

## **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 2012, 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 15 May 2012 with the following exceptions:

### **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.

### **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.

### **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 believes that a rigid age limit does not represent an appropriate selection criterion for its corporate officers and will consider this aspect on a case by case basis when evaluating potential candidates. 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.

### **Section 5.2 of the GCGC**

The company deviates from the recommendation in section 5.2 of the GCGC stipulating that the Chairman of the Supervisory Board shall not be Chairman of the Audit Committee. The Chairman of the Supervisory Board of CompuGroup Medical has specific knowledge and experience in the field of accounting and internal control procedures and is also considered to be independent.

### **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.

### **Section 5.4.1 of the GCGC**

According to section 5.4.1 of the Corporate Governance code 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 believes that a rigid age limit does not represent an appropriate selection criterion for its Supervisory Board Members and will consider this aspect on a case by case basis when evaluating potential candidates.

With regard to the composition of the Supervisory Board, the company will predominantly take into account potential candidates' expertise, skills and professional experience.

The Supervisory Board will not specify concrete objectives regarding its composition which need to be considered in election recommendations to the Annual General Meeting, in order to retain flexibility in assessing the suitability of potential candidates.

### **Section 5.4.6 of the GCGC**

The compensation arrangements for the Supervisory Board basically provide for a uniform fixed compensation. All Supervisory Board members are expected to perform their tasks with the highest level of engagement with focus on the company's long-term success. Up to now, only the chairman of the Supervisory Board receives a 50 percent higher compensation, because the work pattern of the chairman is clearly larger than the work pattern of all other Board Members, including the deputy chairman and the committee members.

### **Section 7.1.2 of the GCGC**

With the publication of the quarterly report for the 3<sup>rd</sup> quarter of 2013 the company deviates from the recommendation of the GCGC, which says that companies should publish interim reports within 45 days after the end of the reporting period. Traditionally the company publishes its 3<sup>rd</sup> quarter report during the world's largest healthcare trade fair Medica taking place every year. In 2013, the publication is scheduled for November 20<sup>th</sup> 2013.

Koblenz, September 2012

Prof. Dr. Klaus Steffens  
Chairman  
Supervisory Board

Frank Gotthardt  
Chairman  
Management Board