



**MINUTES OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS
CENTOGENE N.V.
FEBRUARY 18, 2022**

Minutes of the extraordinary general meeting of shareholders of Centogene N.V., a public company (*naamloze vennootschap*) incorporated under the laws of the Netherlands, having its corporate seat at Amsterdam, the Netherlands (the "**Company**"), held at Sheraton Amsterdam Airport Hotel and Conference Centre, Schiphol Boulevard 101, 1118 BG Schiphol, the Netherlands, on February 18, 2022 at 1.00pm Amsterdam time (CET) (the "**Meeting**").

AGENDA ITEM 1 - OPENING OF THE AGM

Mr. Peer Schatz, the Chairman (the "**Chairman**") of the supervisory board of the Company (the "**Supervisory Board**") acted as chairman of the Meeting, opened the Meeting, welcomed Mr. Christoph Ehles, who represented Equicore Beteiligungs GmbH ("**Equicore**") and Prof. Dr. Arndt Rolfs, who represented himself, Ms. Clara Rolfs and Ms. Nele Rolfs, at the Meeting, and introduced Mrs. Kim Stratton, the acting CEO of the Company, nominee for appointment to the Company's management board (the "**Management Board**") as CEO, Mr. Andreas Busch, nominee for appointment to the Supervisory Board, Mr. René Just, the CFO of the Company, and Mr. Paul van der Bijl and Ms. Esther Schreiber from the law firm NautaDutilh N.V., the Company's Dutch legal counsel.

Mr. Van der Bijl was asked to act as secretary of the Meeting.

Mr. Van der Bijl informed the Meeting of the following legal matters:

- The meeting has been convened with due observance of all applicable provisions of U.S. and Dutch law and the Company's articles of association.
- 13,981,596 shares in the Company's share capital were represented at the Meeting, representing approximately 61.9% of the Company's issued share capital.

The Chairman determined certain points of order with respect to the Meeting.

The Chairman noted that the Company received a number of questions from Equicore and Prof. Dr. Arndt Rolfs and explained that those questions would be answered during the Meeting at the appropriate agenda items.

The first question the Company received from shareholders was as follows:

Why did the Supervisory Board decide to hold a purely physical extraordinary shareholder meeting, instead of a virtual and open meeting where all shareholders could participate to listen and to ask?

The Chairman stated that, in addition to asking this question, Equicore and Mr. Rolfs have separately expressed their disappointment that representatives of the Management Board and Supervisory Board participated in the Meeting by videoconferencing and they have made accusations about the level of the Company's engagement with its shareholders due to the current set-up of the meeting.

The Chairman answered this question as follows:

- As a regular matter of Dutch corporate law, all listed Dutch companies must host their shareholder meetings physically, because this is what Dutch law requires. The possibility to host a fully virtual meeting is a temporary exception that was created in response to the COVID pandemic. Looking at

the 2021 AGM season, nearly 60% of Dutch companies listed in the U.S. continued to host their shareholder meetings physically, despite of having the online option. We have followed that same practice since the Company's IPO and have done so for the Meeting as well.

- Mr. Rolfs himself was the Company's CEO at the time the Company convened and held its 2020 annual general meeting of shareholders. That meeting was also a physical meeting held during the COVID pandemic, same as the Meeting. At that meeting (i) 78.5% of the Company's share capital was represented, (ii) the chairman of the Supervisory Board at that time, Flemming Ørnskov, participated online, and (iii) Mr. Rolfs did not attend. Until recently, Mr. Rolfs has never shared his concerns with the Company about the set-up of the shareholder meetings or, more generally, the engagement with shareholders, whether before or after his time as CEO.
- Equicore did share concerns with the Company at the Company's 2021 annual general meeting of shareholders ("**2021 AGM**") concerning the procedures for convening shareholder meetings and registration for those meetings, but Equicore was apparently not previously disturbed by the fact that the Company's shareholder meetings have always been held physically, including the 2021 AGM that a representative of Equicore attended in person. As to the concerns Equicore did previously share with us, I remind shareholders that the convening procedures and record date for shareholder meetings are stipulated by Dutch law. Also, at the request of Equicore and Mr. Rolfs, we have decided to offer shareholders the possibility to follow the Meeting remotely and we have posted a statement on the Company's website announcing this feature.
- As to the online participation by the Company's representatives at this meeting, the timeline for this Meeting is dictated by Dutch law in response to the request from Equicore and Mr. Rolfs to convene this Meeting. As this request was received on 8 January 2022, and given the two week convening period under Dutch law, this effectively left us with three weeks to formulate a response to the request, prepare the meeting materials and arrange for the meeting logistics, all during a time when the resources of the Management Board and the Supervisory Board were being applied to raising new capital, as we will discuss under agenda item 2 at this Meeting. Despite this, this Meeting was convened in time and consistent with the requirements of Dutch law, but unfortunately the itineraries and other commitments of the Company's representatives attending the Meeting today through videoconferencing did not allow for their physical attendance.

The Chairman stressed that this Meeting has not been designed to discourage people from attending and, to the contrary, the Management Board and the Supervisory Board welcome meaningful dialogue with the shareholders and other stakeholders and all shareholders are allowed to attend this Meeting or to send a proxyholder on their behalf. Nevertheless, only Equicore and Mr. Rolfs registered to attend the Meeting in person as they have requested that this Meeting be convened. All other shareholders represented at the Meeting submitted a voting proxy.

