

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 February 2011, CompuGroup Medical AG has conformed to the recommendations of the GCGC as amended on 26 May 2010, subject to the deviations mentioned in the aforesaid declaration.

In the future, CompuGroup Medical AG will comply with the recommendations of the GCGC as amended on 26 May 2010 with the following exceptions:

According to Section 2.3.3 of the GCGC

The company shall assist shareholders in providing postal voting opportunities. A decision to make use of the authorization pursuant to section 19.3 of the articles of association of the company will be made separately before each individual General Meeting.

According to Section 4.1.5 of the GCGC

The Management Board shall take diversity into consideration when filling managerial positions and, in particular, aim for an appropriate consideration of women. Regarding the occupation of leadership positions in the company, the Management Board considers an appropriate diversity with regards to the company's international scope and evaluates male and female candidates based on the same criteria.

According to Section 5.1.2 of the GCGC

An age limit for members of the Management Board shall be specified. CompuGroup Medical does not comply with this recommendation and has not fixed an 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. The Supervisory Board considers an appropriate diversity with regards to the company's international scope and evaluates male and female candidates based on the same criteria.

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 Medical 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 Medical.

According to Section 5.4.1 of the GCGC

An age limit for members of the Supervisory Board shall be specified. CompuGroup Medical does not comply with this recommendation and has not fixed an 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. Contrary to the recommendation of the GCGC the company will predominantly assure that the Supervisory Board will be composed of members who possess the requisite expertise, skills and professional experience. Therefore the Supervisory Board will not determine abstract fixed aims for its own composition, which need to be considered in the candidate proposals to the Annual General Meeting.

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 Medical 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. Furthermore the membership in a committee, or the exercise of an office as deputy chairman in the Supervisory Board will not lead to an extra compensation.

Koblenz, February 2012

Prof. Dr. Klaus Steffens
Chairman
Supervisory Board

Frank Gotthardt
Chairman
Management Board