



CompuGroup Medical Aktiengesellschaft

Koblenz

- ISIN DE0005437305 -

- WKN 543730 -

Convening notice for the 2011 Annual General Meeting

We herewith invite our shareholders to the

2011 Annual General Meeting

to be held on

Wednesday, 11 May 2011, at 11:00 a.m.

at

R a t h a u s K o b l e n z

Conference Room 1 0 1

(Historical Town Hall Room)

Gymnasialstrasse 1

56068 Koblenz

Agenda

- 1. Presentation of the approved financial statements of CompuGroup Medical AG and the approved consolidated financial statements as of 31 December 2010, 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 2010**

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 headquarters of the Company at Maria Trost 21, 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 €0.25 shall be distributed from the net retained profits of fiscal year 2010 for each share with dividend rights. The dividend shall be paid on 12 May 2011. The Company's treasury shares do not have dividend rights. The number of shares with dividend rights can change up to the time of the General Meeting. In such case, an accordingly adjusted proposal concerning appropriation of net retained profits will be presented to the General Meeting with unchanged distribution of €0.25 for each share with 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 2010 in the amount of €17,103,475.59 be appropriated as follows:

Distribution of a dividend of €0.25	
for each share with dividend rights:	€12,557.160.50
Amount carried forward:	€4,546,315.09

3. Resolution concerning granting the members of the Management Board discharge from liability for fiscal year 2010

The Management Board and the Supervisory Board proposes that the members of the Management Board be granted discharge from liability for their actions in fiscal year 2010.

4. Resolution concerning granting the members of the Supervisory Board discharge from liability for fiscal year 2010

The Management Board and the Supervisory Board proposes that the members of the Supervisory Board be granted discharge from liability for their actions in fiscal year 2010.

5. Election of the auditor for financial statement audits in fiscal year 2011 and for reviews in fiscal year 2011

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 2011.

6. Resolution concerning election of members of the Supervisory Board

In accordance with §§ 96(1), 101(1) of the Stock Corporation Act (*Aktiengesetz – AktG*) and §§ 1, 4 of the One-Third Employee Participation in the Supervisory Board Act (*Gesetz über die Drittelbeteiligung der Arbeitnehmer im Aufsichtsrat – DrittelbG*), which replaced the Employees Representation Act of 1952 (*Betriebsverfassungsgesetz 1952*), as well as § 10(1) of the Articles of Association of the Company, the Supervisory Board is comprised of four shareholder representatives and two employee representatives. The terms of office of Prof. Dr. Klaus Steffens, Dr. Klaus Esser, Dr. Daniel Gotthardt and Prof. Dr. Rolf Heinz, who were elected as shareholder representatives, end at the close of the General Meeting on 11 May 2011. The Supervisory Board will be elected for the period until the closing of the General Meeting in which a resolution concerning the granting of discharge from liability for fiscal year 2013 is made. Under § 10(2) of the Articles of Association, this shorter term of office can be specified at the time of election. The General Meeting is not bound by the proposed candidates. It is intended that elections to the Supervisory Board be carried out in accordance with the German Corporate Governance Code by way of individual election.

a) The Supervisory Board proposes that

Dr. Klaus Esser, residing in Düsseldorf, managing director, General Atlantic GmbH, be elected as a member of the Supervisory Board.

Disclosures in accordance with § 125(1) sentence 5 AktG:

Dr. Esser is a member of the following supervisory boards that are required by law or comparable domestic or foreign supervisory bodies of commercial enterprises:

Chairman of the supervisory board of Navigon AG, Hamburg

Chairman of the supervisory board of amedes Holding GmbH, Göttingen

b) The Supervisory Board proposes that

Prof. Dr. Rolf Hinz, residing in Herne, orthodontist in private practice, be elected as a member of the Supervisory Board.

Disclosures in accordance with § 125(1) sentence 5 AktG:

Prof. Dr. Hinz is a member of the following supervisory boards that are required by law or comparable domestic or foreign supervisory bodies of commercial enterprises:

Member of the supervisory board of Stadtmarketing Herne GmbH, Herne

c) The Supervisory Board proposes that

Dr. Daniel Gotthardt, residing in Heidelberg, physician with the Heidelberg University Hospital, be elected as a member of the Supervisory Board.

