

Compliance Declaration pursuant to section 161 Stock Corporation Act (AktG)

The Management Board and Supervisory Board of MEDICLIN Aktiengesellschaft (MediClin) declare that since the issue of the last declaration of compliance on March 18, 2014 with the exceptions outlined below

- MediClin has complied with the regulations of the version of the German Corporate Governance Code (Code) of May 13, 2013 published in the official section of the Federal Gazette, and
- has complied and will continue to comply with the regulations of the version of the Code of June 24, 2014 published in the official section of the Federal Gazette on September 30, 2014.

Number 4.2.2, subsection 2, sentence 3:

In accordance with number 4.2.2, subsection 2, sentence 3, the Supervisory Board shall consider the relationship between the compensation of the Management Board and that of senior management and the staff overall, particularly in terms of its development over time, whereby the Supervisory Board shall determine how senior managers and the relevant staff are to be differentiated.

The Supervisory Board considers the appropriateness of the compensation of the Management Board in accordance with his duties. The Supervisory Board takes also into account the Company's internal compensation structure. The formal procedure according to number 4.2.2, subsection 2, sentence 3, is not necessary in the view of the Supervisory Board, because it does not lead to an improvement of the quality of the decision. Therefore a deviation from this recommendation is declared.

Number 4.2.5, subsection 3, sentence 1 and sentence 2:

In accordance with Number 4.2.5, subsection 3, sentence 1 and sentence 2, for financial years starting after 31 December 2013, and for each Management Board member, specific information about the compensation of the Management Board shall be presented in the compensation report. In doing so the model tables provided in the appendix shall be used to present this information.

In the view of the Supervisory Board and Management Board the so far used descriptive and tabular presentation of the compensation of the Management Board is comprehensive and understandable and thus a suitable basis to evaluate the appropriateness of the compensation of the Management Board. In the judgement of the Management Board and Supervisory Board a change of the presentation of the compensation of the Management Board to the model tables does not provide an informational added value. Out of this reason the model tables are not being used.

Number 5.4.6, subsection 2, sentence 2:

In accordance with number 5.4.6, subsection 2, sentence 2, to the extent that the Supervisory Board members have been pledged a performance-oriented compensation, said compensation is to be geared to the company's long-term development.

In accordance with section 12, subsection 2 of the Articles of Association, the members of the Supervisory Board receive a variable capped compensation for each percentage of the dividend paid out over and above one percentage of 4%, the calculation being based on the amount of the share capital. As the decision on payment of a dividend depends on ratios (distribution criteria) which, for their part, consider aspects of a performance-oriented company development, we therefore assume the variable section of the compensation to be geared, in compliance with the code, to the "company's long-term development". As, however, a possibility exists of other views being represented, as a preemptive measure a declaration of deviation from this recommendation of the code is made.

Offenburg, March 2015

MEDICLIN Aktiengesellschaft

The Supervisory Board

The Management Board