

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

INVITATION TO THE
(VIRTUAL)
ANNUAL GENERAL MEETING
ON 19 AUGUST 2020



RHÖN-KLINIKUM

AKTIENGESELLSCHAFT

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, 19 August 2020, at 10.00 a.m.

On the basis of the Act on Measures under Legislation governing Companies, Cooperatives, Associations, Trusts and Residential Properties to Combat the Impact of the COVID-19 Pandemic (Gesetz über Maßnahmen im Gesellschafts-, Genossenschafts-, Vereins-, Stiftungs- und Wohnungseigentumsrecht zur Bekämpfung der Auswirkungen der COVID-19-Pandemie) dated 27 March 2020 (“**COVMG**”), the Annual General Meeting, pursuant to the Resolution of the Board of Management of 30 June 2020 and with the approval of the Supervisory Board of 9 July 2020, will be held as a

Virtual Annual General Meeting

without physical presence of the shareholders or their authorised agents.

The entire Meeting will be broadcast for the duly registered shareholders and/or the persons authorised by them on the Company’s website at

<http://www.rhoen-klinikum-ag.com/hv>

in the access-protected InvestorPortal audio visually; this broadcast does not enable a participation in the Annual General Meeting within the meaning of section 118 (1) sentence 2 of the AktG.

The place of broadcasting of the Annual General Meeting and thus the place of the Annual General Meeting within the meaning of the Stock Corporation Act is the headquarters of RHÖN-KLINIKUM Aktiengesellschaft located at am Schlossplatz 1, 97616 Bad Neustadt a. d. Saale, Germany.

For the shareholders and the persons authorised by them (with the exception of proxies appointed by the Company as well as directors and officers) there is no right and no possibility to be present at the place of the Annual General Meeting.

I. AGENDA

- 1 Presentation of the approved Annual Financial Statements and the Consolidated Financial Statements for the year ended 31 December 2019, as well as the Management Reports on the situation of the Company and of the Group for financial year 2019 (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 2019) and the Report of the Supervisory Board for financial year 2019

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. 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 19 March 2020. 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 2019, which have been prepared by the Management Board, approved by the Supervisory Board and thus adopted as final, show a net distributable profit of EUR 203,529,952.42.

Since completion of the company's annual financial statements on 14 February 2020 impact of the COVID-19 pandemic has increased significantly. With regard to the continuing uncertainties regarding the effects of the COVID-19 pandemic on profitability and liquidity of the company and the additional financial impact of the public takeover offer, Management Board and Supervisory Board now, in deviation from the dividend payment of EUR 0,25 per share formerly intended and shown in the annex to the financial statements, propose

to fully retain and carry forward the annual net profit of EUR 203,529,952.42.

The retention of the annual net profit seeks to strengthen the capital and liquidity base and to maintain RHÖN-KLINIKUM Aktiengesellschaft's investment capability.

3 Resolution on formal approval of the actions of the members of the Board of Management for financial year 2019

For financial year 2019, 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 2019 for their actions.

4 Resolution on formal approval of the actions of the members of the Supervisory Board for financial year 2019

For financial year 2019, 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 2019 for their actions.

5 Resolution on elections 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 last regular appointment of the 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. The term of office of all acting members of the Supervisory Board representing the shareholders (including the two Supervisory Board members elected in a substitution election by the Extraordinary General Meeting on 3 June 2020) shall end on conclusion of the Annual General Meeting on 19 August 2020.

As a result, new elections to the Supervisory Board are to be conducted at the Annual General Meeting on 19 August 2020. The election of the employee representatives was already initiated and is expected to be concluded on 22 July 2020. Eight members of the shareholders are to be elected at the Annual General Meeting on 19 August 2020.

At the Company, in accordance with section 96 (2) of the 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 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 election of the employee side, as mentioned, was not yet concluded as at the time this Invitation being announced. It therefore is not yet established how many women and men are required to fulfil the respective ratio. However, the Supervisory Board assumes on the basis of past experience, particularly at

the last Supervisory Board election, that the employee side will elect at least three female Supervisory Board members. Accordingly, at least two women would have to be elected by the shareholder side as members of the Supervisory Board. This is taken into account by the nominations below. As a precaution, in the event that the employee side should elect fewer than three women as members of the Supervisory Board, a further female candidate will be nominated for one of the male candidates named below.

On this basis, the Supervisory Board proposes electing the persons named below as members of the Supervisory Board representing the shareholders with effect from conclusion of the Annual General Meeting:

5.1 **Dr. Jan Liersch**, Düsseldorf,
Chief Executive Officer of Broermann Holding GmbH, Königstein im Taunus

It is intended that Dr. Liersch will run for the position of chairman of the Supervisory Board.

