

Corporate governance declaration according to Section 289f and Section 315d Commercial Code (HGB)

Disclosures as per Section 289f and Section 315d HGB

The corporate governance declaration to be made according to Section 289f and Section 315d HGB is part of the summarised management report and Group management report of MEDICLIN Aktiengesellschaft. Accordingly the following remarks apply to both MEDICLIN Aktiengesellschaft (MEDICLIN AG) and the Group (MEDICLIN).

We, the Management Board and the Supervisory Board of MEDICLIN AG, view this corporate governance declaration as an opportunity to communicate the stability and sustainability of corporate governance at MEDICLIN. We want our declaration to be easily accessible and have therefore published it on our website www.mediclin.de/en/investor-relations/corporate-governance/. The following declaration on corporate governance is issued jointly by the Board of Management and the Supervisory Board, with the Board of Management and the Supervisory Board each being responsible for the parts that concern them.

Section 289f HGB, in the version applicable to financial year 2022 specifically demands that the declaration comprises the following:

1. the conformity declaration pursuant to Section 161 Stock Corporation Act (AktG),
 - 1a. a reference to the company's website on which the remuneration report for the last financial year and the auditor's note in accordance with Section 162 of the AktG, the applicable remuneration system in accordance with Section 87a (1) and (2) sentence 1 of the AktG and the last remuneration resolution in accordance with Section 113 (3) of the AktG are made publicly available;
2. 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,
3. a description of the working methods of the Management Board and Supervisory Board as well as of the composition and working methods of their respective committees; if the information is publicly accessible on the Company website, a reference to such information is deemed sufficient,
4. information on targets for the proportion of women in the Management Board and Supervisory Board and deadlines for their achievement as well as the determination of the zero target to justify the prescribed specifications and justifications and the indication of whether the specified targets have been achieved during the reference period, and if not, information about the reasons,
5. information on whether the company complied with the minimum proportion of men and women on the Supervisory Board in the reference period and, if not, information on the reasons,
 - 5a. information as to whether the company complied with the requirement to appoint at least one woman and at least one man as a member of the Management Board during the reference period and, if not, information on the reasons

6. description of the diversity policy that is pursued for the composition of the body representing the Company and the Supervisory Board with regard to aspects such as age, gender, educational or professional background, as well as the objectives of this diversity concept and the manner in which it is implemented, and the results achieved within the financial year.

Furthermore, according to principle 23 of the German Corporate Governance Code the Management Board and the Supervisory Board use the declaration to report on the corporate governance of the Company (under item 7). Unless otherwise indicated, all items refer to the German Corporate Governance Code in the version dated April 28, 2022, published on June 27, 2022 (hereinafter also referred to as the DCGK or Code).

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

Section 161 AktG obliges the Management Board and Supervisory Board of MEDICLIN AG to declare annually that the recommendations of the "Government Commission on the German Corporate Governance Code" published by the Federal Ministry of Justice and Consumer Protection in the official section of the Federal Gazette have been and will be complied with or which recommendations have not been applied or will not be applied and possibly why not. In the year under review, the Management Board and Supervisory Board of MEDICLIN AG dealt with the fulfilment of the recommendations and suggestions of the code. The last annual declaration was made in November 2022. It is reported below and is also available on the Company's website. In addition, all previously issued declarations of compliance are permanently available there.

Joint Declaration of Conformity 2022 by the Management Board and Supervisory Board of MEDICLIN AG in accordance with Section 161 AktG on the Code

A. Code in the version dated December 16, 2019

The Management Board and the Supervisory Board of MEDICLIN Aktiengesellschaft ("MEDICLIN AG") declare that the recommendations of the Code in the version dated December 16, 2019 ("Code 2019") published in the official section of the Federal Gazette on March 20, 2020, have been complied with since the last declaration of conformity was issued in November 2021, with the following exceptions:

G. Remuneration of the Management Board and Supervisory Board

The remuneration system approved by the Supervisory Board on March 25, 2021, and approved by the Annual General Meeting on May 26, 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 2019 contain detailed rules concerning the remuneration of the Management Board. The Supervisory Board dealt extensively with the recommendations of the Code 2019 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

In accordance with Recommendation G.3 of the Code 2019, 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 on the other hand, 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

In accordance with Recommendation G.4 of the Code 2019, 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 2019 is not required, because it does not enhance the decision quality.

Recommendation G.6

In accordance with Recommendation G.6 of the Code 2019, 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

In accordance with Recommendation G.10 of the Code 2019, 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

In accordance with Recommendation G.11 of the Code 2019, 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

In accordance with Recommendation G.13 sentence 1 of the Code 2019, 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 of the employment contract is thus excluded.

