
CompuGroup Medical AG

Convening notice Annual General Meeting 2013

Non-binding convenience translation



Synchronizing Healthcare



CompuGroup
Medical

CompuGroup Medical Aktiengesellschaft, Koblenz

We herewith invite our shareholders to the

2013 Annual General Meeting

on Wednesday, 15 May 2013, at 11:00 a.m. (CEST)
at the registered office of the Company,
Innovationsforum,
Maria Trost 21, 56070 Koblenz
Germany

Agenda

1. Presentation of the approved financial statements of CompuGroup Medical AG and the approved consolidated financial statements as of 31 December 2012, the management report for CompuGroup Medical AG, the Group management report, the explanatory report contained in the management reports on the disclosures in accordance with § 289(4) and § 315(4) of the German Commercial Code (Handelsgesetzbuch – HGB), the proposal by the Management Board for the appropriation of net retained profits, and the report of the Supervisory Board for fiscal year 2012.

Beginning as of the date the General Meeting convening notice is issued, the aforementioned documents can be inspected on the Internet at www.cgm.com/hv and in the business offices of the Company's registered office at Maria Trost 21, D-56070 Koblenz, during normal business hours. They will be sent to shareholders promptly and at no cost upon request.

In accordance with the statutory provisions, no resolution is provided with respect to Agenda Item 1 since the Supervisory Board has already approved the annual and consolidated financial statements and thus adoption by the General Meeting does not apply.

2. **Resolution concerning the appropriation of net retained profits**

The amount of €0.35 shall be distributed from the net retained profits of fiscal year 2012 for each share with dividend rights. The dividend shall be paid on 16 May 2013. The Company's treasury shares do not have dividend rights.

The Management Board and the Supervisory Board therefore propose that the net retained profits in the financial statements of CompuGroup Medical AG as at 31 December 2012 in the amount of €30,254,989.75 be appropriated as follows:

Distribution of dividend of	€0.35
for each share with dividend rights for the fiscal year 2012:	€17,366,443.85
Amount carried forward:	€12,888,545.90

The amounts indicated for the profit distribution and the profit carried forward for the 2012 fiscal year take into account the 49,618,411 shares with dividend rights existing at the time of the profit appropriation proposal by the Management Board

and Supervisory Board. If the number of shares with dividend rights should change for the 2012 fiscal year, an appropriately adapted resolution proposal will be put to a vote in the Annual General Meeting, which will still envisage a dividend of €0.35 per share with dividend rights and an appropriately adapted profit carried forward.

3. Resolution concerning granting the members of the Management Board discharge from liability for fiscal year 2012

The Management Board and the Supervisory Board propose that the members of the Management Board be granted discharge from liability for their actions in fiscal year 2012.

4. Resolution concerning granting the members of the Supervisory Board discharge from liability for fiscal year 2012

The Management Board and the Supervisory Board propose that the members of the Supervisory Board be granted discharge from liability for their actions in fiscal year 2012.

5. Election of the auditor for financial statement audits in fiscal year 2013 and for reviews in fiscal year 2013

At the recommendation of its Audit Committee, the Supervisory Board proposes that PricewaterhouseCoopers Aktiengesellschaft, Wirtschaftsprüfungsgesellschaft, Frankfurt am Main, be engaged as auditor of the financial statements and the consolidated financial statements and as auditor for reviews of the interim financial reports for fiscal year 2013.

Participation in the General Meeting

According to § 19 of the Articles of Association, shareholders who have registered with the Company providing proof of entitlement to participate no later than Saturday, 11.05.2013 (12:00 midnight CEST) are entitled to participate in the General Meeting and exercise voting rights. The registration application is to be sent to the following address:

CompuGroup Medical AG
c/o Deutsche Bank AG
Securities Production
General Meetings
P.O. Box 20 01 07
D-60605 Frankfurt
Fax: (+49) 069/12012-86045
E-mail: WP.HV@Xchanging.com

The registration application must be in text form (§ 126 b of the German Civil Code (Bürgerliches Gesetzbuch – BGB) in German or English. As proof of entitlement to participate, it is necessary and sufficient to submit a special certificate of share ownership issued in text form (§ 126b BGB) prepared by the custodial institution. The proof of entitlement must be in German or English. The certificate must refer to the beginning of the 21st day before the General Meeting, i.e., 24.04.2013 (12:00 midnight CEST) (the so-called “certificate record date”). Only persons who have submitted a certificate are deemed shareholders of the Company for the purpose of participating in the General Meeting and exercising voting rights; in particular, sales or other transfers of shares after the certificate record date have no significance for the scope and the exercise of the statutory participation and voting rights of a former shareholder. The same applies mutatis mutandis for the acquisition of shares following the certificate record date. Persons who do not yet possess shares on the certificate record date and only afterwards become shareholders are not entitled to participate or vote. The certificate record date has no significance for dividend rights.