5.2 **Dr. Julia Dannath-Schuh**, Merchweiler
Managing Partner of Manres AG, Zollikon/Switzerland

5.3 **Prof. Dr. med. Gerhard Ehninger**, Dresden,
Managing Director of Cellex Gesellschaft für Zellgewinnung mbH, Dresden

5.4 **Ms. Irmtraut Gürkan**, Alsbach,
former Commercial Director of Universitätsklinikum Heidelberg

5.5 **Mr. Jan Hacker**, Bayreuth,
Chairman of the Board of Management of Oberender AG, Bayreuth

5.6 **Mr. Kai Hankeln**, Bad Bramstedt,
Chief Executive Officer (CEO) of Asklepios Kliniken GmbH & Co. KGaA, Hamburg, and
Managing Director of Asklepios Kliniken Management GmbH, Hamburg

5.7 **Mr. Hafid Rifi**, Friedberg,
Chief Financial Officer (CFO) of Asklepios Kliniken GmbH & Co. KGaA, Hamburg, and
Managing Director of Asklepios Kliniken Management GmbH, Hamburg

5.8.1 **Mr. Tino Fritz**, Offenburg,
Chief Financial Officer of MEDICLIN Aktiengesellschaft, Offenburg

5.8.2 only in the event that in the election of the employee side no, one or only two women are elected as members of the Supervisory Board, instead of **Mr. Tino Fritz**:

Ms. Christine Reißner, Sülzfeld,
former Managing Director of HELIOS Klinikum Meiningen GmbH

The appointment shall take place for a term running until conclusion of the Annual General Meeting of Shareholders resolving on the approval of actions in respect of the fourth financial year after the commencement of the election, with the financial year in which the term begins not being included in the calculation. The term of office of an individual member of the Supervisory Board – subject to the amendment of the Articles of Association proposed under Agenda Item 9 – shall moreover end in any case upon conclusion of the Annual General Meeting prior to the commencement of which the Supervisory Board member reaches 75 years of age.

The foregoing nominations by the Supervisory Board under 5.1 to 5.8.2 are based on a recommendation by the Nomination Committee of the Supervisory Board.

If these nominations are 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.

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

Additional information on the nominated candidates:

Information pursuant to section 125 (1) sentence 5 AktG

The nominated candidates are members of the other statutorily constituted supervisory boards or similar domestic and foreign supervisory bodies of commercial businesses as listed below:

- **Dr. Jan Liersch,**

Membership in statutorily constituted supervisory boards:

- MEDICLIN Aktiengesellschaft, Offenburg (Chairman)

Membership in possibly similar domestic and foreign bodies that supervise commercial businesses:

- Hotel Montreux Palace S.A., Montreux, Switzerland
(Chairman of the Board of Directors)
- Hôtel Suisse Majestic S.A., Montreux, Switzerland
(Chairman of the Board of Directors)

Beyond that, Dr. Liersch is not a member in any other company of statutorily constituted supervisory boards or similar domestic and foreign supervisory bodies of commercial businesses.

Dr. Liersch has been a member of the Supervisory Board of the Company since 3 June 2020.

- **Dr. Julia Dannath-Schuh,**

Membership in statutorily constituted supervisory boards:

- Asklepios Kliniken GmbH & Co. KGaA, Hamburg
- MEDICLIN Aktiengesellschaft, Offenburg

Beyond that, Ms. Dannath-Schuh is not a member in any other company of statutorily constituted supervisory boards or similar domestic and foreign supervisory bodies of commercial businesses.

Ms. Dannath-Schuh has been a member of the Supervisory Board of the Company since 3 June 2020.

- **Prof. Dr. med. Gerhard Ehninger,**

Membership in statutorily constituted supervisory boards:

- Universitätsklinikum Gießen und Marburg GmbH, Giessen

Beyond that, Prof. Dr. Ehninger is not a member in any other company of statutorily constituted supervisory boards or similar domestic and foreign supervisory bodies of commercial businesses.

Prof. Dr. Ehninger has been a member of the Supervisory Board of the Company since 2001.

- **Ms. Irmtraut Gürkan,**

Membership in statutorily constituted supervisory boards:

- Charité - Universitätsmedizin Berlin, Körperschaft des Öffentlichen Rechts

Membership in possibly similar domestic and foreign bodies that supervise commercial businesses:

- Eurotransplant International Foundation, Leiden, Netherlands
(Member of the Supervisory Board)

- Stiftung Alice-Hospital vom Roten Kreuz zu Darmstadt
(Member of the Board of Trustees)
- Universitätsspital Basel, Switzerland (Member of the Board of Directors)

Beyond that, Ms. Gürkan is not a member in any other company of statutorily constituted supervisory boards or similar domestic and foreign supervisory bodies of commercial businesses.

Ms. Gürkan so far has not been a member of the Supervisory Board of the Company.

- **Mr. Jan Hacker,**

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

Mr. Hacker has been a member of the Supervisory Board of the Company since 5 June 2019.

- **Mr. Kai Hankeln,**

Membership in statutorily constituted supervisory boards:

- Asklepios Kliniken Hamburg GmbH, Hamburg (until April 2020)
- Asklepios Fachklinikum Stadtroda GmbH, Stadtroda
(at the same time Chairman of the Supervisory Board)
- MEDICLIN Aktiengesellschaft, Offenburg

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

Mr. Hankeln so far has not been a member of the Supervisory Board of the Company.

