

Declaration of conformity pursuant to Section 161 German Stock Corporation Act (AktG)

The Management Board and Supervisory Board of MEDICLIN Aktiengesellschaft (MEDICLIN AG) declare that since issuing the last declaration of conformity in November 2020 has complied and continues to comply with the recommendations of the German Corporate Governance Code (Code) of 16 December 2019, published in the official section of the Federal Gazette by the Federal Ministry of Justice on 20 March 2020, with the exceptions outlined below:

Recommendation D.1 of the Code

In accordance with Recommendation D.1 of the Code, the Supervisory Board shall adopt its own rules of procedure and shall publish these on the Company's website.

The recommendation was not complied with until 1st November 2021. Since 2nd November 2021 the rules of procedure of the Supervisory Board have been available on the website of MEDICLIN AG and the recommendation has since been fully complied with.

G. Remuneration of the Management Board and Supervisory Board

The remuneration system approved by the Supervisory Board on 25 March 2021 and approved by the Annual General Meeting on 26 May 2021 applies to all new Management contracts with Members of the Board of Management to be concluded and concluded thereafter, as well as to contract extensions. The previous remuneration practice and thus also the old contracts already correspond to a large extent to the new remuneration system.

Recommendations G.1 to G.16 of the Code contain detailed rules concerning the remuneration of the Management Board. The Supervisory Board dealt extensively with the recommendations of the Code concerning the remuneration system. From the Supervisory Board's point of view, some of the requirements to be derived from certain recommendations are not feasible for MEDICLIN AG or are implemented mutatis mutandis by MEDICLIN-specific rules. Against this background, deviations from the following recommendations are explained:

Recommendation G.3 of the Code

In accordance with Recommendation G.3 of the Code, the Supervisory Board should use a suitable comparison group of other companies to assess the customary of the total remuneration of the members of the Board of Management in comparison to other companies, the composition has to be disclosed. The peer group comparison should be used wisely so that there is no automatic upward trend.

The Supervisory Board is of the opinion that, on the one hand, a peer group comparison supports an automatic upward trend despite being used wisely and, in particular, does not represent a suitable criterion for the appropriateness of the total remuneration, especially for group companies such as MEDICLIN AG.

Recommendation G.4 of the Code

In accordance with Recommendation G.4 of the Code, the Supervisory Board should consider the customary of the Management Board remuneration within the Company to the remuneration of the senior management group and the workforce as a whole and in the course of development when determining the criteria for the remuneration of the Management Board.

The Supervisory Board discusses the appropriateness of the Management Board's remuneration as its duty. In determining the Management Board remuneration, the Supervisory Board also takes the Company's internal remuneration structure into consideration. However, the Supervisory Board is of the opinion that the formal approach as recommended by the Code is not required, because it does not enhance the decision quality.

Recommendation G.6 of the Code

In accordance with Recommendation G.6 of the Code, the variable remuneration resulting from the achievement of long-term oriented goals should exceed the proportion of short-term oriented goals.

The Supervisory Board is of the opinion that the agreed and approved remuneration system contains sufficient incentives for the implementation of strategic measures as a contribution to the sustainable and long-term development of the Company and does not require any further arithmetical requirements.

Recommendation G.10 of the Code

In accordance with Recommendation G.10 of the Code, the variable compensation amounts granted to the Management Board Member are to be invested predominantly in shares of the Company or granted accordingly on a share-based basis, taking into account the respective tax burden. The Management Board Member should only be able to have access to the long-term variable grant amounts after four years.

The Management Board remuneration system of MEDICLIN AG does not provide for share-based variable remuneration and the Members of the Management Board were and are not obliged to invest the variable remuneration amounts predominantly in shares of the Company. Against the background of the structure of the shareholder base and the low liquidity of the share, the Management Board and the Supervisory Board do not consider it appropriate to give the Management Board Members instructions on how and under what deadlines they must invest their variable remuneration amounts.

Recommendation G.11 of the Code

In accordance with Recommendation G.11 of the Code, the Supervisory Board should have the opportunity to take extraordinary developments into account within an appropriate framework. In justified cases, a variable remuneration should be withheld or reclaimed.

The Supervisory Board assumes that it is sufficient if the company's claims for reclaim, or retention of variable remuneration components are governed by the legal provisions. This is also anchored

in the remuneration system. It does not see any need to enter into separate agreements with the Members of the Board of Management that provide for a malus clause in the event of violations of regulations or that provide for the possibility of retaining and reclaiming variable remuneration for certain (extraordinary) events.

Recommendation G.13 of the Code

In accordance with Recommendation G.13 sentence 1 of the Code, payments to a Member of the Management Board in the event of premature termination of the Management Board's activities should not exceed the value of two years' remuneration (severance cap) and should not be remunerated more than the remaining term of the management contract.

The supervisory board assumes that there is a severance payment cap comparable to the recommendation, since in the event of dismissal and exemption, the Management Board Member only receives the fixed remuneration. Although the severance payment could also exceed the value of two annual remuneration in purely mathematical terms, a remuneration of more than the remaining term is thus excluded.

Recommendation G.18 of the Code

In accordance with Recommendation G.18 Sentence 1 of the Code, the Supervisory Board remuneration should be a fixed remuneration. If members of the Supervisory Board are granted performance-related remuneration, it shall be geared to the long-term development of the Company in accordance with Recommendation G.18 Sentence 2.

Until 31st December 2020, performance-based compensation was paid, which was linked to key figures, which in turn took into account aspects of success-oriented corporate development. Since it cannot be ruled out that this was not in accordance with Recommendation G.18 sentence 2 of the Code, a deviation is declared as a precaution for the period up to 31st December 2020. Since 1st January 2021, the remuneration of the Supervisory Board has consisted only of fixed remuneration and there is no longer any deviation.

Offenburg, November 2021

MEDICLIN Aktiengesellschaft

The Supervisory Board

The Management Board