The above-mentioned certificate should be sent to the following address of the Company only:

CompuGroup Medical AG
c/o Deutsche Bank AG
General Meetings
P.O. Box 20 01 07
D-60605 Frankfurt
Fax: (+49) 069/12012-86045
E-mail: WP.HV@Xchanging.com

The registration office will send admission tickets to the General Meeting to shareholders or their duly authorized agents after the Company receives their certificate of share ownership. In order to ensure timely receipt of admission tickets, we ask that shareholders ensure their certificate of share ownership is sent to the Company in timely fashion.

Representation in the General Meeting

Shareholders who do not participate personally in the General Meeting can arrange to have a proxy, for example a shareholder association, financial institution or other third party, represent them and exercise their voting rights. Note that proper registration and a certificate of share ownership are also required in the case of a proxy.

The granting of proxy authorization, its cancellation and provision of proof of proxy authorization to the Company must be in text form (§ 126b BGB) if the authorized party is not a financial institution, shareholder association or a person or institution treated as their equivalent under § 135 (8) and (10) of the German Stock Corporation Act (Aktiengesetz – AktG) in combination with § 125 (5) AktG. The form supplied by the Company with the admission ticket can be used to grant proxy authorization.

As a rule, special provisions must be observed if proxy authorization is granted to financial institutions, shareholder associations or persons or institutions considered to be their equivalent under § 135 (8) and (10) AktG in combination with § 125(5) AktG. Shareholders who wish to authorize a financial institution, shareholder association or persons or institutions considered to be their equivalent under § 135 (8) and (10) AktG in combination with § 125 (5) AktG, are requested to inquire with the potential proxy about any special provisions for proxy authorization and to come to a mutual agreement with the potential proxy in this regard.

The proof of proxy authorization must either be presented on the day of the General Meeting by the proxy holder or provided by a declaration to the Company at the following address:

CompuGroup Medical AG
Attn. Ms Tina Zilch
Maria Trost 21
D-56070 Koblenz
Fax: (+49) 0261 8000 3102

The following e-mail address may also be used for electronic transmission:

hv@cgm.com

CompuGroup Medical AG also offers its shareholders the option of having their voting rights exercised in accordance with their instructions by the Company's voting proxies. The proxy must be granted in text form or by fax. The details are included in the documents sent to shareholders. If the voting proxies receive more than one proxy authorization and set of instructions, the last valid proxy form issued and the associated instructions shall be considered binding. If a proxy form is not valid, the voting proxy will not represent such votes at the General Meeting. If instructions are not correctly filled out or not issued unambiguously, the voting proxies bound by such instructions will abstain from voting or will not participate in the vote, depending on the voting procedure. Voting proxies are bound by their instructions and are prohibited from exercising voting rights in votes whereof they have no knowledge prior to the General Meeting (e.g. procedural motions). In such cases, the voting proxies, who are bound by their instructions, will abstain from voting or will not participate in the vote, depending on the voting procedure. The same applies to votes on counter-motions. It is prohibited to instruct the Company's voting proxies to raise objections, make motions or raise questions.

Personal registration by the shareholder or by an authorized third party at the reception desks of the General Meeting for exercising his or her voting rights in the General Meeting is deemed as a revocation of the proxy and instructions issued to the Company's proxies.

We ask shareholders to fill out and return the proxy and instruction forms no later than 14.05.2013 (date of receipt) to:

CompuGroup Medical AG
c/o ITTEB GmbH & Co. KG
Vogelanger 25
D-86937 Scheuring
Fax: (+49) 08195 9989 664

The following e-mail address may also be used for electronic transmission:

cgm2013@itteb.de

Additional information concerning the proxy process is also available on the registration and proxy forms sent to you as well as on the website www.cgm.com/hv.

Rights of the shareholders

1. Requests to add items to the agenda in accordance with § 122 (2) AktG

Shareholders whose combined holdings are at least one-twentieth of the share capital or whose pro-rata amount is at least €500,000.00 (this corresponds to 500,000 shares) can request that items be added to the agenda and announced. A justification or a proposed resolution must be provided for each new item. In addition, the parties making such requests must provide proof that they have had the required minimum number of shares at their disposal for a minimum of three months prior to the date of the request to add items to the agenda (the date of receipt by the Company is deemed the date of the request), and must hold these shares until a decision on the request is made. A confirmation to this effect by the custodial financial institution is sufficient proof. The request is to be made in writing to the Management Board of CompuGroup Medical AG and must be received by the Company at least 30 days prior to the General Meeting, i.e., at the latest by 14.04.2013 (12:00 midnight CEST).

Please send such requests to the following address:

CompuGroup Medical AG
Management Board
Maria Trost 21
D-56070 Koblenz
Fax: (+49)0261 8000 3102
E-mail: hv@cgm.com

Additions to the agenda that are to be announced will be – to the extent they have not already been announced with the convening notice – announced promptly after receipt of the request in the electronic German Federal Gazette (Bundesanzeiger) and will be sent for publication to media that can be assumed to disseminate the information within the entire European Union. They will also be published and communicated to shareholders on the website www.cgm.com/hv.

