

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

On 21 March 2013, the Management Board and Supervisory Board of MEDICLIN Aktiengesellschaft (MediClin) issued a new declaration of compliance with the German Corporate Governance Code (Code) pursuant to section 161 AktG. By issuing this declaration, the Management Board and Supervisory Board update their compliance declaration of 21 March 2012.

Since submitting the last declaration of compliance of 21 March 2012, MediClin has complied with the regulations of the code and is currently complying with the recommendations and will continue to do so in the future with the following exceptions. The present Compliance Declaration for the period 22nd March 2012 to 14 June 2012 relates to the version of the code of 26 May 2010, and for the period since 15 June 2012 to the version of the code of 15 May 2012 which was published in the official section of the Federal Gazette on 15 June 2012.

Number 4.2.3, subsection 2, sentence 2:

In accordance with number 4.2.3, subsection 2, sentence 2 German Corporate Governance Code (Code), the monetary compensation sections of the Management Board compensation should comprise fixed and variable components.

The Management Board member Dr. Ulrich Wandschneider, who was in office until 31 May 2012, received only a fixed compensation. This was due to the altered background conditions following the acquisition of the stock majority in MediClin by Asklepios Kliniken Gesellschaft mit beschränkter Haftung, Hamburg, and the consequent changes in the Management Board. Dr. Ulrich Wandschneider was replaced in his post as Chairman of the Management Board of MediClin by Mr. Frank Abele in November 2011 as a result of alterations in the contractual basis and, as Managing Director of Asklepios Kliniken Gesellschaft mit beschränkter Haftung, has been responsible since then for managing the Asklepios Group. From 1 June 2012, Dr. Ulrich Wandschneider took up his office as member of the company's Supervisory Board following his election by the Annual General Meeting.

Number 5.4.6, subsection 2, sentence 2:

In accordance with number 5.4.6, subsection 2, sentence 2 in the version of 15 May 2012, 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 (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, 21 March 2013

MEDICLIN Aktiengesellschaft

The Supervisory Board

The Management Board