

## CORPORATE GOVERNANCE STATEMENT (FY 2022/2023)

Corporate governance stands for responsible, transparent corporate management and control geared towards long-term value creation. The Executive Board and Supervisory Board report annually on the company's corporate governance. We have combined the declaration on corporate governance in accordance with Section 289f HGB as at 30.9.2023 with the corporate governance report. It immediately forms part of the management report and includes the declaration of compliance with the German Corporate Governance Code (GCGC), relevant information on corporate governance practices and a description of the working methods of the Executive Board and Supervisory Board and their composition, the targets set in accordance with Section 76 (4) and Section 111 (5) AktG and information on the achievement of the targets. The principles of corporate governance and the declaration on corporate governance are also made available on the company's website at [www.mevis.de/investor-relations/corporate-governance/](http://www.mevis.de/investor-relations/corporate-governance/).

### DECLARATION OF CONFORMITY IN ACCORDANCE WITH SECTION 161 AKTG

Since issuing the last declaration of conformity dated September 9, 2022 and for the period from September 9, 2023, the Executive Board and Supervisory Board declare in accordance with Section 161 AktG that MeVis Medical Solutions AG has complied and continues to comply with the recommendations of the German Corporate Governance Code in the version dated April 28, 2022 (GCGC) with the following exceptions

#### **C.1 sentence 6, C.6, C.9, C.10 sentence 2 Independence of the Supervisory Board members**

The company's Supervisory Board consists of three members. All seats on the Supervisory Board are occupied by persons who are employed by group companies of Varex Imaging Corporation. Varex Imaging Corporation holds the majority of shares in the company via Varex Imaging Deutschland AG. In addition, there is a control and profit transfer agreement between Varex Imaging Deutschland AG and the company. Accordingly, in deviation from C.1 sentence 6, C.6, C.9, C.10 sentence 2 GCGC, the Supervisory Board does not include any members who are independent of a controlling shareholder. From the company's perspective, the full composition of the Supervisory Board with members who are attributable to the majority shareholder is appropriate in view of the company's integration into the Varex Group.

#### **D.2, D.4, C.10 sentence 2 Committees of the Supervisory Board and cooperation with the auditor**

In deviation from D.2 sentence 1, the company's Supervisory Board largely dispenses with the formation of committees with specialist expertise. In deviation from D.4, no nomination committee has been formed. The Supervisory Board is of the opinion that the establishment of further committees in addition to the statutory Audit Committee is neither necessary nor expedient due to the specific circumstances of the company, in particular the size of the Supervisory Board (three members), which enables efficient work. Accordingly, in deviation from D.2 sentence 2, no further committee members outside the Audit Committee are named in the corporate governance statement. In deviation from C.10 sentence 2, the Chairman of the Audit Committee, who is employed by Varex Imaging Corporation, is not independent of a controlling shareholder.

#### **F.2 Transparency and external reporting**

MeVis Medical Solutions AG deviates from the recommendations regarding the publication deadlines for the annual financial report and the half-year financial report. The company considers the relevant statutory requirements to be sufficient.

#### **G.1, G.3, G.6 to G.11, G.13 sentence 1 Remuneration of the Executive Board**

G.1 and G.6 to G.11 contain recommendations on variable remuneration, which are deviated from as the company does not grant the Executive Board any variable remuneration. The remuneration of the Executive Board takes into account the integration of the company into the Varex Group and the dual mandate of the company's current sole Executive Board member at Varex Imaging Deutschland AG. As a member of the Executive Board of Varex Imaging Deutschland AG, Mr. Kirchhoff receives (exclusively) performance-related variable remuneration from Varex Imaging Deutschland AG, which is based on the performance of the Varex Group. As MeVis Medical Solutions AG

is part of the Varex Group, this performance-related remuneration also promotes the business strategy and the sustainable and long-term development of the Company. However, in order to ensure an optimal incentive structure to promote the business strategy as well as the sustainable and long-term development of the Company, the Supervisory Board considers it necessary to create a balanced remuneration structure with a sufficient proportion of fixed remuneration components as part of an overall consideration of the intragroup remuneration of the Company's sole Executive Board member. Against this background, the company's Supervisory Board has refrained from providing for any further performance-related remuneration to be granted by the company. Accordingly, the remuneration of the members of the Executive Board of MeVis Medical Solutions AG is limited to non-performance-related remuneration.

