

This translation is intended for convenience purposes only and solely the German version of explanation on shareholder rights shall be binding.

INVITATION TO THE ANNUAL GENERAL MEETING ON 5 JUNE 2019

RHÖN-KLINIKUM AG
Salzburger Leite 1
97616 Bad Neustadt a. d. Saale
Germany

ISIN DE0007042301
WKN 704230

We hereby invite our shareholders to attend the

Annual General Meeting of RHÖN-KLINIKUM Aktiengesellschaft

which will be held on

Wednesday, 5 June 2019, at 10.00 a.m.

in the Stadthalle Bad Neustadt a. d. Saale,
An der Stadthalle 4, 97616 Bad Neustadt a. d. Saale, Germany.

AGENDA

- 1 Presentation of the approved Annual Financial Statements and the Consolidated Financial Statements for the year ended 31 December 2018, as well as the Management Reports on the situation of the Company and of the Group for financial year 2018 (including the notes on the disclosures pursuant to sections 289a (1) and 315a (1) of the German Commercial Code (Handelsgesetzbuch, HGB), respectively, for financial year 2018) and the Report of the Supervisory Board for financial year 2018**

The aforementioned documents as well as the proposal for the appropriation of profit of the Board of Management will also be available at the Annual General Meeting and on the Internet homepage of the Company at <http://www.rhoen-klinikum-ag.com/hv> from the date of convening of the Annual General Meeting. On request, every shareholder will be provided with a copy of these documents without delay and at no charge. In the course of the Annual General Meeting the documents will be explained by the Board of Management and – as regards the Report of the Supervisory Board – by the chairman of the Supervisory Board. In accordance with the relevant statutory provisions, no resolution on this Agenda Item will be passed. The Supervisory Board has approved the Annual Financial Statements prepared by the Board of Management and the Consolidated Financial Statements on 28 March 2019. The Annual Financial Statements are thus adopted.

2 Resolution on the appropriation of the net distributable profit

The Company's Annual Financial Statements for the year ended 31 December 2018, which have been prepared by the Board of Management, approved by the Supervisory Board and thus adopted as final, show a net distributable profit of € 189,110,739.48.

From this net distributable profit, the Board of Management and the Supervisory Board propose

- appropriating an amount of € 19,412,156.30 for distribution of a dividend of € 0.29 per no-par value share with dividend entitlement (DE0007042301), and
- carrying forward the remaining amount of € 169,698,583.18 to new account.

Pursuant to section 58 (4) sentence 2 of the AktG, the entitlement to the dividend falls due on the third business day following the resolution by the Annual General Meeting, i.e. on 11 June 2019.

3 Resolution on formal approval of the actions of members of the Board of Management for financial year 2018

For financial year 2018, the Board of Management and the Supervisory Board propose that formal approval be granted to the members of the Board of Management in office in financial year 2018 for their actions.

4 Resolution on formal approval of the actions of the members of the Supervisory Board for financial year 2018

For financial year 2018, the Board of Management and the Supervisory Board propose that formal approval be granted to the members of the Supervisory Board in office in financial year 2018 for their actions.

5 Resolution on the by-election to the Supervisory Board

Pursuant to sections 96 (1) and 101 (1) of the AktG in conjunction with section 1 (1), section 7 (1) sentence 1 no. 2 and (2) no. 2 of the German Co-Determination Act (Mitbestimmungsgesetz, MitBestG), the Company's Supervisory Board is composed of 16 members, eight of whom are elected by the Annual General Meeting and eight by the employees. The appointment of the acting Supervisory Board members representing the shareholders was made at the Annual General Meeting held on 10 June 2015 for the term

of office until the conclusion of the Annual General Meeting resolving on formal approval of actions for financial year 2019. However, the term of office of a member of the Supervisory Board, pursuant to Section 19 (4) of the Articles of Association, shall end early upon conclusion of the Annual General Meeting prior to the commencement of which the Supervisory Board member reaches 75 years of age. This is the case for Prof. Dr. h.c. Ludwig Georg Braun, Melsungen, who reached 75 years of age on 21 September 2018.

For this reason, an election to the Supervisory Board is to be conducted at the Annual General Meeting taking place on 5 June 2019. Such election shall take place, pursuant to Section 10 (6) of the Articles of Association, for the remaining term of the original office of Prof. Dr. h.c. Ludwig Georg Braun, hence until conclusion of the Annual General Meeting resolving on formal approval of actions for financial year 2019.

At the Company, in accordance with section 96 (2) of the AktG, at least 30% of the Supervisory Board is to be made up of women and at least 30% of men, which – relative to the entire Supervisory Board – corresponds to at least five seats in each case. The minimum share is to be met by the Supervisory Board as a whole. Neither the shareholders' nor employee representatives raised any objections to the chairman of the Supervisory Board regarding the issue of overall compliance by reason of a resolution adopted by majority. The Supervisory Board of the Company, including the person nominated hereinafter, is made up of nine men and seven women. With reference to the members of the Supervisory Board to be elected by the Annual General Meeting alone, the Supervisory Board, including the person nominated hereinafter, is made up of four men and four women.

