

Declaration of Conformity of MediClin AG according to Article 161 of the German Stock Corporation Act

The Management Board and Supervisory Board of MediClin AG declare a revised form of Declaration of Conformity according to Article 161 of the German Stock Corporation Act.

The Supervisory Board and Management Board of MediClin AG declare that they complied and comply with the recommendations of the "German Corporate Governance Code" as specified in the version of June 2, 2005 effective since July 20, 2005 with the following exceptions:

- The remuneration of the members of the Management Board and the remuneration of the members of the Supervisory Board are not individualised reported in the Notes to the Consolidated Financial Statements (section 4.2.4 and section 5.4.7 paragraph 3 sentence 1).
- The Deputy Chairman of the Supervisory Board and the committee members of the Supervisory Board are not receiving a separate remuneration (section 5.4.7 paragraph 1 sentence 3).
- Payments made by the company to the members of the Supervisory Board or advantages extended for services provided individually, in particular, advisory or agency services are not reported in the Notes to the Consolidated Financial Statements in 2004 (section 5.4.7 paragraph 3 sentence 2). The Report will but included in the Consolidated Financial Statements of 2005 and after.

Frankfurt am Main, August 2005

MediClin AG

The Supervisory Board

The Management Board