

# Declaration 2017

## -revised Version-

Declaration on the Corporate Governance Code, as per §161 of the German Stock Companies Law (AktG)

In accordance with § 161 of the German Stock Corporation Act (AktG), the Executive Board and Supervisory Board of Eckert & Ziegler Strahlen- und Medizintechnik AG declare that the recommendations of the "Government Commission of the German Corporate Governance Code", version dated February 7, 2017 have been and are being met with the following exceptions:

- **Deductible for D&O insurance: The D&O insurance policy contracted for the Supervisory Board** provides for no deductible amount.

A deductible is not agreed for the D&O insurance policy (personal liability insurance for members of the bodies) for the Supervisory Board since there is no evidence that it would fundamentally lead to greater motivation and a greater sense of responsibility on the part of its members. Nor, given the comparatively low level of the Supervisory Board's compensation, do the Executive Board and Supervisory Board regard a deductible as appropriate.

- **Development of an expertise profile:** The Supervisory Board waives the need to develop a rigid expertise profile with respect to the composition of the Supervisory Board.

The Supervisory Board does not see any pressing need to develop an expertise profile for the composition of the Supervisory Board but will address this issue in the near future. The only guideline for the appointment of Supervisory Board members must be to select those individuals from the largest possible pool of candidates who, based on their skills, abilities and technical experience, promise to make the greatest contribution to strengthening the Board and, in turn, the company's competitiveness.

- **Formation of commissions:** The Supervisory Board has formed no commissions, in particular no auditing or nomination commission.

In view of the low number of Supervisory Board members and the company's specific circumstances, the Supervisory Board does not regard the formation of commissions, particularly an auditing or nomination commission, as pressing. All the duties of these commissions are therefore exercised by the Supervisory Board as a commission with overall responsibility.

- **Age limits for members of the Executive Board and Supervisory Board, ethnic or cultural diversity:** No age limits have been specified for members of the Executive Board or Supervisory Board. At the same time, the Supervisory Board has refrained from specifying concrete objectives with respect to its composition. It has not determined the number of its independent members or the level of its ethnic or cultural diversity.

The Executive and Supervisory Boards are of the opinion that people should neither be favored nor discriminated against based on age, race, origin or gender. The only prerequisite for filling Executive and Supervisory Board positions is to select individuals from the largest possible pool of candidates who, based on their knowledge, skills and professional experience, are best able to strengthen the committee and thus the competitiveness of the company.

- **Regular limit of length of membership of the Supervisory Board:** The Supervisory Board has not set any regular limit of length of membership of the Supervisory Board.

The Supervisory Board does not believe that setting a regular limit of length of membership of the Supervisory Board is constructive. Due to the complexity of the company segments, long lengths of service foster an understanding of industry and, in doing so, increase the efficiency of the Supervisory Board.

- **Retroactive change to performance targets/comparative parameters:** The employment contracts of the Executive Board in part stipulate the authority of the Supervisory Board to retroactively adjust individual parameters for measuring individual, variable compensation components in exceptional circumstances.

The Supervisory Board is of the opinion that the authority to make adjustments in this manner – which allows adjustments that both benefit and disadvantage the members of the Executive Board – ensures

that the members of the Executive Board have the proper incentives. As the decision is at the sole and proper discretion of the Supervisory Board, such authority to make adjustments is in the best interests of the company and its shareholders.

Eckert & Ziegler Strahlen- und Medizintechnik AG has complied in full with the recommendations of the German Corporate Governance Code as of April 24, 2017, in the version dated May 5, 2015, and as of April 24, 2017, in the version dated February 7, 2017, since publishing its latest regular declaration of compliance dated December 3, 2016, with the exception of the items detailed in this declaration. Please refer to the notes detailed in this declaration for information on the reasons for these exceptions.

Berlin, December 3, 2017

For the Executive Board:

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Dr. Harald Hasselmann

Dr. André Heß

For the Supervisory Board:

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