The Supervisory Board proposes electing the person named below as member of the Supervisory Board representing the shareholders with effect from conclusion of the Annual General Meeting:

- **Jan Hacker**, entrepreneur and member of the board of management of Oberender AG, Bayreuth

The appointment of Mr. Hacker is made for the term of office until the conclusion of the Annual General Meeting resolving on formal approval of actions for financial year 2019.

The foregoing nomination by the Supervisory Board is based on a recommendation by the Nomination Committee of the Supervisory Board.

If this nomination is approved by the Annual General Meeting, the Supervisory Board, pursuant to section 100 (5) of the AktG, will continue to have at least one member possessing expertise in the fields of accounting or auditing of annual accounts and the members in their entirety will continue to be familiar with the sector in which the Company operates.

Pursuant to the last Declaration of Compliance issued on 18 January 2019, the Supervisory Board refrained from stating specific objectives regarding its composition and from defining an abstract competency profile for the body as a whole within the meaning of Code Item 5.4.1 (2) sentence 1 GCGC¹ as well as from defining limits in respect of age or in terms of standard length of service within the meaning of Code Item 5.4.1 (2) sentence 2 GCGC. Consequently, it was not possible to comply with the recommendations pursuant to Code Item 5.4.1 (4), which are based on the recommendations pursuant to Code Item 5.4.1 (2) sentence 1 and 2. In the past the Supervisory Board, when nominating candidates for membership on the Supervisory Board, has been guided solely by the qualification of such candidates and by the law. In this regard, the Supervisory Board has long been guided by a fundamental requirements profile, which is adapted and clarified on an ad hoc basis as required in the individual case. The shareholders' representatives on the Supervisory Board are convinced that this practice has proven itself and in its view does not require any further self-regulation giving rise to further layers of bureaucracy.

In the view of the Supervisory Board, no personal or business relationships within the meaning of Code Item 5.4.1 (5) to (7) GCGC exist between Mr. Hacker on the one hand and RHÖN-KLINIKUM AG, the corporate bodies of RHÖN-KLINIKUM AG or a shareholder directly or indirectly holding an interest of more than 10% of the voting shares in RHÖN-KLINIKUM AG on the other which a reasonably objective shareholder would regard as being relevant for his voting decision.

Further particulars relating to the nominated person (section 125 (1) sentence 5 of the AktG)

Mr. Hacker is not a member in any company of statutorily constituted supervisory boards or similar domestic and foreign supervisory bodies of commercial businesses.

A curriculum vitae of the nominated person, which provides information on relevant knowledge, skills and experience, can be accessed from the Company's website at <http://www.rhoen-klinikum-ag.com/hv>.

6 Election of the statutory auditor for financial year 2019

Based on the recommendation of the Audit Committee, the Supervisory Board proposes that PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Frankfurt am Main, be elected as auditors for the Annual Financial Statements of RHÖN-KLINIKUM AG and the Consolidated Financial Statements for financial year 2019 as well as for any review of the 2019 Half-Year Financial Report.

¹ The references to the GCGC relate to the version as amended on 7 February 2017.

FURTHER INFORMATION ON THE CONVENING OF THE ANNUAL GENERAL MEETING AND ON THE ANNUAL GENERAL MEETING

We have asked the credit institutions to forward the convening notice for the Annual General Meeting to all shareholders for whom they hold the shares in RHÖN-KLINIKUM AG in custody. Shareholders who do not receive this information by two weeks before the Annual General Meeting are requested to order these documents from their respective custodian bank.

Conditions for attending the Annual General Meeting and exercising voting rights

Those shareholders shall be entitled to participate in the Annual General Meeting and to exercise their voting rights who register with the Company under the following address and submit special proof of their shareholding issued by their custodian institution to the following address:

RHÖN-KLINIKUM AG
c/o Computershare Operations Center
80249 Munich, Germany; or
by fax: ++ 49 (0) 89 3090374675; or
by e-mail: anmeldestelle@computershare.de

The proof of shareholding must refer to the commencement of the 21st day before the Annual General Meeting, that is 15 May 2019, 00.00 hrs, ("**Record Date**") and be received by the Company together with the registration no later than 29 May 2019 (24.00 hrs) at the address specified. The proof of shareholding with respect to shares not held in a securities account of a credit institution or in collective custody may also be issued by a German notary, the Company or a credit institution against presentation of the shares. The registration and the proof of shareholding must be in text form (section 126b of the German Civil Code (BGB)) and in the German or English language.

