

## DECLARATION ON CORPORATE GOVERNANCE PURSUANT TO SECTION 289F AND 315D OF THE GERMAN COMMERCIAL CODE (HANDELSGESETZBUCH, HGB)

In this Declaration on Corporate Governance pursuant to sections 289f, 315d HGB, the Board of Management and the Supervisory Board report on the Company's corporate governance. Good corporate governance is the basis for and the reflection of responsible corporate management. The Board of Management and the Supervisory Board make the Declaration on Corporate Governance jointly, with each being responsible for their respective sections of the Report. In this regard, the Declaration on Corporate Governance is made in summary form for RHÖN-KLINIKUM Aktiengesellschaft and the Group. Pursuant to section 317 (2) sentence 6 HGB, the statutory auditor is to limit the audit of the disclosures according to section 289f (2) and (5), section 315d HGB to examining whether the disclosures were made. The Declaration on Corporate Governance can also be accessed on the Company's website at [www.rhoen-klinikum-ag.com/investor-relations/corporate-governance.html](http://www.rhoen-klinikum-ag.com/investor-relations/corporate-governance.html).

RHÖN-KLINIKUM Aktiengesellschaft is not subject to any overriding provisions of special law that might preclude adoption of the recommendations of the German Corporate Governance Code.

### ***Disclosure pursuant to section 289f (2) no. 1 HGB on the Declaration of Compliance pursuant to section 161 AktG***

The German Corporate Governance Code describes nationally and internationally recognised standards of responsible corporate governance. In financial year 2022, the Supervisory Board and the Board of Management of RHÖN-KLINIKUM Aktiengesellschaft regularly and thoroughly examined the German Corporate Governance Code ("GCGC") in its version of 16 December 2019 which took effect on 20 March 2020, and in its version of 28 April 2022 which took effect on 27 June 2022. Apart from the exceptions disclosed in the Declaration of Compliance with the German Corporate Governance Code pursuant to section 161 AktG ("*Declaration of Compliance*"), the recommendations of the GCGC were complied with.

As a result of the deliberations, the Board of Management and the Supervisory Board of RHÖN-KLINIKUM Aktiengesellschaft updated the Declaration of Compliance issued on 10 November 2021 as planned pursuant to section 161 AktG and, giving due regard to the GCGC, replaced it by a Declaration of Compliance issued on 17 November 2022 which was once again updated on 15 December 2022. The current and all past Declarations on Corporate Governance and Declarations of Compliance regarding the recommendations of the Code are permanently made available over the Internet at [www.rhoen-klinikum-ag.com/investor-relations/corporate-governance.html](http://www.rhoen-klinikum-ag.com/investor-relations/corporate-governance.html).

The current Declaration of Compliance of 15 December 2022 reads as follows:

DECLARATION OF COMPLIANCE IN ACCORDANCE WITH SECTION 161  
GERMAN STOCK CORPORATION ACT (AKTIENGESETZ, AKTG)  
(as issued on 15 December 2022)

**Preliminary remark:** On 17 November 2022, the Board of Management and the Supervisory Board of RHÖN-KLINIKUM Aktiengesellschaft submitted the Declaration Of Compliance in accordance with section 161 of the German Stock Corporation Act (Aktiengesetz, AktG) in order to comply with their statutory obligation to submit this Declaration annually.

In future it is intended to issue the Declaration of Compliance annually at the Supervisory Board meeting in December. Against this background, the Board of Management and the Supervisory Board hereby issue the following Declaration of Compliance early, the content of which corresponds to the Declaration issued in November 2022. Deviations in the presentation only result from the fact that the part of the Declaration relating to the past now also refers solely to the current version of the German Corporate Governance Code from 2022.

1. The Board of Management and the Supervisory Board of RHÖN-KLINIKUM Aktiengesellschaft declare that the Recommendations issued by the “Government Commission of the German Corporate Governance Code” as amended on 28 April 2022 (“**GCGC**”) and published by the Federal Ministry of Justice in the official section of the Federal Gazette on 27 June 2022 have been implemented since submission of the Declaration of Compliance of 17 November 2022 with the following exceptions:

**a) Recommendation A.1**

*Consideration of environmental and social objectives in corporate strategy and corporate planning*

Recommendations A.1 Sentences 2 and 3 of the GCGC were not implemented.

