

**COMPENSATION COMMITTEE CHARTER**  
**CEN TOGENE N.V.**

**INTRODUCTION**

**Article 1**

- 1.1** This charter, together with the relevant provisions of the Supervisory Board Rules, govern the organisation, decision-making and other internal matters of the Committee. In performing their duties, the Committee Members shall comply with this charter and the relevant provisions of the Supervisory Board Rules.
- 1.2** This charter shall be posted on the Website.

**DEFINITIONS AND INTERPRETATION**

**Article 2**

- 2.1** Unless otherwise defined in this charter, capitalised terms shall have the meanings ascribed to them in the Supervisory Board Rules.
- 2.2** Without prejudice to Article 2.1, the following definitions shall apply in this charter:
- |                                |  |
|--------------------------------|--|
| <b>Article</b>                 | An article of this charter.                  |
| <b>Committee</b>               | The Company's compensation committee.        |
| <b>Committee Chairman</b>      | The chairman of the Committee.               |
| <b>Committee Member</b>        | A member of the Committee.                   |
| <b>Company</b>                 | Centogene N.V.                               |
| <b>Supervisory Board Rules</b> | The internal rules of the Supervisory Board. |
- 2.3** Terms that are defined in the singular have a corresponding meaning in the plural.
- 2.4** Words denoting a gender include each other gender.

**COMPOSITION**

**Article 3**

- 3.1** The Committee consists of at least two Supervisory Directors.
- 3.2** The Committee Members shall be appointed and dismissed by the Supervisory Board.
- 3.3** All Committee Members shall be independent within the meaning of NASDAQ Rule 5605(a)(2), except as permitted by the applicable NASDAQ Rules.
- 3.4** More than half of all Committee Members shall be independent within the meaning of the Dutch Corporate Governance Code.

- 3.5** The Committee shall elect a Committee Member to be the Committee Chairman. The Committee may dismiss the Committee Chairman, provided that the Committee Member so dismissed shall subsequently continue his term of office as a Committee Member without having the title of Committee Chairman.
- 3.6** The Committee Chairman shall not be the Chairman or a former Managing Director.

## **DUTIES AND ORGANISATION**

### **Article 4**

- 4.1** The Supervisory Board may allocate from time to time certain of its tasks and duties to the Committee pursuant to a resolution to that effect.
- 4.2** The Committee is charged with the following matters:
- a.** reviewing and evaluating the Company's compensation policy and benefits policies generally, including the review and recommendation of incentive-compensation and equity-based plans of the Company that are subject to approval of the Supervisory Board, as well as the compensation of the CEO and the Company's other executive officers;
  - b.** submitting proposals to the Supervisory Board concerning changes to the Company's compensation policy, as relevant;
  - c.** submitting proposals to the Supervisory Board concerning the compensation of individual Managing Directors and the Company's other executive officers, at least covering:
    - i.** the compensation structure;
    - ii.** the amount of the fixed and variable compensation components;
    - iii.** the applicable performance criteria;
    - iv.** the scenario analyses that have been carried out;
    - v.** the pay ratios within the Company's group; and
    - vi.** the views of the Managing Director concerned with regard to the amount and structure of his own compensation;
    - vii.** if considered appropriate by the Management Board or the Committee, the views of the executive officer concerned with regard to the amount and structure of his own compensation;
  - d.** submitting proposals to the Supervisory Board concerning the compensation of individual Supervisory Directors;
  - e.** the review and assessment of risks arising from the Company's employee compensation policies and practices and whether any such risks are reasonably likely to have a material adverse effect on the Company;
  - f.** the preparation of the Company's compensation report for the Supervisory Board;

- g.** the preparation of the Committee report required by SEC rules or the rules of any other regulatory body; and
  - h.** the retention of or obtaining advice from a compensation consultant, legal counsel or other advisor as the Committee deems necessary or appropriate to carry out its responsibilities, including the appointment of such consultant, counsel or advisor and the ability to cause the Company, without further, to pay with Company funds the reasonable compensation of such consultant, counsel or advisor as approved by the Committee, provided, however, that (i) in retaining or obtaining the advice of such consultant, counsel or advisor, other than in-house legal counsel, the Committee shall take into consideration the factors affecting independence required by applicable SEC rules and NASDAQ rules and (ii) the Committee will be responsible for the oversight of the work of any such consultant, counsel or advisor.
- 4.3** The Committee may delegate all or part of its authority to subcommittees or to the Committee Chairman.
- 4.4** The Committee shall regularly report on its deliberations and findings to the Supervisory Board.
- 4.5** The Committee shall meet as often as it determines is appropriate to carry out its responsibilities under this charter, and each meeting shall be presided over by the Committee Chairman and, in the absence of the Committee Chairman, one of the other Committee Members shall be designated as the acting chair of the meeting.
- 4.6** At least annually, the Committee shall evaluate its own performance and report to the Supervisory Board on such evaluation.
- 4.7** The Committee shall review and assess the adequacy of this charter at least annually and recommend any proposed changes to the Supervisory Board.

## **AMENDMENTS AND DEVIATIONS**

### **Article 5**

Pursuant to a resolution to that effect, the Supervisory Board may amend or supplement this charter and allow temporary deviations from this charter, subject to ongoing compliance with NASDAQ requirements, SEC rules and applicable law generally.

## **GOVERNING LAW AND JURISDICTION**

### **Article 6**

This charter shall be governed by and shall be construed in accordance with the laws of the Netherlands. Any dispute arising in connection with this charter shall be submitted to the exclusive jurisdiction of the competent court in Amsterdam, the Netherlands.