Disclosures in accordance with § 125(1) sentence 5 AktG:

Dr. Gotthardt is currently not a member of any other supervisory boards that are required by law or comparable domestic or foreign supervisory bodies of commercial enterprises.

d) The Supervisory Board proposes that

Prof. Dr. Klaus Steffens, residing in Bernried, independent consultant, be elected as a member of the Supervisory Board.

Disclosures in accordance with § 125(1) sentence 5 AktG:

Prof. Dr. Steffens is a member of the following supervisory boards that are required by law or comparable domestic or foreign supervisory bodies of commercial enterprises:

Member of the supervisory board of MTU Aero Engines Holding AG

Member of the advisory board of Tyczak Totalgaz GmbH

Chairman of the advisory board of Poppe + Potthoff GmbH

7. Resolution on the cancellation of the Authorized Capital stipulated in § 4(5) of the Articles of Association, the creation of new Authorized Capital with authorization to exclude pre-emption rights, and the corresponding amendment to the Articles of Association.

The existing Authorized Capital (§ 4(5) of the Articles of Association) is currently €15,598,775.00 and has a term until 16 August 2011.

The authorization of the Management Board under § 4(5) of the Articles of Association to increase the share capital of the Company by up to €15,598,775.00 on or before 16 August 2011, shall be cancelled, and after cancellation of the existing authorized capital, a new authorized capital in the amount of €26,609,675.00 is to be created.

The Management Board and Supervisory Board propose the following resolution:

a) § 4(5) of the Articles of Association shall be cancelled effective as of the date of registration of the new version of § 4(5) of the Articles of Association in the commercial register.

b) The Management Board is authorized to increase the share capital of the Company by up to €26,609,675.00 (Authorized Capital) on or before 11 May 2016, with the approval of the Supervisory Board, in one or more tranches by issuing new shares against cash or in-kind contributions.

The Management Board is authorized, with the approval of the Supervisory Board, to exclude the statutory pre-emption rights of the shareholders

- in order to exclude pre-emption rights for fractional shares;
- in the case of a capital increase against in-kind contributions, in order to issue shares for the purpose of acquiring companies, portions of companies or equity interests in companies;
- in the case of a capital increase against cash contributions, if the issue price of the new shares is not significantly below the stock market price and the pro-rata portion of the share capital attributable to the new shares for which pre-emption rights are excluded does not exceed 10% of the share capital, either at the time this authorization comes into force or the time it is utilized.
- in the case of a capital increase for the purpose of issuing employee shares, if the pro-rata portion of the share capital attributable to the new shares for which pre-emption rights are excluded does not exceed 10% of the share capital, either at the time this authorization comes into force or the time it is utilized.

The Management Board is authorized, with the approval of the Supervisory Board, to specify the remaining details for the performance of capital increases from Authorized Capital.

c) § 4(5) of the Articles of Association shall be rewritten as follows:

"(5) The Management Board is authorized to increase the share capital of the Company by up to € 26,609,675.00 (Authorized Capital) on or before 11 May 2016, with the approval of the Supervisory Board, in one or more tranches by issuing new shares against cash or in-kind contributions. The Management Board is authorized, with the approval of the Supervisory Board, to specify the remaining details for the performance of capital increases from Authorized Capital.

As a rule, shareholders are to be granted pre-emption rights if the Authorized Capital is utilized. The Management Board is authorized, with the approval of the Supervisory board, to exclude the statutory pre-emption rights of the shareholders

- in order to exclude pre-emption rights for fractional shares;
- in the case of a capital increase against in-kind contributions, in order to issue shares for the purpose of directly or indirectly acquiring companies, portions of companies or equity interests in companies;
- in the case of a capital increase against cash contributions, if the issue price of the new shares is not significantly below the stock market price and the pro-rata portion of the share capital attributable to the new shares for which pre-emption rights are excluded does not exceed 10% of the share capital, either at the time this authorization comes into force or the time it is utilized.
- in the case of a capital increase for the purpose of issuing employee shares, if the pro-rata portion of the share capital attributable to the new shares for which pre-emption rights are excluded does not exceed 10% of the share capital, either at the time this authorization comes into force or the time it is utilized.