The completely new Recommendation introduced first provides that the management board is to systematically identify and assess the risks and

opportunities associated with social and environmental factors for the company as well as the environmental and social impacts of the company's activities (A.1 Sentence 1 GCGC). In addition to long-term economic objectives, the corporate strategy is also to give appropriate consideration to environmental and social objectives (A.1 Sentence 2 GCGC). Moreover, corporate planning is to include corresponding financial and sustainability-related objectives (A.1 Sentence 3 GCGC).

In financial year 2022 the Board of Management of RHÖN-KLINIKUM, in a materiality analysis, identified issues which are to be regarded as material for the Group of RHÖN-KLINIKUM Aktiengesellschaft in terms of their impacts on the environment, the Company and the economy as a whole, as well as in terms of their financial impact for the Group and their relevance for the further stakeholders of the Company. Currently, a strategic target plan is being developed on the basis of the materiality analysis. The objectives thus defined are then to be integrated into the Company's corporate planning and strategy.

It will no longer be possible to conclude the process described above in financial year 2022. However, RHÖN-KLINIKUM Aktiengesellschaft intends to fully implement Recommendation A.1 of the GCGC on this basis prospectively.

**b) Recommendation A.3**

*Extending the internal control system and risk management system to also cover sustainability-related objectives*

According to the newly introduced Recommendation A.3 of the GCGC, the internal control system and the risk management system, unless already required by law, are also to cover sustainability-related objectives. This is also to include processes and systems for collecting and processing sustainability-related data.

Currently, the structure of the internal control and risk management system of RHÖN-KLINIKUM Aktiengesellschaft is oriented on the statutory requirements. Since sustainability-related objectives going beyond these statutory requirements are not yet covered by the internal control and risk management system, Recommendation A.3 of the GCGC has not been implemented.

Currently, however, a guideline for identifying and assessing non-financial risks throughout the Group is being prepared. In this context, sustainability-related data are also being collected and evaluated. Recommendation A.3 of the GCGC is to be implemented on this basis prospectively.

**c) Recommendation A.5**

*Description of the main characteristics of the entire internal control system and risk management system in the management report including comment on the their appropriateness and effectiveness*

The question of a deviation from the newly introduced Recommendation A.5

GCGC regarding the description of the characteristics of the entire internal control system and risk management system in the Management Report has not been raised to date because no Management Report has yet had to be prepared since entry into force of the current version of the GCGC on 27 June 2022 and/or since submission of the last Declaration of Compliance.

With regard to future steps, reference is made to the statements under 2.

**d) Recommendation C.1**

*Objectives regarding composition of supervisory board and competency profile*

Recommendations C.1 Sentences 1 and 2 of the GCGC, according to which the supervisory board is to state specific objectives regarding its composition and to draw up a competency profile for the body as a whole while observing diversity, was not implemented. Consequently, Recommendations C.1 Sentences 3 to 5 of the GCGC, which are based on Recommendations C.1 Sentences 1 and 2 of the GCGC, could not be complied with either.

The Supervisory Board, when nominating candidates for membership in the Supervisory Board, was guided by the qualification of such candidates, by the current requirements as well as by the legal requirements. In this regard the Supervisory Board oriented itself on a fundamental requirements profile which was adapted and clarified on an ad hoc basis as required, and at the same time gave due regard to diversity. The shareholders' representatives on the Supervisory Board are convinced that this practice had proven itself and in their view did not require any further self-regulation giving rise to further layers of bureaucracy in terms of the Recommendations pursuant to C.1 Sentences 1 to 5 of the GCGC.

By contrast, Recommendation C.1 Sentence 6 of the GCGC, according to which the Declaration on Corporate Governance is to inform on what the shareholder representatives on the supervisory board consider to be a reasonable number of independent shareholder representatives and the names of such members, was implemented.

**e) Recommendation C.10**

*Independence of chairman of audit committee*

Recommendation C.10 Sentence 2 of the GCGC, according to which the chairman of the audit committee is to be independent of the controlling shareholder, was not implemented.

