

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 6-K

REPORT OF FOREIGN PRIVATE ISSUER
PURSUANT TO RULE 13a-16 OR 15d-16
UNDER THE SECURITIES EXCHANGE ACT OF 1934

For the date of December 1, 2023

Commission File Number 001-39124

Centogene N.V.

(Translation of registrant's name into English)

**Am Strande 7
18055 Rostock**

Germany

(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F..X.. Form 40-F.....

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1): ____

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7): ____

Centogene N.V.

On December 1, 2023, Centogene N.V. convened the extraordinary general meeting of shareholders to be held on December 18, 2023, and made available to its shareholders certain other materials in connection with such meeting.

Such materials are attached as exhibits to this Form 6-K and are incorporated by reference herein.

Signatures

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: December 1, 2023

CENTOGENE N.V.

By: /s/ Miguel Coego Rios

Name: Miguel Coego Rios

Title: EVP Finance & Legal and Interim CFO

Exhibit Index

<u>Exhibit</u>	<u>Description of Exhibit</u>
<u>99.1</u>	<u>Convening notice including agenda and explanatory notes</u>
<u>99.2</u>	<u>Voting proxy</u>
<u>99.3</u>	<u>Resolutions of the Management Board Centogene N.V.</u>
<u>99.4</u>	<u>Resolutions of the Supervisory Board Centogene N.V.</u>

CONVENING NOTICE

This is the convening notice for the extraordinary general meeting of shareholders of Centogene N.V. (the "**Company**") to be held on December 18, 2023 at 10.00 a.m. CET at the offices of NautaDutilh N.V., Beethovenstraat 400, 1082 PR Amsterdam, the Netherlands (the "**EGM**").

The agenda for the EGM is as follows:

1. Opening
2. Discussion of Dutch statutory board report for the financial year ended December 31, 2022 (*discussion item*)
3. Adoption of Dutch statutory annual accounts for the financial year ended December 31, 2022 (*voting item*)
4. Discharge from liability for the Company's managing directors with respect to the performance of their duties during the financial year ended December 31, 2022 (*voting item*)
5. Discharge from liability for the Company's supervisory directors with respect to the performance of their duties during the financial year ended December 31, 2022 (*voting item*)
6. Closing

No business shall be voted on at the EGM, except such items as included in the above-mentioned agenda.

The record date for the EGM is November 20, 2023 (the "**Record Date**"). Those who are shareholders of the Company, or who otherwise have voting rights and/or meeting rights with respect to shares in the Company's capital, on the Record Date and who are recorded as such in the Company's shareholders' register or in the register maintained by the Company's U.S. transfer agent (the "**Registers**") may attend and, if relevant, vote at the EGM ("**Persons with Meeting Rights**"), irrespective of changes to their shareholdings or rights after the Record Date.

Those who beneficially own shares in the Company's capital in an account at a bank, a financial institution, an account holder or other financial intermediary (the "**Beneficial Owners**") on the Record Date, must also have their financial intermediary or their agent with whom the underlying shares are on deposit issue a proxy to them which confirms they are authorized to take part in and vote at the EGM.

Persons with Meeting Rights and Beneficial Owners who wish to attend the EGM, in person or represented by proxy, must notify the Company in writing of their identity and intention to attend the EGM (an "**Attendance Notice**") no later than 6:00 a.m. CEST on the fourth day prior to the EGM (the "**Cut-off Time**"). Beneficial Owners must enclose with their Attendance Notice (i) proof of their beneficial ownership of the relevant underlying shares in the Company's capital, such as a recent account statement, and (ii) their signed proxy from the relevant shareholder who is registered in either of the Registers as the holder of those underlying shares on the Record Date.

Persons with Meeting Rights and Beneficial Owners who have duly provided an Attendance Notice to the Company may have themselves represented at the EGM through the use of a written or electronically recorded proxy. Proxyholders must submit a signed proxy to the Company no later than the Cut-off Time and present a copy of their proxy upon entry to the EGM. A proxy form can be downloaded from the Company's website (<http://www.centogene.com>)

Any Attendance Notice, proof of beneficial ownership or signed proxy to be sent to the Company as part of the procedures described above must be provided via regular mail or e-mail to:

Centogene N.V.
c/o Reto Wenger
Am Strande 7
18055 Rostock
Germany
(reto.wenger@centogene.com)

Any Attendance Notice, proof of beneficial ownership or signed proxy received after the Cut-off Time may be ignored. Persons with Meeting Rights, Beneficial Owners and proxyholders who have not complied with the procedures described above may be refused entry to the EGM.

EXPLANATORY NOTES TO THE AGENDA

1. Discussion of Dutch statutory board report for the financial year ended December 31, 2022 (*discussion item*)

The Company's statutory board report over the financial year 2022 has been made available on the Company's website (<http://www.centogene.com>) and at the Company's office address.

2. Adoption of Dutch statutory annual accounts for the financial year ended December 31, 2022 (*voting item*)

The Company's annual accounts over the financial year 2022 have been made available on the Company's website (<http://www.centogene.com>) and at the Company's office address. It is proposed that these annual accounts be adopted.

