

Declaration of conformance of MeVis Medical Solutions AG for the financial year 2011

The Executive Board and Supervisory Board of MeVis Medical Solutions AG declare in accordance with section 161 AktG that the recommendations of the "German Corporate Governance Code Government Commission" in the version of May 26th, 2010 have been and will in future be met with the following exceptions:

- The inclusion of a deductible within the D&O Insurance for Supervisory Board Members (Section 3.8 GCGC) is currently not intended, as the statutory compensation of the Supervisory Board as an assessment base for a possible deductible is considered marginal. Following the regulations of the law governing the appropriateness of Executive compensation valid from August 5, 2009 a deductible for Executive Board Members has been included according to the regulations.
- To date the remuneration of the Executive Board members (Section 4.2.3) corresponds to the regulations before the recent changes of the law governing the appropriateness of Executive compensation valid from August 5, 2009. An intervention of current executive employment contracts is not stipulated. Future contracts with Executive Board members will comply with the new regulations governing the remuneration of directors. The long-term nature is to be addressed through adjustment of the existing stock option program, which shall be decided on during the next annual general meeting.
- Executive and Supervisory Board of the company are of the opinion that the specification of an age limit for members of the Executive Board (Section 5.1.2 GCGC) 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.
- 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 DCGK). 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.
- The specification of an age limit for members of the Supervisory Board (Section 5.4.1 GCGC) 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.
- 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 (Section 5.4.6 Paragraph 2 GCGC).

- 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. Therefore, the Supervisory Board is of the opinion, that an additional evaluation of its work efficiency - e.g. by means of performance evaluations (Section 5.6 GCGC) - is currently not expedient.
- 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 (Section 7.1.2 Phrase 2 GCGC) is not necessary.
- MeVis Medical Solutions AG is deviating from the recommendations with regards to the publication terms of Consolidated Financial Statements and Interim Reports (Section 7.1.2 Phrase 4 GCGC). 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).

Bremen, April 8th, 2011

Executive Board:

Dr. Carl J.G. Evertsz
(Chairman)

Dr. Robert Hannemann

Thomas E. Tynes

Supervisory Board:

Prof. Dr. Heinz-Otto Peitgen
(Chairman)

Axel Schubert
(Vice Chairman)

Dr. Peter Zencke