In deviation from G.3, the Supervisory Board refrains from using a suitable peer group of other companies to assess the customary nature of the specific total remuneration of the members of the Executive Board compared to other companies, as it is difficult to define a suitable peer group due to the integration of the company into the Varex Group.

In deviation from G.13 sentence 1, there is currently no provision for a severance payment cap in Executive Board contracts. In the opinion of the Supervisory Board, the existing provisions in the Executive Board contracts are appropriate. The agreement of a severance payment cap contradicts our basic understanding of the Executive Board contract, which is concluded for the duration of the appointment period and cannot be terminated in principle.

#### **G.17 Remuneration of the Supervisory Board**

In accordance with the resolution of the Annual General Meeting on June 7, 2016 and the corresponding amendment to the Articles of Association, the members of the Supervisory Board will not receive any remuneration from the company for financial years beginning after January 1, 2016. As a precautionary measure, it is pointed out that, contrary to Section G.17 GCGC, the chairmanship and deputy chairmanship of the Supervisory Board cannot be taken into account in the remuneration.

### **BODIES OF THE COMPANY**

The Executive Board, the Supervisory Board and the Annual General Meeting form the Company's executive bodies in accordance with the law and the Articles of Association. As a stock corporation, MeVis Medical Solutions AG has a dual management system characterized by a separation of personnel between the Executive Board as the management body and the Supervisory Board as the supervisory body.

### **THE EXECUTIVE BOARD AND ITS WORKING METHODS**

The Executive Board is responsible for managing the company with the aim of creating sustainable value. It manages the company in accordance with the statutory provisions, the articles of association and the rules of procedure for the Executive Board and works together with the other executive bodies in a spirit of trust. The Executive Board defines the corporate objectives and strategies and determines the corporate policy derived from these.

The Executive Board of MeVis Medical Solutions AG currently consists of one person, Mr. Marcus Kirchhoff. His contract was extended until March 2026 and there are currently no plans to expand the Executive Board. For this reason, the Supervisory Board has set the target for the proportion of women on the Executive Board at 0 % by December 31, 2025. When considering potential candidates for all future appointments to the Executive Board, the Supervisory Board will of course also consider qualified women.

Only those who have not yet reached the age of 65 should be members of the Executive Board. The age of the members of the Executive Board must therefore be taken into account accordingly when determining their term of office.

The Executive Board is responsible for the management of the company. Important decisions made by the Executive Board are always recorded in minutes. Internal consultations between the Executive Board and middle management take place at least once a month. The Supervisory Board has issued rules of procedure for the Executive Board that summarize all procedural rules and transactions requiring approval in a catalog.

Long-term succession planning is carried out through regular discussions between the Executive Board and the Supervisory Board and by addressing the topic in the Supervisory Board. Contract terms and extension options for current members of the Executive Board are discussed and possible successors are advised, should this be necessary.

## THE SUPERVISORY BOARD AND ITS WORKING METHODS

In accordance with the Articles of Association, the Supervisory Board consists of three members elected by the shareholders and meets at least twice every six months. The Executive Board generally attends the Supervisory Board meetings and reports in writing and verbally on the individual agenda items and answers questions from the Supervisory Board members. The Executive Board and Supervisory Board work closely together in the interests of the company. The Supervisory Board members also exchange information on certain topics outside of the official Supervisory Board meetings or pass resolutions by circular resolution. The Supervisory Board has drawn up its own rules of procedure and regularly reviews the efficiency of its activities as part of a self-assessment. A company-specific questionnaire serves as a basis for discussion, which covers the key aspects for a self-assessment, such as the procedure and organization of meetings, the scope of documents and information flows. The results of the questionnaire and suggestions for improvement are discussed openly.

The Supervisory Board currently consists of Ms. Kimberley Honeysett (Chairwoman of the Supervisory Board), Mr. Shubham Maheshwari (Deputy Chairman of the Supervisory Board) and Mr. Sunny Sanyal. The company's Supervisory Board is also the Audit Committee. Mr. Maheshwari was elected Chairman of the Audit Committee. The Audit Committee is responsible in particular for monitoring the following areas: The accounting process, the effectiveness of the internal control system, the effectiveness of the risk management system, the effectiveness of the internal audit system and compliance, the audit of the financial statements, in particular the selection and independence of the auditor, the quality of the audit and additional services provided by the auditor.

