partner will ensure that the interests of the shareholders are adequately safeguarded. As a rule, it will base its assessment of the value of the shares given as consideration on the stock market price of the Company's shares. However, a schematic

link to the stock market price is not in the interests of the Company, in particular in order not to call into question negotiation results once achieved due to fluctuations in the stock market price.

In particular, the Company is also to be given the option to grant treasury shares as consideration for the transfer of industrial property rights or intangible property rights of third parties, such as trademarks and names, to the Company or one of its Group companies for the marketing of products of the CompuGroup Group. Furthermore, the treasury shares are to be available as consideration for the direct or indirect purchase of licenses to such rights by the Company. Furthermore, the Company is to also be able to use treasury shares to acquire patents and patent licenses, the use of which to market and develop products of the CompuGroup Group is in the interests of the Company.

Should third parties who hold intellectual property rights and rights to intangible assets or patent-holders only be willing to transfer rights or issue licenses to these rights in return for the granting of shares, or in the case of cash payment only at a significantly higher price, the Company should be in a position to respond to this situation appropriately. Insofar as authorized capital is not to be used for this purpose, the general partner should have the opportunity to grant treasury shares as consideration under the exclusion of shareholder subscription rights. The Company should also be able to acquire licenses directly or indirectly in return for shares.

Furthermore, the general partner considers it possible that opportunities may arise for the Company to directly or indirectly acquire patents or licenses to patent rights in return for the granting of treasury shares, the exploitation of which for products of the CompuGroup Group is in the interests of the Company. In this respect, too, the general partner should be given the option of granting shares in the Company as consideration for the transfer of such patents or for the granting of patent licenses if payment in the form of shares is desired by the patent holders or is advantageous from the Company's point of view. The acquisition of licenses, patents and other industrial property rights or intellectual property rights from third parties will be carried out either by the Company or by one of its Group companies. It is also conceivable that the consideration granted by the Company could consist of both shares and cash (license fees). The valuation of licenses or patents and other industrial property rights or intangible property rights to be acquired directly or indirectly by the Company will be market-oriented, if necessary on the basis of a valuation report. The valuation of the shares to be granted by the Company will be based on the stock market price.

In these cases, the granting of treasury shares is in the interest of the Company if the use and exploitation of licenses, patents or other intellectual property rights/rights to intangible assets promises not inconsiderable benefits for the Company with regard to the marketing and promotion and/or development of its products, and it is not possible to acquire the license or the rights to intellectual property in return for cash payment, or acquisition is only possible at a high price and to the detriment of the Company's liquidity. The general partner will examine and consider this in each individual case when deciding whether to grant treasury shares.

The decision as to whether treasury shares of the Company are granted as consideration for the options described must be made in each individual case by the general partner,

taking into account the interests of the Company in the specific measure, the necessity of granting shares and the valuation.

Fulfillment of conversion or option rights or conversion or option obligations

The authorization also provides that the treasury shares may be used by the general partner, with shareholder subscription rights excluded, to fulfill conversion or option rights or conversion or option obligations arising from bonds and/or profit participation rights issued by the Company or a domestic or foreign company in which the Company directly or indirectly holds a majority of the votes and capital.

It may be appropriate to use treasury shares in whole or in part instead of new shares from a capital increase in order to service conversion or option rights or conversion or option obligations. For this reason, the authorization provides for such a – customary – possibility to use treasury shares.

Fulfillment of option rights to shares

The authorization provides for the possibility to use treasury shares to fulfill option rights from share options granted by the Company in accordance with the authorization granted by resolution of the Annual General Meeting of May 15, 2019 under agenda item 6 and adjusted in the context of the change of legal form resolution of the Annual General Meeting of May 13, 2020 under agenda item 7 to grant subscription rights (share options) to former members of the Management Board and former executive employees of CompuGroup Medical SE, the legal predecessor of CompuGroup Medical SE & Co. KGaA, to managing directors of CompuGroup Medical Management SE, to executive employees of CompuGroup Medical SE & Co. KGaA as well as to members of the management of CompuGroup Medical SE & Co. KGaA's subordinated affiliated companies and their executive employees. The addressee of the authorization is the general partner. Insofar as share options are concerned which were granted to former members of the Management Board of CompuGroup Medical SE, the legal predecessor of CompuGroup Medical SE & Co. KGaA, prior to the conversion of CompuGroup Medical SE into CompuGroup Medical SE & Co. KGaA, the Supervisory Board is authorized to fulfill them. For the fulfillment of share options granted or to be granted to managing directors of CompuGroup Medical Management SE after the conversion of CompuGroup Medical SE into CompuGroup Medical SE & Co. KGaA, the authorization applies to the Board of Directors of the general partner.

The possibility of also settling share options with treasury shares gives the Company the option of not necessarily settling subscription rights from share options in cash or using new shares following a capital increase from contingent capital under the exclusion of shareholders' subscription rights. This does not put shareholders at any significant disadvantage, as subscription rights are excluded by law when settling share options through shares issued from contingent capital.

Any dilution of shareholders' holdings is offset by the simultaneous increase in value of the shares. In addition, the dilution effect that would materialize in the event of the utilization of treasury shares is relatively insignificant in consideration of the increase in the value of the Company that would result from the incentive of the share options. The

general partner and the Supervisory Board are convinced that the existing share option program is particularly suitable for providing a sustainable incentive, thereby contributing to an increase in the value of the Company in the interests of the Company and its shareholders.

After weighing up all of the aforementioned circumstances, the general partner and the Supervisory Board consider the exclusion of subscription rights when settling share options using treasury shares to be justified and appropriate in accordance with the legal assessment of Section 71 (1) No. 8 German Stock Corporation Act (AktG), including in consideration of the negative dilution effects for shareholders.

Exclusion of subscription rights in favor of creditors of bonds

The authorization only creates the possibility for the general partner to partially exclude the subscription rights of shareholders in favor of creditors of bonds and/or participation rights with conversion or option rights or a conversion or option obligation in an offer of own shares to shareholders. This makes it possible to grant owners of already existing conversion or option rights or creditors of bonds containing conversion or option obligations a subscription right to shares as protection against dilution, as opposed to reducing the conversion or option price.

Further information

Use can also be made of the opportunities described above with regard to shares acquired on the basis of previous resolutions granting authorization under Section 71 (1) No. 8 German Stock Corporation Act (AktG) or another legal basis. Furthermore, these possible uses also apply to shares acquired under the terms of Section 71d Sentence 5 German Stock Corporation Act (AktG) or by companies which are independent of the Company or under majority ownership of the Company. It is beneficial and ensures additional flexibility to be able to use these treasury shares in the same way as the shares acquired through this authorization resolution.