

Declaration of conformance of MeVis Medical Solutions AG for the financial year 2008

On February 7, 2008 the Management Board and Supervisory Board of MeVis Medical Solutions AG have issued the first declaration of conformity referring to the recommendations of the German Corporate Governance Code as amended on June 14, 2007.

The Management Board and the Supervisory Board of MeVis Medical Solutions AG declare that the recommendations of the "German Corporate Governance Code Government Commission" have been and will in future be met with the following exceptions:

As stipulated by the Code in section 2.3.4 the company should make it possible for shareholders to follow the General Meeting using modern communication media (e.g. Internet).

Expected benefits to and acceptance of these forms of media by shareholders are far exceeded by the ensuing costs. Currently the company refrains from the use of additional communication media.

As stipulated by the Code in section 3.8, if the company takes out a D&O (directors and officers' liability insurance) policy for the Management Board and Supervisory Board, a suitable deductible shall be agreed.

The Management Board and the Supervisory Board of the company are of the opinion that neither the motivation nor the stewardship of the Supervisory Board and the Management Board could be enhanced by the inclusion of such a deductible. The D&O insurance policy for the Management Board and Supervisory Board taken out by the company does not include such a deductible.

As stipulated by the Code in section 5.1.2, paragraph 2, phrase 3 and section 5.4.1, phrase 2 an age limit for members of the Management Board shall be specified (5.1.2). Furthermore, the international activities of the enterprise, potential conflicts of interest and an age limit to be specified for the members of the Supervisory Board shall be taken into account (5.4.1).

The specification of an age limit for members of the Management Board and Supervisory Board, as recommended by the code, has not been adopted by MeVis Medical Solutions AG. From the point of view of the company such a limitation does not constitute a useful selection criterion and would limit members of the Supervisory Board and shareholders in the choice of suitable candidates.

As stipulated by the Code in section 5.3.1, depending on the specifics of the enterprise and the number of its members, the Supervisory Board shall form committees with sufficient expertise. They serve to increase the efficiency of the Supervisory Board's work and the handling of complex issues. The respective committee chairmen report regularly to the Supervisory Board on the work of the committees.

The duties and responsibilities of the committees are executed by the entire Supervisory Board. Due to the size of the Supervisory Board of the MeVis Medical Solutions AG, the company does not believe that the formation and appointment of such committees as stipulated by the code is appropriate.

As stipulated by the Code in section 5.3.2, phrase 1, the Supervisory Board shall set up an Audit Committee which, in particular, handles issues of accounting, risk management and compliance, the necessary independence required of the auditor, the issuing of the audit mandate to the auditor, the determination of auditing focal points and the fee agreement.

The duties and responsibilities of the audit committee are executed by the entire Supervisory Board. Due to the size of the Supervisory Board of the MeVis Medical Solutions AG, the company does not believe that the formation and appointment of such committees as stipulated by the code is appropriate.

As stipulated by the Code in section 5.3.3, the Supervisory Board shall form a nomination committee composed exclusively of shareholder representatives which proposes suitable candidates to the Supervisory Board for recommendation to the General Meeting.

The duties and responsibilities of the nomination committee are executed by the entire Supervisory Board. Due to the size of the Supervisory Board of the MeVis Medical Solutions AG, the company does not believe that the formation and appointment of such committees as stipulated by the code is appropriate.

As stipulated by the Code in section 5.4.7, paragraph 2, phrase 1 and paragraph 3, phrase 2, members of the Supervisory Board shall receive fixed as well as performance-related compensation. Performance-related compensation should also contain components based on the long-term performance of the enterprise. The compensation of the members of the Supervisory Board shall be reported individually in the Corporate Governance Report, subdivided according to components.

As stipulated by the articles of association of the MeVis Medical Solutions AG, members of the Supervisory receive a fixed remuneration. The company is of the opinion that neither the motivation nor the stewardship of the Supervisory Board could be enhanced by the inclusion of a variable compensation component, e.g. by means of a link to the economic situation and performance of the enterprise i.e. share performance.

The compensation of members of the Supervisory Board is defined in the articles of association. Neither the Management Board nor the Supervisory Board sees the need to implement an individualised compensation scheme.

As stipulated by the Code in section 7.1.2, paragraph 3, the Consolidated Financial Statements shall be publicly accessible within 90 days of the end of the financial year; interim reports shall be publicly accessible within 45 days of the end of the reporting period.

MeVis Medical Solutions AG is deviating from this recommendation. Current stock exchange regulations, which require companies to publish consolidated financial statements within four months after the end of the period under review, respectively within two months for interim financial statements, are seen as adequate to provide shareholders and investors with timely information regarding current company trends.