The chairman of the Audit Committee, Hafid Rifi, by reason of his capacity as deputy CEO of Asklepios Kliniken GmbH & Co. KGaA which – through AMR Holding GmbH – exercises a controlling influence over RHÖN-KLINIKUM Aktiengesellschaft pursuant to section 17 (1) AktG, was (and is) not independent of the controlling shareholder within the meaning of Recommendation C.10 Sentence 2 of the GCGC. Nonetheless, the Supervisory Board was (and is) convinced that Mr. Rifi,

based on his qualifications, is suited in every respect to assume the chair of the Audit Committee and will act in the interest of the Company.

It moreover had to be considered as a general rule that the legislature, by abandoning the requirement of independence for the financial expert on the supervisory board in accordance with section 100 (5) AktG, has precisely shown that the feature of independence is not an imperative prerequisite for performing the duties of auditor committee chairman but can be subject to the Recommendations of the GCGC with the option of stating deviations. The Supervisory Board availed itself of this option.

**f) Recommendation D.3**

*Expertise in the fields of accounting and auditing including sustainability reporting and its audit*

The revised Recommendation D.3 Sentence 2 of the GCGC could not be implemented.

According to Recommendation D.3 Sentence 1 of the GCGC, the expertise in the field of accounting is to consist of special knowledge and experience in the application of accounting principles and internal control and risk management systems, and the expertise in the field of auditing is to consist of special knowledge and experience in the auditing of financial statements. According to D.3 Sentence 2 of the GCGC, accounting and auditing also include sustainability reporting and its audit.

With Mr. Peter Berghöfer, the Audit Committee of RHÖN-KLINIKUM Aktiengesellschaft has a member possessing the expertise – now elaborated in further detail in Recommendation D.3 Sentence 1 GCGC – in the field of accounting. The newly added requirement of D.3 Sentence 2 GCGC – according to which this also includes special knowledge in the field of sustainability reporting – goes beyond the statutory requirements of section 100 (5) AktG. In the absence of such experience, the Recommendation – unlike with regard to the required sustainability expertise for the auditing of financial statements which Mr. Hafid Rifi possesses – cannot yet be implemented at the present time. However, knowledge in this regard is to be established so that the Recommendation can be implemented prospectively.

**g) Recommendations G.1, G.2, G.3, G.4, G.6, G.7, G.9, G.10, G.11 and G.12**

*Remuneration scheme and remuneration for the board of management*

In accordance with the requirements of section 87a AktG, the Supervisory Board on 24 March 2021 resolved on a scheme of remuneration for the members of the Board of Management which was submitted for approval to the Annual General Meeting of the Company pursuant to section 120a AktG on 9 June 2021 and approved by the latter.

In view of the Company's special ownership structure, 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 total target 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 total target 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 vertically 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 need 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.

2. The Board of Management and the Supervisory Board of RHÖN-KLINIKUM Aktiengesellschaft moreover declare that the recommendations of the GCGC will be implemented also in future with the exceptions described under 1 as well as with the exception of the newly introduced Recommendation A.5 of the GCGC. Prospectively, the newly introduced Recommendations A.1 Sentence 2 and 3, A.3 as well as D.3 Sentence 2 of the GCGC are also to be implemented.

With regard to the deviation from the newly introduced Recommendation A.5 of the GCGC 2022, the Board of Management and the Supervisory Board – in addition to the statements under 1 – declare as follows:

**Recommendation A.5**

*Description of the main characteristics of the entire internal control system and risk management system in the management report including comment on the their appropriateness and effectiveness*

According to the newly introduced Recommendation A.5 of the GCGC, the main characteristics of the entire internal control system and risk management system are to be described in the management report and a comment is to be included on their appropriateness and effectiveness. The Recommendation therefore goes beyond the statutory requirements of section 289 (4), section 315 (4) of the German Commercial Code (Handelsgesetzbuch, HGB) according to which the main characteristics of the internal audit and risk management system pertaining to the accounting process are to be described.

The description in the Management Report is currently limited – as required by law – to the description of the main characteristics of the internal audit and risk management system pertaining to the accounting process. The appropriateness and effectiveness of the systems are the subject of regular meetings of the Supervisory Board with the auditor of accounts.

It is currently being reviewed whether, in connection with the expansion of the internal control system and the risk management system pursuant to Recommendation A.3 of the GCGC, reporting will also be expanded prospectively in the Management Report accordingly and thus Recommendation A.5 of the DCGK will also be implemented.