3. Release from liability for the Company's managing directors with respect to the performance of their duties during the financial year ended December 31, 2022 (*voting item*)

It is proposed that the Company's managing directors be released from liability for the exercise of their duties during the financial year 2022. The scope of this release from liability extends to the exercise of their respective duties insofar as these are reflected in the Company's statutory board report or annual accounts over the financial year 2022 or in other public disclosures.

4. Release from liability for the Company's supervisory directors with respect to the performance of their duties during the financial year ended December 31, 2022 (*voting item*)

It is proposed that the Company's supervisory directors be released from liability for the exercise of their duties during the financial year 2022. The scope of this release from liability extends to the exercise of their respective duties insofar as these are reflected in the Company's statutory board report or annual accounts over the financial year 2022 or in other public disclosures.

VOTING PROXY

THE UNDERSIGNED

Name : _____

Address : _____

acting on behalf of *(only to be completed if relevant)*

Name : _____

Address : _____

(the "Principal").

DECLARES AS FOLLOWS

1. The Principal hereby registers for the annual general meeting of shareholders of Centogene N.V. (the "**Company**") to be held on December 18, 2023 at 10.00 a.m. CET at the offices of NautaDutilh N.V., Beethovenstraat 400, 1082 PR Amsterdam, the Netherlands (the "**EGM**") and, for purposes of being represented at the EGM, grants a power of attorney to Mr. P.C.S. van der Bijl, civil law notary and partner of NautaDutilh N.V., or any substitute to be appointed by him (the "**Proxyholder**").
2. The scope of this power of attorney extends to the performance of the following acts on behalf of the Principal at the EGM:
 - a. to exercise the voting rights of the Principal in accordance with paragraph 3 below; and
 - b. to exercise any other right of the Principal which the Principal would be allowed to exercise at the EGM.
3. This power of attorney shall be used by the Proxyholder to exercise the Principal's voting rights in the manner directed as set out below. If no choice is specified in respect of the sole voting item on the agenda, the Proxyholder shall vote "FOR" such agenda item.

<i>Agenda item</i>	<i>FOR</i>	<i>AGAINST</i>	<i>ABSTAIN</i>
Adoption of Dutch statutory annual accounts for the financial year ended December 31, 2022			
Discharge from liability for the Company's managing directors with respect to the performance of their duties during the financial year ended December 31, 2022			
Discharge from liability for the Company's supervisory directors with respect to the performance of their duties during the financial year ended December 31, 2022			

4. This power of attorney is granted with full power of substitution.
5. The relationship between the Principal and the Proxyholder under this power of attorney is governed exclusively by the laws of the Netherlands.

(signature page follows)

SIGN HERE

Please return this signed proxy via regular mail or e-mail to:

*Centogene N.V.
c/o Reto Wenger
Am Strande 7
18055 Rostock
Germany
(reto.wenger@centogene.com)*

If the Principal is a beneficial owner of shares in the Company's capital, please carefully review the convening notice for the EGM and enclose the relevant documents stipulated by such convening notice.



**WRITTEN RESOLUTIONS OF THE
MANAGEMENT BOARD OF
CENTOGENE N.V.
DATED 29 NOVEMBER 2023**

Resolutions of the management board (the "**Management Board**") of **Centogene N.V.**, a public company with limited liability, having its corporate seat in Amsterdam (address: Am Strande 7, 18055 Rostock, Germany, trade register number: 72822872) (the "**Company**").

WHEREAS

- A.** The undersigned constitute the entire Management Board.
- B.** There are no regulations and/or other rules adopted by any of the Company's corporate bodies that would preclude the Management Board from validly passing the resolutions set out below in the present form and manner.
- C.** With respect to the resolutions set out below, none of the Company's managing directors has a direct or indirect personal interest which conflicts with the interests of the Company and of the business connected with it.
- D.** The Company's managing directors are familiar with the resolutions set out below and do not object to the present manner of decision-making.
- E.** By signing this written resolution, (i) each of the Company's managing directors votes in favour of the resolutions set out below and (ii) each of the Company's managing directors confirms the statements made in these recitals.

