

**AMENDMENT DURING YEAR UNDER WAY TO
DECLARATION OF COMPLIANCE IN ACCORDANCE WITH
SECTION 161 OF THE GERMAN STOCK CORPORATION ACT
(AKTIENGSETZ, AKTG) OF 5 NOVEMBER 2020**

(as issued on 23 April 2021)

In view of the Declaration of Compliance published on 5 November 2020 on the recommendations issued by the “Government Commission of the German Corporate Governance Code” as amended on 16 December 2019 (“**DCGK 2019**”) published in the official section of the Federal Gazette on 20 March 2020, the Board of Management and the Supervisory Board of RHÖN-KLINIKUM AG declare as follows:

In accordance with the requirements of section § 87a of the AktG, the Supervisory Board on 24 March 2021 resolved on a scheme of remuneration for the members of the Board of Management which is to be submitted for approval to the Annual General Meeting of the Company on 9 June 2021 pursuant to section 120a (1) of the AktG and in this connection to be explained to the shareholders in detail.

In this context, the Supervisory Board is now able to clarify the compliance with the recommendations in Section GCGC 2019.

The recommendations in Section G GCGC 2019 will be complied with based on the new remuneration scheme for the Board of Management, with the exception of

Recommendations G1, G2, G3, G4, G6, G7, G10 and G11.

The deviations from aforesaid recommendations of the GCGC 2019 are explained by the Supervisory Board as follows:

In view of the special ownership structure of the Company, the Supervisory Board was guided by the objective of implementing a remuneration scheme which is as simple as possible and which also takes account of the remuneration structures in those companies in which the indirect main shareholder of RHÖN-KLINIKUM Aktiengesellschaft holds a sole or majority interest. This re-orientation of the remuneration scheme for the Board of Management has resulted in a significant reduction of the Board of Management remuneration compared with the previous remuneration practice.

In this context it was not necessary in the view of the Supervisory Board to differentiate between defining a target total remuneration and the statutorily required maximum remuneration. At the same time, the maximum remuneration defined in the context of the remuneration scheme for the Board of Management represents the target total remuneration of the individual members of the Board of Management.

Furthermore, the Supervisory Board – likewise in view of the special ownership structure and the significant reduction in the level of remuneration – refrained from applying elaborate peer-group comparisons and from performing complex assessments of the remuneration level in a vertical respect within the Company.

When agreeing the performance criteria for the variable remuneration, the Supervisory Board will ensure that the financial and non-financial targets will promote the business strategy and make a contribution towards a long-term development of the Company. For these reasons the Supervisory Board did not see any necessity to provide for further abstract requirements for defining long-term-oriented targets and their relationship to short-term-oriented targets, nor to provide for a share-based variable remuneration, in order to implement the remuneration scheme of the Board of Management. Lastly, based on the specific terms of the variable remuneration there is also no reason in the view of the Supervisory Board to provide for rights of retention or recovery. To enable the Supervisory Board to take a comprehensive decision in connection with defining the achievement of targets for the past financial year, the Supervisory Board reserves the right to decide on performance criteria for the new financial year at the beginning of such financial year.

Bad Neustadt a. d. Saale, 23 April 2021

For the Supervisory Board
Dr. Jan Liersch

For the Board of Management
Dr. Christian Höftberger