

Bylaws of the CompuGroup Medical, Public Limited Company

I. General Provisions

1. Name, Location, Duration

1.1 The company is a corporation with the name CompuGroup,PLC .

1.2 Koblenz is the location of the company.

1.3 The duration of the company is perpetual.

2. Company Objectives

2.1 The company objective is the holding and management of participations in other companies within the IT, electronic network and health care sectors including the development, production and marketing of products stemming herefrom. Furthermore, the company shall manage the trading of any products as well as the conducting and brokering of services within the aforementioned sectors.

2.2 The company is entitled to take all measures deemed appropriate in directly or indirectly promoting the business objective or those which otherwise exist in connection with said objective. In particular, the company may establish, acquire, or hold interests in companies or affiliates of a similar nature and/or in related branches within Germany or a foreign country. These establishments exist exclusively to entirely or partially carry out the tasks outlined in Section 2.1.

3. Announcements

3.1 Company announcements are to be made exclusively in the electronic Federal Register unless otherwise required by law.

3.2 The company may transmit data to its shareholders by means of data telecommunication to the extent of that which is legally permissible.

II. Capital Stock and Shares

4. Capital Stock

4.1 The capital stock amounts to € 53,219,350.00.

4.2 The capital stock of the company is divided into 53,219,350 individual bearer share certificates.

4.3 Rescinded

4.4 In the case of a capital increase, the sharing of profit may be determined in deviation from section 60 of the Stock Corporation Law (AktG).

4.5 Up until and including May 11, 2016, the board of directors is, with the approval of the supervisory board, authorized to increase the capital stock of the company by a total of €26,609,675.00 (authorized capital) either as a one-time amount or in several partial amounts by means of issuing new shares in return for cash contributions or non-cash capital contributions. The board of directors is entitled to determine further details regarding the execution of capital increases from the authorized capital upon approval from the supervisory board.

When utilizing the authorized capital, the shareholders are to be basically granted a subscription right. The board of directors may exclude the legal subscription right of the shareholders with the approval of the supervisory board as follows:

- to exclude fractional amounts from the subscription right;
- in the case of capital increases in return for non-cash capital contributions for the granting of shares for the purpose of the direct or indirect acquisition of companies, parts of companies or participations in companies;
- in the case of a capital increase in return for a cash contribution if the issue price for the new shares is not significantly less than the exchange price and the total amount of the capital stock for the new shares, for which the subscription right is excluded, does not exceed 10 percent of the capital stock and more specifically does not exceed 10 percent either on the effective date of this authorization or at the time of the exercising of this authorization;

in the case of a capital increase for the issue of employee shares if the total amount of the capital stock for the new shares, for which the subscription right is excluded, does not exceed 10 percent of the capital stock and more specifically does not exceed 10 percent either on the effective date of this authorization or at the time of the exercising of this authorization; in order to place an offer of new shares of the company for a public offer in a widely scattered public.

4.6 The share capital is currently up to as much as €26,609,675.00 (in words: twenty six million, six hundred and nine thousand, six hundred and seventy five Euros) through the issue of up to 26,609,675.00 new, ordinary bearer shares with dividend rights valid as of the beginning of the fiscal year of their issuance (conditional capital 2012).

The conditional capital increase shall be carried out only to the extent that, as holders of convertible bonds, bonds with warrants, profit participation rights or participating bonds (or combinations of these instruments) with conversion or option rights, or obligations to society, which the company has issued based on the authorizing resolution from the shareholder's meeting valid beginning May 9th,

2012 up to and including May 8th, 2017, have been exchanged for cash, have exercised their conversion or option rights or have been met as far as conversion or option obligations of such bonds are concerned. This, provided that other forms of settlement are not used.

The Board of directors is authorized to set further details concerning a conditional capital increase upon consent of the supervisory board.

The supervisory board may change the wording of sections 4.1, 4.2 and 4.5 of the bylaws (amount and the distribution of the capital stock, authorized capital) after the complete or partial conduct of the increase of the capital stock or after the expiration of the time limit for the authorization according to section 4.5 of the bylaws.

5. Shares

5.1 The shares are individual bearer shares.

5.2 If in the case of a capital increase, the resolution passed concerning the increase does not contain any provision concerning the issuance of the shares as registered or bearer sharers then in the case of doubt such shares are to be bearer shares.

5.3 The form of the shares and the dividend coupons and the renewal coupons is to be determined by the board of directors in agreement with the supervisory board. The same applies to bonds and interest coupons. A certificate may be issued for several shares. The claim of a shareholder for securitization of his share is excluded.

