

Declaration of conformance of MeVis Medical Solutions AG for fiscal year 2012

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 May 26th, 2010 have been and will in future be met with the following exceptions:

- The articles of association of MeVis Medical Solutions AG do not currently provide for the option of postal voting (Section 2.3.3 GCGC). The Company already allows shareholders to appoint a corporate proxy to exercise voting rights. The shareholders therefore already have ample opportunities to exercise shareholders' rights. In light of this, an additional option of postal voting will not make exercising shareholders' rights any easier.
- 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.
- There are currently no plans for 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 the 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. An Executive Board member's contract can be terminated prematurely without serious cause only by mutual agreement. Even if a cap on severance payments has been agreed, this does not preclude the possibility that a severance pay cap might still be negotiated when a member leaves.
- 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.
- 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 presented in the notes to the consolidated financial statements. 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 considers the relatively low fixed remuneration to be appropriate and sufficient. The Supervisory Board does not see the need to implement a success oriented or individualized compensation scheme (Section 5.4.6 (2) GCGC).

- 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). 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: within four months after the end of the period under review (Section 65 (2) FWB01) for annual statements and within two months for interim financial statements (Section 66 (5) FWB01).

Bremen, March 15th, 2012

Executive Board:

Marcus Kirchhoff
(Chairman)

Dr. Robert Hannemann

Thomas E. Tynes

Supervisory Board:

Prof. Dr. Heinz-Otto Peitgen
(Chairman)

Dr. Jens Kruse
(Vice Chairman)

Peter Kuhlmann-Lehmkuhle