B. Code in the version dated April 28, 2022

The Management Board and the Supervisory Board of MEDICLIN AG also declare that MEDICLIN AG complies with the recommendations of the Code in the version dated April 28, 2022 ("Code 2022") with the following exceptions and will continue to do so in the future:

Recommendation A.1

The newly introduced recommendation A.1 of the Code 2022 initially stipulates that the Management Board should systematically identify and evaluate the risks and opportunities for the company associated with the social and environmental factors as well as the ecological and social effects of the company's activities (A.1 sentence 1 of the Code 2022). In addition to long-term economic goals, ecological and social goals should also be adequately taken into account in the corporate strategy (A.1 sentence 2 of the Code 2022). In addition, corporate planning should include corresponding financial and sustainability-related goals (A.1 sentence 3 of Code 2022).

As part of a materiality analysis based on the GRI Standards (Global Reporting Initiative), the Management Board of MEDICLIN AG identified the sustainability topics relevant to the business activities of the MEDICLIN Group and evaluated them with regard to their relevance for the company. However, since the future European requirements for sustainability reporting have not yet been finally adopted, the topics identified in this way have not yet found their way into corporate planning or corporate strategy, so that recommendations A.1 sentences 2 and 3 of the Code 2022 are not complied with.

Recommendation A.3

According to the newly introduced recommendation A.3 of the Code 2022 should also cover the internal control system and the risk management system, insofar as not already required by law, sustainability-related goals. This should include the processes and systems for collecting and processing sustainability-related data.

Currently, the design of the internal control and risk management systems of MEDICLIN AG is based on the legal requirements. Sustainability-related goals that go beyond these legal requirements are not covered by the internal control and risk management systems, so that recommendation A.3 of the Code 2022 is not met.

Recommendation A.5

In accordance with the newly introduced Recommendation A.5 of the Code 2022, the main features of the entire – and not only accounting-related – internal control system and risk management system have to be described in the management report. In addition, comments are to be made on the appropriateness and effectiveness of the entire internal control system and risk management system. The recommendation thus goes well beyond the legal requirements of Sections 289 (4) and 315 (4) of the German Commercial Code (HGB). In addition, the further reporting required by Recommendation A.5 of the Code 2022 could only be excluded from the auditor's substantive review if it is clearly distinguished from the management report information to be audited and marked as unaudited.

Against this background, MEDICLIN AG currently limits itself to describing the main features of the internal control system and risk management system with regard to the accounting process in the summarised management report and Group management report – as required by law – and thus does not comply with recommendation A.5 of the Code 2022.

Recommendation C.1

The recommendations C.1 sentences 1 and 2 of the Code 2022, according to which the Supervisory Board should specify concrete goals for its composition and develop a profile of skills and expertise for the entire Supervisory Board while paying attention to diversity, will no longer be complied with in the future. Consequently, recommendations C.1 sentences 3 to 5 of the Code 2022, which are linked to recommendations C.1 sentences 1 and 2 of the Code 2022, cannot (no longer) be followed.

The requirements for the competence profile to be developed by the Supervisory Board and for reporting on it have been significantly tightened again with the revised Code of 2022. The Supervisory Board took this as an opportunity to question its practice in this regard and came to the conclusion that there is no need to adopt a competence programme within the meaning of the Code 2022. Rather, the Supervisory Board will in future be guided exclusively by the suitability of the candidates, the current requirements and the legal requirements in its nominations for the Supervisory Board. In doing so, the Supervisory Board will be guided by a fundamental requirement profile, which will be ad-hoc and concretized if necessary, and at the same time pay attention to diversity. In the opinion of the Supervisory Board, there is no need for further bureaucratizing self-regulation within the meaning of the recommendations pursuant to C.1 sentences 1 to 5 of the Code 2022; rather, the specific requirements of society can be better taken into account by a more flexible design of the requirement profile.

On the other hand, recommendation C.1 sentence 6 of the Code 2022, according to which the declaration on corporate governance should provide information on the appropriate number of independent shareholder representatives and the names of these members in the opinion of the shareholder representatives on the Supervisory Board, will continue to be complied with.

Recommendation D.3

The revised recommendation D.3 sentence 2 of the Code 2022 is not complied with.

According to recommendation D.3 sentence 1 of the Code 2022, expertise in the field of accounting should consist of special knowledge and experience in the application of accounting principles and internal control and risk management systems and expertise in the field of auditing should consist of special knowledge and experience in auditing. According to D.3 sentence 2 of the Code 2022, accounting and auditing also include sustainability reporting and its audit.

With Mr. Michael Bock, the Audit Committee of MEDICLIN AG has a member with the expertise in the field of accounting – now detailed in recommendation D.3 sentence 1 of the Code 2022 – and with Ms. Cornelia Wolf a member with special knowledge and experience in auditing. Both have knowledge and experience in sustainability issues, insofar as these are already the subject of accounting or auditing. However, there is no further expertise in the field of sustainability reporting and its auditing, so that recommendation D.3 sentence 2 of the Code 2022 is currently not complied with.