Finally, the Chairman stressed that the Company has quarterly earnings calls and, in 2021, the Company hosted a virtual investor event, all of which were well-attended by the Company's investors and analysts and contribute to the Company's engagement with the investment community. Management also conducted numerous investor meetings, all held virtually as customary in these times of the pandemic, in order to maintain continuous and active dialogue with the Company's investors.

AGENDA ITEM 2 - DISCUSSION ON CAPITAL MEASURES

The Chairman discussed the second item on the agenda, being the discussion on capital measures, as outlined in the explanatory notes to the agenda for the Meeting.



The Chairman explained that the financing is the result of a comprehensive review of a wide range of financial and strategic options and partners. This process was initiated immediately after management provided an update on the Company's financial outlook. Throughout this process, the Company has been advised by its financial advisor, and by Davis Polk and NautaDutilh as the Company's legal advisors. The Company also engaged with investment banks in order to analyse whether a public offering would be a viable option to raise capital. The outcome of those discussions was that a public offering was not recommended.

The financing transactions that the Company entered into were therefore the product of a thorough process and based on advice from high quality experts - and the financing secured a strong financial foundation for the Company and strengthened its balance sheet.

The Chairman asked Mr. Just, the Company's CFO, to provide a summary of the Company's current financial position.

After the presentation of Mr. Just, the Chairman took the opportunity to answer the first set of questions received from shareholders.

Why did the Supervisory Board accept the "non going concern" as published in the Q3 report by management and did neither provide management with a solution or asked shareholders in time to do so?

The Chairman explained that the Supervisory Board unfortunately did not have the luxury to decide whether or not to "accept" the going concern issue that was disclosed. The Company's financial position, in particular impacted by the rapid decline in profitability of the Company's COVID testing business, compelled the Supervisory Board to inform investors of the uncertainty about the Company's ability to continue as a going concern and to update its overall top line financial guidance. The Supervisory Board has continuously monitored the Company's financial position and has acted quickly and decisively, together with the Company's management, to improve the Company's financial position ever since Q3 2021, as will be discussed in more detail in response to some of the other questions received.

Since when did the Supervisory Board know about the liquidity problem and was the announcement related to the withdrawal of third party offers?

The Chairman explained that the Company's financial position is being monitored by the Company's management and the Supervisory Board on an ongoing basis. In response to initial concerns about the Company's financial position, caused in particular by a rapid decline in profitability of the Company's COVID testing business, the decision was taken already in September 2021 to initiate the successful process that ultimately resulted in the recent financing transactions. The Chairman stated that the Company's financial position and results as at 30 September 2021, after careful consideration, led the Supervisory Board to disclose uncertainty of the Company's ability to continue as a going concern and accelerate the process to remediate this, as indicated in the Company's press releases in this respect.

What were the reasons to do the recent capital raise from authorized capital internally and not with 3rd parties?

The Chairman explained that an important goal over the previous months was to solidify the Company's financial foundation and to remediate the previously disclosed going concern issue. For that purpose, the Supervisory Board formed a transaction committee consisting of independent members only, in order to actively solicit financing proposals with the help of the Company's financial and legal advisors. Sessions of the transaction committee were held typically once a week, often several times a week.

During that process, the Company reached out to more than 50 parties, resulting in negotiations with several



third parties and existing investors on a variety of financing alternatives, including equity and debt financing as well as strategic collaborations. As part of that process, a capital raise through a public offering was considered, but it was not prioritized after the financial advisors and the investment banks engaged with the Company indicated that this would not be a viable path towards a successful financing given the existing share price, the volatility in the equity capital markets generally (and the life sciences industry in particular) and the anticipated timetable.

The financing the Company agreed to with Oxford and certain existing shareholders are the culmination of many weeks of intense analysis, discussion and negotiation. The Management Board and the Supervisory Board are convinced this transaction was, and continues to be, in the Company's best long-term interests given the situation the Company is in.

Why did not all shareholders get the chance to use their pre-emptive rights? What were the reasons for this decision?

The Chairman clarified that the Company remains open to discussing investments by its shareholders, if an agreement on reasonable terms could be made. The Chairman explained that the Company has not initiated a public capital raise with pre-emptive rights for all existing shareholders because this would have constituted an offer to the public in a variety of jurisdictions, including the U.S., which would have triggered prospectus requirements. A public offer would not have been a viable path towards a successful financing. Involving all of the Company's shareholders through an offering with pre-emptive rights would have come with significant additional complexity from a legal perspective. It would have made the Company's efforts ineffectual and the process would have become unmanageable within the timeframe the Company faced.

Why did the Company's management not wait longer in order to analyse existing alternatives for an investment by 3rd independent parties?

The Chairman indicated that the process that resulted in the Company's recently announced successful financing was already initiated in September 2021. Throughout that process, the Supervisory Board has carefully balanced the need to solidify the Company's financial position as soon as possible against the pitfall of taking decisions too hastily. The equity investments by third parties have been considered and negotiated as part of that process and, in some cases, the Company even continues to have discussions with potential investors to further build interest in the Company's shares. Instructing the Company's management simply to "wait" for a superior offer to present itself would have resulted in a significant risk of failing to obtain financing on reasonable terms (or at all). Given the solid and concrete financing proposal with low execution risk that became available to us in January 2022, delaying execution of that proposal and waiting for alternatives that might not materialize would have been irresponsible, would have harmed the Company's best interests and would have jeopardised the interests of the Company's stakeholders.

What did the Supervisory Board do, in order to make sure, that it did give its correct and adequate approval to a capital measure which unilaterally only favours the existing majority shareholders, who all do have a representative within the Supervisory Board (3 out of 8)?