***Disclosures pursuant to section 289f (2) no. 1a HGB regarding the company's website on which the remuneration report on the last financial year and the auditor's report pursuant to section 162 AktG, the remuneration scheme in force pursuant to section 87a (1) and (2) sentence 1 AktG and the last remuneration resolution pursuant to section 113 (3) AktG are made publicly accessible***

The Remuneration Report for financial year 2022 with the Auditor's Report pursuant to section 162 AktG is made publicly accessible on our website at [www.rhoen-klinikum-ag.com/investor-relations/corporate-governance.html](http://www.rhoen-klinikum-ag.com/investor-relations/corporate-governance.html).

The remuneration scheme currently in force and approved by the Annual General Meeting on 9 June 2021 for the remuneration of the members of the Board of Management pursuant to section 87a (1) and (2) sentence 1 AktG as well as the resolution of the Annual General Meeting of 9 June 2021 on the remuneration of the members of the Supervisory Board pursuant to section 113 (3) AktG are publicly accessible on our website at [www.rhoen-klinikum-ag.com/investor-relations/corporate-governance.html](http://www.rhoen-klinikum-ag.com/investor-relations/corporate-governance.html).

***Disclosures pursuant to section 289f (2) no. 2 HGB on corporate governance practices adopted above and beyond the statutory requirements, together with statement on where they are publicly accessible***

To meet our social responsibility in the highly complex world of a healthcare services provider, the corporate governance practices at RHÖN-KLINIKUM Aktiengesellschaft adopted above and beyond the statutory requirements include ethical standards that are reflected in our corporate philosophy, corporate responsibility and corporate code. In this regard, the ethical principle underlying everything RHÖN-KLINIKUM Aktiengesellschaft does is “Don’t do to others what you would not like done to yourself, and don’t leave off doing anything that you would like done to yourself.” Our principles of conduct form the essential basis for the entrepreneurial activities of RHÖN-KLINIKUM Aktiengesellschaft by its directors, officers, executives and employees: “INTEGRITY – RESONSIBILITY – TRUST – LOYALTY – SUSTAINABILITY“. They provide the framework for the obligations binding on all employees at RHÖN-KLINIKUM Aktiengesellschaft and its subsidiaries, form the basis for their activities, and define the rules and principles governing the dealings of RHÖN employees amongst one another and with third parties.

The Corporate Governance Code and our principles of conduct form an integral part of the compliance management system implemented at RHÖN-KLINIKUM Aktiengesellschaft. Acting in accordance with legislation and Company-wide ethical standards is of key importance for us as a healthcare provider because it ultimately serves the well-being of our patients. In addition to statutory requirements and rules to be observed in the administrative area (e.g. patient data protection, combating corruption in the healthcare system), most of the services provided in hospitals constitute an invasive intervention in a patient’s physical integrity. That



is why it is all the more important for our patients to feel they are safe and in good hands when under our care.

Our compliance guidelines and recommendations explain the principles and rules of fair dealings with one another and responsible corporate governance. They define the relationship to our patients, customers, suppliers, shareholders and the general public as well as the conduct of employees amongst one another. Our employees regularly receive training in this area and are informed on recent developments.

At the heart of our corporate philosophy and underlying all our activity is the well-being of our patients. That is why the well-being of patients and integrity in dealing with patients is always the focus of interest of the work performed by our staff. Our success is based on the well-being of our patients and the trust they place in our employees and the medical services provided.

We firmly believe that everyone is entitled to affordable and high-quality medical care. For us, quality, cutting-edge medical care means freedom in choosing medical treatment, ongoing investments in modern medical care as well as the further development of clinical processes and structures relating to our patients. We specifically promote interdisciplinary cooperation in the treatment provided by doctors and nurses, thus raising the quality of treatment noticeably. Personal integrity and professionalism are given top priority in all areas of our Company. At the same time, our basis for affordable, high-quality healthcare is private capital, whether generated thanks to our own entrepreneurial output or made available by the capital market. It enables investment in innovations, ensuring the future viability of healthcare. This in turn allows for profitability and sustainable financing of new growth and medical innovations.

Our corporate code and our principles of conduct as well as statements on corporate philosophy and corporate responsibility are permanently made available to the general public over the Internet at [www.rhoen-klinikum-ag.com](http://www.rhoen-klinikum-ag.com).

