

## 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 February 7, 2017 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.
- Pursuant to section 4.2.3 GCGC, the monetary remuneration components of the Executive Board remuneration shall comprise fixed and variable components. The Supervisory Board has decided to abolish the variable remuneration component at the beginning of fiscal 2017/2018. This was done because the members of the Executive Board are also members of the Executive Board of Varex Imaging Deutschland AG, which holds a majority interest in the Company and with which a domination and profit and loss transfer agreement exists. At Varex Imaging Deutschland AG, the members of the Executive Board receive variable remuneration based on the Group's success. As a result of the domination and profit and loss transfer agreement, the Company's success is no longer an indicator of the success of the managerial performance, so the variable remuneration no longer seemed to be meaningful to the Supervisory Board.
- 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 Supervisory Board of 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.
- 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 Varex Imaging Corporation Group. The Varex Imaging Corporation currently holds the majority of shares in the Company via the Varex Imaging Deutschland AG. Deviating from section 5.4.2 of the GCGC the Supervisory Board includes no independent members. 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 in view of the integration of the company into the Varex Group.

- 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.
- 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.

Bremen, September 9, 2018

Executive Board:

Marcus Kirchhoff  
(Chairman)

Dr. Robert Hannemann

Supervisory Board:

Kimberley E. Honeysett  
(Chairperson)

Clarence R. Verhoef  
(Vice Chairman)

Matthew Lowell