

Declaration of Conformity

pursuant to section 161 Stock Corporation Act (AktG)

The Management Board and Supervisory Board of MEDICLIN Aktiengesellschaft (MediClin) declare that since submitting the last declaration of compliance on March 18, 2015 MediClin has complied with the regulations of the code published in the official section of the Federal Gazette in its version of May 24, 2014 and since published in the Federal Gazette on June 12, 2015 is complying with the recommendations of its version of May 5, 2015 and will continue to do so in the future with the following exceptions:

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 dutifully considers the appropriateness of compensation of the Management Board. The Supervisory Board incorporates the intercompany compensation structure while defining the compensation of the Management Board. The proposed formal procedure of number 4.2.2, subsection 2, sentence 3 is not necessary according to the opinion of the Supervisory Board because it does not improve the quality of the decision. Therefore a deviation from this recommendation of the code is made.

Number 4.2.5 subsection 3 and subsection 4

The Management Board and the Supervisory Board have decided to propose to the Annual General Meeting on May 25, 2016, to waive the disclosure of the individualised Management Board compensation in the annual financial statements and in the consolidated financial statements of the Company for the financial years 2016 till 2020 based on a respective resolution and in accordance with section 286 paragraph 5 sentence 1 and section 314 paragraph 2 sentence 2 HGB.

Until then and if the Annual General Meeting does not adopt that resolution the following will hold true:

In accordance with number 4.2.5 subsection 3 and subsection 4, special information for each Management Board member on his compensation shall be disclosed in the compensation report for financial years starting after December 31, 2013. The model tables provided in the appendix of the code shall be used to present this information.

According to the opinion of the Supervisory Board and Management Board the so far used descriptive and tabular form of disclosure of the Management Board compensation is comprehensive and understandable and therefore the right basis to judge the appropriateness of the Management Board compensation. The Management Board and the Supervisory Board take the view that a change in presenting the Management Board compensation using the model tables does not provide any additional information. Out of this reason the model tables are not being used.

If the General Annual Meeting does pass the above mentioned resolution, then following declaration of the Management Board and the Supervisory Board will be apply:

The disclosure of the Management Board compensation observes the legal regulations considering the so called Opt-out-resolution of the Annual General Meeting of May 25, 2016.

Subsequently the disclosure of the individual Management Board compensation will cease in accordance with section 286 paragraph 5 sentence 1 and section 314 paragraph 2 sentence 2 HGB for the financial annual statements and in the Group financial statements of the years 2016 till 2020 (including).

As long as the respective Opt-Out-resolution of the Annual General Meeting prevails the Company will not comply with the recommended format according number 4.2.5 paragraph 3 and paragraph 4 in the remuneration report.

Number 5.4.1 subsection 2 sentence 1

In accordance with number 5.4.1 subsection 2 sentence 1 of the version May 5, 2015 the Supervisory Board shall specify a regular limit of length of membership for the members of the Supervisory Board.

In its meeting on March 22, 2016 the Supervisory Board decided to specify no regular limit of length of membership for the members of the Supervisory Board. The membership of the Supervisory Board shall only focus on knowledge and professional qualification of the members in accordance with the Company's interest. The Supervisory Board does not consider a fixed regular limit of length as appropriate, because the respective period of office for Supervisory Board members defined by law and in the articles of association prescribes a reasonable timeframe for the mandates. Therefore a deviation from this recommendation of the code is made.

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 paragraph 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 pre-emptive measure a declaration of deviation from this recommendation of the code is made.

Offenburg, March 2016

MEDICLIN Aktiengesellschaft

The Supervisory Board

The Management Board