

Corporate Governance Declaration according to section 289a Commercial Code (HGB)

We view the Corporate Governance Declaration as an opportunity to communicate the stability and sustainability of corporate governance at MEDICLIN Aktiengesellschaft (MediClin). We want our declaration to be in a place where it can be easily accessed and have therefore published it on our website as well as in the Corporate Governance Report under www.mediclin.de/corporate-governance.

Section 289a HGB specifically demands that the declaration comprise the following:

- The Compliance Declaration pursuant to section 161 Stock Corporation Act (AktG),
- Relevant information on corporate governance methods applied in addition to the statutory requirements along with a reference to where this information can be publicly accessed, and
- Description of the working methods of the Management Board and Supervisory Board and of the composition and working methods of their committees.

Compliance Declaration 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 consolidated 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 mem-

bers 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

Relevant information on corporate governance methods

Guiding principles

Based on the notion of "shaping the future together", the values and fundamentals which apply for the actions of the staff are defined in the guiding principles of MediClin. These guiding principles characterise the behaviour towards customers, suppliers, shareholders as well as to the general public but also the behaviour among staff members. They set forth the foundations and rules for dealing fairly with each other and for responsible corporate governance. They also define the strategic company goals which management and staff aim to achieve under their own authority. Target agreements are a key element of our management philosophy and partially form a component of our compensation system.

The principles are published on our website under

www.mediclin.de/en/Themen/Company/MediClins-guiding-principles.aspx.

Description of the working methods of the Management Board and Supervisory Board and of the composition and working methods of the committees

Management and controlling body of MediClin

In accordance with the German Stock Corporation Act, MediClin has a Management Board comprising two persons and a Supervisory Board comprising twelve persons. In accordance with the German Co-Determination Act, the Supervisory Board consists of the same number of shareholder representatives and employee representatives.

Tasks of the Management Board

The Management Board currently comprises two members, with one member holding the office of Chairman of the Management Board. The tasks and responsibilities of the Management Board members are defined in the Rules of Procedure for the Management Board and the department responsibilities.

The Management Board manages the company under its own authority in the interests of the company, the goal being to create lasting value; it performs this task in consideration of the interests of the shareholders, its employees and the other groups affiliated to the company (stakeholders). It ensures observance of the statutory regulations and company internal directives and their compliance by the Group companies. It makes sure that appropriate risk management and risk controls apply in the company. It develops the company's strategy, coordinates its development with the consent of the Supervisory Board and ensures its realisation. The Management Board is responsible for preparing the company's quarterly financial statements, the annual financial statements of MediClin and the Group financial statements.

The Management Board works closely together with the Supervisory Board. The Management Board regularly, promptly and comprehensively informs the Supervisory Board about all questions of relevance to the company with regard to strategy, budgets, company development, risk situation, risk management and compliance and regarding deviations from budgets and targets, including the reasons.

Independence of the Board Members

Some of the members of the Supervisory Board hold or held last year leading positions in other companies to which MediClin maintains business relations. Business was conducted and is conducted at conditions similar to those applicable to third parties. Thus, in the opinion of MediClin these activities do not influence the independence of the Supervisory Board members. The notes to the Group financial statements give a detailed report on the business relations (Other information/Report concerning related parties pursuant to IAS 24).

Tasks of the Supervisory Board

The Supervisory Board monitors and counsels the Management Board in the management of the business activities and at regular intervals discusses with it the business development, the corporate planning and corporate strategy and their realisation. The Supervisory Board approves the annual financial statements of MediClin and of the Group while taking into account the results of the audit carried out by the Audit Committee and the audit reports of the auditor and Group auditor. On the recommendation of the Audit Committee, the Supervisory Board approves the annual financial statements and approves the Group financial statements. Key management decisions depend on the consent of the Supervisory Board.

According to the Stock Corporation Act and the Rules of Procedure, the Supervisory Board must convene two meetings in the calendar half-year. If required, further Supervisory Board meetings can be convened or resolutions passed using the company's circulation procedure. The Supervisory Board appraises the efficiency of its working methods. The Supervisory Board appoints the members of the Management Board, proposes the auditors to the Annual General Meeting on the recommendation of the Audit Committee and commissions them in accordance with the resolution of the Annual General Meeting.

The Articles of Association provide in paragraph 11 the constitution of committees and the delegation of taking decisions – as far as legally possible. The formation of committees is defined in the Rules of Procedure of the Supervisory Board.

The following committees were constituted as of 31 December 2015:

Mediation Committee pursuant to section 27, subsection 3 Co-Determination Act (MitbestG)

The members of this committee are the Chairman of the Supervisory Board and the Vice Chairman elected under the terms of section 27, subsection 1 and subsection 2 MitbestG and in each case one Supervisory Board member elected by majority vote of the share-holder representatives and the employee representatives. The chairman of this committee is the Chairman of the Supervisory Board.

General and Personnel Committee

According to the Rules of Procedure of the Supervisory Board, the General and Personnel Committee is made up of the Chairman of the Supervisory Board, his Vice Chairman and in each case up to two Supervisory Board members elected at the suggestion of the shareholder representatives and up to two members elected at the suggestion of the employee representatives. The chairman of the General and Personnel Committee is the Chairman of the Supervisory Board. The General and Personnel Committee prepares the personnel decisions of the Supervisory Board.

Audit Committee

According to the Rules of Procedure of the Supervisory Board, the Audit Committee is made up of in each case at least two Supervisory Board members elected at the suggestion of the shareholder

representatives and two at the suggestion of the employee representatives. There is no need for equal representation in the Audit Committee. The Chairman of the Audit Committee is elected at the suggestion of the shareholder representatives. The Audit Committee is responsible for monitoring the accounting procedures, the effectiveness of the internal controlling system, the risk management system, the internal auditing system and compliance. It also deals with the auditing of the financial statements, ensuring in particular the necessary independence of the auditors, commissioning the auditors, determining the main focus of the audit and the fee agreement as well as the services additionally rendered by the auditors. The Chairman of the Audit Committee has special knowledge of and experience in the application of accounting principles and internal controlling procedures. He is independent and is not a former member of the company's Management Board.

Nomination Committee

The Nomination Committee is made up exclusively of shareholder representatives. The task of the Nomination Committee is to propose to the Supervisory Board suitable candidates for the Supervisory Board's election proposals to the Annual General Meeting.

The members of the Management Board, the Supervisory Board and the committees are listed under www.mediclin.de

Offenburg, March 2016

MEDICLIN Aktiengesellschaft

The Management Board