- **Mr. Hafid Rifi,**

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

Mr. Rifi so far has not been a member of the Supervisory Board of the Company.

- **Mr. Tino Fritz,**

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

Mr. Fritz so far has not been a member of the Supervisory Board of the Company.

- **Ms. Christine Reißner,**

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

Ms. Reißner has been a member of the Supervisory Board of the Company since 10 June 2015.

Disclosures pursuant to Code Item 5.4.1 (6) to (8) GCGC 2017 (“GCGC 2017” refers to the German Corporate Governance Code in the version of 7 February 2017):

- **Dr. Jan Liersch**

No personal or business relationships exist with the Company or corporate bodies of RHÖN-KLINIKUM AG.

The following relationships exist with a shareholder of RHÖN-KLINIKUM AG holding a significant interest: Dr. Liersch is the Chief Executive Officer of Broermann Holding GmbH. Broermann Holding GmbH is the sole limited liability shareholder of Asklepios Kliniken GmbH & Co. KGaA, a competitor of RHÖN-KLINIKUM AG. Asklepios Kliniken GmbH & Co. KGaA in turn holds a significant equity interest in RHÖN-KLINIKUM AG within the meaning of Code Item 5.4.1 (8) GCGC 2017. Furthermore, Dr. Liersch is Chairman of the Supervisory Board of MEDICLIN Aktiengesellschaft, likewise a competitor of RHÖN-KLINIKUM AG, in which Asklepios Kliniken GmbH & Co. KGaA holds 52.73% of the voting shares.

- **Dr. Julia Dannath-Schuh**

No personal or business relationships exist with the Company or corporate bodies of RHÖN-KLINIKUM AG.

The following relationships exist with a shareholder of RHÖN-KLINIKUM AG holding a significant interest: Ms. Dannath-Schuh is a member of the Supervisory Board of Asklepios Kliniken GmbH & Co. KGaA, a competitor of RHÖN-KLINIKUM AG. Asklepios Kliniken GmbH & Co. KGaA holds a significant equity interest in RHÖN-

KLINIKUM AG within the meaning of Code Item 5.4.1 (8) GCGC 2017. Furthermore, Dr. Dannath-Schuh is Chairman of the Supervisory Board of MEDICLIN Aktiengesellschaft, likewise a competitor of RHÖN-KLINIKUM AG, in which Asklepios Kliniken GmbH & Co. KGaA holds 52.73% of the voting shares.

- **Prof. Dr. med. Gerhard Ehninger**

No personal or business relationships exist with the corporate bodies of RHÖN-KLINIKUM AG or a shareholder of RHÖN-KLINIKUM AG holding a significant interest.

The following relationships with the Company exist: Prof. Ehninger holds 50% of the interest in AgenDix - Applied Genetic Diagnostics - Gesellschaft für angewandte molekulare Diagnostik mbH, which provides laboratory services for Klinikum Frankfurt (Oder) GmbH as well as Universitätsklinikum Gießen und Marburg GmbH. Both aforementioned companies are subsidiaries of RHÖN-KLINIKUM AG. Universitätsklinikum Gießen und Marburg GmbH is moreover participating in clinical trials of GEMoaB Monoclonals GmbH whose managing director and shareholder is Prof. Ehninger.

- **Ms. Irmtraut Gürkan**

No personal or business relationships exist with the Company, the corporate bodies of RHÖN-KLINIKUM AG or a shareholder of RHÖN-KLINIKUM AG holding a significant interest.

- **Mr. Jan Hacker**

No personal or business relationships exist with the Company, the corporate bodies of RHÖN-KLINIKUM AG or a shareholder of RHÖN-KLINIKUM AG holding a significant interest.

- **Mr. Kai Hankeln**

No personal and business relationships of Mr. Hankeln exist with the Company or corporate bodies of RHÖN-KLINIKUM AG.

The following relationships of Mr. Hankeln exist with a shareholder holding a significant interest in RHÖN-KLINIKUM AG: Mr. Hankeln is the Chief Executive Officer (CEO) of Asklepios Kliniken Management GmbH, the personally liable shareholder of Asklepios Kliniken GmbH & Co. KGaA, a competitor of RHÖN-KLINIKUM AG. Asklepios Kliniken GmbH & Co. KGaA holds a significant equity interest in RHÖN-KLINIKUM AG within the meaning of Code Item 5.4.1 (8) GCGC 2017. Furthermore, Mr. Hankeln is Chairman of the Supervisory Board of MEDICLIN Aktiengesellschaft, likewise a competitor of RHÖN-KLINIKUM AG, in which Asklepios Kliniken GmbH & Co. KGaA holds 52.73% of the voting shares.

- **Mr. Hafid Rifi**

No personal and business relationships of Mr. Rifi exist with the Company or corporate bodies of RHÖN-KLINIKUM AG.