Recommendations G.3, G.4, G.6, G.10, G.11 and G.13

The recommendations on the remuneration system for the Management Board and Supervisory Board have remained unchanged under the Code 2022 compared to the Code 2019. With regard to recommendations G.3, G.4, G.6, G.10, G.11 and G.13 concerning the remuneration system for the Management Board and the remuneration itself, the statements under lit. A therefore apply accordingly.

Offenburg, November 2022

MEDICLIN Aktiengesellschaft

The Supervisory Board

The Management Board

1a. Remuneration system and remuneration report

The MEDICLIN AG website at www.mediclin.de/en/annual-general-meeting/ contains the applicable remuneration system for the members of the Management Board in accordance with Section 87a (1) and (2) sentence 1 AktG, that of the Annual General Meeting was approved on May 26, 2021, and the resolution passed by the Annual General Meeting on May 26, 2021 in accordance with Section 113 (3) AktG on the remuneration of the members of the Supervisory Board is publicly accessible. The remuneration report and the auditor's note are also made publicly accessible on the MEDICLIN AG website in accordance with Section 162 AktG

2. Relevant information on corporate governance methods

The corporate governance methods applied by MEDICLIN include, in addition to the statutory requirements, important ethical standards that are enshrined in the Compliance Guidelines and a Code of Conduct.

Compliance Guidelines

MEDICLIN has prepared internal rules of procedure defining specific requirements for impeccable legal and ethical behaviour. In addition, the Group issued binding requirements for employees in individual spheres of responsibility, for instance in connection with handling patient data, company information, cooperation with other partners in the healthcare sector and the industry, financial benefits and corruption, etc.

The Management Board instructed the compliance officer to report regularly on compliance matters and to prepare an annual report. Moreover, the Management Board regularly initiates random controls in the form of compliance audits.

All executives and employees in a role with a notable risk profile must regularly undergo compliance training concerning legally correct conduct in their specific areas of responsibility. The aim is to raise awareness of compliance issues and promote responsible behaviour.

MEDICLIN's employees are protected when they report violations against the law or policies or other misconduct to the Company. This information is passed on the compliance officer confidentially for further examination.

The Management Board, the Group's executives and employees have explicitly undertaken to comply with all the relevant legal requirements and the principle of ethical and moral integrity.

Code of Conduct

The Code of Conduct is binding for all employees and includes the compliance duties to be fulfilled. It is available on the MEDICLIN website at <https://www.mediclin.de/corporate-governance/> and governs the following issues:

Behaviour in the business and operational environment

Compliance with law and order

All employees of the MEDICLIN Group comply with the applicable legal regulations and internal guidelines. They comply with applicable regulations, even if they involve short-term economic disadvantages or difficulties for the Company or individuals. The executives in particular, in their function of acting as a role model, are required to comply with these guidelines to a particularly strong extent.

Avoidance of conflicts of interest

At MEDICLIN, business decisions are taken solely with the best interests of the Group in mind. Conflicts of interest with private interests or other economic or non-economic activities, even of relatives or other related persons or organisations should be avoided right from the start. If they occur anyway, these conflicts must be solved in compliance with the law and the applicable directives. A prerequisite for this is the transparent disclosure of the conflict.

Secondary employment must be indicated and approved as part of the respective employment contract. Secondary employment at competitors is not permitted on principle.

Fair behaviour in competition

MEDICLIN prevails in competition through quality and patient orientation. Any form of corruption is strictly prohibited in order to maintain the trust of patients and their relatives as well as referring physicians and coverage providers. This also applies to invitations, gifts or financial donations, the aim of which is to exert influence on entrepreneurial or economic activities.

This means that every employee complies with the competition regulations in their area of responsibility. Suppliers are commissioned according to objective, comprehensible criteria. Non-objective reasons cannot be allowed to play a role in the selection.

MEDICLIN takes all necessary measures to prevent money laundering within its sphere of influence.

Work safety and health protection

The safety and health of our employees are important corporate goals in addition to economic success. All our employees promote safety and health protection in their working environment and contribute to achieving the high demands of the management requirements of the Berufsgenossenschaft für Gesundheitsdienst und Wohlfahrtspflege for occupational safety and health (MAAS-BGW).

Sustainable use of resources

As a healthcare provider, the responsible use of natural resources is limited to the areas of energy, water and waste. Every employee is required to treat natural resources with care and to contribute to the protection of the environment and the climate through their individual behaviour.