RESOLUTIONS

Approval of matters related to the 2023 extraordinary general meeting

- 1.** The Management Board hereby sets December 18, 2023 as the date for the Company's 2023 extraordinary general meeting of shareholders (the "**EGM**"), sets the location for the EGM to be the offices of NautaDutilh N.V., Beethovenstraat 400, 1082 PR Amsterdam, the Netherlands, and sets and approves the 28th day prior to the EGM as the record date for the EGM (the "**Record Date**") and authorises the Company's Chief Executive Officer (the "**CEO**") and the chairman of the Company's supervisory board (the "**Chairman**"), each individually, if deemed appropriate or necessary by the CEO and/or the Chairman, to change the date and/or location of the EGM.
 - 2.** The Management Board determines that the Company's shareholders' register and the register maintained for common shares in the Company's capital by the Company's U.S. transfer agent are the relevant registers for determining who are entitled to attend and, if relevant, vote at the EGM as per the Record Date.
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3. The Management Board hereby sets the agenda for the EGM to be as follows, with such additions or alterations as the Chairman and the CEO, or either one of them acting individually, may deem to be appropriate or necessary:
 1. Opening
 2. Discussion of Dutch statutory board report for the financial year ended December 31, 2022 (*discussion item*)
 3. Adoption of Dutch statutory annual accounts for the financial year ended December 31, 2022 (*voting item*)
 4. Discharge from liability for the Company's managing directors with respect to the performance of their duties during the financial year ended December 31, 2022 (*voting item*)
 5. Discharge from liability for the Company's supervisory directors with respect to the performance of their duties during the financial year ended December 31, 2022 (*voting item*)
 6. Closing
4. The Management Board hereby sets the cut-off time and date for shareholders and others with statutory meeting rights under Dutch law as per the Record Date to give notice of their intention to attend the EGM to be 6:00 a.m. Amsterdam time on the fourth day prior to the EGM.
5. The Management Board hereby authorizes the Chairman and the CEO, or either one of them acting individually, to approve the explanatory notes to the agenda for the EGM, to be prepared by counsel and to be published at the time of the EGM being convened.

Approval of Dutch board report and financial statements for the year ended December 31, 2022

6. The Management Board hereby approves, upon the recommendation of the Company's audit committee, the Dutch statutory board report and financial statements and the notes thereto of the Company for the financial year ended December 31, 2022 together with the auditor's report thereon, as presented to the Management Board for presentation to and adoption by the shareholders at the EGM.
7. Each member of the Management Board shall sign the Dutch statutory board report and financial statements in accordance with Dutch law.

General authority

8. The CEO and the Company's chief financial officer (the "CFO"), or either one of them acting individually, are hereby authorized in the name and on behalf of the Company to approve and/or execute and/or deliver any and all agreements, instruments or other documents whatsoever (including, without limitation, any powers of attorney authorizing any one or more persons, whether or not they are directors, officers or employees of the Company, to act on behalf of the Company), incur all such fees and expenses and do any and all other things whatsoever as such officer shall in his or her absolute and unfettered discretion determine to be necessary or desirable (such determination to be conclusively evidenced by any such execution or delivery or the taking of any such action by such person) in connection with the foregoing and all matters contemplated thereby or ancillary thereto.

(signature page follows)

Signature page to a written resolution of the Management Board.

/s/ Kim Stratton

Kim Stratton

/s/ Miguel Coego Rios

Miguel Coego Rios

/s/ Peter Bauer

Prof. Peter Bauer

**WRITTEN RESOLUTIONS OF THE
SUPERVISORY BOARD OF
CENTOGENE N.V.
DATED 29 NOVEMBER 2023**

Resolutions of the supervisory board (the "**Supervisory Board**") of **Centogene N.V.**, a public company with limited liability, having its corporate seat in Amsterdam (address: Am Strande 7, 18055 Rostock, Germany, trade register number: 72822872) (the "**Company**").

WHEREAS

- A. The undersigned constitute the entire Supervisory Board.
- B. There are no regulations and/or other rules adopted by any of the Company's corporate bodies that would preclude the Supervisory Board from validly passing the resolution set out below in the present form and manner.
- C. With respect to the resolutions set out below, the undersigned do not have a direct or indirect personal interest which conflicts with the interests of the Company and of the business connected with it.
- D. By signing this written resolution, each of the undersigned (i) consents with this manner of decision-making, (ii) votes in favour of any resolution set out below and (iii) confirms the completeness and correctness of these recitals.
- E. To the extent relevant and appropriate, these resolution set out below are also considered to be resolutions of the Company's audit committee, the Company's compensation committee and the Company's nomination and corporate governance committee, as applicable, passing, effecting, recommending and approving these resolutions and the matters contemplated thereby.

RESOLUTIONS

Approval of matters related to the 2023 extraordinary general meeting

- 1. The Supervisory Board approved the resolutions of the Company's management board regarding the approval of matters related to the 2023 extraordinary general meeting (the "**EGM**"), a copy of which is attached hereto as Annex A.
- 2. The convening notice for the EGM, the explanatory notes thereto, substantially in the form as distributed to the Supervisory Board, and the matters contemplated thereby are approved.

Approval of Dutch board report and financial statements for the year ended December 31, 2022

- 3. The Supervisory Board hereby approves, upon the recommendation of the Company's audit committee, the Dutch statutory board report and financial statements and the notes thereto of the Company for the financial year ended December 31, 2022 together with the auditor's report thereon, as presented to the Supervisory Board for presentation to and adoption by the shareholders at the EGM.
- 4. Each member of the Supervisory Board shall sign the Dutch statutory board report and financial statements in accordance with Dutch law.

(signature page follows)

Signature page to a written resolution of the Supervisory Board

/s/ Hubert Birner

Hubert Birner

/s/ Holger Friedrich

Holger Friedrich

/s/ Guido Prehn

Guido Prehn

/s/ Eric Souêtre

Eric Souêtre

/s/ Peer Schatz

Peer Schatz

/s/ Jonathan Sheldon

Jonathan Sheldon

/s/ Andreas Busch

Andreas Busch

/s/ Mary Sheahan

Mary Sheahan