The following relationships of Mr. Rifi exist with a shareholder holding a significant interest in RHÖN-KLINIKUM AG: Mr. Rifi is the Deputy Chairman of the Management Board as well as Chief Financial Officer Asklepios Kliniken Management GmbH, the personally liable shareholder of Asklepios Kliniken GmbH & Co. KGaA, a competitor of RHÖN-KLINIKUM AG. Asklepios Kliniken GmbH & Co. KGaA holds a significant equity interest in RHÖN-KLINIKUM AG within the meaning of Code Item 5.4.1 (8) GCGC 2017.

- **Mr. Tino Fritz**

No personal and business relationships of Mr. Fritz exist with the Company or corporate bodies of RHÖN-KLINIKUM AG.

The following relationships of Mr. Fritz exist with a shareholder holding a significant interest in RHÖN-KLINIKUM AG: Mr. Fritz is Chief Financial Officer (CFO) of MEDICLIN Aktiengesellschaft, a competitor of RHÖN-KLINIKUM AG. Asklepios Kliniken GmbH & Co. KGaA, which holds a significant equity interest in RHÖN-KLINIKUM AG within the meaning of Code Item 5.4.1 (8) GCGC 2017, holds 52.73% of the voting shares in MEDICLIN Aktiengesellschaft.

- **Ms. Christine Reißner**

No personal and business relationships exist with the Company, the corporate bodies of RHÖN-KLINIKUM AG or a shareholder of RHÖN-KLINIKUM AG holding a significant interest.

In the view of the Supervisory Board, no further personal or business relationships within the meaning of Code Item 5.4.1 (6) to (8) GCGC 2017 exist between nominated candidates 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.

Pursuant to the Declaration of Compliance of the Company issued on 6 November 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 GCGC 2017 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 2017. Consequently, it was not possible to comply with the recommendations pursuant to Code Item 5.4.1 (4) GCGC, which are based on the

recommendations pursuant to Code Item 5.4.1 (2) sentence 1 and 2 GCGC 2017. 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.

6 Resolution on consent to conclusion of profit-and-loss transfer agreements with RHÖN-Kreisklinik Bad Neustadt GmbH, MVZ Bad Neustadt/ Saale GmbH, RHÖN-Cateringgesellschaft mbH and RHÖN-KLINIKUM Energie für Gesundheit GmbH

To create clear structures within the RHÖN-KLINIKUM Group as well as to make use of all potential tax advantages, RHÖN-KLINIKUM AG intends to conclude also with its subsidiaries

- RHÖN-Kreisklinik Bad Neustadt GmbH, Bad Neustadt a.d. Saale,
- MVZ Bad Neustadt/ Saale GmbH, Bad Neustadt a.d. Saale,
- RHÖN-Cateringgesellschaft mbH, Bad Neustadt a.d. Saale and
- RHÖN-KLINIKUM Energie für Gesundheit GmbH, Bad Neustadt a.d. Saale

(hereinafter in each case also referred to as **“Subsidiary”** or together also as **“Subsidiaries”**) in each case a profit-and-loss transfer agreement. In order to be valid, the profit-and-loss transfer agreements require the consent of the Annual General Meeting of RHÖN-KLINIKUM AG and of the shareholders' meeting of the respective Subsidiary in notarised form. Once the Annual General Meeting has given its consent, it is planned that the shareholders' meeting of the respective Subsidiary will give its consent to the agreement in notarised form and that the agreement will be entered into between RHÖN-KLINIKUM AG and the respective Subsidiary.

The wording of the planned profit-and-loss transfer agreements is largely identical in each case except for the names of the parties and disclosures in the preambles with regard to the scope of activity. The essential content of the profit-and-loss transfer agreements (hereinafter referred to individually as **“Agreement”**) shall in each case be as follows:

- Regarding the transfer of profits, the provisions of section 301 AktG shall apply *mutatis mutandis* in their version as amended.
- The Subsidiary undertakes to transfer its entire profit determined subject to the provisions of the German Commercial Code (Handelsgesetzbuch, HGB) to RHÖN-

KLINIKUM AG. The entire net profit to be determined subject to the provisions of the German Commercial Code (Handelsgesetzbuch – HGB) that would result without profit transfer, subject to the formation or write-back of reserves according to the provisions set out below, shall be transferred, less

- any loss carried forward from the previous year,
- the amount which, where applicable, is to be allocated to the statutory reserve, and
- any amount barred from distribution pursuant to section 268 (8) HGB.

The profit transfer may not exceed the amount specified in section 301 of the AktG in its version as amended.

