

Declaration of conformance of MeVis Medical Solutions AG for the financial year 2009

On February 14, 2009 the Executive Board and Supervisory Board of MeVis Medical Solutions AG have issued the second declaration of conformity referring to the recommendations of the German Corporate Governance Code as amended on June 6, 2008.

The Executive 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:

(A3)

As stipulated by the Code in section 2.3.4 the company should enable shareholders to follow the Annual 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.

(E7)

As stipulated by the Code in section 3.8 paragraph 2, if the company takes out a D&O (directors and officers' liability insurance) policy for the Executive 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.

(E33)

As stipulated by the Code in section 5.1.2, paragraph 2, phrase 3 an age limit for members of the Management Board shall be specified.

Executive and Supervisory Board of the company are of the opinion that the specification of an age limit for members of the Executive Board is not reasonable. 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.

(E38)

As stipulated by the Code in section 5.3.1, phrase 1 depending on the specifics of the enterprise and the number of its members, the Supervisory Board shall form committees with sufficient expertise.

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.

(E39)

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. Issues related to risk management and compliance are being dealt with in the context of the information and reporting directive of the Executive Board and as part of the activities of the Compliance Committee of the company. Therefore the Supervisory Board is not of the opinion that the formation and appointment of such a committee as stipulated by the code is appropriate.

(E42)

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.

(E44)

As stipulated by the Code in section 5.4.1, the international activities of the enterprise, potential conflicts of interest and the specification of an age limit are to be taken into consideration during the nomination process of identifying suitable candidates for the Supervisory Board.

The specification of an age limit for members of the Supervisory Board is not deemed appropriate by the Executive Board and the Supervisory Board. 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.

(E56)

As stipulated by the Code in section 5.4.6, paragraph 2 and paragraph 3, members of the Supervisory Board shall receive fixed as well as performance-related compensation.

(A18)

The performance-related compensation should also contain components based on the long-term performance of the enterprise.

(E57)

Furthermore, the compensation of the members of the Supervisory Board shall be reported individually in the Corporate Governance Report, subdivided according to components.

(E58)

In addition, compensation paid or benefits granted by the company to the members of the Supervisory Board for services rendered by the individual member of the Supervisory Board, especially advisory and agency services, are to be reported individually within the Corporate Governance Report.

As stipulated by the articles of association of the MeVis Medical Solutions AG, members of the Supervisory Board receive a fixed remuneration, which is also displayed in the notes to the consolidated financial statement. The Supervisory Board sees its current task predominantly in securing the sustainability of the business model of the Company. Given the current state of development of the company, the Supervisory Board values the relatively low fixed remuneration as appropriate and sufficient. The Supervisory Board does not see the need to implement a success-oriented or individualised compensation scheme.

(E63)

As stipulated by the Code in section 5.6, the Supervisory Board shall examine the efficiency of its activities on a regular basis.

Independent of sessions of the Supervisory Board, the work of the committees of MeVis Medical Solutions AG encompasses a continuous monitoring of existing processes and regulations. Additionally, since 2008, the newly created compliance committee, which includes the members of the Executive Board, assists in the monitoring work of the Supervisory Board. Therefore, the Supervisory Board is of the opinion, that an additional evaluation of its work efficiency - e.g. by means of performance evaluations - is currently not expedient.

(E73)

As stipulated by the Code in section 7.1.2, phrase 2, half-year and any quarterly financial reports shall be discussed with the Executive Board by the Supervisory Board or its Audit Committee prior to publication.

Based on a separate information and reporting directive, the Supervisory Board is being regularly informed by the Executive Board. This encompasses a detailed description of those statements, which are to be published as part of the half-year and quarterly reports. The Executive Board will submit the relevant information to the Supervisory Board in a timely manner so as to enable the Supervisory Board to submit comments to the Executive Board. Therefore, Supervisory Board and Executive Board are of the opinion that an additional discussion of the half-year and quarterly reports prior to their publication is not necessary.

(E74)

As stipulated by the Code in section 7.1.2, phrase 4, 1 subclause, the Consolidated Fi-

nancial Statements shall be publicly accessible within 90 days of the end of the financial year ("Fast Closing").

(E75)

As stipulated by the Code in section 7.1.2, phrase 4, 2 subclause, the Consolidated Financial Statements shall be publicly accessible within 45 days of the end of the reporting period ("Fast Closing").

MeVis Medical Solutions AG is deviating from this recommendation. Current regulations of the Frankfurt Stock Exchange for the Regulated Market (Prime Standard segment) are seen as adequate. These require companies to publish consolidated financial statements within four months after the end of the period under review (section 65, paragraph 2 FWB01), respectively within two months for interim financial statements (section 66, paragraph 5 FWB01).