*Disclosure pursuant to section 289f (2) no. 3 HGB with description of the work approach of the management board and the supervisory board as well as the composition and work approach of their committees*

As prescribed in German stock corporation law, RHÖN-KLINIKUM Aktiengesellschaft has a dual management system, i.e. a strict separation exists at the personnel level between the Board of Management vested with powers of direction and the Supervisory Board vested with supervisory powers. Simultaneous membership in both corporate bodies is not permissible.

To achieve the objective of sustainable value-added, the Board of Management and the Supervisory Board have committed themselves to cooperating through mutual trust in the best interests of the Company and based on a balanced allocation of duties and responsibilities in accordance with the law, the Articles of Association and the Terms of Reference. The activities of the Board of Management and the Supervisory Board as well as cooperation between these two bodies is governed by their respective Terms of Reference. The allocation of responsibilities within the Board of Management as well as within the Supervisory Board is regularly adapted to changing requirements.

The Board of Management manages the Company and conducts transactions with shared responsibility based on Terms of Reference. The members of the Board of Management each have their own areas of responsibility as determined by operative and/or functional competencies. The chairman of the Board of Management is responsible for corporate policy as well as the Group's fundamental strategic orientation. The Board of Management reports regularly, without delay and comprehensively to the Supervisory Board on all significant issues relating to the business development and position of the Group and its subsidiaries. The Board of Management furthermore coordinates with the Supervisory Board on the Group's further strategic development and discusses its implementation. If any events of special significance should arise, the chairman of the Board of Management informs the chairman of the Supervisory Board of these without delay. Any transactions and measures which are subject to approval are presented to the Supervisory Board in due time. The approval of the Supervisory Board is also required for transactions between the members of the Board of Management or parties related to them, on the one hand, and RHÖN-KLINIKUM Aktiengesellschaft, on the other.

Up to now, a fixed age limit of 65 years has been defined for the members of the Board of Management. Service contracts of the Board of Management as a rule have a term of at least three years, thus ensuring that the members hold their positions in the long term. As a rule, initial appointment is for a term of three years. Approximately twelve months before the expiry of the contracts, the Supervisory Board begins negotiations on their possible renewal. Together with the Board of Management, the Supervisory Board ensures long-term succession planning. When vetting candidates for a position on the Board of Management, the Supervisory Board sees their professional qualification for the responsibilities to be performed, convincing leadership qualities, currently performed functions as well as knowledge about the Company and the industry as the key qualification criteria. When weighing up which figure or personality would best fit the Board of Management as a body, the Supervisory Board also considers the criterion of diversity (cf. below). The Supervisory Board and the Board of Management see long-term succession planning as a joint task, since the Board of Management watches potential succession candidates within the Company more closely than the Supervisory Board does so that it can then contribute its assessment to the Supervisory Board's decision-making process when assessing the suitability of potential candidates. This in no way calls into question the Supervisory Board's prerogative in making appointments and re-appointments of members to the Board of Management.

The Board of Management of RHÖN-KLINIKUM Aktiengesellschaft is composed of three members: Prof. Dr. Tobias Kaltenbach (CEO), Dr. Stefan Stranz (CFO) and Dr. Gunther K. Weiß (COO). Until 31 October 2022, the Board of Management was comprised of four members. As a result of the restructuring of the Board of Management with the appointment of Prof. Dr. Kaltenbach with effect from 1 November 2022 to succeed Dr. Höftberger, Prof. Dr. Griewing, also with effect from 1 November 2022, changed from his function as Chief Medical Officer (CMO) to the position of General Authorised Representative. The composition of the Board of Management is published and made permanently available in our Annual Report and on our website at [www.rhoen-klinikum-ag.com](http://www.rhoen-klinikum-ag.com).

The Supervisory Board is responsible for advising the Board of Management on directing the Company and for supervising its management activity. The Supervisory Board of RHÖN-KLINIKUM Aktiengesellschaft, pursuant to the requirements of the German Co-Determination

Act (Mitbestimmungsgesetz, MitbestG) regarding the principle of equal representation of shareholders and employees, and pursuant to the Articles of Association, currently comprises an equal number of shareholder and employee representatives (16 in total). The last scheduled election of the shareholder representatives to the Supervisory Board was held at the Annual General Meeting on 19 August 2020. The five-year term of office of the Supervisory Board ends upon conclusion of the Annual General Meeting resolving on the formal approval of the actions of the Supervisory Board for financial year 2024.