- The Subsidiary, with the consent of RHÖN-KLINIKUM AG, may allocate amounts from its net profit to other profit reserves pursuant to section 272 (3) sentence 2 of the HGB to the extent permitted under the provisions of the HGB and tax legislation, and economically justifiable according to reasonable business judgment.
- To the extent legally permissible in each case, other profit reserves pursuant to section 272 (3) sentence 2 of the HGB formed during the term of this Agreement shall, on request by RHÖN-KLINIKUM AG, be written back and used to compensate any net loss for the year or transferred as profit. The same shall apply in the case of any profit carried forward.
- The transfer of amounts from other profit reserves and profit carry-forwards that were formed or arose prior to the effective date of the Agreement, as well as of capital reserves pursuant to section 272 (2) nos. 1 to 4 of the HGB (regardless of whether these were formed prior to or after the effective date of the Agreement) is excluded; they may not be used to compensate any net loss for the year either.
- The obligation to transfer profit shall apply for the first time for the entire profit of the financial year of the Subsidiary in which the Agreement becomes effective (retroactive effect of profit transfer to beginning of the financial year). Without prejudice to any overriding statutory regulations, the claim to transfer of profit shall arise in each case on conclusion of the financial year of the Subsidiary and shall fall due at such time. From that time onwards, it shall bear interest at the statutory rate pursuant to sections 352, 353 of the HGB. This shall be without prejudice to any claims arising from default of payment.
- RHÖN-KLINIKUM AG may request instalment payments on the expected profit transfer if and to the extent legally permissible.
- With respect to assumption of loss (i.e. the obligation of RHÖN-KLINIKUM AG to compensate any net losses for the year of the Subsidiary), the provisions of section 302 AktG shall apply *mutatis mutandis* in their version as amended.

- The obligation to assume losses shall apply for the first time for the entire loss of the financial year of the Subsidiary in which the Agreement becomes effective (retroactive effect of loss assumption to beginning of the financial year). The claim to assumption of loss shall arise on conclusion of a financial year of the Subsidiary and shall fall due at such time. From that time onwards, it shall bear interest at the statutory rate pursuant to sections 352, 353 of the HGB. This shall be without prejudice to any claims arising from default of payment.
- The Subsidiary shall draw up the annual financial statement in such a way that the profit or loss is stated as a liability or receivable as against RHÖN-KLINIKUM AG. Prior to being adopted, the annual financial statement of the Subsidiary shall be submitted to RHÖN-KLINIKUM AG for its acknowledgement, review and approval. The annual financial statement of the Subsidiary shall be prepared and adopted prior to the annual financial statement of RHÖN-KLINIKUM AG. If the end of the financial year of the Subsidiary is simultaneous with the end of the financial year of RHÖN-KLINIKUM AG, the result of the Subsidiary to be taken over shall nonetheless be included in the annual financial statement of RHÖN-KLINIKUM AG for the same financial year.
- In order to be valid, the Agreement shall require the consent of the Investment, Strategy and Finance Committee of the Supervisory Board of RHÖN-KLINIKUM AG, the consent of the Annual General Meeting of RHÖN-KLINIKUM AG as well as of the shareholders' meeting of the Subsidiary in notarised form.
- The Agreement shall take effect upon being recorded in the commercial register of the Subsidiary's registered office. It shall apply retroactively for the period since commencement of the financial year of the Subsidiary in which the recording takes place.
- The Agreement is concluded for a period of five years from commencement of the financial year of the Subsidiary in which the Agreement takes effect upon being recorded in the commercial register of the Subsidiary's registered office, and shall be extended automatically thereafter by one financial year in each case unless terminated by either Party observing a termination notice of three months for the end of a financial year of the Subsidiary.
- The right to extraordinary termination for good cause without observing a notice period shall not be affected thereby. The following reasons in particular shall qualify as good cause:
 - insolvency of a Party;
 - conclusion of an agreement whose purpose is a sale or other disposal of shares in the Subsidiary the result of which is that the conditions of the Subsidiary's financial integration into RHÖN-KLINIKUM AG are no longer met pursuant to

the requirements under tax law, in particular if RHÖN-KLINIKUM AG no longer holds the majority of shares and/or voting rights in the Subsidiary;

- contribution, split-off or spin-off of the equity interest in the Subsidiary by RHÖN-KLINIKUM AG, and
- transformation, merger, division or liquidation of RHÖN-KLINIKUM AG or of the Subsidiary.

In the event of termination for good cause, the profit transfer obligation and loss assumption obligation shall exist only for the proportionate net profit or, as the case may be, proportionate net loss for the year which has arisen pursuant to the provisions of commercial law up to the effective date of the termination.

- When interpreting the specific provisions of the Agreement, due regard shall be given to sections 14 and 17 of German Corporation Tax Act (Körperschaftsteuergesetz, KStG) in its version as amended. In particular, application of the dynamic loss assumption obligation shall take precedence over other contractual provisions if the latter should be in conflict therewith.
- Should any provision of this Agreement be or become invalid or impracticable in part or in whole, or should this Agreement contain a gap, the validity of the remaining provisions of this Agreement shall not be affected thereby. The Parties hereby agree to replace the invalid or impracticable provision by such valid or practicable provision that most closely approximates the economic result of the invalid or impracticable provision. In the case of a gap in the Agreement, such provision shall be agreed that would have been agreed according to the spirit and purpose of the Agreement had the Parties been aware such gap.
- Amendments and changes to the Agreement shall require written form, unless different form is prescribed by statute.
- The costs arising by and in connection with the conclusion of the Agreement shall be borne by RHÖN-KLINIKUM AG.