Handling information

Insider guidelines

MEDICLIN AG is a publicly traded company. Employees who have specific information about circumstances that are not publicly known and whose public disclosure is likely to significantly influence the stock exchange or market price of the MEDICLIN share may not trade shares or other financial instruments of MEDICLIN AG on the basis of this insider information or disclose this insider information irrespective of whether it be voluntarily or due to a gross disregard of due diligence.

Data protection and data safety

MEDICLIN attaches great importance to the safety of the data of its patients and employees. When dealing with personal data, especially patient-related data, all employees are obliged to comply with data protection and confidentiality.

Reporting

MEDICLIN places great value in transparent and truthful communication in both internal and external reporting. Each employee ensures that reports, records, and other materials are up-to-date, complete and accurate, and in compliance with applicable law and internal standards and policies.

Ethical and moral integrity

Code of Conduct

The employees of MEDICLIN are committed to treating each other respectfully. Any discrimination in dealings with colleagues, employees and patients for reasons of age, disability, origin, skin colour, sex, sexual orientation, religious affiliation, beliefs or other personal characteristics is prohibited.

Equal opportunity

A culture of equal opportunity, mutual trust and mutual respect is part of MEDICLIN's corporate culture and self-understanding.

Freedom of expression and external presentation

MEDICLIN respects the right to freedom of expression, and MEDICLIN believes that every employee is aware that through their behaviour and public appearance, they can be perceived as a representative of the Company.

Social involvement

MEDICLIN supports local activities promoting health in clubs or schools. Volunteer activities of employees are not actively supported.

The Code of Conduct is published under <https://www.mediclin.de/corporate-governance/> at the MEDICLIN website.

3. 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 the year under review, MEDICLIN AG had a Management Board consisting of three members and a Supervisory Board with a total of sixteen members, which, in accordance with the German Codetermination Act, consists in equal parts of representatives of the shareholders and employees.

Dr. Joachim Ramming was appointed to the Management Board by the Supervisory Board on August 1, 2021, and appointed Chairman of the Management Board. Dr. York Dhein was appointed to the Management Board on April 1, 2021. Both mandates have a term of three years. The contract of CFO Tino Fritz was extended by five years starting August 31, 2023.

The term of office of the employee representatives of the Supervisory Board ends at the end of the general meeting that decides on the discharge for the 2023 financial year, i.e. in 2024. The term of office of the shareholder representatives ends with the end of the general meeting that decides on the discharge for the 2023 financial year, i.e. also in 2024, with two exceptions. The term of office of the members of the Supervisory Board Dr. Jan Liersch and Marco Walker ends with the end of the general meeting, which decides on the discharge for the financial year 2024, i.e. in the year 2025.

The Management Board and the Supervisory Board are strictly separated from one another, both in terms of their members and their competencies. However, both bodies work closely together in the Company's interests.

Information about the Management Board or the Supervisory Board and its committees is available under <https://www.mediclin.de/corporate-governance/>. Regarding the Supervisory Board, information on professional activities and memberships in other Supervisory Board bodies or comparable committees is published in the Annual Report 2022 in the section Other Disclosures and under <https://www.mediclin.de/corporate-governance/>.

Tasks of the Management Board

In the year under review, the Management Board was consisting of three 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. Without detracting from the overall responsibility of the Management Board, the individual members lead the business areas assigned to them by the business allocation plan on their own responsibility.

The Management Board leads the company with the aim of creating sustainable value and taking into account the interests of the shareholders, its employees and other groups associated with the company (stakeholders). He has to ensure compliance with the legal regulations and the company's internal guidelines and works towards their observance by the Group companies (compliance). He ensures appropriate risk management and risk controlling in the company. He develops the Company's strategy, coordinates it with the Supervisory Board and ensures its realisation. The Management Board is responsible for preparing the interim reports, the annual financial statements of MEDICLIN AG and the consolidated financial statements.

The Management Board works closely with the Supervisory Board for the benefit of the company. The Management Board regularly, promptly and comprehensively informs the Supervisory Board about all questions of relevance to the Company with regard to strategy, budgets, business performance, risk situation, risk management and compliance and regarding deviations from budgets and targets, stating reasons.

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 performance, the corporate planning and corporate strategy and their realisation. The Supervisory Board approves the annual financial statements of MEDICLIN AG and of the Group while taking into account the results of the review 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 consolidated financial statements. Key management decisions depend on the consent of the Supervisory Board.

For the 2022 financial year MEDICLIN has also published a non-financial statement or report according to Section 289c and Section 315c German Commercial Code (HGB). The Supervisory Board has entrusted the same auditing company, which audited the annual financial statements of MEDICLIN AG and of the Group, with examining the statement or report and, after consultation, decided to approve it.