The Terms of Reference of the Supervisory Board provide that only candidates who are not more than 75 years of age at the time of the election are to be nominated for election as members of the Supervisory Board. With regard to the independence of its members within the meaning of the GCGC, the Supervisory Board determined that (i) no shareholder representative shall have personal or business ties to the Company or its Board of Management establishing a material and not temporary conflict of interests, (ii) the Supervisory Board shall moreover have at least two members who are independent of the controlling shareholder, and (iii) the Supervisory Board, giving due regard to the ownership structure on the shareholder side, shall thus have a number of independent members which it deems to be reasonable. All eight shareholder representatives in financial year 2022 were, and currently are, to be regarded as independent of the Company and the Board of Management based on the indicators that have been met:

- Dr. Julia Dannath-Schuh, Irmtraut Gürkan, Kai Hankeln, Dr. Jan Liersch, Christine Reißner, Hafid Rifi, Dr. Cornelia Sүfke, Marco Walker.

After Ms. Nicole Mooljee Damani left the Supervisory Board in January 2022 and after the bi-election of Dr. Cornelia Sүfke, three of the eight shareholder representatives are to be regarded as being independent of the controlling shareholder in financial year 2022:

- Dr. Julia Dannath-Schuh, Irmtraut Gürkan, Christine Reißner.

The Terms of Reference of the Supervisory Board furthermore provide for the formation of committees. After dissolution of the Medical Innovation and Quality Committee in March 2022, there are now five standing committees which in financial year 2022 are made up of the members listed below:

- Personnel Affairs Committee: Dr. Jan Liersch (chairman), Peter Dücke, Kai Hankeln, Dr. Thomas Pillukat;
- Mediation Committee: Dr. Jan Liersch (chairman), Kai Hankeln, Dr. Thomas Pillukat, Georg Schulze;
- Audit Committee: Hafid Rifi (chairman), Peter Berghöfer, Regina Dickey, Prof. Dr. Leopold Eberhart, Irmtraut Gürkan, Dr. Jan Liersch;
- Nomination Committee: Dr. Jan Liersch (chairman), Kai Hankeln, Hafid Rifi;
- Committee for Decisions on Related-Party Transactions within the meaning of section 111a AktG (“related party transactions”): Dr. Jan Liersch (chairman), Irmtraut Gürkan, Oliver Salomon, Georg Schulze.

The respective committee chairmen report at regular intervals to the Supervisory Board on the work of the committees.

The statutory requirements of section 100 (5) AktG require at least one member of the Supervisory Board possessing expertise in field of accounting and at least one further member possessing expertise in the field of auditing of annual financial statements. With Mr. Peter Berghöfer, the Audit Committee of RHÖN-KLINIKUM Aktiengesellschaft has one member possessing expertise in field of accounting and with Mr. Hafid Rifi one member possessing expertise in the fields of accounting and auditing of annual financial statements. Moreover, according to Recommendation D.3 Sentence 2 of the GCGC, accounting and auditing of annual financial statements also include sustainability reporting and its audit. Despite the required sustainability expertise with regard to the auditing of annual financial statements in the case of Mr. Hafid Rifi, the Recommendation cannot be implemented at the present time in the absence of such experience in the field of sustainability reporting in accounting in the case of Mr. Peter Berghöfer. However, expertise in this regard is to be acquired so that the Recommendation can be implemented prospectively.

The Supervisory Board regularly examines the efficiency of its activities as well as the activities of its committees and where appropriate is assisted for this purpose by external experts. In 2022, a questionnaire-based evaluation was once again conducted. The objective was to

determine the activity of the Supervisory Board by site and where required to develop measures to specifically enhance its work approach. The results of the evaluation were then discussed in the plenary session of the Supervisory Board in 2022.

For further details on the work approach of the Board of Management and of the Supervisory Board and its committees as well as an overview of the changes in the composition of the Supervisory Board and its committees made during the year under way, please refer to the Report of the Supervisory Board which is publicly accessible in our Annual Report and on our website at [www.rhoen-klinikum-ag.com](http://www.rhoen-klinikum-ag.com). Furthermore, the respective current composition of the Supervisory Board and of its committees is publicly accessible on the Company's website.

