



**MINUTES OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS  
CENTOGENE N.V.  
JUNE 22, 2022**

Minutes of the annual 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 June 22, 2022 at 5.00pm Amsterdam time (CEST) (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 and introduced Mrs. Kim Stratton, the CEO of the Company, Mr. Miguel Coego Rios, the interim CFO of the Company and nominee for appointment to the Company's management board (the "**Management Board**") as CFO, Mr. Paul van der Bijl and Ms. Marloes van der Laan from the law firm NautaDutilh N.V., the Company's Dutch legal counsel, and Mr. Bert Kernkamp from Confinant Audit & Assurance B.V., the Company's Dutch statutory auditor.

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.
- 15,286,221 shares in the Company's share capital were represented at the Meeting, representing approximately 56.4% of the Company's issued share capital.

The Chairman noted that one shareholder of the Company attended the Meeting in person (the "**Shareholder**") and then determined certain points of order with respect to the Meeting.

**AGENDA ITEM 2 - Discussion of Dutch statutory board report for the financial year ended December 31, 2021**

The Chairman discussed the second item on the agenda, being the discussion of Dutch statutory board report for the financial year ended December 31, 2021, which had been published when the Meeting was convened.

The Chairman asked Mrs. Stratton to provide a brief presentation on the Company's performance during 2021.

After the presentation of Mrs. Stratton, the Chairman asked if there were any questions.

The Shareholder asked whether the Company is taking steps to address the current (depressed) share price of the Company.

The Chairman asked Mr. Coego Rios to answer this question.

Mr. Coego Rios explained that, at the moment of the Meeting, the market pressure was extremely high, which was also visible in the share price of companies similar to the Company. Mr. Coego Rios further stated that the Company's management is focussing on growth and execution of the Company's strategy, which would hopefully also improve the Company's share performance.



The Shareholder then asked why there were such significant losses within the Company, what caused the material weakness on internal control over the Company's financial reporting (the "**Weakness**"), and why the Management Board and Supervisory Board did not, in the Shareholder's opinion, handle this properly.

The Chairman responded that the Supervisory Board has exercised significant oversight over the Company. The Chairman further stated that the Company is a growing company that has rapidly expanded, also – in terms of revenue – during the COVID pandemic. The Chairman assured the Shareholder that the Supervisory Board and its audit committee, in regular consultation with the Company's auditors, have and will continue to apply high standards in its oversight.

Mr. Coego Rios stressed with respect to the Weakness that the Company's rapid expansion combined with the fact that the Company is subject to a complex legal regime are contributing factors. Mr. Coego Rios also assured the Shareholder that he believes that the Company's financial reports fairly present in all material respects the Company's financial condition.

Mrs. Stratton then provided an update concerning the Company's activities in the first two fiscal quarters of 2022, including the USD 62 million capital raise by the Company announced in February 2022 and the impact thereof on the Company's balance sheet and financial condition.

The Shareholder responded that this information should be shared with the shareholders.

The Chairman underscored that the Company's intention to restore confidence in the market and to create support for the Company's strategy going forward and invited the Shareholder to discuss any further concerns he may have with the Company.

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

**AGENDA ITEM 3 - Adoption of Dutch statutory annual accounts for the financial year ended December 31, 2021**

The Chairman discussed the third item on the agenda, being the adoption of Dutch statutory annual accounts for the financial year ended December 31, 2021, and indicated that the Company's Dutch statutory auditor was available to address questions raised in relation to their audit of the annual accounts.

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

**AGENDA ITEM 4 - Release from liability for the Company's managing directors with respect to the performance of their duties during the financial year ended December 31, 2021**

The Chairman discussed the fourth item on the agenda, being the release from liability for the managing directors with respect to the performance of their duties during the financial year ended December 31, 2021, as outlined in the explanatory notes to the agenda for the Meeting.

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

**AGENDA ITEM 5 - Release from liability for the Company's supervisory directors with respect to the performance of their duties during the financial year ended December 31, 2021**

The Chairman discussed the fifth item on the agenda, being the release from liability for the supervisory directors with respect to the performance of their duties during the financial year ended December 31, 2021, as outlined in the explanatory notes to the agenda for the Meeting.



Since there were no questions, the Chairman put the proposal up for voting, recognized that the Shareholder voted against, and noted that the vote had nevertheless passed.

**AGENDA ITEM 6 - Discussion of the Company's dividend and reservation policy**

The Chairman discussed the sixth item on the agenda, being the explanation of the Company's dividend policy, as outlined in the explanatory notes to the agenda for the Meeting.