The members of the Supervisory Board take responsibility for the training and further education measures required for their tasks. They regularly inform themselves through internal and external sources about the current requirements for their activities and about significant developments, e.g. relevant changes in legislation and case law as well as changes in accounting and auditing. MeVis Medical Solutions AG provides them with appropriate support in this regard.

In its annual report, the Supervisory Board summarizes its activities in the previous financial year.

## COMPETENCE PROFILE OF THE SUPERVISORY BOARD AND SPECIFIC OBJECTIVES FOR ITS COMPOSITION

The Supervisory Board of MeVis Medical Solutions AG has drawn up a profile of skills and expertise for the entire Board and has set specific targets for its composition:

The Supervisory Board of MeVis Medical Solutions AG must be composed in such a way that its members as a whole have the knowledge, skills or professional experience required to properly perform their duties. It should be noted that not every single member of the Supervisory Board must have all the necessary skills, but that the individual knowledge and skills of the individual members can complement each other. The Supervisory Board of MeVis Medical Solutions AG should be composed of individuals so that it as a whole provides a range of expertise to ensure comprehensive and effective advice and monitoring of the Executive Board with regard to the business activities of MeVis Medical Solutions AG. Each Supervisory Board member should be able to devote the time required to properly fulfill their Supervisory Board mandate.

In the opinion of the Supervisory Board, the main areas of expertise are

### Industry know-how

MeVis Medical Solutions AG is active in the field of software development in medical technology. The Supervisory Board should include an appropriate number of members who have a sufficient understanding of these areas due to their knowledge or professional experience.

### Capital market know-how

As a listed company, the Supervisory Board of MeVis Medical Solutions AG should include an appropriate number of members with knowledge of the capital market and capital market communications. In this way, the Supervisory Board should also be able to respond to the increased communication needs of the capital market.

### Corporate governance/management

The Supervisory Board of MeVis Medical Solutions AG should include an appropriate number of members who have experience in the management and/or supervision of a medium-sized or large company. This includes knowledge of the basic principles of accounting, risk management, internal control mechanisms, compliance and regulatory and legal issues.

### Financial knowledge

The Supervisory Board as a whole must have financial expertise, particularly in the areas of accounting, financial reporting and auditing. The Supervisory Board should include at least one member with expertise in the field of accounting and at least one other member with expertise in the field of auditing in accordance with Section 100 (5) AktG.

### Corporate Governance/Legal/Compliance

Compliance with laws, internal guidelines and fair dealings with colleagues, business partners and competitors is a top priority for MeVis Medical Solutions AG. The Supervisory Board of MeVis Medical Solutions AG should include an appropriate number of members who have in-depth knowledge of corporate governance, compliance and compliance management systems and an understanding of relevant legal issues.

### Sustainability

The Supervisory Board should have expertise in the area of corporate responsibility and sustainable action.

### GEO Know-how/Internationality

MeVis Medical Solutions AG operates internationally. For this reason, the Supervisory Board should include an appropriate number of members who, due to their education and / or professional experience, have a special connection to international markets or have experience in the management of international companies / organizations.

## QUALIFICATION MATRIX

Status of implementation of the skills profile in the form of a skills matrix:

| Core competencies      |                                 | K. Honeysett<br>(Chair) | S. Maheshwari | S. Sanyal |
|------------------------|---------------------------------|-------------------------|---------------|-----------|
| Industry<br>know-how   | Medical Technology              | ✓                       | ✓             | ✓         |
|                        | Software Development            |                         |               | ✓         |
|                        | Capital Market                  | ✓                       | ✓             | ✓         |
| Functional<br>know-how | Corporate Governance/Management | ✓                       | ✓             | ✓         |
|                        | Financial Knowledge             |                         | ✓             | ✓         |
|                        | M&A/Corporate Development       | ✓                       | ✓             | ✓         |
|                        | Corporate Governance/Compliance | ✓                       | ✓             | ✓         |
|                        | Law/Legal Compliance            | ✓                       |               |           |
|                        | Sustainability                  | ✓                       | ✓             | ✓         |
| GEO<br>know-how        | USA & Canada                    | ✓                       | ✓             | ✓         |
|                        | EMEIA                           | ✓                       | ✓             | ✓         |
|                        | Asia                            | ✓                       | ✓             | ✓         |

## OBJECTIVES FOR THE COMPOSITION OF THE SUPERVISORY BOARD

The Supervisory Board has set the following targets:

- Supervisory Board members should not hold office for longer than the end of the Annual General Meeting following their 75th birthday.
- The Supervisory Board should be composed of at least 30% women and 30% men.
- A Supervisory Board member who is not a member of the Executive Board of a listed company should not hold more than a total of five Supervisory Board mandates in listed companies that are not part of the company's group.
- A Supervisory Board member who is also a member of the Executive Board of a listed company should not hold more than two Supervisory Board mandates in listed companies that are not part of the company's group.
- No more than two former members of the company's Executive Board may be members of the Supervisory Board.

