

# Declaration 2018

(revised version as of 26 March 2019)

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.

- **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, ethnic or cultural diversity:** No age limits have been specified for members of the Executive Board. At the same time, the Supervisory Board has not determined 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.

- **The consolidated financial statements and the group management report shall be made publicly accessible within 90 days from the end of the financial year:** Consolidated financial statements and group management report will be published at the latest until April 30th.

In the report year, the Belgian Eckert & Ziegler BEBIG SA (BEBIG) has been merged with Eckert & Ziegler Strahlen- und Medizintechnik AG (EZAG) as the absorbing company. The transaction involved the cross-border merger of two exchange-listed companies on the basis of the European harmonized requirements of the EU Company Directive (EU) 2017/1132, for whose accounting implementation hardly any precedents have been set so far. The numerous special questions in the balance sheet

valuation and presentation of the transaction led to considerable additional effort, so that the finalization of the consolidated financial statements and group management report this year required more time and the publication of the annual financial statements will only take place until latest end of April.

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, March 26, 2019

For the Executive Board:  
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For the Supervisory Board:  
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