6. Transfer of Registered Common Stocks

Rescinded

III. Organization of the Company

7. Executive Bodies and Advisory Board

7.1 The executive bodies of the company are:

- A. the board of directors;
- B. the supervisory board; and
- C. the shareholders' meeting.

7.2 The company may form an advisory board for closer coordination with business, science and technology. The formation of an advisory board is to be executed by the board of directors in agreement with the supervisory board. The board of directors is authorized to issue rules of procedure for the advisory board, appoint and/or dismiss its members and determine their remuneration in agreement with the supervisory board.

A. The Board of Directors

8. Composition and Management

8.1 The board of directors may consist of one or more persons.

8.2 The supervisory board appoints the members of the board of directors and determines the number of its members. Moreover, the supervisory board may appoint a member of the board of directors as the chairperson or as the spokesperson for the board of directors. The supervisory board may also appoint substitute members of the board of directors.

8.3 The board of directors shall manage the company in an autonomous manner. It is to make its own rules of procedure should the supervisory board not issue any. The entire board of directors shall decide on all matters of fundamental or significant importance. In the passing of resolutions, a simple majority is required unless otherwise specified by the board's rules of procedure or the law. In the case that a board member is appointed as the chairperson of the board of directors where the board of directors consists of two or more members, the vote of the board of directors chairperson shall be the deciding factor in the case of a tie when voting on a resolution.

8.4 Members of the board of directors are to participate in the board meetings in an advisory capacity in the case that the supervisory board or its chairperson does not decide anything to the contrary.

convenience translation. only german version applies

9. Representation of the Company

9.1 The company is to be legally represented by two members of the board of directors or by one member of the board of directors jointly with a holder of special statutory authority, a so called Proxy holder. If only one member of the board of directors is available, then the company is to be represented by this person alone.

9.2 The supervisory board may authorize all or individual members of the board of directors for sole representation and/or release them from the limitations of section 181 of the Civil Code within the limits prescribed by law according to section 112 of the Stock Corporation Law.

B. The Supervisory Board

10. Composition of the Supervisory Board, Election of the Members of the Supervisory Board and Substitute Members and Term of Office

10.1 The supervisory board consists of six members.

10.2 Unless a shorter term of office is set when the election is held, the election of supervisory board members is for the time up to the end of the shareholders' meeting, which passes a resolution concerning the ratification of the actions for the fourth fiscal year after the beginning of the term of office. When this has been completed, the fiscal year, in which the term of office begins, is not to be counted. Reelection is permitted.

10.3 In the case of the election of shareholders' representatives to the supervisory board, the chairperson of the shareholders' meeting may have voting conducted on a list with election proposals, which has been submitted by the administration or by shareholders. If a member of the supervisory board is elected to take the place of a retiring member, then his term of office is for the remaining term of office of the retiring member.

10.4 Each member of the supervisory board may resign from his office with a notice period of one month by submitting a written declaration to the chairperson of the supervisory board. This notice period does not apply to members who have been elected by the employees.

11. Chairperson and Deputy

11.1 Directly after the shareholders' meeting, whose end is also the start of the term of office of the supervisory board, the supervisory board is to hold a meeting, for which no special invitation is required, to elect a chairperson and a deputy from its members. The term of office of the persons elected here is the term of office of the supervisory board. If the chairperson or the deputy retires before the expiration of the office term then the supervisory board is to promptly hold a new election for the remainder of the term of office of the retiring member.

11.2 Declarations of intent of the supervisory board and its committees are to be issued in the name of the supervisory board by the chairperson of the supervisory board or its deputy chairperson.

12. Meetings of the Supervisory Board and Passing of Resolutions

12.1 The resolutions of the supervisory board are to be voted on at meetings. The convening of meetings is to be done by the chairperson in writing with a prior notice of three weeks. Such written notification is also to contain the items on the agenda. The chairperson may shorten this prior notice period in urgent cases and, if appropriate, make the invitation verbally, by teletype, telegraph, telephone or by telecopier. The time limit of three weeks does not apply for the convening of meetings according to section 110.1 of the Stock Corporation Law.

12.2 The supervisory board has a quorum if at least three members are present at the meeting. Members are also considered to be present if they have their written votes submitted by another member of the supervisory board or by a person, who is authorized to participate. The supervisory board passes resolutions with a simple majority of the votes cast to the extent that the law or bylaws do not provide anything to the contrary. In the case of a tie, the vote of the chairperson of the meeting is definitive and for elections this is to be settled by drawing a lot.