The Chairman indicated that the Supervisory Board set up a transaction committee formed exclusively by independent members to proactively seek financing alternatives with the assistance of outside financial and legal advisors throughout that process. The full Supervisory Board was regularly apprised of the transaction committee's progress and ultimately approved the transactions that was concluded, but it was the independent committee that supervised the process, which the Company's management led based on advice from its advisors. The Chairman reiterated that both the transaction committee and the Supervisory Board consistently acted in what they believe to be the long-term best interests of the Company's stakeholders.

Being an "internal" capital raise, why did the Supervisory Board accept the discount in share price at the capital raising knowing, that alternatives would be available offering a higher price per share?

The Chairman explained that the agreed purchase price is a relevant factor in any equity investment, but certainly not the only one. The Company's representatives do not pass judgment on the transactions that the Company has entered into on the basis of any isolated deal feature, but believe that the equity investment the Company has secured, taken as a whole, is an investment on arms' length terms consistent with those applied in other private equity investments in Dutch companies listed in the U.S.

The Chairman also stressed that the Company's peer group of U.S. listed companies have all experienced significant volatility and pressure on their share price over the past six months at levels similar to, or even exceeding, the decline of the Company's share price.

The Chairman showed an overview of the share price development of the Company and the Company's peer group of U.S. listed companies.

How much did the investment bank Moelis charge for the Funding Round and for what? Did Moelis indeed present no other investors in equity?

The Chairman explained that the Company does not divulge information about the fees charged by its advisors, but confirmed that (i) the fees charged by the Company's financial advisor were considered as being in line with market practice and (ii) the Company's financial advisor has exclusively acted for the Company in the recent financings.

Did Mr. Prehn, Mr. Birner and Mr. Sou tre report a potential conflict of interest regarding the Funding Round to the other Supervisory Directors in accordance with section 8.1 of the Company's Supervisory Board Rules?

The Chairman explained that the positions that Mr. Prehn, Mr. Birner and Mr. Sou tre hold with the Company's investors DPE, TVM and CareVentures are public information and have been specifically discussed and considered by the Supervisory Board in the context of approving the transactions. The Chairman reiterated that the transaction committee was formed exclusively by independent members of the Supervisory Board.

The Chairman asked if there were any questions. Mr. Ehlers indicated that he wanted to address the Meeting with a question on behalf of Equicore.

Mr. Ehlers stated that he would like to wrap up what his impression has been.

In September 2021, the Management Board already noticed that there was a need for a capital transaction, because the COVID business did not work out the way it was intended to work out. After that, there has been a time of at least two months before the announcement that was made by Centogene on November 24. According to my understanding of the measures which need to be taken in order to take care of a going concern, it would have been sufficient if the Supervisory Board or the existing majority shareholders would have given the management comfort that, during the year 2022 and at least before the liquidity was out of the Company, there will be capital and they are taking care of this issue. Now it really leaves, and not only for me but I think for all outstanding parties a very bad feeling if the same persons or institutions which were already aware in September 2021 of a different situation and then have no other opportunity obviously, than do a capital raise on January 31st by themselves. And this impression, which is let's say the public impression Centogene had generated, has been in our, let's say my opinion, unnecessary. In addition, you know that we provided a third party investor who would have done this capital raise as well and probably for a higher purchase price as was being discussed and also as a third party investor. The question that is

not answered to me: Why is this action been taken even though other actions would have been better in my opinion (but I can only give my opinion in this respect)?

The Chairman took note of the statement and reiterated that the Company had a process that had started already in September 2021, which process included expert advice from reputable investment banks and also reputable legal advisors that started working on these processes already in September 2021. The Chairman also noted that, obviously, the option of insider investments was also included in this process, which option was ultimately also the option that was taken. The analyses of this and also the process that led ultimately to a decision was one that took some time. The Company was in a turbulent time and the Management Board and the Supervisory Board had to stabilize the Company and at the same time run this financing process which ultimately turned into a successful conclusion with Oxford and the insiders contributing the required financing. The Company did reach out to more than fifty parties. The party mentioned by Mr. Ehlers was a party that came to the Company's attention in January 2022 and obviously the Management Board would have loved to include more parties that would have shown that level of activity already in September. Simply said, it was a disciplined process with expert advice that took its time to lead to a result based on the circumstances at the Company and ultimately was successful. The Chairman lastly noted that he did not want to speculate what could have been done better, who could have been approach in addition to the parties that were approached and included some of the most prominent investors in companies like Centogene.

Mr. Ehlers addressed the Meeting with the following statement.

Thank you, Peer. Honestly, I don't think we need this quorum to finalize such a discussion, but just for the record, I firmly believe that the process which has been set up in September 2021 and ended on January 31, 2022, could have been done in a much different way than it has been done and it would have achieved a better result for Centogene. That does not mean that I do not esteem that everybody in the team was doing his best, but I must say the result is very sub-optimal - looking very friendly about this. Sorry to say that.

The Chairman thanked Mr. Ehlers for his statements and stated to acknowledge and respect Mr. Ehlers' view. The Chairman noted that the Management Board and the Supervisory Board came to a different conclusion and appreciate Mr. Ehlers' understanding that there might be different views on the quality of this financing. The Company will continue to be very interested in any ideas that come from any investors including Equicore and how to further improve and also attract further interest in the Company.

Mr. Rolfs indicated that he wanted to address the Meeting with a question.