In its current composition, the Supervisory Board considers the aforementioned objectives to be fulfilled. The diversity of the Supervisory Board is reflected in particular by the different professional backgrounds and areas of activity as well as the different horizons of experience of the individual members, who complement each other very well as a whole. The Supervisory Board currently consists of three members, including one woman. No personnel changes are currently planned or envisaged. The current composition therefore corresponds to the agreed profile of skills and expertise and the objectives for the composition of the Supervisory Board.

At this point, it should be noted that the Supervisory Board currently consists of three members who are employed by Varex Imaging Corporation. Varex Imaging Corporation holds the majority of shares in the company via Varex Imaging Deutschland AG. There is a control and profit transfer agreement between the Company, as the controlled company, and Varex Imaging Deutschland AG, as the controlling company. Accordingly, the Supervisory Board no longer has any independent members. From the company's perspective, the full composition of the Supervisory Board with members who are attributable to the majority shareholder is appropriate in view of the company's integration into the Varex Group.

## CORPORATE GOVERNANCE PRACTICES

The corporate governance of MeVis Medical Solutions AG, as a listed stock corporation, is primarily determined by the German Stock Corporation Act and the requirements of the German Corporate Governance Code in its current version.

Furthermore, as a manufacturer of software products in the medical field, the company is subject to, among other things the legal requirements of the German Medical Device Law Implementation Act (MPDG), Regulation (EU) 2017/745 of the European Parliament and of the Council on medical devices ("MDR"), the Canadian Medical Devices Regulation (SOR/98-282), the Australian Therapeutic Goods Act (TGA), Taiwanese Good Manufacturing Practice (GMP) and the US Code of Federal Regulations (21 CFR Part 820 - Quality System Regulation), as well as the requirements of the DIN EN ISO 13485 standard (Medical devices - Quality management systems - Requirements for regulatory purposes). Quality and quality management are essential components of corporate management. The QM system is designed to ensure the quality objectives as well as the quality requirements and expectations of customers in terms of safety and performance, handling, availability, cost-effectiveness and adherence to delivery dates.

The company's quality management system is certified by DNV MEDCERT GmbH, Hamburg, an EU notified body for medical devices (identification number 0482), for the development, production, final inspection and distribution of software for the diagnosis of medical image data and intervention support as well as for services for the evaluation of medical image data in accordance with EN ISO 13485:2016. In addition, the company's quality management system is certified in accordance with EN ISO 13485:2016 MDSAP Audit Model Edition 2 (for Australia, Canada, USA).

The corporate management of MeVis Medical Solutions AG is also characterized by a flat hierarchy with only one management level below the Executive Board, short decision-making paths and team-oriented cooperation.

When filling management positions, the Executive Board of MeVis Medical Solutions AG considers the qualifications of applicants to be the decisive criterion. Nevertheless, MeVis Medical Solutions AG pays attention to diversity and, in particular, the appropriate consideration of women when filling management positions. MeVis Medical Solutions AG welcomes efforts to increase the proportion of women in management positions and will continue to promote female employees in accordance with their qualifications and skills at all levels and areas of responsibility. Women currently account for 42 % of the total workforce at MeVis Medical Solutions AG. At the same time, 50 % of management positions at the level below the Executive Board are held by women. Accordingly, we had achieved our original goal of filling at least 30 % of management positions with women by the end of 2020. We aim to fill 50% of management positions with women in the future or by the end of 2025.

## **REMUNERATION OF THE COMMITTEES (REMUNERATION REPORT)**

Explanations and comments on the remuneration of the Executive Board and Supervisory Board are published in the remuneration report of MeVis Medical Solutions AG, Bremen, for the financial year from October 1, 2022 to September 30, 2023 on the company's website at <https://www.mevis.de/investor-relations/corporate-governance/verguetung> in accordance with Section 162 AktG.

The auditor's report pursuant to Section 162 AktG, the applicable remuneration system pursuant to Section 87a (1) and (2) sentence 1 AktG and the most recent remuneration resolution pursuant to Section 113 (3) AktG can also be viewed there.