The Board of Management and the Supervisory Board propose to resolve as follows:

- 6.1 Conclusion of the profit-and-loss transfer agreement between RHÖN-KLINIKUM AG and RHÖN-Kreisklinik Bad Neustadt GmbH, Bad Neustadt a.d. Saale, is hereby approved.
- 6.2 Conclusion of the profit-and-loss transfer agreement between RHÖN-KLINIKUM AG and MVZ Bad Neustadt/ Saale GmbH, Bad Neustadt a.d. Saale, is hereby approved.

6.3 Conclusion of the profit-and-loss transfer agreement between RHÖN-KLINIKUM AG and RHÖN-Cateringgesellschaft mbH, Bad Neustadt a.d. Saale, is hereby approved.

6.4 Conclusion of the profit-and-loss transfer agreement between RHÖN-KLINIKUM AG and RHÖN-KLINIKUM Energie für Gesundheit GmbH, Bad Neustadt a.d. Saale, is hereby approved.

The following documents shall be available at the Annual General Meeting, and as of convening of the Annual General Meeting via the Internet homepage of RHÖN-KLINIKUM AG at <http://www.rhoen-klinikum-ag.com/hv>:

- the draft profit-and-loss transfer agreement between RHÖN-KLINIKUM AG and the respective Subsidiary,
- the annual financial statements and the consolidated financial statements of RHÖN-KLINIKUM AG for financial years 2017, 2018 and 2019 as well as the management reports of RHÖN-KLINIKUM AG and the Group management reports for financial years 2017, 2018 and 2019,
- the annual financial statements of the respective Subsidiary for financial years 2017, 2018 and 2019 as well as the management reports of the respective Subsidiary for financial years 2017, 2018 and 2019, and
- the joint report of the Board of Management of RHÖN-KLINIKUM AG and of the management of the respective Subsidiary remitted pursuant to section 293a of the AktG.

At the Annual General Meeting, the profit-and-loss transfer agreements will be explained orally by the Board of Management.

7 Election of the statutory auditor for financial year 2020

The Supervisory Board proposes on recommendation of the Audit Committee that PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Frankfurt am Main, be elected as auditors of the Annual Financial Statements RHÖN-KLINIKUM AG and the Consolidated Financial Statements for financial year 2020.

8 Resolution on an amendment to the Articles of Association, possibility of reducing the term of office of Supervisory Board members, reducing the notice period for resignation of office of Supervisory Board members (Section 10 (3) of the Articles of Association)

For Supervisory Board members to be elected by the Annual General Meeting, Section 10 (2) of the Articles of Association opens the possibility of defining the commencement of

the term of office on appointment. So far, no such provision has existed for the end of the term of office. In future, the Annual General Meeting is to have the possibility of defining a shorter term of office also compared with the standard case provided by statute and the Articles of Association. Moreover, the notice period for resigning the Supervisory Board office is to be reduced from three months to one month.

The Board of Management and the Supervisory Board therefore propose amending Section 10 (3) of the Articles of Association as follows:

“The term of office of individual Supervisory Board members shall end upon conclusion of the Annual General Meeting resolving on the formal approval of the actions of the Supervisory Board for the fourth financial year after commencement of the term of office. The financial year in which the term of office commences shall not be counted for this purpose. On election of the Supervisory Board members, the Annual General Meeting may define a shorter period of office for one or more of them.

Any member of the Supervisory Board may resign from the Supervisory Board on one month’s notice without having to state grounds for such resignation. Resignation must be given by written notification to the chairman of the Supervisory Board; the Board of Management must be notified without delay.

The right of each member of the Supervisory Board to resign immediately for good cause shall not be affected thereby.”

9 Resolution on an amendment to the Articles of Association, amendment to the age limit for members of the Supervisory Board in the Articles of Association (Section 10 (4) of the Articles of Association)

Section 10 (4) of the Articles of Association of RHÖN-KLINIKUM AG currently provides that the term of office of a Supervisory Board member in any case ends upon conclusion of the Annual General Meeting prior to the commencement of which the Supervisory Board member reaches 75 years of age. However, an age limit in accordance with the Articles of Association appears too rigid. Code Item 5.4.1 GCGC 2017 and C.2 of the GCGC in the version as amended on 16 December 2019 do not assume the requirement to define an age limit in the Articles of Association either. Rather, it appears expedient to leave the decision on an age limit and the conditions of such age limit to the Supervisory Board. For that reason, Section 10 (4) of the Articles of Association is to be deleted.

The Board of Management and the Supervisory Board therefore propose to resolve as follows:

Section 10 (4) of the Articles of Association is deleted.

Section 10 (5) of the Articles of Association is renumbered Section 10 (4). Section 10 (6) of the Articles of Association is renumbered Section 10 (5).