12.3 The type of voting is to be determined by the chairperson for the meeting. The voting on resolutions in writing, by teletype, telegraph, telephone or telecopier is only permissible if no member of the supervisory board objects to this procedure within a reasonable time limit, which is to be set by the chairperson. The provisions of the above section apply accordingly to the voting on resolutions using this procedure.

12.4 Minutes of each meeting of the supervisory board are to be recorded and signed by the chairperson of the meeting and placed in the files of the company. The minutes of the meeting are to contain the location and day of the meeting, the participants, the items on the agenda, the essential contents of the discussions and the resolutions of the supervisory board. The above provisions apply accordingly for the voting on resolutions outside of meetings.

13. Nondisclosure and Responsibility of the Members of the Supervisory Board

The members of the supervisory board shall not disclose any confidential information, business and trade secrets of the company, of which they have obtained knowledge due to their activities on the supervisory board to a third party. If a member of the supervisory board would like to disclose information to a third party and if it cannot be excluded with certainty that this information is confidential or concerns secrets of the company, then the member of the supervisory board shall inform the chairperson of the supervisory board in advance giving him the opportunity to provide comments. Members of the supervisory board, who violate their obligation, shall be jointly and severally liable for the compensation of any damages resulting from this.

14. Right of Participation in Shareholders' Meetings

14.1 The members of the supervisory board have the right to participate in the shareholders' meetings. The board of directors shall promptly send them the agenda for the shareholders' meeting and any motions. For each item on the agenda, on which the shareholders' meeting is to vote, the board of directors and/or the supervisory board are to make recommendations. Recommendations for the selection of the auditing company may only be made to the shareholders' meeting by the supervisory board. Recommendations for the election of members of the supervisory board, who are to be elected by shareholders, are not to be made to the shareholders' meeting by the supervisory board as a whole, but only by the members of the supervisory board, who were elected by the shareholders.

14.2 The board of directors shall notify the supervisory board in writing of the resolutions passed by the shareholders'.

15. Rules of Procedure

The supervisory board is to establish rules of procedure for itself within the scope of the legal provisions and the provisions of these bylaws.

16. Remuneration for the Supervisory Board

16.1 For each full fiscal year as a member of the supervisory board, each supervisory board member is to receive a set remuneration of €40,000.00, which is due for payment at the end of the fiscal year, in addition to the reimbursement of his expenses. The chairperson of the supervisory board is to receive 1.5 times this amount in addition to the reimbursement of his expenses.

16.2 Supervisory board members, who were not in office for the entire fiscal year or who did not hold the office of the chairperson for the whole fiscal year, are to receive one-twelfth of the remuneration for each increment of a month for their work or his work as the chairperson. In addition, the members of the supervisory board are not to receive any attendance fee.

16.3 The shareholders' meeting exists to vote on a resolution for any other types of remuneration for the members of the supervisory board and/or services with a remuneration character.

C. Shareholders' Meeting

17. Location of the Shareholders' Meeting

The shareholders' meeting is to be held at the location of the company, in its near vicinity or at the location of a German stock exchange.

18. Convening of the Shareholders' Meeting

The shareholders' meeting is convened by the management board in compliance with the legal regulations.

19. Requirements for Participation

19.1 Shareholders who wish to attend the shareholders' meeting and exercise their voting rights must register for the shareholders' meeting and demonstrate their rights. The registration and demonstration of rights must reach the Company at the address specified in the invitation at least six days prior to the shareholders' meeting (registration date). The Managing Board, or, in the event that the shareholders' meeting is convened by the Supervisory Board, the Supervisory Board, is authorized, when convening the shareholders' meeting, to shorten the period for registration and providing demonstration to as little as three days.

19.2 A separate proof of the ownership of shares, which is to be provided by the depository institution in text form, is necessary and sufficient for the proof of authorization according to section 19.1. The proof must be in the German or English language. The notification of the convening may permit additional languages, in which the proof may be provided, and additional institutions, from which the proof may be provided. The proof is to refer to the start of the twenty-first day before the shareholders' meeting and must be received by the company at the address, which is provided in the notification of convening for this, within the time limit provided in section 19.1.

19.3 The Managing Board is authorized to make provisions so that shareholders may submit their votes in writing or via electronic communication systems without attending the shareholders' meeting (absentee ballot). The Managing Board is also authorized to stipulate requirements regarding proceedings. These will be announced when the shareholders' meeting is convened.