2. Counterproposals and nominations in accordance with §§ 126 (1) and 127 AktG

Shareholders can also make counterproposals to the proposals made by the Management Board and/or Supervisory Board for specific agenda items and may make nominations for the selection of the auditor (Agenda Item 5). Reasons must be provided for counterproposals; nominations require no justification. Shareholder counterproposals and nominations for the General Meeting must be sent only to the following address no later than 14 days before the date of the General Meeting, i.e., by 30.04.2013 (12:00 midnight CEST):

CompuGroup Medical AG
Management Board
Maria Trost 21
D-56070 Koblenz
Fax: (+49) 0261 8000 3102
E-mail: hv@cgm.com

Proposals and nominations sent to any other address will not be considered. Shareholder proposals and nominations that are to be made accessible will be made accessible to other shareholders on the Internet at www.cgm.com/hv, including the shareholder's name, a statement of reasons and any response by the management after proof is received that the person submitting the proposal or nomination is a shareholder. In addition, such proposals, statements of reasons, nominations and any statements by management will also be mailed to shareholders who submit a written request to this effect to the address indicated above, or by calling (+49) 0261 8000 . Except in the cases provided for in § 126 (2) AktG, the Management Board also does not have to make shareholder nominations accessible if they do not include the name, occupation and place of residence of the nominated person and, in the case of nominations for the election of Supervisory Board members, the additional disclosures concerning their membership in other supervisory boards required under law to be formed.

Shareholders are hereby advised of their notification duties under §§ 21 et seq. of the German Securities Trading Act (Wertpapierhandelsgesetz – WpHG) and of the suspension of all rights attached to shares as the legal consequence of violating a duty to notify provided for in § 28 WpHG.

3. Right to information under § 131(1) AktG

In the General Meeting, each shareholder or shareholder representative can request from the Management Board information concerning the affairs of the Company, the legal and business relationships of the Company with affiliated enterprises and the situation of the Group and of the companies included in the consolidated financial statements, to the extent the information is required for proper assessment of an item on the agenda. The Management Board can decline to respond to individual questions for the reasons indicated in § 131(3) AktG, for example if in the judgment of a prudent businessman, provision of the information could cause a not inconsiderable detriment to the Company or to an affiliated company. Under § 20(3) of the Articles of Association, the chairman of the meeting is authorized to place reasonable time limits on shareholder rights to speak and ask questions.

4. Additional information

Additional information on the rights of shareholders under §§ 122(2), 126(1), 127, 131(1) AktG can be found at the website www.cgm.com/hv.

Publications on the Company's website

The information required under § 124a AktG is made accessible to shareholders on the website of CompuGroup Medical AG at www.cgm.com/hv.

Additional disclosures in accordance with § 30b (1) no. 1 of the German Securities Trading Act

On the date that the General Meeting convening notice was issued, the Company had share capital of €53,219,350.00, divided into 53,219,350 no-par value ordinary shares. Therefore, 53,219,350 shares had voting rights on the date the General Meeting convening notice was issued. As of the date the General Meeting convening notice was issued, the Company held 3,600,939 treasury shares, which do not confer any rights on the Company.

Koblenz, April 2013

CompuGroup Medical Aktiengesellschaft

Management Board

CompuGroup Medical AG • Maria Trost 21 • D-56070 Koblenz
Telephone (+49) (0261) 8000 • Fax (+49) (0261) 8000 3102
E-mail: hv@cgm.com • <http://www.cgm.com>
ISIN DE0005437305 • WKN 543730

Directions

By car

Coming from Frankfurt/Main or Köln (A3)

- Take the A3 to junction Dernbach and continue on A48 direction Koblenz/Trier
- Leave the A48 at exit Koblenz Nord and follow the B9 direction Koblenz
- Leave the B9 at exit KO-Kesselheim/Industriegebiet/Rheinhafen
- Follow the road to "Maria Trost"

Coming from Köln or Main/Ludwigshafen (A 61)

- Take the A 61 to junction Koblenz and follow the A48 direction Koblenz
- Leave the A48 at exit Koblenz Nord and follow the B9 direction Koblenz
- Leave the B9 at exit KO-Kesselheim/Industriegebiet/Rheinhafen
- Follow the road to "Maria Trost"

Free parking places are available on the company premises.

Please contact the gate keeper – he will provide you with all necessary information.



By train

Arrival at Koblenz main station, take the bus to the stop "Maria Trost".

Schedules are available at:

www.kevag.de
www.rmv-bus.de
www.vrm-info.de

CompuGroup Medical AG
Maria Trost 21
56070 Koblenz
Germany

Synchronizing Healthcare



**CompuGroup
Medical**