

Report of the Supervisory Board

The Supervisory Board of CompuGroup Medical AG carried out its duties under the law and its articles of association during 2012. The Supervisory Board regularly advised the Management Board in its management of the company and supervised the company's management team. The Supervisory Board was directly involved in all decisions of major significance to the company.

The Management Board informed the Supervisory Board regularly, comprehensively and promptly by means of verbal and written reports on all issues of relevance to corporate planning and strategic development, the course of business, the general situation of the group including any risks, and risk management.

The Supervisory Board obtained regular reports from the Management Board as to measures taken to improve results and possible, planned and completed company acquisitions. Opportunities and risks of possible transactions have been discussed in detail with the management board. Deviations from the business plans and targets were explained to us in detail.

The Supervisory Board formed an audit committee from among its members whose chairman is the chairman of the Supervisory board. The audit committee held three meetings in total in the year under review and prepared the resolutions of the Supervisory Board. The committee gave an advice to the Supervisory Board for the appointment of the auditor for the fiscal year 2012. The Supervisory Board was regularly informed about the work of the audit committee. Members of the committee beside of the chairman Mr. Prof. Klaus Steffens are Mr. Dr. Klaus Esser, Mr. Dr. Daniel Gotthardt and Mr. Ralf Glass.

The Supervisory Board held five ordinary meetings in the year under review. Furthermore, three decisions were also made in telephone conferences and in written procedures:

15 February 2012:

The Supervisory Board approved by circular resolution the update of the Statement of Conformity according to clause 161 of German Stock Companies Act, which refers to the German Corporate Governance Codex.

7 March 2012:

The 2011 financial statements of CompuGroup Medical AG, the consolidated financial statements for 2011 and the reports of the Management Board were explained by the Management Board in the presence of the auditor in the meeting held for the purposes of approving the annual accounts. The annual financial statements of CompuGroup Medical AG were approved and the consolidated financial statements were adopted. The Management Board's recommended appropriation of net profit was approved. Further activities, plans and financings for the 2012 financial year were also presented to the Supervisory Board. In the same meeting, the re-appointment of Mr. Uwe Eibich to the Company's Management Board as well as the contractual terms were discussed. Mr. Eibich was subsequently appointed for the time period from 01.01.2013 to 31.12.2016.

9 May 2012:

In this meeting, the Management Board reported about the current situation of all business segments. Preparations were made for the Annual General Meeting during the further course of the meeting.

6 July 2012:

In a circular resolution, the Supervisory Board approved the Management Board's recommendation for a further share repurchase program of 1,000,000 shares starting on 09.07.2012.

12 September 2012:

In this Supervisory Board meeting, the Supervisory Board discussed updating the declaration of conformity with the Corporate Governance Codex. An important topic of the meeting was the consultation on the extension of the appointment of Mr. Frank Gotthardt to the Management Board as of 01.07.2013.

11 November 2012:

During this meeting, the Supervisory Board was informed about potential acquisitions. The draft Group budget 2013 was presented and discussed. The Management Board presented the Supervisory Board with the draft of the interim finance report as of 31.10.2012. Another important topic was the compensation structure of the new appointment of Mr. Gotthardt as Chairman of the Company.

14 December 2012:

In this ordinary meeting the Supervisory Board has been informed about the current situation of all business segments. The Management Board presented the Group budget 2013 which was subsequently approved by the Supervisory Board. In the same meeting, the appointment of Mr. Frank Gotthardt as Chairman of the Company for the period from 01.07.2013 to 31.12.2017 was approved and the contractual terms were determined

During the reporting period no conflicts of interest occurred within the Supervisory Board.

On 28 March 2013 the Supervisory Board received in due time the 2012 annual financial statements, the consolidated financial statements and the annual report of the AG and of the group that were prepared by the Management Board as well as the Management Board's recommended appropriation of net profit for the year and the corresponding auditor's reports. The audit committee also reviewed the documents. At the meeting of the Supervisory Board held in March 2013 to approve the annual accounts, the auditors of PricewaterhouseCoopers AG (PWC), Frankfurt, answered all the questions of the Supervisory Board in person.

The auditors (PWC) elected by the Annual General Meeting and appointed by the Supervisory Board, audited the annual financial statements for CompuGroup Medical AG, the consolidated financial statements and the respective annual reports of the AG and of the group for the year ended 31 December 2012, including accounting records, in accordance with statutory provisions and issued an unconditional audit opinion thereon.

The Supervisory Board took note of the audit's findings and did not raise any objection.

In accordance with Section 171 AktG, the Supervisory Board reviewed and adopted the annual financial statements of the parent company and the group, the annual reports of CompuGroup Medical AG and the group, the Management Board's recommended appropriation of net earnings for the year and the risk management report. The financial statements of CompuGroup Medical AG are therefore approved. The consolidated financial statements were adopted.

The Management Board submitted the report prescribed by Section 312 AktG concerning relationships with related companies (dependency report) to the Supervisory Board together with the declaration required by Section 312 (3) AktG. The aforesaid auditor has checked the dependency report and issued the following certificate confirming the results of the audit:

"We have reviewed that

- 1. the actual details in the report are correct,*
- 2. the payments made by the company were not unreasonably high for the legal transactions listed in the report."*

The Supervisory Board noted and approved the result of the audit and reviewed the dependency report. Following the final results of the review by the Supervisory Board, no objections are raised either against it or against the Management Board's declaration at the end of the dependency report.

The Supervisory Board would like to thank all the members of the Management Board and the employees of CompuGroup Medical AG and those of its affiliated undertakings for their commitment and the work performed.

Koblenz, 28 March 2013

The Supervisory Board

A handwritten signature in black ink, appearing to read 'Klaus Steffens', with a stylized flourish at the end.

Professor Dr. Klaus Steffens
Chairman