According to the Stock Corporation Act and the Rules of Procedure, the Supervisory Board must convene two meetings in each calendar half-year. If required, further Supervisory Board meetings can be convened, or resolutions passed using the Company's circulation procedure. In the year under review, the Supervisory Board held four hybrid and one audio and video meeting. 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.

Article 11 of the Articles of Incorporation provides the possibility to constitute committees and to delegate decision-making as long as this is in accordance with the law. The formation of committees is defined in the Rules of Procedure of the Supervisory Board of MEDICLIN AG.

The following committees were constituted as of December 31, 2022:

Mediation Committee pursuant to Section 27 (3) MitbestG

The members of this committee are the Chairman of the Supervisory Board and the Vice Chairman elected under the terms of Section 27 (1) and (2) German Codetermination Act (MitbestG) and in each case one Supervisory Board member elected by majority vote of the shareholder representatives and the employee representatives. The chairman of this committee is the Chairman of the Supervisory Board. The Mediation Committee did not hold any meetings during the 2022 reporting year. On December 31, 2022, the Mediation Committee was composed of the following members: Dr. Jan Liersch (Chairman), Hans Hilpert (Vice Chairman), Frauke Schwedt and Cornelia Wolf.

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. The General and Personnel Committee held one audio and video and one hybrid meeting in the 2022 reporting year. As of December 31, 2022, the Executive Committee consisted of Dr. Jan Liersch (Chairman), Hans Hilpert (Deputy), Kai Hankeln, Dr. med. Sigrid R.-M. Krause, Rainer Laufs, and Thomas Müller.

Audit Committee

According to the Rules of Procedure of the Supervisory Board, the Audit Committee consists of at least two Supervisory Board members elected at the suggestion of the shareholder representatives and two Supervisory Board members elected 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. It discusses with the auditor the audit risk assessment, the audit strategy and audit planning, and the audit results.

With the Chairman of the Audit Committee, Mr. Michael Bock, the Audit Committee of MEDICLIN AG has a member with the expertise in the fields of accounting principles and internal controlling procedures – now more detailed in recommendation D.3 sentence 1 of the Code – and with Ms. Cornelia Wolf a member with special knowledge and experience in auditing. Both have knowledge and experience in sustainability issues, insofar as these are already the subject of accounting or auditing. However, there is no further expertise in the field of sustainability reporting and it's auditing, so that recommendation D.3 sentence 2 of the Code is currently not complied with.

The Chairman of the Audit Committee is independent of the Company and the Management Board and the controlling shareholder and has not been a member of the Company's Management Board for the last two years. In determining the independence of the current Chairman of the Audit Committee, Michael Bock, the shareholder representatives also considered that he has been a member of MEDICLIN AG's Supervisory Board for more than twelve years. Nevertheless, Michael Bock is still considered to be independent of the Company as, in the view of the Supervisory Board members, the term of office alone does not constitute a material and permanent conflict of interests. Michael Bock was considered an independent member during his entire office; during his office, he benefited the Company by contributing beneficial expertise and sector knowledge and by gaining ever deeper knowledge of company-specific aspects. However, he also has the required experience to maintain the professional distance to the Company that is required to independently fulfil his office. The Audit Committee held one hybrid meeting and four virtual meetings in the 2022 reporting year. On December 31, 2022, the Audit Committee was composed of Michael Bock (Chairman), Walburga Erichsmeier, Matthias H. Werner, Cornelia Wolf.

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 Nomination Committee did not meet during the 2022 reporting year. On December 31, 2022, the Nomination Committee was composed of Dr. Jan Liersch, Michael Bock and Cornelia Wolf.

COVID-19 Committee

The members of the General and Personnel Committee, supplemented by the chairman of the Audit Committee, form this Committee, which is to discuss the current effects and measures of the corona pandemic on MEDICLIN with the Management Board and, if necessary, to inform the entire Supervisory Board. The COVID-19 Committee did not meet in the 2022 reporting year. As of December 31, 2022, Dr. Jan Liersch (Chairman), Michael Bock, Kai Hankeln, Hans Hilpert, Rainer Laufs, Thomas Müller were members of this committee.

Related Party Transaction Committee

According to the rules of procedure of the Supervisory Board, the Related Party Transaction Committee consists of two Supervisory Board members elected at the suggestion of the share-

holder representatives and two at the suggestion of the employee representatives. The committee decides on the approval of transactions with related parties in accordance with Section 111b (1) AktG. The Related Party Transaction Committee did not meet in the 2022 reporting year. As of December 31, 2022, Cornelia Wolf (Chairwoman), Dr. Julia Dannath-Schuh, Walburga Erichsmeier und Matthias H. Werner were members of this committee.

The current members of the Management Board, the Supervisory Board and the Committees are also listed on the Company's website (<https://www.mediclin.de/corporate-governance/>).