Would you agree that the control of the operational management is one of the duties and responsibilities of the supervisory board?

The Chairman asked if the question of Mr. Rolfs was a question in general and answered that the governance principles of the Company are clearly defined and that the Management Board and the Supervisory Board had been very observant of the two-tier structure that the Company has, where the Management Board leads the operational execution at the Company and the Supervisory Board supervises and provides guidance and advice where helpful. The Chairman also expressed that, in his view, those principles of Dutch governance are well established and were followed very carefully over the course of this process, also with participation of the Company's legal advisors in many meetings.

Mr. Rolfs stated that this answer did not really answer his question and that he was wondering when the development of the COVID business of the Company would be discussed at the Meeting.

The Chairman stated that this is the next item on the agenda and asked if there were any further questions in respect of this agenda item. Since there were no further questions, the Chairman concluded this agenda item.

AGENDA ITEM 3 - DISCUSSION ON THE COMPANY'S COVID-19 TESTING BUSINESS

The Chairman discussed third item on the agenda, being the phase-out of the Company's ancillary COVID-19 testing business, as outlined in the explanatory notes to the agenda for the Meeting.

The Chairman asked Mrs. Stratton, the Company's acting CEO, to provide further insights in the rationale behind this decision.

After Mrs. Stratton introduced herself, she discussed the rationale behind the decision to exit the COVID business. Mrs. Stratton stated that she has neither been with the Company at the time the Company decided to enter the COVID business, nor at the time the Company decided to exit the COVID business.

Mrs. Stratton explained that:

- The Company entered the COVID testing market opportunistically around the time of April 2020. The business quickly grew since summer 2020, driven especially by airport testing centres. The business growth and profitability relied to an extent on the use of resources related to the Company's core business, being the diagnostics and pharma segments. In 2020, the business was expected to continue at least through 2021. In 2020, the Company therefore decided to establish a separate, dedicated COVID Business Unit to enable the Company to re-focus on its core business. As an aside, the core business saw a significant decline in 2020.
- The goal of the COVID Business Unit was to run the COVID business with the goal to maximize cash flow. However, the environment of the COVID testing market remained fast changing and subject to significant uncertainty. In 2021 - due to changes in the pandemic situation, introduction of Antigen-tests, relief of testing regulations (especially the acceptance of antigen tests for travelling), and increasing vaccination status as well as other external/market driven factors - the revenue as well as the generated profit deviated significantly from the company's original estimates. The Company enacted activities to reduce costs, including the closure of unprofitable sites and others, but still could not remedy the accretion problem in Q3 2021.
- Due to the acceptance of Antigen-Testing for travelling in early summer 2021 the volume dropped significantly at the test centres. Immediate adaptations of the cost structure were taken but could not prevent a loss in Q3 2021.
- When the Company reviewed the preliminary numbers for Q3 2021 in October 2021, they were faced with significant underperformance on revenue and EBITDA:
 - In the third quarter of 2021, the revenue dropped significantly from prior quarters (by approximately EUR 20 million), and also underperformed the business plan by approximately EUR 10 million.
 - The adjusted EBITDA generated by the business actually turned negative in the third quarter.
- At the time, the Company faced significant uncertainty as to the future market development, and also many of the short term contracts for personnel were designed to end at or around the year end. The Company considered its options, including:
 - the continuation of the business (and even a pivot to a direct to consumer business);
 - the immediate stop or winding down of the business, and



- a staggered ramp down.

- After weighing the pros and cons of the various options, the Company decided to proceed with a staggered ramp-down, in which the timing of the exit aligned with the natural end of contracts. For example most rental contracts ended by or around year-end 2021 as well as personnel contracts, and Frankfurt Airport announced they would do a tender for further operations after March 2022. Also, the business continuation allowed for consumption of the existing inventory levels. The decision was made based on the goals to maximize potential profit and minimize potential remnant costs.

After the summary of Mrs. Stratton, the Chairman took the opportunity to answer the next set of questions received from shareholders.

Why and when did the Supervisory Board decide to exit the Covid-19 business in a time, of massively rising test requests, which was completely apparent to the professional community?

The Chairman explained that phasing out the COVID testing business was not a unilateral decision taken by the Supervisory Board. The Chairman furthermore stated that there was consensus among the Company's management and the Supervisory Board that doing so would be in the Company's best interests for the reasons outlined by Mrs. Stratton.

Why did the Supervisory Board not change this decision when it became evident to be evidently wrong?

The Chairman stated that the Company's representatives refute the allegation that phasing out the COVID testing business was a "wrong decision". The Company has taken an opportunistic approach towards this business segment, but there can be no long-term sustainability in a business model that is driven predominantly by a temporary factors, especially now that COVID has evolved from pandemic to endemic.

Where are the responsibilities for this disaster and which measures have been taken in order to annihilate the risk that such fatally wrong decisions are taken again?

The Chairman explained that the Management Board and the Supervisory Board are responsible and accountable for the decision they take and that their views on the decision to phase out the non-core COVID business had already been explained by Mrs. Stratton and the Chairman himself.

The Chairman asked Mr. Just to answer the next three questions from shareholders.

How was the problematic gross margin of the Covid-19 business calculated and why was it so unusually low? How was it verified?

Mr. Just explained that the COVID-19 business is captured in the Company's financial reporting in the COVID-19 reporting segment. The segment captures COVID-19 testing services to the Company's clients. The Management Board monitors the operating results of the business segments separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on segment results and is measured with reference to the Adjusted EBITDA. The gross margin for the COVID-19 segment is not a part of the Company's public financial disclosures in the most recent quarterly report. Mr. Just stated that, as a result thereof, he would have to comment on the question partially on qualitative level.