10 Resolution on an amendment to the Articles of Association, amendment to the provisions on the by-election for a departed member of the Supervisory Board (Section 10 (6) of the Articles of Association)

Pursuant to Section 10 (6) of the Articles of Association, which according to the proposed resolution of Agenda Item 9 is to be renumbered Section 10 (5), a resolution of the Annual General Meeting whereby the by-election for a departed member of the Supervisory Board of the shareholders results in the removal of any member of the Supervisory Board elected as substitute member must be adopted by a majority of three quarters of votes cast. Since resolutions of the Annual General Meeting pursuant to Section 17 (3) of the Articles of Association as a rule are adopted by simple voting majority of votes cast, this special provision is not to be maintained.

The Board of Management and the Supervisory Board therefore propose to resolve as follows:

In Section 10 (6) of the Articles of Association (which according to the proposed resolution of Agenda Item 9 is to be renumbered Section 10 (5)), sentence 2 is deleted.

11 Resolution on an amendment to the Articles of Association, participation in Supervisory Board meetings by phone or video link, conducting Supervisory Board Meetings as conference calls or video conferences (Section 12a (1) of the Articles of Association)

Participation in meetings by phone or video link and conducting meetings as conference calls or video conferences are nowadays commonplace. This standard is also to be taken into account by the provisions on the adoption of resolutions by the Supervisory Board.

The Board of Management and the Supervisory Board therefore propose amending Section 12a (1) of the Articles of Association as follows:

“Meetings of the Supervisory Board shall take place at the registered office of the Company or at the seat of a German stock exchange unless all members of the Supervisory Board agree to a different venue.

Meetings of the Supervisory Board as a rule shall be held as in-person meetings. Members of the Supervisory Board participating in a meeting by phone or via video link shall be deemed present at the meeting.

By way of derogation, meetings of the Supervisory Board may also be held in the form of conference calls or video conferences. For convening conference calls and video conferences, for adoption of resolutions in conference calls or video conferences and for the presence of third parties, the general provisions governing meetings of the Supervisory Board shall apply *mutatis mutandis*.”

12 Resolution on an amendment to the Articles of Association, simplification of the requirements for conducting Supervisory Board meetings without presence, combined adoption of resolution (Section 12a (3) of the Articles of Association)

To provide the Supervisory Board a flexible means of adopting resolutions without holding an in-person meeting and as well as in the combined procedure in which votes in some cases are cast by phone, in writing, by e-mail or in a similar manner, Section 12a (3) is to be adjusted.

The Board of Management and the Supervisory Board therefore propose amending Section 12a (3) of the Articles of Association as follows:

“The Supervisory Board shall have a quorum if all members have been invited to the meeting under their last known addresses or the date of the meeting has been fixed by common consent and at least half of all members of the Supervisory Board participate. Within the meaning of this provision, abstention from voting shall also be deemed participation.

Resolutions of the Supervisory Board as a rule shall be adopted in meetings. Resolutions may be adopted as directed by the chairman, in the individual case also without convening a meeting, by telephone, in writing, by telegraph, by fax or e-mail. Resolutions may be adopted as directed by the chairman in the individual case also by way of combination of meeting and votes cast by telephone, in writing, by telegraph, by fax or e-mail of those members not attending the meeting of the Supervisory Board.

The members of the Supervisory Board shall have no right to object to the form of adoption of resolutions directed by the chairman.

In the case of (partial) adoption of resolutions outside meetings, the chairman shall establish after expiry of the period whether and, if so, with what outcome the resolution was adopted. A record of the facts thus established shall be prepared which shall be signed by the chairman.

The provisions of this Clause 3 shall apply for committees of the Supervisory Board *mutatis mutandis*, with the committee chairman taking the place of the chairman of the Supervisory Board.”

13 Resolution on an amendment to the Articles of Association, remuneration of the Supervisory Board (Section 14 (2), 2.1, 2.2 and 2.3 of the Articles of Association)

Pursuant to the revised version of section 113 (3) sentence 1 of the AktG, a resolution is to be adopted on the remuneration of supervisory board members every four years in exchange-listed companies. For the first time, a resolution pursuant to section 113 (3) sentence 1 of the AktG is to be adopted by conclusion of the first Annual General Meeting held after 31 December 2020. The Board of Management and the Supervisory Board have taken the introduction of this provision as an occasion to review the existing system already now and have come to the conclusion that an even simpler, more transparent system with a – despite the scope of duties of the Supervisory Board – reduced overall volume can be proposed to the Annual General Meeting.

The Board of Management and the Supervisory Board therefore propose replacing Section 14 (2), 2.1, 2.2. and 2.3 by the following provisions:

- “2. Each member of the Supervisory Board shall receive a fixed annual remuneration in the amount of € 25,000.00.
3. For the work in the committees of the Supervisory Board, the members of the Supervisory Board shall additionally receive remuneration as follows:
 - 3.1 the chairman of the Audit Committee € 25,000.00, each other member of the Audit Committee € 5,000.00;
 - 3.2 the chairman of another committee € 10,000.00, each other member of another committee € 2,500.00 if such other committee in each case has acted at least once during the financial year.