Independence of the Board members

Some of the members of the Supervisory Board hold leading positions in other companies to which MEDICLIN maintains business relations. Business is conducted under the same conditions as 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 consolidated financial statements provide a detailed report on the business relations (Other information/Report concerning related parties pursuant to IAS 24).

Business relationships with related companies and persons are reported in detail in the notes to the consolidated financial statements (Other information/Report concerning related parties pursuant to IAS 24).

4. Targets for the equal participation of women and men in management positions

Targets and deadlines for reaching these targets at management levels below the Management Board

The Management Board is committed to diversity in management positions within the Company, and in particular strives for the appropriate participation of women. Due to the flat hierarchy within the Company, there is one management level below the Management Board. In the regular deadline of June 26, 2022, the Management Board decided that the target for the proportion of women at management level below the Management Board should continue to be at least 20% by June 30, 2027. As of December 31, 2022, the proportion of women was 42.9 %.

5. Minimum proportion of women and men on the Supervisory Board

Since the Supervisory Board has objected to the general fulfilment pursuant to Section 96 (2) Sentence 3 of the German Stock Corporation Act (AktG), the Company's minimum proportion of 30 % of women and 30 % of men must be met separately, both by the shareholder representatives and the employee representatives on the Supervisory Board. In consideration of the current number of eight seats on each side, at least two must be held by women and at least two by men (figures were rounded). Both the employees' and shareholders' side already meet the quota of 30 % women. As of December 31, 2022, a total of eight Supervisory Board members were women and eight Supervisory Board members were men.

5a. Minimum percentage of women or men on the Management Board

The second Management Positions Act (FüPoG II) came into force on August 12, 2021 and regulates that if the board of management of a listed company with equal co-determination consists of more than three members, in future it will have to have at least one woman and at least one man as board member on board. The minimum participation requirement for the management board applies to appointments made after August 1, 2022. The MEDICLIN Management Board currently consists of three members. Existing mandates can be exercised until their intended end. The existing Management Board contracts end – subject to an extension – in 2024 or 2028.

Irrespective of legal regulations, the Supervisory Board sets targets for the proportion of women on the Management Board in accordance with Section 111 (5) AktG and Principle 9 DCGK. At its meeting on March 30, 2023, the MEDICLIN Supervisory Board decided to maintain the target of 0 % until March 30, 2028.

The Supervisory Board does not want to be bound by setting a certain higher quota in order to be able to make an appropriate selection on the basis of the individual competence profiles of any candidates and with regard to the needs of the company in individual cases.

6. Diversity concept in leadership functions

Section 289f and Section 315d German Commercial Code (HGB) require that the corporate governance declaration to be published includes a description of the diversity policy that is pursued for the composition of the body representing the Company and the Supervisory Board with regard to aspects such as age, gender, educational or professional background, as well as the objectives of this diversity concept and the manner in which it is implemented and the results achieved within the financial year.

Diversity on the Management Board

Share of women on the Management Board

In accordance with Section 111 (5) AktG and recommendation B.1 of the Code, the supervisory board should consider diversity in the composition of the Management Board.

If the Management Board of a listed company with equal co-determination consists of more than three members, it must in future be composed of at least one woman and at least one man. The minimum participation requirement for the Management Board applies to mandates made on or after August 1, 2022. Existing mandates can be exercised until their intended end. The existing Management Board contracts expire – subject to an extension – in 202x or 202x.

Notwithstanding the statutory provisions, the Supervisory Board sets targets for the proportion of women on the Management Board in accordance with Section 111 (5) AktG and Principle 9 GCGC. In his meeting on March 30, 2023, the Supervisory Board of MEDICLIN decided to maintain its target of 0 % until March 30, 2028.

The Supervisory Board would like to select the members of the Management Board based on the competencies and future requirements with regard to the corporate development of MEDICLIN, without having to take into account a specific quota.

Definition of the diversity concept for the Management Board

In its diversity concept in accordance with Section 289f (2) Number 6 HGB, the Supervisory Board considers aspects of diversity in its personnel decisions for the Management Board. The aim of this concept is to achieve a good understanding of the industry-specific financial, organisational and entrepreneurial aspects of MEDICLIN in the Management Board. A diversity of competencies satisfying these specific requirements should in principle enable the Management Board to make decisions with due consideration of all relevant circumstances and to be receptive to innovative ideas. It should thus contribute to the successful management of the Company.

Implementation of diversity concept

The Management Board considers aspects of diversity, with the exception that it does not include a female member. All three Board members have industry knowledge and extensive experience in their specific areas of responsibility (departmental responsibility). They have leadership experience in addition to their professional experience and a sound academic education. The Supervisory Board sees the given age structure as appropriate due to the changing requirements in the healthcare sector. According to the recommendations of the German Corporate Governance Code (Code), the Supervisory Board has set an age limit of 65 for members of the Management Board.