In accordance with § 203(2) sentence 2 AktG and § 186(4) sentence 2 AktG , the Management Board makes the following report on Agenda Item 7:

In the General Meeting of the Company, the authorization under § 4(5) of the Articles of Association to increase the share capital of the Company on or before 16 August 2011 by up to €15,598,775.00 is to be cancelled and replaced by new Authorized Capital of €26,609,675.00 (Authorized Capital). For reasons of flexibility, it shall be possible to utilize the Authorized Capital either for cash or for in-kind capital increases. As a rule, the shareholders of the Company have pre-emption rights in the case of a capital increase from Authorized Capital. The Management Board, however, is to be authorized to exclude shareholder pre-emption rights, with the approval of the Supervisory Board,

- a) in order to exclude pre-emption rights for fractional shares;
- b) in the case of a capital increase against in-kind contributions, in order to issue shares for the purpose of acquiring companies, portions of companies or equity interests in companies;
- c) in the case of a capital increase against cash contributions, if the issue price of the new shares is not significantly below the stock market price and the pro-rata portion of the share capital attributable to the new shares for which the pre-emption rights are excluded does not exceed 10% of the share capital, either at the time this authorization comes into force or the time it is utilized;
- d) in the case of a capital increase for the purpose of issuing employee shares, if the pro-rata portion of the share capital attributable to the new shares for which pre-emption rights are excluded does not exceed 10% of the share capital, either at the time this authorization comes into force or the time it is utilized.

In accordance with § 203(2) sentence 2 AktG and § 186(4) sentence 2 AktG, the Management Board makes the following report on this authorization to exclude pre-emption rights. Beginning as of the date that the General Meeting convening notice is issued, the report will be available for inspection by shareholders in the business offices of the Company and on the Company's internet site at www.cgm.com/hv. Upon request, this report will be forwarded to any shareholder without delay and at no cost. The report is fully disclosed as follows:

Re point a):

This is intended to make exclusion of pre-emption rights for fractional shares possible, in order to facilitate performance of a share issue with shareholder pre-emption rights. Fractional amounts can result from the issue volume and choice of a practical subscription ratio. The value of fractional shares per shareholder is, as a rule, small, while the expense for issuing shares without exclusion of pre-emption rights for fractional amounts is considerably higher. The exclusion is therefore a practical measure that makes it easier to perform a share issue. The fractional new shares to be excluded from the pre-emption rights of shareholders will either be sold on the stock exchange or realised by other means to the best advantage of the Company.

Re point b):

This is intended to also make exclusion of pre-emption rights possible for in-kind capital increases. The Company also plans to directly or indirectly acquire companies, portions of companies, equity interests or assets related to such an intention in the future. This is intended to increase the competitiveness of the Company and its earnings power and enterprise value. In the context of the measures planned by the Company, very high consideration must often be rendered which often is not to be or cannot be rendered in money. Not infrequently, sellers insist on receiving shares as consideration since this can be more favourable for them. The possibility of using treasury shares as an acquisition currency gives the Company the necessary leeway to quickly and flexibly utilize acquisition opportunities which may present themselves. It makes it possible for the Company to acquire even large, expensive companies, portions of companies or equity interests in companies in exchange for shares. It must be possible to exclude shareholder pre-emption rights for such measures. Since acquisitions of this type must in most cases take place at short notice, they generally cannot be decided by the General Meeting which takes place only once [a year]. Authorized Capital that the Management Board – with the approval of the Supervisory Board – can access quickly is necessary.