After receipt of the registration and the proof of shareholding, the shareholders will be sent an admission ticket for the Annual General Meeting bearing their name, stating the number of shares for which proof has been furnished and at the same time serving as a ticket of admission to the Annual General Meeting for a representative presenting proper proof of identification. To ensure that they receive the admission tickets on time, we kindly ask the shareholders to make early arrangement for their registration and proof to be submitted.

As regards the participation in the meeting or the exercise of voting rights, only such person is deemed to be a shareholder in relation to the Company who has furnished special proof of shareholding. The entitlement to participate or the scope of the voting right is exclusively based on the shareholding as at the Record Date. The Record Date does not entail a lock-up on the disposal of shares. Even in the event of a complete or partial disposal of the

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shareholding after the Record Date, only the shareholding of the registered person as at the Record Date will be relevant for the participation and the scope of the voting right; this means that sales of shares after the Record Date do not have any effect on the entitlement to participate in the Annual General Meeting and the scope of voting rights. The same shall apply if shares are newly or additionally acquired after the Record Date. Persons who do not yet hold any shares at the Record Date and become shareholders only after that date, as well as registered persons who additionally acquire further shares after the Record Date, will be entitled to participate in the meeting and in voting only with respect to the shares acquired by them after the Record Date insofar as they are appointed as proxy or are granted authorisation to participate and exercise these rights.

Representation for voting by proxy

Shareholders not wishing to participate in the Annual General Meeting in person may exercise their voting rights by appointing a proxy, e.g. a credit institution, a shareholders' association, third parties or proxies appointed by the Company. Also in this case, timely registration together with the submission of the proof of shareholding will be required.

The shareholders who have registered for the Annual General Meeting in due time receive a proxy form together with the admission ticket form. Furthermore, a form for granting of proxy voting rights as well as a form for revoking such grant will be available on the Internet homepage of the Company at <http://www.rhoen-klinikum-ag.com/hv> shortly after the convening of the Annual General Meeting. Shareholders wishing to appoint a proxy are requested to preferably use the proxy form sent along with the admission ticket in order to issue such authorisation.

Generally, the grant of authorisation, the revocation and proof of such authorisation to the Company needs to be in text form if the proxy for the exercise of voting rights is neither a credit institution nor a shareholders' association nor any other institution or legal entity which is deemed equivalent to them pursuant to sections 135 (8) and (10) of the AktG.

If an authorisation to exercise voting rights is granted to credit institutions, institutions or corporations deemed equivalent to them (sections 135 (10), 125 (5) of the AktG) and to shareholders' associations or legal entities within the meaning of section 135 (8) of the AktG, some specific features usually have to be taken into account: text form is not required, but the proxy must record the authorisation in a verifiable form; in addition, it has to be complete and may only include statements related to the exercise of voting rights. We therefore request our shareholders to consult on this issue with the credit institutions, shareholders' associations or legal entities or institutions deemed equivalent to such credit institutions and shareholders' associations.

If a shareholder appoints more than one person as proxy, the Company may reject one or several of them.

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Any authorisation must be evidenced by the proxy at the date of the Annual General Meeting; it is also possible to issue an authorisation and provide the respective evidence by way of a declaration to the Company, which may be sent by post, fax or electronically by e-mail and must be received at the following address:

RHÖN-KLINIKUM AG
c/o Computershare Operations Center
80249 Munich, Germany; or
by fax: ++ 49 (0) 89 3090374675; or
by e-mail: rka-hv2019@computershare.de

We offer our shareholders the possibility of authorising proxies, who are appointed by the Company and bound by instructions, prior to the Annual General Meeting. A form for granting of proxy voting rights and issuing of instructions for representation by proxies appointed by the Company will be provided to the shareholders on the admission ticket form for the Annual General Meeting. The form for granting of authorisation to the proxies appointed by the Company will also be available on the Internet homepage of the Company at <http://www.rhoen-klinikum-ag.com/hv> shortly after convening of the Annual General Meeting. However, there is no obligation to use the form offered by the Company in order to authorise, or issue instructions to, proxies appointed by the Company. All proxies appointed by the Company, however, require in each case clear voting instructions by shareholders regarding the individual items of the Agenda which are subject to resolution. If no such instructions are given, the proxies appointed by the Company cannot represent the votes. They are obliged to vote in accordance with the instructions given by the shareholders.

Shareholders wishing to take advantage of the opportunity to authorise a proxy or proxies appointed by the Company are kindly asked to order their admission ticket as soon as possible to ensure that their admission ticket is available in due time.