Diversity on the Supervisory Board

Objectives for the composition of the Supervisory Board and for the skills profile of the entire body – diversity concept

Composition of the Supervisory Board

According to recommendations C.1 sentence 1 and sentence 2 of the GCGC, to which the Supervisory Board should specify concrete goals for its composition and develop a profile of skills for the entire Supervisory Board and pay attention to diversity, will no longer be complied with in the future.

Consequently, recommendations C.1 sentence 3 to sentence 5, which are reminiscent of recommendations C.1. sentence 1 and sentence 2 can no longer be followed. These recommendations relate to the competence profile of the Supervisory Board, which should also include experts on sustainability issues of importance to the company, as well as the recommendation that the Supervisory Board's proposals to the Annual General Meeting should take these objectives into account and at the same time strive to fulfil the competence profile for the entire Supervisory Board. Furthermore, that the status of implementation should be disclosed in the form of a qualification matrix in the declaration on corporate governance.

Independence and integrity

According to Recommendation C.6 Sentence 1 of the Code, the shareholders' side of the supervisory board should have what they consider to be an appropriate number of independent members. Within the meaning of Recommendation C.6 of the Code, a supervisory board member is considered independent if he/she is independent from the company and its management board, and independent from any controlling shareholder. This is further specified in the following Recommendations C.7 to C.9.

The shareholder representatives on the Supervisory Board consider it to be appropriate and seek to ensure that at least one member of the Supervisory Board of the shareholder side should be free of any potential conflicts of interest, in particular any such conflicts arising from advisory roles or membership roles at customers, providers, credit providers or other third parties (e.g. consultants).

Gender diversity

Currently the Supervisory Board of MEDICLIN consists of sixteen members which, in accordance with the German Codetermination Act represent shareholders and employees in equal parts. Seven Supervisory Board members are women.

Publicly traded companies, to which the German Codetermination Act applies, already are required to have at least 30 % women and at least 30 % men on the Supervisory Board. The Company has already met its previously agreed target of a minimum of 30 % women by achieving a 30 % share of women on both the shareholder and employee sides. In this regard, the Supervisory Board has not adopted any new targets or time limits.

Age structure

The age limit for Supervisory Board members is usually the completion of seventy years of age. In justified cases, it is possible to deviate from this age limit in the interests of the Company. There is no limit to the length of membership on the Supervisory Board.

Implementation of diversity concept

The Supervisory Board is made up of industry experts and has the necessary knowledge and experience, particularly in the areas of finance, accounting, auditing, risk management, internal control procedures and compliance. Several members have knowledge of all of the above. In the future, the Supervisory Board will pay particular attention to bringing further competencies in the areas of digitization, market development and health policy into the committee, while further developing the catalogue of criteria used to date for the selection of Supervisory Board candidates. He will pay attention to the age structure and different educational backgrounds and backgrounds.

The age limit is set at the completion of seventy years of age and has been adhered to, except for one justified exceptions.

In the opinion of the Supervisory Board, the Supervisory Board comprises a reasonable number of independent shareholder representatives. In the opinion of the shareholder representatives, of the entire Supervisory Board and of the Management Board, five members of the Supervisory Board are currently independent within the meaning of the Code, namely Barbara Brosius, Dr. Julia Dannath-Schuh, Cornelia Wolfs, Rainer Laufs and Michael Bock; despite his more than twelve years on the Board, the latter is considered to be independent by the Supervisory Board (see item 3.).

7. Further corporate governance reporting

In accordance with Recommendation B.2 of the Code, the Supervisory Board shall ensure together with the Management Board that there is long-term succession planning for the Manage-

ment Board. The Supervisory Board regularly discusses these issues, also outside of Supervisory Board meetings. Given that the Board is composed of industry professionals, the Supervisory Board has an overview of the executives active in the healthcare market, while the Management Board knows the potential of the Group's own executives thanks to internal executive development programs. According to the recommendations of the Code, the Supervisory Board has set an age limit of 65 for members of the Management Board.

Information on the objectives for the composition of the Supervisory Board and their implementation, on the independent shareholder representatives and the age limit for members of the Supervisory Board is provided in item 6.

