

MEDICLIN Aktiengesellschaft

Remuneration system for the members of the Supervisory Board in accordance with the provisions of Sections 113 (3) Sentence 3, 87a (1) Sentence 2 German Stock Corporation Act (AktG)

The responsibility of the Supervisory Board is to advise and monitor the Management Board of the Company. According to Section 113 (1) German Stock Corporation Act (AktG), the members of the Supervisory Board may be paid remuneration for this activity that is proportionate to their job duties and the Company's financial position. In accordance with the German Corporate Governance Code (DCGK), the remuneration shall take appropriate account of the larger time commitment of the Chair and the Deputy Chair of the Supervisory Board as well as of the Chair and the members of committees (Recommendation G. 17 DCGK). Supervisory Board remuneration should be fixed remuneration (Recommendation G. 18 Sentence 1 DCGK).

This is covered by Supervisory Board remuneration that consists of the following components: In addition to being reimbursed for their cash expenses and the value added tax on work completed for the Supervisory Board, the members of the Supervisory Board are paid a fixed remuneration EUR 10,000.00 each, payable after the close of the financial year. In accordance with Recommendation G. 17 DCGK, the Chairperson of the Supervisory Board should receive twice and their Deputy one-and-a half-times the amount of the fixed remuneration. Each member of a committee that convenes at least once in the financial year should receive an additional 10 % and the Chairperson of the committee an additional 20 % of the fixed remuneration. Each member of the Audit Committee receives an additional 25 % and the Chairman of the Audit Committee receives an additional 50 % of the fixed remuneration. The higher remuneration for the members and the Chairperson of the Audit Committee as compared to the membership on other committees reflects the particular time commitment that such work entails. If a member of the Supervisory Board simultaneously holds several offices for which increased remuneration is granted, he or she shall only receive the remuneration for the highest-paying position. Furthermore, the members of the Supervisory Board shall receive an attendance fee of EUR 500.00 for each meeting of the Supervisory Board or one of its committees; this applies regardless of whether members of the Supervisory Board attend the meeting by phone or video conference. If the position of a Supervisory Board member or a function associated with increased remuneration begins or ends during the course of a financial year, the Supervisory Board member will receive the remuneration or increased remuneration on a pro rata basis. The remuneration structure presented above will first apply to remuneration to be paid in 2021. The remuneration of the members of the Supervisory Board is governed exclusively by the Articles of Incorporation.

The remuneration structure presented above is intended to help the Company continue to be able to recruit suitable, highly qualified candidates for positions on the Company's Supervisory Board and its committees. This is a prerequisite for ensuring the best possible fulfilment of the job duties assigned to the Supervisory Board, thereby promoting the business strategy and long-term development of the Company.

The regulations governing the remuneration of the members of the Supervisory Board apply to both shareholder and employee representatives on the Supervisory Board.

The Annual General Meeting is responsible for making the final decision on determining the remuneration system for the members of the Supervisory Board and for implementing it by specifying the remuneration amounts for the members of the Supervisory Board. It must pass a resolution on the remuneration of the members of the Supervisory Board at least once every four years; a resolution confirming the existing remuneration satisfies this requirement. The Management Board and Supervisory Board submit resolution proposals to the Annual General Meeting based on the regular and ongoing review of the appropriateness of the remuneration; if there is a need for a change to the remuneration system and the specific remuneration amounts,

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this will be taken into account accordingly in the proposals to the Annual General Meeting. If the Annual General Meeting rejects a proposed remuneration system, a revised remuneration system must be submitted for resolution by the latest at the next scheduled Annual General Meeting. The legally compliant organisation of competences, which leaves the final decision to the Annual General Meeting, is designed to prevent conflicts of interest in how remuneration is determined and implemented as well as in how the Supervisory Board's remuneration is audited. Furthermore, the fact that the Management Board and the Supervisory Board are both required to submit resolution proposals ensures that the two bodies monitor each other.