Re point c):

The possibility of excluding pre-emption rights for capital increases against cash contributions of up to 10% of the share capital is intended to make it possible for the Management Board, with the approval of the Supervisory Board, to react at short notice to imminent financing needs and implement strategic decisions. This possibility of excluding pre-emption rights, which is expressly provided by law, makes it possible for the Management Board to take advantage of favourable stock market situations at short notice and thus achieve the largest possible issuing proceeds and the largest possible increase in the equity base. The authorization extends to up to 10% of the share capital of the Company. If this possibility to increase capital in this manner is utilized, management will limit any discount of the issue price compared to the stock market price such that the issue price is not significantly lower than the stock market price. Based on past experience, due to the ability to act more quickly, such a capital increase generates higher proceeds than a comparable capital increase with shareholder pre-emption rights. Since the new shares are issued at an issue price close to the stock exchange price, if such an offer is made every shareholder can acquire shares on the market at approximately the same terms in order to maintain his or her percentage ownership interest.

Re point d):

Pre-emption rights can also be excluded if shares are issued to employees of CompuGroup Medical AG and its group companies. The law favours the issuing of employee shares and it is therefore possible in expedited form. The main purpose of issuing employee shares is to promote the integration of employees into the Company and their long-term loyalty. When setting the issue price, a customary benefit can be given in the case of employee shares. This authorization to exclude pre-emption rights also extends to up to 10% of the share capital of the Company.

The Management Board shall carefully examine on a case-by-case basis whether it will utilize the authorization for a capital increase and the exclusion of pre-emption rights. The Management Board will exclude pre-emption rights in a specific case only if the circumstances described in general terms in this report exist and the exclusion of pre-emption rights is in the interests of the Company. The Supervisory Board will only grant the approval required for the utilization of Authorized Capital and exclusion of pre-emption rights if these conditions are satisfied. The Management Board and the Supervisory Board shall examine on a case-by-case basis whether the exclusion of pre-emption rights is necessary, appropriate, reasonable and in the interests of the Company. The Management Board will present a report concerning the utilization of the authorization at the next General Meeting.

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, 7 May 2011 (12:00 midnight CEST) are entitled to participate in the General Meeting. 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
60605 Frankfurt
Fax: +49 69 12012-86045
WP.HV@Xchanging.com

The registration application must be in text form (§ 126b of the German Civil Code (*Bürgerliches Gesetzbuch* – (BGB)) in the German or English language. 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., 20 April 2011 (12:00 midnight CEST) (the “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 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:

CompuGroup Medical AG
c/o Deutsche Bank AG
General Meetings
P.O. Box 20 01 07
60605 Frankfurt
Fax: +49 69 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 represent them and exercise their voting rights, for example a shareholder association, financial institution or other third party. 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) 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 shareholder association or persons or institutions considered to be their equivalent under § 135 (8) and § (10) 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
Attention Ms Tina Römer
Maria Trost 21
56070 Koblenz
Fax: +49 261 8000 3236

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

hv@cgm.com

CompuGroup Medical AG also offers its shareholders the possibility to have 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 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 the exercise of 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 10 May 2011 (date of receipt) to:

CompuGroup Medical AG
c/o ITTEB GmbH & Co. KG
Vogelanger 25
86937 Scheuring
Fax: +49 8195 9989 664

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

cgm2011@itteb.de

Additional information concerning the proxy process is also available on the registration and proxy forms as well as on the internet webpage 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 10 April 2011 (12:00 midnight CEST).

Please send such requests to the following address:

CompuGroup Medical AG
Management Board
Maria Trost 21
56070 Koblenz
Fax: +49 261 8000 3236
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 internet 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 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) or for members of the Supervisory Board (Agenda Item 6). 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 26 April 2011 (12:00 midnight CEST):

CompuGroup Medical AG
Management Board
Maria Trost 21
56070 Koblenz
Fax: +49 261 8000 3236
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 +49 261 8000 1237. 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 internet address www.cgm.com/hv.

Publications on the Company's internet website

The information required under § 124a AktG is made accessible to shareholders on the internet 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 2,990,708 treasury shares, which do not confer any rights on the Company.

Koblenz, March 2011

CompuGroup Medical Aktiengesellschaft

Management Board

CompuGroup Medical AG Maria Trost 21 56070 Koblenz

Telephone (0261) 8000 1237 Fax (0261) 8000 3236

E-mail: hv@cgm.com

<http://www.cgm.com>