

Conformity Declaration

On 22 March 2011, the Management Board and the Supervisory Board of MediClin AG submitted a new conformity declaration regarding the German Corporate Governance Code (DCGK), pursuant to Section 161 of the German Stock Corporation Act (AktG). Up to July 1, 2010 this declaration refers to the version of the German Corporate Governance Code valid as of 18 June 2009 and from 2 July 2010 refers to the version of the German Corporate Governance Code valid as of 26 May 2010.

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.

MediClin did not comply with the recommendations of the respective valid version of the German Corporate Governance Code in the following sections:

Section 3.8 paragraph 3 DCGK:

The Act on the Appropriateness of Management Board Compensation (VorstAG) allowed for D&O policies for the Management Board and Supervisory Board, whose agreed deductible was below the required amount of the DCGK, a transition period up to 30 June 2010 to match the D&O policies with the new recommendations. Within this period MediClin has adapted the D&O policies to the new recommendations. Since then MediClin complies with the recommendation of item 3.8 para.3 DCGK, according to which in a D&O policy for the Supervisory Board a deductible of at least 10% of the loss up to at least the amount of one and a half times the fixed annual compensation of the Supervisory Board member must be agreed upon.

Section 5.4.1 paragraph 2 DCGK:

In its meeting on November 10, 2010 the Supervisory Board passed a resolution regarding concrete objectives in respect to the composition of the Supervisory Board, which, in addition to the objectives already observed, include a commensurate women's quota.

Section 5.4.6 paragraph 1 sentence 3 DCGK:

On May 26, 2010, the General Annual Meeting agreed to an amendment to the Articles of Incorporation regarding the adjustment of the Supervisory Board compensation to the recommendations of the DCGK; the amendment to the Articles of Incorporation was registered at the Company's Commercial Register on June 2, 2010. Up to this time only the chairmanship of the Supervisory Board was additionally remunerated. Henceforth also the vice-chairmanship and the chair and membership in the committees are considered at compensation.

Offenburg, March 22, 2011

MEDICLIN Aktiengesellschaft

The Supervisory Board

The Management Board