## **TRANSPARENCY**

To ensure the greatest possible transparency, MeVis Medical Solutions AG regularly and promptly informs the capital market, shareholders and interested members of the public about the economic situation of the company and new facts and events of significance.

The annual financial report and half-year financial report are published within a period of four months for the annual financial statements and within a period of three months for the half-year report, in accordance with the timing requirements for issuers admitted to the General Standard of the regulated market.

Insider information concerning the company is published immediately in accordance with Art. 17 para. 1 of the Market Abuse Regulation (EU) No. 596/2014 (MAR). Shareholders and potential investors can find out about current events and new developments promptly on the Internet. All press releases and ad hoc announcements of MeVis Medical Solutions AG are published on the company's website. Significant and in some cases recurring events are published in the financial calendar on the company's website.

## **COMPLIANCE**

Compliance describes a company's adherence to legal, internal and contractual regulations. The entirety of the principles and measures for adhering to certain rules and thus avoiding breaches of the rules is referred to as a compliance management system.

For MeVis Medical Solutions AG, compliance with laws, internal guidelines and fair dealings with colleagues, business partners and competitors is an indispensable basis for successful business operations. It currently has a compliance management system that is appropriate to the size of the company and its risk situation.

The internally introduced compliance guideline is binding for all employees, provides them with guidance for responsible behavior in day-to-day business and is intended to protect against wrong decisions. The guideline is published on the company intranet, employees and managers are continuously informed and sensitized about compliance and can also seek advice from the compliance officer at any time.

In addition, MeVis Medical Solutions AG was also connected to the Varex Group's existing external whistleblower system. This gives employees the opportunity to report legal violations within the company in a protected manner.

## **ANNUAL GENERAL MEETING AND SHAREHOLDERS**

The Annual General Meeting of MeVis Medical Solutions AG is convened at least once a year. Each share entitles the holder to one vote at the Annual General Meeting. Every shareholder who registers in good time is entitled to

participate in the Annual General Meeting or has the option of having their voting rights exercised by a bank, a shareholders' association, the proxies appointed by MeVis Medical Solutions AG and bound by instructions or another authorized representative.

The invitation to the Annual General Meeting and the reports and information required to pass resolutions are published in accordance with the provisions of the German Stock Corporation Act and made available on the company website.

## **RISK MANAGEMENT**

A responsible approach to risk is an important basis for good corporate governance at MeVis Medical Solutions AG. The Executive Board has installed an appropriate risk management and risk controlling system within the Company in order to identify, assess, monitor and manage the risks arising from its business activities at an early stage. The Executive Board regularly reports to the Supervisory Board on the current development of significant risks. The risk management system is continuously reviewed on the basis of current developments and adjusted if necessary. Further explanations and comments on risk management can be found in the risk report in the annual financial report.

## **ACCOUNTING AND AUDITING**

MeVis Medical Solutions AG prepares its statutory annual financial statements and management report and half-year financial report in accordance with the accounting provisions of the German Commercial Code. Quarterly reports or quarterly statements are no longer prepared and published.

The Supervisory Board commissioned the auditor appointed by the Annual General Meeting on March 21, 2023, Deloitte GmbH Wirtschaftsprüfungsgesellschaft, Hamburg, to audit the annual financial statements for the 2022/2023 financial year. This ensures that no conflicts of interest impair the work of the auditor. The audit of the annual financial statements was conducted in accordance with German generally accepted standards for the audit of financial statements promulgated by the Institut für Wirtschaftsprüfer (IDW).

The audit of the annual financial statements for the 2021/2022 financial year was also carried out by Deloitte GmbH Wirtschaftsprüfungsgesellschaft, Hamburg.

## **DIRECTORS' DEALINGS**

In accordance with Article 19 of the Market Abuse Regulation (EU) No. 596/2014 (MAR), the members of the Executive Board and Supervisory Board of the company and related parties are obliged to disclose transactions (directors' dealings) with financial market-traded shares and debt instruments of MeVis Medical Solutions AG or related financial instruments (e.g. derivatives) if the value of the transactions reaches or exceeds € 5,000 in a calendar year. The company publishes notifications in this regard on its website without delay. The company did not receive any notifications of directors' dealings in the reporting period. As of the balance sheet date, neither the member of the Executive Board nor the members of the Supervisory Board held shares in MeVis Medical Solutions AG.