Furthermore, Mr. Just highlighted the specific impacts in third quarter of 2021 as follows. The calculation of the gross margin in Q3/YTD and Q3 2021 for the COVID-19 segment did not change in this quarter. It has been calculated the same way from the start of the COVID business, so has remained unchanged since Q2 2020. As in previous quarters, the cost of the segment are mainly allocated to cost of goods sold, which

resulted in the unusual picture of a negative gross margin overall. To give some specific details, the cost of sales incurred by the COVID-19 segment for the three months ended 30 September 2021 represent 143% of the revenues from the segment. This was primarily due to the reduction of COVID-19 revenues. When compared to previous periods the Company did recognize revenues amounting to approximately EUR 97 million in H1 2021 whereas the revenues for Q3 2021 have been "only" EUR 20 million. The associated costs could not be reduced as fast as revenues declined in the quarter.

The initial steps in phasing out of the COVID business have led to accelerated depreciation and amortization expenses of COVID-19 related assets, committed fixed overhead costs as well as cost related to the shutdown of the Company's Hamburg lab and unprofitable testing sites. Examples of fixed costs include cost of premises, including unprofitable sites that we have since shutdown, IT costs and temporary wages at unprofitable sites, which have now been restructured. The Company consolidated its operations to only operate at sites that were still generating positive returns and streamlined the laboratory costs by shutting down the Hamburg lab and increasing the test outputs and efficiencies at its other labs in Rostock, Frankfurt and Munich to ensure the costs were streamlined to and aligned with the needs of the segment, which was planned to allow the Company to generate a positive EBITDA. At the time, the Company has also reassessed the useful life of all COVID related long live assets according to its accounting policy, which resulted in a significant write-down of approximately EUR 3.2 million in form of accelerated depreciation and amortization. The Company has also recorded a write-down of EUR 0.6 million in COVID related inventories in the quarter.

Mr. Just stated that, in terms of verification, the Company's Q3 2021 financials have been reviewed by the external auditors of Ernst & Young as in every other quarter.

If the margin was problematically low, why where no measures implemented to bring it back to "normal", instead of exiting the business altogether?

Mr. Just explained that, at the time, the Company faced significant uncertainty as to the future market development, and also many of the short term contracts for personnel were designed to end at or around the year end. The Company did consider all possible options for the business, and, after weighing the pros and cons of the various options, the Company decided to proceed with a staggered ramp-down. The decision was made based on the goals to maximize potential profit and minimize potential remnant costs. Cost saving measures were implemented to ensure profitable contribution from the segment as best as possible until the Company fully exits the business and focusses again on its core mission to help people who are suffering from rare, metabolic and neurodegenerative diseases.

Why did the Company not sell the business instead of dismantling it for additional cost?

Mr. Just stated that, as discussed, the Company's management explored many possible options for the business, including options to sell the COVID-19 business. The assessment was based on maximizing potential profit and minimizing potential remnant costs. In this assessment, the decision was made continue the business instead of selling and enact the staggered ramp-down. The Company was expecting, based on the implemented cost measures in Q3 2021, to sustain a profitable COVID-19 testing business for the remaining period, so until end of Q1 2022.

The Chairman asked if there were any questions. Mr. Ehlers indicated that he wanted to address the Meeting with a statement on behalf of Equicore.

Mr. Ehlers addressed the Meeting with the following statement.

First of all, I would like to welcome Kim to the team. Second thing is, honestly, I understand from everything I have heard and was said that maybe Centogene had a special cost structure with regards to its operation

in the Corona business. There was a huge site at the Frankfurt Airport, there were others at some other airport. It certainly had a rather significant amount of marketing effect for the name of Centogene within Germany and on the other hand probably had higher costs associated then if you would just put a container on the central market place with two people equipped, one to take samples and the other one is sending the samples for analyses. That is clear, so I don't even discuss that the way Centogene puts off the Corona business may have resided in a slighter or even significantly lower margin than would have to be expected. But overall in the industry be it with Sonic, be it with Biosensor, be it with Eurofins, be it outside of Germany, the normal gross margin of Corona business is something between 57-70%. For me it is completely un-understandable our Company can manage to not make a profit out of this business. That is the one thing that I would really like to point out once more. Secondly, if I have a plan for a year which will result in overall revenues of maybe 180 million dollars for the Corona business for 2021, it is clear that the summer time, which is represented in Q3, is going to be a difficult time. If I'm selling skis in a store, I cannot expect the store is selling the same amount of skis in June, July, August and September, but my business is going to be done in October, November and December. I still wouldn't close my store in August, because I have bad numbers, so the logic that the revenues dropped in Q3 as a reasoning for killing the business in the announcement of November 24 and making the decision earlier than this really to me does not stand up to any logical thinking. This was the basis for my questions and to be honest, I still do not really understand where did Centogene lose so much money in the overall picture of Corona testing that we managed as the only company in the world I know to lose money with the Corona business.

Mr. Rolfs addressed the Meeting with the following statement.