The length of membership of the Supervisory Board members in office as of December 31, 2021, is as follows:

Supervisory Board Member	Member of the Supervisory Board since:
Dr. Jan Liersch	16.11.2019
Hans Hilpert	01.01.2003
Michael Bock	25.05.2005
Barbara Brosius	31.05.2017
Dr. Julia Dannath-Schuh	29.05.2019
Walburga Erichsmeier	20.09.2012
Kai Hankeln	29.05.2019
Dr. med. Sigrid R.-M. Krause	01.11.2022
Rainer Laufs	23.10.2014
Thomas Müller	20.09.2012
Elke Schwan	29.05.2019
Frauke Schwedt	01.01.2019
Daniela Sternberg-Kinzel	26.05.2020
Marco Walker	24.09.2020
Matthias H. Werner	01.08.2014
Cornelia Wolf	25.05.2016

Information on the members of the committees and their chairpersons is provided under item 3.

The Supervisory Board regularly assesses how effective the Board and its committees have fulfilled their roles. At the end of the 2021 financial year / beginning of the 2022 financial year, the Supervisory Board carried out the following self-assessment measure: It distributed structured questionnaires, asking the Supervisory Board members for feedback. The questionnaire contained questions on organisational efficiency, personal efficiency and the efficiency of the Supervisory Board in dealing with the relevant issues and also addressed the structure of the Supervisory Board and its committees, the composition of the Supervisory Board and the procedures governing their usual cooperation. By means of this self-assessment, the Supervisory Board aims to ensure effective communication between the Supervisory Board and the Management Board and to further promote the Supervisory Board members' understanding of themselves as representatives of the shareholders or employees while keeping in mind the corporate objectives and the resulting challenges. The goal is to analyse the activities of the Supervisory Board and, on

this basis, to develop recommendations for the future Supervisory Board work. In the end, the recommendations are to be incorporated into the work of the Supervisory Board. The answers in the questionnaires are kept confidential and the questionnaires are externally analysed and evaluated by a law firm retained for this purpose. The findings and issues will then be discussed by the Supervisory Board in order to ensure the body continues to work well in the long term.

There are no statutory provisions applicable to MEDICLIN that would override the recommendations of the German Corporate Governance Code (DCGK).

Share transactions of the Management Board and the Supervisory Board

According to Article 19 of the European MAR (Market Abuse Regulation), members of the Board of Management and the Supervisory Board and persons closely related to them are obliged to disclose the acquisition or sale of securities of MEDICLIN AG. No transactions were reported in the 2022 financial year.

The total amount of MEDICLIN AG shares held by all members of the Management Board and the Supervisory Board on December 31, 2022, was less than 1 % of the shares issued by the Company.

Direct holdings of more than 52.73 % are held by Asklepios Kliniken GmbH & Co. KGaA and indirect holdings by Asklepios Kliniken Management GmbH as the personally liable partner of Asklepios Kliniken GmbH & Co. KGaA and Broermann Holding GmbH as the limited partner of Asklepios Kliniken GmbH & Co. KGaA. Dr. Bernard große Broermann holds an indirect share through the aforementioned companies.

Communication with shareholders

The annual financial statements of the Group and of MEDICLIN AG are presented to the public at the press and analysts' conference on the financial statements in March every year. During the year, the business performance is commented on in detail in the interim reports of the Group. Relevant information is published in news updates. All information is clearly presented on the Company's website and available for download.

The Annual General Meeting will take place on 15 June 15, 2023, at the company's registered office in Offenburg as a face-to-face event.

Individual talks are held with analysts and investors in the scope of investor relations activities.

Treasury stock

MEDICLIN AG holds no treasury stock at present.

D&O insurance

MEDICLIN AG took out an economic loss liability group insurance for the members of the Management Board and Supervisory Board. This is in the Company's own business interest. The insurance covers the liability risk in the event that Management Board and Supervisory Board members are made liable for economic losses incurred in the performance of their activities.

Audit of financial statements

The consolidated financial statements and the group interim reports are prepared in accordance with the International Financial Reporting Standards (IFRS) as they are to be applied in the Euro-

pean Union. The financial statements of MEDICLIN AG, which are required by law and are decisive for the dividend payment, are prepared in accordance with the provisions of the German Commercial Code (HGB). The annual financial statements are verified by auditors and approved by the Supervisory Board. The annual non-financial declaration of the Group that is included in the summarised management report and the Group management report is audited in accordance with the ISAE 3000 audit standard. The consolidated financial statements are made available to the public within 90 days after the end of the financial year; the interim financial statements within 45 days after the end of the quarter.

The auditor has to report all significant audit findings and events arising from the audit to the Chairman of the Audit Committee and the Supervisory Board immediately. Furthermore, the auditor is obliged to inform the Supervisory Board and to record in the auditor's report any facts discovered in the course of the audit which reveal any inaccuracies in the conformity declaration issued by the Management Board and Supervisory Board pursuant to Section 161 of the German Stock Corporation Act (AktG). The auditor for the 2022 financial year is PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Frankfurt.

Offenburg, March 30, 2023

MEDICLIN Aktiengesellschaft

The Management Board

The Supervisory Board