

Declaration of Conformity

This declaration of conformity relates to conformity with the recommendations of the GCGC in accordance with section 161 of the Aktiengesetz (AktG – German Stock Corporation Act).

Since the last declaration of conformity dated March 2009, CompuGROUP Holding AG has conformed with the recommendations of the GCGC as amended on June 6, 2008, subject to the deviations mentioned in the aforesaid declaration.

In the future, CompuGROUP Holding AG will conform to the recommendations of the GCGC as amended on June 18, 2009, with the following exceptions:

According to Section 5.1.2 of the GCGC, an age limit for members of the Management Board shall be specified. CompuGROUP does not comply with this recommendation and has no age limit for its Management Board members. The company does not see age as a relevant criterion to evaluate the performance and ability of its corporate officers.

According to Section 5.3.3 of the GCGC, The Supervisory Board shall form a nomination committee composed exclusively of shareholder representatives which proposes suitable candidates to the Supervisory Board for recommendation to the General Meeting. CompuGROUP does not comply with this recommendation as has no nomination committee. It is not considered necessary to constitute a separate nomination committee as a working procedure has been established for the Supervisory Board to carry out the duties of a nomination committee in close cooperation with the largest shareholders of CompuGROUP.

According to Section 5.4.1 of the GCGC, an age limit for members of the Supervisory Board shall be specified. CompuGROUP does not comply with this recommendation and has no age limit for its Supervisory Board members. The company does not see age as a relevant criterion to evaluate the performance and ability of its Supervisory Board members.

According to Section 5.4.6 of the GCGC, Members of the Supervisory Board shall receive fixed as well as performance-related compensation. Performance-related compensation should also contain components based on the long-term performance of the enterprise. CompuGROUP does not comply with this recommendation and has only a fixed compensation of the members of the Supervisory Board. All Supervisory Board members are expected, regardless of their compensation, to perform their tasks with the highest level of engagement with focus on the company's long-term success.

According to Section 7.1.2 of the GCGC, the company shall publish the annual group financial report within 90 days after the closing period. According to the financial calendar for 2010, the company intends to publish the group financial report on April 15, 2010. The company considers this a sufficient time frame.

Furthermore, section 7.1.2 of the GCGC recommends the publication of quarterly reports within 45 days after closing of the reporting period. CompuGROUP does not comply with this recommendation regarding the publication of the Q3-report. As in recent years, the company intends to publish its q3-report in the course of Medica in Düsseldorf, one of the world's largest medical fairs, on November 17, 2010.

Koblenz, in March 2010

Prof. Dr. Klaus Steffens

Chairman

Supervisory Board

Frank Gotthardt

Chairman

Executive Board