If I'm allowed to echo on that – and I would be happy to get from René or Kim some comments on that. We tried to analyse a bit to find reference points in companies in a little bit of a comparable situation as Centogene. That means deciding to jump in the COVID to have a cash cow for the very unlikely two year period when it is really a cash situation from the diagnostic side. For sure we are all aware that the Antigen test is taking more and more percentage from the original PCR based test. If you take such a reference point from, for example, Fulgent in the US. The US for sure is a little bit different. This is so nicely underlining how the resilience of a molecular genetic testing company, Fulgent, very comparable to Centogene, with the technological knowledge knowing how to do PCR - exactly identical to Centogene - resided finally in the margin of more than 70% in 2021 Q1 to Q3. Also in Q3 for sure the numbers are going down for Fulgent, but that was not the motivation for Fulgent to close the business. It was the motivation for Fulgent to move on with the business. So I would also be very interested from your comment René. You said on the one side we announced to close the business, but we are interested to take the Q1 with us instead of selling the business. Selling the business is at the end of the day a decision what is in the midterm or long term more attractive for the Company. So you might have indeed some more revenues in Q1, but if you decided already in September or October to close the business, you are cutting yourself regarding revenues and margins.

Mr. Just took note of the statements of both Mr. Ehlers and Mr. Rolfs and emphasized that the full year results have not yet been announced and that those results might not show that the Company has a loss in the full year 2021. Mr. Just also stated that the negative margin development in Q3 was mainly due to the fact that the Company did a verbalization of its costs. Due to the fact to the level of activity or the demand for the COVID-test and the introduction of the antigen test in the early Q2 of 2021, the Company decided to do a verbalization of its total cost structure and that included also signing agreements with an outsourcing partner. It was not just the Q3, but it was far more what you call seasonality and the long-term prediction of what the Company's strategic focus was. It is correct that it was also considered to enter into potential negotiations. There were also discussions around selling the business, but when adding the conditions of a potential M&A transaction, together with the internal opportunities in the Company and also with the fact

that the contracts were ending, the Management Board together with the Supervisory Board made the decision that the best way to exit this business was to do this staggered ramp-down.

Mr. Rolfs asked Mr. Just the following question.

Would you like to comment on the reference company, Fulgent, and to analyse, to the best of your understanding, what is the difference?

Mr. Just stated that he does not know all the differences between Fulgent and the Company, but emphasized that Fulgent has local distribution with a health care system, if that was correctly understood. The Company's main business was in the big airports, Frankfurt, Munich and Hamburg. There are some significant differences there. Mr. Just further stressed that there are differences in the demand, but also in the set-up cost for the Company. There you can probably imagine that the Company's costs were a bigger for running this operation than for Fulgent.

Mr. Rolfs asked Mr. Just the following question.

Isn't it inconsistent that on the one side you argue you have decided in summer last year what a big surprise that Q3 had lower number regarding COVID. I guess this was more or less clear from the very beginning on of the pandemic that in summer we have lower numbers and then deciding to shut down the business instead of looking maybe for strategic partners who would have been willing to move on with the business. But on the other side arguing you didn't sell it because you had been interested to take the Q1 revenues with you. Stating the fact that end of March the business is gone, that's for sure clear.

Mr. Ehlers addressed the Meeting with the following statement.

If I may jump in for René, I think we are mixing a little bit the years. So, what René was talking about was in Q1 2021 the Company did the decision to continue the business. And in Q3 the decision was taken to discontinue it – what we do not understand – which was based on parameters which obviously showed that the COVID-business if it would be continued would not render the profitability the Company had anticipated. Enfin, I think Q1 was in 2021 and not Q1 2022. If I'm getting this right.

The Chairman stated that is correct. Mr. Rolfs asked the following question.

The question we have is – and again if the answer would be with the benefit of hindsight we would have known better, that's okay – but for us the question is: How come that the management of Centogene is killing a business which by all means should have been profitable. That is our question and we don't understand, even if we understand that we may have a higher cost structure than others had, how this can happen. If the answer is: it's happened because we made a wrong decision in 2021 in Q3 - that is fine, but if the answer is we did everything correct and right then I do not understand how that's possible.

Mr. Just emphasized to still believe that the decision to do this staggered ramp-down of the COVID-business was the right decision. Mr. Just further stated that the Management Board considered many different opportunities in this process and weighed the pros and the cons. Taking the set-up and the ending contracts into consideration, the right decision was to do the staggered ramp-downs, because the Company was not able to run this in a more profitable way based upon these conditions.

The Chairman added that, from the perspective of the Supervisory Board, the Supervisory Board was presented by the Management Board with the ramp-down case in the first quarter of 2021, but the Management Board also presented alternative cases, which were each reviewed in terms of their contribution to the value of the Company. Based on those alternatives, which could also include, for instance, the sale of the business, the Supervisory Board saw that the largest amount of cash-flow could be extracted if the Company continued the business. The Chairman further stressed that, for any strategic partner, this business



would always be considered a 1, maybe 2, year business, but not beyond that. From that perspective, the temporary nature is confirmed by all parties, including by most other companies that were referred to before. Furthermore, the Chairman emphasized that the decision to ramp-down the business was not based on a third quarter result, but based on a medium to long outlook for the business. What happened in the second quarter was that the downturn in the performance of the business was just more significant than what was originally projected and thereby led to a firming of the believe that this is the right thing to do. Any decision like this would be based on a multi-year projection.

Mr. Rolfs addressed the Meeting with the following statement.

So, that means on speaking an offer that you have received in Q1 2021 that you rejected, also from the Supervisory Board, was a decision under the headline of a mid and long term. Six months later, this was revised, because you just mentioned that Q3 has not been the basis for the decision to leave the business not to sell it.