20. Chairperson for the Shareholders' Meeting

20.1 The shareholders' meeting is to be chaired by the chairperson of the supervisory board and in the case that this person cannot attend, then by another member of the supervisory board, who shall be selected by the chairperson. In the case that none of these persons are able to assume the position of chairperson, then the chairperson for the meeting is to be chosen by the shareholders' meeting under the supervision of the oldest present common stockholder.

20.2 The chairperson for the meeting is to chair the meeting, determine the sequence of the items to be discussed and decide on the type of voting.

20.3 The chairperson for the meeting may limit the time for the shareholder's right to put questions and his/ her right to speak to a reasonable degree. In particular, the chairperson for the meeting may, at the beginning of the meeting or during the course of the meeting, set a reasonable time

frame for the course of the meeting, the discussion of the agenda items and the individual contribution to the discussion by means of questions and statements.

20.4 The chairperson for the meeting is authorized to permit a complete or partial video and audio broadcast of the shareholders' meeting in a manner to be defined more closely by the chairperson. The broadcast may also take place in a form to which the public has unrestricted access.

21. Voting Right and Voting

21.1 Each individual share certificate has one vote at the shareholders' meeting.

21.2 Voting rights can be exercised by proxy. Unless the law contains stipulations to the contrary regarding the granting of authority, its withdrawal and the provision of proof of authorization to the Company, the granting of authority, its withdrawal and proof of authorization to the Company must be in writing (section 126 b of the German Civil Code). The details of the granting of this authorization, its withdrawal and the provision of proof to the Company are announced when the meeting is convened, when relief can also be specified.

21.3 The shareholders' meeting is to pass its resolutions with a simple majority of the votes cast and if a capital majority is required with a simple majority of the capital stock, which is represented at the time of the passing of the resolution, to the extent that the law or the bylaws do not prescribe something to the contrary.

21.4 In the case of a tie after a second vote then the drawing of a lot is to decide.

IV. Annual Report and Appropriation of Profits

22. Fiscal Year, Annual Report and Appropriation of Profits

22.1 The fiscal year for the company is the calendar year.

22.2 During the first three months of the fiscal year, the board of directors is to prepare the annual report (balance sheet, profit and loss statement and appendix) for the past year, the consolidated financial statements, the management report and the group management report to present to the auditor. Promptly after receipt of the auditors' report, the above mentioned documents and the report are to be provided to the supervisory board along with a recommendation for the resolution of the shareholders' meeting for the appropriation of the net income shown on the balance sheet.

22.3 The supervisory board and the board of directors may place up to half of the net income for the year into other revenue reserves by means of the passing of a joint resolution.

23. Regular Shareholders' Meeting

The regular shareholders' meeting is to be held within the first eight months of each fiscal year. In Particular, it is to pass resolutions on the appropriation of the net income shown on the balance sheet, to select the auditor and ratify the actions of the board of directors and of the supervisory board, to elect supervisory board members and in those cases, which are provided for by statute, to assess the annual report.

24. Appropriation of Profits

24.1 The shareholders' meeting exists in order to pass a resolution according to section 23 on the appropriation of the net income shown on the balance sheet.

24.2 The shareholders' meeting is authorized to pass a resolution allowing the distribution of the net income on the balance sheet to the shareholders in addition to or in the place of a cash distribution.

25. Partial Payments for the Net Income on the Balance Sheet

After the end of the fiscal year, the board of directors is entitled to distribute an interim dividend to the shareholders with the approval of the supervisory board and in accordance with section 59 of the Stock Corporation Law.

V. Concluding Provisions

26. Changes to the Bylaws by the Supervisory Board

The supervisory board is authorized to pass resolutions on changes to the bylaws, which only affect the wording.

27. Partial Invalidity

If any current or future provision of this declaration of company bylaws is determined to be entirely or partially invalid, illegal or incapable of being enforced by any rule, law, or public policy, all other conditions and provisions of this agreement shall nevertheless remain in full force and effect. The same applies should a loophole be discovered or also if the invalidity of a provision in the bylaws is based, for example, on a standardized measurement of the service or time (deadline or appointment). Upon such determination that any term or other provision is invalid, illegal, incapable of being enforced, or also in cases of a loophole or a standardized measurement of service and time, the parties shall hereto negotiate in good faith to modify this provision so as to effect the original intent of the shareholders' or the original sense and purpose of the bylaws as closely as possible.