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

**AGENDA ITEM 7 - Appointment of Mr. Jose Miguel Coego Rios as managing director of the Company**

The Chairman discussed the seventh item on the agenda, being the appointment of Mr. Jose Miguel Coego Rios as managing director of the Company and CFO, as outlined in the explanatory notes to the agenda for the Meeting.

The Chairman asked Mr. Coego Rios to introduce himself.

After Mr. Coego Rios introduced himself, the Chairman asked if there were any questions.

The Shareholder asked Mr. Coego Rios whether he wanted to stay CFO of the Company for more than one year.

Mr. Coego Rios explained that he has no current intention to serve for only a short period of time and that his ambition is, as member of the management team, to make the Company even more successful.

The Shareholder asked Mr Coego Rios whether he had full insight on the Company's financial condition and whether he was positive about the Company's prospects.

Mr. Coego Rios referred to Mrs. Stratton's statements earlier in the Meeting and stated the Company will focus on growth, execution and having a fit for purpose organization. Mr. Coego Rios stressed that he and the management team are committed to those matters.

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

**AGENDA ITEM 8 – Supervisory Board compensation**

The Chairman discussed the eighth item on the agenda, being the changes to the compensation packages of the Supervisory Board members, as outlined in the explanatory notes to the agenda for the Meeting.

The Chairman asked if there were any questions.

The Shareholder asked why the compensation packages were being changed and how this is justifiable given the development of the Company's share price.

The Chairman answered the question by stating that it is in the Company's interest to attract quality members of the Supervisory Board. In this respect, compensation is important, though not the only relevant factor. It is standard practice to have a variable component in such compensation. The proposed compensation decreases the cash component of the compensation package and increases the equity component of the compensation package. That way, less cash flows out of the Company and the interests of the members of the Supervisory Board are further aligned with the Company's interests.

The Shareholder expressed his dissatisfaction with the proposed arrangement.



The Chairman noted the Shareholder's comment and stated that the Supervisory Board keeps an open mind on how to structure the Company's compensation practices.

Since there were no further questions, the Chairman put the proposal up for voting, recognized that the Shareholder voted against, and noted that the vote had nevertheless passed.

**AGENDA ITEM 9 - Extension of authorization for the Management Board to issue shares and grant rights to subscribe for shares**

The Chairman discussed the ninth item on the agenda, being the authorization of the Management Board to issue shares in the Company's capital and to grant subscription rights for shares in the Company's capital, as outlined in the explanatory notes to the agenda for the Meeting.

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

**AGENDA ITEM 10 - Extension of authorization for the Management Board to limit and exclude pre-emption rights**

The Chairman discussed the tenth item on the agenda, being the authorization of the Management Board to limit and exclude pre-emption rights of shareholders, as outlined in the explanatory notes to the agenda for the Meeting.

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

**AGENDA ITEM 11 - Extension of authorization for the Management Board to acquire shares and depository receipts for shares in the Company's capital**

The Chairman discussed the eleventh item on the agenda, being the authorization of the Management Board to acquire shares in the Company's capital, as outlined in the explanatory notes to the agenda for the Meeting.

The Shareholder asked for further clarification about this agenda item. The Chairman asked Mr. Van der Bijl to explain the rationale behind the authorization.

Mr. Van der Bijl stated that under Dutch law, the Company can only do a share repurchase with shareholder approval. There could be situations where the Company might want to do initiate a repurchase programme, and that this is a routine item on the agendas for listed Dutch companies.

The Shareholder asked whether the Company could initiate a repurchase programme if management believed the Company's share price undervalued the Company.

Mrs. Stratton explained that, whilst this is possible, management would strive for the most efficient use of the Company's cash balance. Initiating a repurchase programme is not something that is currently being contemplated.

The Shareholder asked Mr. Coego Rios if he thinks the share price now undervalues the Company.

Mr. Coego Rios indicated that, in his opinion, the market is indeed undervaluing the Company's true potential.

The Shareholder and Mrs. Stratton again exchanged the above-mentioned views on using the Company's cash balance to initiate a repurchase programme.

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



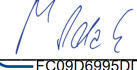
**AGENDA ITEM 19 - QUESTIONS AND CLOSING**

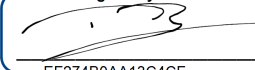
There being no questions or comments from attendees, the Chairman closed the Meeting.

*(signature page follows)*



*Signature page to the minutes of the annual general meeting of Centogene N.V., held on June 24, 2021.*

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P. Schatz  
Chairman

DocuSigned by:  
  
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P.C.S. van der Bijl  
Secretary