

## Declaration of Conformity of the MeVis Medical Solutions AG

The Executive Board and Supervisory Board of MeVis Medical Solutions AG hereby declare pursuant to Section 161 of the German Corporation Act (AktG) that the recommendations of the "German Corporate Governance Code Government Commission" in the version of May 5<sup>th</sup>, 2015 have been and will in future be met with the following exceptions:

- There are currently no plans to include a deductible within the D&O Insurance for the Supervisory Board (Section 3.8 GCGC). In principle, MeVis Medical Solutions AG does not believe that the commitment and responsibility with which the Supervisory Board members carry out their duties will be influenced by a deductible.
- There are currently no caps on severance payments in Executive Board contracts (Section 4.2.3 GCGC). The Supervisory Board is of the opinion that existing Executive Board contract regulations are reasonable. Having a cap on severance payments also runs counter to our basic understanding of an Executive Board contract that is concluded to cover the full term of the member's appointment and does not in principle provide for the possibility of ordinary termination by notice.
- The Company currently abstains from the formation of committees with sufficient expertise (Section 5.3.1 GCGC), in particular there has been no formation of an audit committee (Section 5.3.2 GCGC) nor a nomination committee (Section 5.3.3 GCGC). Due to the specific circumstances of the Company, and especially the size of the Supervisory Board of the MeVis Medical Solutions AG, the Supervisory Board does not believe that the formation and appointment of such committees as stipulated by the code is necessary or appropriate.
- MeVis Medical Solutions AG is deviating from the recommendations with regards to the publication terms of the Financial Statements and Interim Reports (Section 7.1.2 Phrase 4 GCGC). The Company considers the current regulations of the Frankfurt Stock Exchange for issuers listed in the Regulated Market (Prime Standard segment) to be adequate. These require companies to publish consolidated financial statements within deadlines that are longer than those contained in the Code.
- According to section 5.4.2 of the GCGC (German Corporate Governance Code) the Supervisory Board shall include an appropriate number of independent members. The Supervisory Board consists of three members. Since the previous Supervisory Board election all Supervisory Board seats are filled with persons who are employed by companies of the Varian Medical Systems Group. Varian Medical Systems currently holds the majority of shares in the Company via the VMS Deutschland Holdings GmbH, which has concluded a domination and profit and loss transfer agreement with the Company. Deviating from section 5.4.2 of the GCGC the Supervisory Board includes no independent members in the future. For this reason, a number of independent members cannot be taken into account when naming the objectives for the composition of the Supervisory Board pursuant to section 5.4.1 of the GCGC. The Company considers the complete occupation of the Supervisory Board with members that are employed by companies of the majority shareholder as appropriate.

- Pursuant to a shareholders resolution dated June 7, 2016 and the corresponding amendment to the bylaws the Supervisory Board members receive no remuneration by the Company for fiscal years after January 1, 2016. As a purely precautionary measure, it is pointed out that accordingly as opposed to section 5.4.6 para. 1 sentence 2 of the GCGC the Chair and Deputy Chair positions in the Supervisory Board are not reflected in the remuneration and as opposed to section 5.4.6 para. 3 sentence 1 of the GCGC no Supervisory Board remuneration can be reported individually in the notes or management report.

Bremen, September 9, 2016

Executive Board:

Marcus Kirchhoff  
(Chairman)

Dr. Robert Hannemann

Supervisory Board:

Joerg Faessler  
(Chairman)

Holger Maar  
(Vice Chairman)

Glen A. Hilton