The Chairman stated that the Supervisory Board believes that the decision that was presented by management in the first quarter of 2021, was based on a solid view of the best possible variables and insights into the business and the outlook, and that that decision was also further confirmed as the business firmed up over the course of the year. The Chairman pointed out that, without getting into the details of the variables that were part of the decision of the Management Board that led to a proposal to the Supervisory Board that on its turn led to a decision by the Supervisory Board, it was a thorough and solid process that included all the respective variables required to make such a decision and was therefore made with best efforts.

Mr. Rolfs addressed the Meeting with the following statement.

Let me repeat it to avoid a misunderstanding. You just phrased that the decision to jump out of the COVID-business was not based on the Q3, it was based in Q3 on the mid and long term strategic decision. Is this the right summary?

The Chairman stated that the decision to exit the business was based on a long term business case presented by management to the Supervisory Board that showed that the risk reward profile was not attractive enough for the Company to put our shareholders' capital at risk and that a re-focus on the Company's business, which the Management Board and the Supervisory Board believe is substantially more value creating for stakeholders and which were clearly stretched during the activities around COVID, is highly preferable for our stakeholders and that decision was proposed by management and confirmed by the Supervisory Board.

Mr. Rolfs addressed the Meeting with the following question.

Can you give us an idea what has changed between Q1 and Q3, if it has not been the Q3 numbers if you headline this as a mid and long term strategy? So, what has changed within 6 months if we are talking about mid and long term?

The Chairman asked Mrs. Stratton to answer this question.

Mrs. Stratton outlined the amount of changes that were happening in the business with the technology changes, the rise of Antigen testing, particularly thinking about the vaccination development and looking at the closing down on the need of PCR-testing from a travel perspective. Mrs. Stratton stressed that this was a very volatile six months which, in her view, the Company could not have anticipated in Q1, but really saw the full impact of this in Q3 and at that time could actually see the impact of that on the business on the short, medium and also long term. It was not going to get better, it was only going to actually be more profound in terms of the effects on revenues and profitability. Mrs. Stratton noted that in her view that was



the real path to see that this was not going to change and it was just going to get greater in terms of the impact on the business and therefore the staggered exit was the best option.

Mr. Rolfs addressed the Meeting with the following question.

Could you just give me one idea, any item, that was totally unpredictable in Q1 that might have been the basis a complete change of a mid and long term strategy six months later in the COVID business?

The Chairman stated that a lot of time was spent on this topic and the questions were getting very detailed. The Chairman proposed to take this discussion offline with Mr. Rolfs and publish the outcomes of that discussion. The Chairman emphasized once more that the decision was taken in March 2021 to continue this business to maximize shareholder value and then to decide on what the right time point for the winding down of the business would be, if at all, and that the Management Board and the Supervisory Board reviewed that decision in the third quarter of 2021 and decided then that it was the right time to focus on the core business of the Company. This is just normal course of business and there is nothing that is out of the ordinary here as the COVID business was a temporary business and an opportunistically built business which was never designed to be a five or ten year business.

Mr. Rolfs agreed to that approach and made the following statement.

I would just like to summarize that it means within six months without giving any rationality what was totally unpredictable, because six months later with an argument of a mid and long term strategy decision you changed completely the decision in Q1 you decided to move on and not sell it and in Q3 you decide to stop and do not sell it.

The Chairman refuted this statement and reiterated that not selling the business does not mean that the Company is not going to wind it down and once again made it clear that the Management Board and Supervisory Board were on a wait and see mode, maximizing cash for the Company's core business over that course and then deciding on the right point for an exit. That was the decision taken in March and with the announcement of the Q3 results it was decided on that time point for the wind down.

The Chairman stated that Mr. Rolfs obviously very knowledgeable insights, comments and questions around this business were appreciated and proposed again to take this discussion offline and publish any outcomes thereof if deemed so helpful for the Company's shareholders.

Since there were further no questions, the Chairman concluded this agenda item.

AGENDA ITEM 4 - DISCUSSION ON THE COMPOSITION OF THE SUPERVISORY BOARD

The Chairman discussed the fourth item on the agenda, being the composition of the Supervisory Board, as outlined in the explanatory notes to the agenda for the Meeting.

The Chairman took the opportunity to answer the next set of questions received from shareholders.

Why does the Supervisory Board not accept the responsibility for a cascade of problematic decisions and steps down as requested by some shareholders?

The Chairman stated that the Supervisory Board has not received any formal request for the resignation or dismissal of the Supervisory Board. Furthermore, the Chairman explained that the two minority shareholders at whose request this Meeting has been convened have expressed an expectation that the members of the Supervisory Board would resign, based on what the Supervisory Board believes to be a flawed and unsubstantiated presumption that the recent financing transactions and phasing out our COVID testing business harmed the Company's interests. The Chairman emphasized that it has been explained at this Meeting why the Supervisory Board believes the opposite to be true and fails to see how the resignation of

the full Supervisory Board would further the Company's interests.

Why did the Supervisory Board not inform the shareholders when electing Messrs. Prehn, Sou tre and Birner in 2021 that all three are representatives of the majority shareholders and thus affiliated shareholders and not independent?

The Chairman stressed that this is incorrect. The Company's public filings with the SEC and the Dutch trade registry are clear in consistently identifying Mr. Guido Prehn, Mr. Hubert Birner and Mr. Eric Sou tre as being affiliated with DPE Deutsche Private Equity, TVM Capital Life Science and Careventures. This is also clearly communicated to shareholders in their biographies which are included in the explanatory notes to the agenda of the 2021 AGM.

