

## Conformity Declaration

On 21 March 2012, the Management Board and the Supervisory Board of MEDICLIN Aktiengesellschaft (MediClin) submitted a new conformity declaration regarding the German Corporate Governance Code (DCGK), pursuant to Section 161 of the German Stock Corporation Act (AktG). The declaration refers to the version of the German Corporate Governance Code valid as of 26 May 2010. With the following declaration the Management Board and the Supervisory Board are updating their conformity declaration from 22 March 2011 and the amendment from 10 November 2011 as follows:

At present and in the future MediClin have complied and will comply with all recommendations as of the 26 May 2010 version of the Government Commission German Corporate Governance Code with the following exception:

Ziffer 4.2.3 Abs. 2 Satz 2 und Abs. 3 Satz 3 DCGK:

According to Section 4.2.3 paragraph 2 sentence 2 DCGK the monetary compensation elements of management board members shall comprise fixed and variable elements. A retroactive change of performance targets or comparison parameters of the variable compensation elements shall be excluded according to Section 4.2.3 paragraph 3 sentence 3 DCGK. Since the change of the contracts of the Management Board Members as of 1 November 2011 and in view of the related compensation of the previous variable compensation elements including the share appreciation right against pro rata single payments MediClin does not comply in part. The new Chairman of the Management Board, Frank Abele, receives furthermore a fixed and a variable compensation, the Board Member Dr. Ulrich Wandschneider receives only a fixed compensation.

The change was conducted against the background of changed condition in the course of the acquisition of the majority of shares in MediClin by Asklepios Kliniken Gesellschaft mit beschränkter Haftung, Hamburg, and the related changes in the Management Board of MediClin, namely the rescindment of the nomination of Dr. Ulrich Wandschneider as Chairman of the Management Board and the appointment of Frank Abele to be Chairman of the Management Board of MediClin. Dr. Ulrich Wandschneider is still Member of the Board of Management of MediClin plus Managing Director of Asklepios Kliniken Gesellschaft mit beschränkter Haftung and Chairman of the Corporate Management of the Asklepios Group.

Offenburg, 21 March 2012

MEDICLIN Aktiengesellschaft

The Supervisory Board

The Management Board