***Disclosures pursuant to section 289f (2) no. 4 HGB on defining and stating reasons for the targets pursuant to section 76 (4) AktG and disclosure on whether the defined targets were achieved during the reporting period, and if not, disclosures on the reasons for this***

Pursuant to section 76 (4) AktG, targets are to be defined by the management board for the proportion of women in the two management levels below the management board. The two management levels below the management board refer to the hierarchical levels below the management board actually established in the specific company. If a flat hierarchy is established so that there is only one management level below the management board, the obligation also only refers to that management level.

Given the management structure and the Terms of Reference, there is only one management level below the Board of Management at RHÖN-KLINIKUM Aktiengesellschaft. This group of persons includes the following positions: directors, managing directors, group divisional heads. For this management level, a 25% proportion of women was defined as the target until 30 June 2027. As at 31 December 2022, the proportion of women was 25% and the target was thus met.

***Disclosure pursuant to section 289f (2) no. 5 HGB on whether according to section 96 (2) AktG the minimum proportion of men and women for the composition of the supervisory board was complied with during the reporting period and, if not, disclosures on the reasons for this***

At the Company, in accordance with section 96 (2) AktG, at least 30 per cent of the Supervisory Board is to be made up of women and at least 30 per cent of men, which – relative to the entire Supervisory Board – corresponds to at least five seats in each case. The minimum proportion is to be met by the Supervisory Board as a whole.

As at 31 December 2022, 31% of the Supervisory Board was comprised of women and 69% of men. The minimum levels required by law for the proportion of women and men on the Supervisory Board were complied with during financial year 2022.

***Disclosure pursuant to section 289f (2) no. 5a HGB on whether the requirement of section 76 (3a) AktG to appoint at least one woman and at least one man as member of the management board was complied with and, if not, disclosures on the reasons for this***

Pursuant to the participation requirement in section 76 (3a) AktG introduced by the Second Management Positions Act (Zweite Führungspositionen-Gesetz, FüPoG II) which entered into force in August 2021, a management board comprised of more than three persons requires that its members include at least one woman and at least one man. However, the participation requirement pursuant to section 26I (1) of the Introductory Act to the German Stock Corporation Act (Einführungsgesetz zum Aktiengesetz, EGAktG) is to be complied with only for the appointment of individual or several members of the Board of Management as of 1 August 2022; existing mandates can be exercised up to their planned end. By reason of this transitional provision the composition of the Board of Management, which was comprised of four members until 31 October 2022, complied with the legislation in force. As a result of the restructuring of the Board of Management with the appointment of Prof. Dr. Kaltenbach with effect from 1 November 2022 to succeed Dr. Höftberger, Prof. Dr. Griewing, also with effect from 1 November 2022, changed from his function as Chief Medical Officer (CMO) to the position of General Authorised Representative. As at 31 December 2022, the Board of

Management was thus comprised of three men and its composition complied with the legislation in force.

***Disclosure pursuant to section 289f (2) no. 6 HGB including a description of the diversity concept pursued with regard to the composition of the body with power of representation and of the supervisory board, as well as the aims of such diversity concept, the manner of its implementation and the results achieved during the financial year***

The Supervisory Board also considers diversity in the composition of the Board of Management. However, this is not done by pursuing an explicitly stipulated diversity concept in relation to age, gender, education or professional background (cf. section 289f (5) HGB). The composition of the Board of Management must ensure an effective and sustainable management of the Company in line with the Company's interests. To ensure that these statutory duties are duly performed, the Supervisory Board, when filling positions on the Board of Management, in future also will be guided by the qualification of such candidates, by the current requirements as well as by the statutory requirements. In this regard the Supervisory Board is guided by a fundamental requirements profile which is adapted and clarified on an ad hoc basis as required, and gives due regard to diversity.

The Supervisory Board has refrained from stating any specific objectives for its composition and from drawing up a competency profile for the body as a whole within the meaning of Recommendation C.1 sentences 1 to 5 GCGC, and has stated the reasons for this in the Declaration of Compliance pursuant to section 161 AktG. Consequently, no criteria such as age, gender, education or professional background were defined as specific targets for the diversified composition of the Supervisory Board as part of an explicitly stipulated diversity concept, nor was any competence profile defined. At the same time this means that no disclosure on the stage of implementation of the competence profile in the form of a qualification matrix applies either.

Bad Neustadt a. d. Saale, 29 March 2023

The Supervisory Board

The Board of Management