The Chairman asked if there were any questions. Mr. Ehlers indicated that he wanted to address the Meeting with a statement on behalf of Equicore.

Mr. Ehlers addressed the Meeting with the following statement.

I would just like to point out, in the protocol of the last year's AGM – all three supervisory board members are put forward as members who do not own shares in the Company, which is of course formally correct, but leads to a different impression as regards to let's say independence of the supervisory board members. That is a general topic we have with this Company always. Anybody who has enough time can dig up information which will help him to understand a situation, but for example, I specifically did not inform the other shareholders who signed our letter to support of today's meeting and so each one of them was very astonished to find out that it would have been possible to have a virtual meeting. So why is the Company not putting this somewhere on a news page on its website, saying 'Dear shareholder, if you would like to participate you can do it this way' – and therefor I would just like to add to what you said. From the protocol of the AGM the possession of Hubert, Eric and Guido was not visible to the public.

The Chairman took note of these statements and firstly stressed that in the biographies that have been submitted as part of the invitations to the 2021 AGM the affiliation of the respective supervisory board members with the shareholders that they represent is very clear and that this reference is made in best practice. The statement that the supervisory board members do not personally hold any shares is also completely correct and also typical with Dutch market practice. The Chairman also noted that, from his perspective, it is just a matter of interpreting these filings in the way that is customary. Secondly, the Chairman referred to the similar question in his opening statement to which he gave the clear answer that this is a customary process for Dutch companies listed in the U.S. and it was also the process that was chosen in previous annual and extraordinary general meetings. The Chairman highlighted once more that the Company is open to exploring improvements as the process to hold meetings is clearly developing as the pandemic has now gone into its third year. The Company would like to keep exploring options to open up the shareholder meetings forward as the technology and the legal framework make clear how this could be done.

Mr. Ehlers thanked the Chairman and addressed the Meeting with the following statement.

To summarize what you just said, we both see room for improvement for the investor and shareholder communication of the Company. And I am happy that Kim is going to be there to do that.

The Chairman noted that his earlier comment related to improving the format of the shareholder meetings and that the Company is committed to exploring how we can do that going forward.

Since there were no further questions, the Chairman concluded this agenda item.

AGENDA ITEM 5 - APPOINTMENT OF KIM STRATTON AS MANAGING DIRECTOR

The Chairman discussed the fifth item on the agenda, being the appointment of Mrs. Kim Stratton as managing director of the Company and CEO, as outlined in the explanatory notes to the agenda for the Meeting.

The Chairman took the opportunity to answer a question received from shareholders.

What are the terms of employment for the new CEO?

The Chairman explained the main elements of Mrs. Stratton's service contract.

The Chairman asked if there were any questions. Mr. Ehlers indicated that he wanted to address the Meeting with a question on behalf of Equicore. After welcoming Mrs. Stratton, Mr. Ehlers stated that the question regarding the terms of employment was solely raised to have all information available, which is required for the vote.

The Chairman took note of this statement and asked if there were any further questions or statements.

Since there were no further questions or statements, the Chairman put the proposal up for voting and noted that the vote had passed.

AGENDA ITEM 6 - APPOINTMENT OF PROF. ANDREAS BUSCH AS SUPERVISORY DIRECTOR

The Chairman discussed the sixth item on the agenda, being the appointment of Prof. Andreas Busch, as outlined in the explanatory notes to the agenda for the Meeting.

After Prof. Busch introduced himself, the Chairman took the opportunity to answer a question received from shareholders.

Why is a 9th Supervisory Board member up for election, if the statutes provide for 8 members and the Company proclaimed to reduce cost by € 15 mio. in 2022, laying off many employees?

The Chairman explained that:

- As to the first part of this question, the Supervisory Board's internal rules indeed provide for a maximum of eight members. The supervisory board has already decided to increase its number to nine members, if Andreas is appointed.
- As to the cost reduction program, the Chairman stated that this is a completely different topic and pointed out that Prof. Busch is one of the most distinguished research managers in the pharmaceutical industry. He brings more 20 years of experience and leadership in the pharmaceutical industry and, quite simply, any company would benefit from his guidance. The Chairman stresses that it was a no-brainer for the Supervisory Board to nominate him for appointment.
- In terms of Andreas' compensation, he will receive the same compensation package as all other independent members of the Supervisory Board. The Chairman reminded the Meeting that each of Mr. Birner, Mr. Prehn and Mr. Sou tre has waived the equity component of their compensation, for the duration of their terms as members of the Supervisory Board.

The Chairman asked if there were any questions.

Mr. Ehlers indicated that he wanted to address the Meeting with a question on behalf of Equicore. After welcoming Prof. Busch, he stated that nominating a new supervisory board member does not necessarily



mean it is necessary to increase the number of members from eight to nine members. It would also be possible have one member stepping down.

The Chairman took note of this statement and asked if there were any further questions or statements.

Since there were no questions or statements, the Chairman put the proposal up for voting and noted that the vote had passed.

AGENDA ITEM 7 - QUESTIONS AND CLOSING

There being no questions or comments from attendees, the Chairman closed the Meeting.

(signature page follows)



Signature page to the minutes of the annual general meeting of Centogene N.V., held on February 18, 2022.

DocuSigned by:

A handwritten signature in blue ink, appearing to read "P. Schatz".

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P. Schatz
Chairman

A large, stylized handwritten signature in blue ink, likely belonging to P.C.S. van der Bijl.

P.C.S. van der Bijl
Secretary