

*Convenience Translation*  
**Declaration of Conformity 2019**

Section 161 (I) (1) of the German Stock Corporation Act (AktG) requires the Executive Management and the Supervisory Boards of a listed stock corporation to declare annually that the recommendations of the "Government Commission on the German Corporate Governance Code" published by the Federal Ministry of Justice in the official section of the Federal Gazette have been and are complied with, and which recommendations have not been or are not being applied, and for what reason. In addition to the presentation of the applicable German Stock Corporation Act, the German Corporate Governance Code ("Code") also includes recommendations from which a company may deviate ("shall" provisions). However, any deviation has to be disclosed and accounted for annually.

Since issuing the last Declaration of Conformity on 27 November 2018, amended on 28 March 2019, Medigene AG has complied with the recommendations of the Code in its version dated 7 February 2017, except with the declarations made in the Declaration of Conformity of 27 November 2018. For the period starting 28 November 2019 the Executive Management and Supervisory Boards declare conformity with the Code in its version dated 7 February 2017 with the following exceptions, and declare their intention to comply in the future as follows:

**Section 3.8 para. 3 of the Code: Deductible in the case of D&O insurances**

The D&O insurance (so-called directors' and officers' liability insurance) taken out by Medigene AG for its Supervisory Board members does not provide for any deductible. Medigene AG does not intend to agree a general deductible for its Supervisory Board members with its D&O insurance carrier. The legal obligation to agree upon D&O insurance contracts including a deductible pursuant to Section 93 (II) (3) of the German Stock Corporation Act (AktG) is applicable only to Executive Management Board members. In Section 116 (I) of the German Stock Corporation Act, the legislator did not require any deductible for Supervisory Board members, but expressly excluded the Supervisory Board instead. The Executive Management and Supervisory Board of Medigene AG believe that the nature of the position as a Supervisory Board member, which is also emphasized by the different remuneration, calls for a distinction between D&O insurances for Executive Management and Supervisory Board members. Both the Executive Management and Supervisory Boards also believe that the motivation and sense of responsibility applied by the members of the Supervisory Board of Medigene AG in the fulfillment of their duties are fully guaranteed without any general deductible as recommended under the Code.

**Section 4.1.5 sentence 2 of the Code: Proportion of women in management levels under the Executive Management Board**

The Executive Management Board of Medigene AG resolved on a target regarding the proportion of women in the so-called „Management Team“. A second level was consciously not defined in the light of the current size of Medigene AG and the respective structure of the company, which would not be meaningful and appropriate. The definition of only one management level in the form of the Management Team reflects existing reporting lines to the Executive Management Board. A second management level which would be meaningful in the sense of the Equal Opportunities Act does not exist and cannot meaningfully be defined through titles or other definitions such as responsibility over personnel.

**Section 4.2.3 para. 3 of the Code: Establishment of a targeted pension level**

For the members of the Executive Management Board of Medigene AG, there is a defined contribution plan that does not aim to achieve a specific level of pensions. The Supervisory Board considers the existing pension system as appropriate and well balanced.

**Section 5.4.1 para. 4 sentence 1 of the Code: AGM election proposals for the Supervisory Boards taking into account female target levels**

The Supervisory Board of the Company resolved upon a female target level of at least 16.7% in July 2017 to be achieved until 30 June 2022. This target level is also addressed within the competence profile of the Supervisory Board. By election of Dr. Frank Mathias as additional seventh member of the Supervisory Board at the Annual General Meeting on 15 May 2018 with a term of office until the Annual General Meeting in 2019, the current level of 16.7% was reduced to 14.3%. The election proposal of Dr. Frank Mathias was made in order to complement the Board's pharmaceutical expertise and because of his knowledge of the Medigene Group, and to also further fulfill the various requirements of the competence profile as a whole. This led to a reduction in the current level of the female ratio in the Supervisory Board regarding the target level. Nevertheless, the Supervisory Board keeps on holding on to the set target level of at least 16.7% until June 2022.

**Section 5.4.3 sentence 3 of the German Corporate Governance Code ("Code"): Candidate proposals for the Supervisory Board**

Section 5.4.3 sentence 3 of the Code recommends, that candidate proposals for the Chair of the Supervisory Board should be announced to the shareholders. The proposed candidate for the Chair of the Supervisory Board is not announced to the shareholders at the Annual General Meeting at which the members of the Supervisory Board are elected since it is the task of the Supervisory Board to elect a chairman from among its members at its inaugural meeting.

**Section 5.4.6 para. 1 sentence 2 of the Code: Consideration of committee work in the compensation of Supervisory Board members**

There is no differentiation between a chairman and a regular member of a committee. Both the Executive Management and Supervisory Boards believe that the Supervisory Board members show a high degree of commitment in their committee work without any such arrangement.

Martinsried, 28 November 2019

For the Supervisory Board:

For the Executive Management Board:

Dr. Gerd Zettlmeissl  
Chairman of the Supervisory Board

Prof. Dolores Schendel  
Chief Executive Officer