The authorisation of proxies appointed by the Company, the revocation and the proof of such authorisation to be furnished to the Company also need to be in text form. However, we kindly ask you to also sign the authorisation of proxies appointed by the Company before you submit it to us; this is to ensure that we can record the authorisation in a verifiable form. Further details regarding the appointment of proxies and voting instructions to proxies appointed by the Company prior to the Annual General Meeting are provided on the admission ticket form. The authorisation of and voting instructions to proxies appointed by the Company must be received by the Company by post, fax or electronically by e-mail at the following address no later than 04.06.19, 24.00 hrs:

RHÖN-KLINIKUM AG
c/o Computershare Operations Center
80249 Munich, Germany; or
by fax: ++ 49 (0) 89 3090374675; or
by e-mail: rka-hv2019@computershare.de

By way of precaution it is pointed out that the Company, should it have any doubts as to the correctness or authenticity of the proof of entitlement, is entitled to request suitable further proof (Section 16 (2) Subpara. 2 of the Articles of Association).

Shareholder proposals and nominations, right to obtain information

a) Supplemental Items upon request of a minority (section 122 (2) of the AktG)

Shareholders whose shares together reach the pro-rata portion of the registered share capital of € 500,000.00 (this corresponds to 200,000 shares) may request items to be put on the Agenda and announced. Each new agenda item has to be submitted with a statement of reasons or a resolution proposal. The request is to be addressed to the Board of Management in writing and must be received by the Company at the address below at least 30 days prior to the meeting, i.e. no later than 5 May 2019, 24.00 hrs:

RHÖN-KLINIKUM AG
– Vorstand –
Schlossplatz 1
97616 Bad Neustadt a. d. Saale, Germany

b) Shareholder motions and nominations (sections 126 (1) and 127 of the AktG)

Pursuant to section 126 (1) of the AktG, each shareholder is entitled to submit counterproposals to the resolutions proposed by the Board of Management and the Supervisory Board regarding Agenda Items. The same applies to counterproposals for nominations regarding the election of members of the Supervisory Board and auditors (section 127 of the AktG). Such counterproposals are to be directed exclusively to:

RHÖN-KLINIKUM AG
– Hauptversammlung –
Schlossplatz 1
97616 Bad Neustadt a. d. Saale, Germany; or
by fax: ++ 49 (0) 9771991736; or
by e-mail: hv@rhoen-klinikum-ag.com

The Company – subject to sections 126 (2) and (3), 127 of the AktG – will immediately make all counterproposals and nominations by other shareholders which are submitted to this address at least 14 days prior to the Annual General Meeting, i.e. no later than 21 May 2019,

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24.00 hrs available to all shareholders on the Company's Internet homepage at <http://www.rhoen-klinikum-ag.com/hv>. Any statements by the Management will also be published at the above Internet address subsequently.

c) Shareholder's right to obtain information (section 131 (1) of the AktG)

Upon request, each shareholder is entitled to obtain information from the Board of Management regarding the matters of the Company in the Annual General Meeting, including the legal and business relations with affiliated companies as well as information on the situation of the Group and the companies included in the Consolidated Financial Statements, provided that such information is required for a proper assessment of the relevant Agenda Item and no right to refuse to provide information exists.

d) Further explanations on shareholder rights

Further explanations on the shareholders' rights pursuant to sections 122 (2), 126 (1), 127, 131 (1) of the AktG are available on the Company's Internet homepage at <http://www.rhoen-klinikum-ag.com/hv> from the date of convening of the Annual General Meeting.

Total number of shares and voting rights

At the date of convening of the Annual General Meeting, the registered share capital of RHÖN-KLINIKUM AG is divided into a total of 66,962,470 non-par bearer shares in the aggregate each conferring one vote. The total number of voting rights thus amounts to 66,962,470 voting rights. Upon convening of the Annual General Meeting, the Company holds 24,000 treasury shares that do not grant it any voting rights.

Documents in connection with the Annual General Meeting and further information

This Invitation to the Annual General Meeting, all documents to be made available at the Annual General Meeting, in particular the documents regarding Agenda Item 1 as well as any further information in connection with the Annual General Meeting, particularly pursuant to section 124 a of the AktG, are available for inspection on the Internet homepage of the Company at <http://www.rhoen-klinikum-ag.com/hv> from the date of convening of the Annual General Meeting.

The documents to be made available will also be displayed for inspection at the Annual General Meeting on 5 June 2019. Any counterproposals, nominations and supplemental requests of shareholders which are received by the Company and are subject to publication are also made available on the aforementioned Internet homepage.

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The Invitation to the Annual General Meeting with Agenda is published in the Federal Gazette on 25 April 2019.

Bad Neustadt a. d. Saale, 25 April 2019

RHÖN-KLINIKUM Aktiengesellschaft
The Board of Management

INFORMATION ON DATA PROTECTION

*In a **Data Protection Statement**, the information relating to the processing of personal data in connection with the Annual General Meeting on 5 June 2019 will be published on the Company's website at <http://www.rhoen-klinikum-ag.com/hv>.*