As before, membership on the Nomination Committee and on committees formed on an *ad hoc* basis shall not be taken into consideration. If a member of the Supervisory Board exercises more than one office simultaneously, that member shall receive only the remuneration for the highest remunerated office.

4. Instead of the remuneration specified in Clause 2 and Clause 3, the chairman of the Supervisory Board shall receive a fixed annual remuneration of € 75,000.00, his deputy chairmen a fixed annual remuneration of € 50,000.00 in each case. This shall also compensate their memberships and chairs on committees.
5. Members of the Supervisory Board who have not been on the Supervisory Board or a committee during a full year, or in each case have not held the chair or deputy chair of the Supervisory Board or the chair of a committee during a full year, shall receive the remuneration for each commenced calendar month of their activity *pro rata temporis*. The remuneration for committee activities

on a *pro rata temporis* basis shall be conditional on the committee in question having met for the fulfilment of its duties during the period in question.

6. The remuneration shall be payable within one month after conclusion of the respective financial year.
7. For their participation in person in a meeting of the Supervisory Board, of a committee and of an Annual General Meeting, each member of the Supervisory Board shall receive a fixed attendance fee of € 2,000.00. The activated conference call or videoconferencing connection shall also be deemed participation in person; for conference call or videoconferencing connection the participants concerned shall receive a fixed attendance fee in the amount of € 1,000.00. If several meetings of the Supervisory Board and/or committee meetings and/or an Annual General Meeting are held on the same day, fixed attendance fees shall be paid only for one meeting or, as the case may be, only for the Annual General Meeting.

The chairman of the Supervisory Board and the deputy chairmen of the Supervisory Board shall receive double the amount of the fixed attendance fee for the Supervisory Board and committee meetings chaired by them in each case. Chairmen of Supervisory Board committees with power to adopt resolutions on behalf of the Supervisory Board, unless they hold office as chairman of the Supervisory Board or deputy chairman of the Supervisory Board at the same time, shall also receive double the aforementioned amount for the committee meetings chaired by them in each case. If a Supervisory Board member chairs several committees with power to adopt resolutions, he shall receive double the amount only once.

The fixed attendance fee shall fall due within four weeks of the end of a meeting or, as the case may be, the Annual General Meeting.”

Section 14 (3) of the Articles of Association is renumbered Section 14 (8). Section 14 (4) of the Articles of Association is renumbered Section 14 (9).

14 Resolution on an amendment to the Articles of Association, authorisation to allow voting by postal vote (Section 17 of the Articles of Association)

The German Stock Corporation Act makes it possible, pursuant to Section 118 (2) of the AktG, to authorise the Board of Management, by way of a corresponding provision in the Articles of Association, to provide in the notice convening the Annual General Meeting that shareholders may exercise their voting rights, also without participating in the meeting, in writing or by means of electronic communication (postal vote). To give shareholders of the Company, independent of the limited-term special provision in the Act on Measures under Legislation governing Companies, Cooperatives, Associations,

Trusts and Residential Properties to Combat the Impact of the COVID-19 Pandemic (Gesetz über Maßnahmen im Gesellschafts-, Genossenschafts-, Vereins-, Stiftungs- und Wohnungseigentumsrecht zur Bekämpfung der Auswirkungen der COVID-19-Pandemie, "COVMG") dated 27 March 2020 (Federal Law Gazette I, p. 569)), the possibility of casting their votes by way of postal vote also in future, a corresponding authorisation of the Board of Management is to be included in the Articles of Association.

The Board of Management and the Supervisory Board therefore propose supplementing Section 17 of the Articles of Association by the following Clause 5:

"In the notice convening the Annual General Meeting the Board of Management can provide that shareholders may exercise their voting rights, without participating in the meeting, in writing or by means of electronic communication (postal vote)."

15 Resolution on an amendment to the Articles of Association, adjustment of proof of shareholding to amendment to the Second German Act Implementing the Shareholder Rights Directive (zweites Gesetz zur Umsetzung der Aktionärsrechterichtlinie, ARUG II) (Section 16 (2) Sentence 1 of the Articles of Association)

Pursuant to Section 16 (1) of the Articles of Association of the Company, shareholders who wish to participate in the Annual General Meeting and to exercise their voting rights must register for the Annual General Meeting and provide proof of their entitlement to participate. In accordance with section 123 (4) sentence 1 of the AktG (in the version of the Act Amending the Stock Corporation Act (Gesetz zur Änderung des Aktiengesetzes) (2016 Stock Corporation Amending Act) of 22 December 2015 (Federal Law Gazette I S. 2565), Section 16 (2) sentence 1 of the Articles of Association provides in its current version that for proof of the entitlement pursuant to Section 16 (1) a special proof of the shareholding provided in text form by the custodian institution shall suffice.

By the Second German Act Implementing the Shareholder Rights Directive (ARUG II) of 12 December 2019 (Federal Law Gazette I, p. 2637) ("**ARUG II**"), section 123 (4) sentence 1 of the AktG was amended such that proof of shareholding pursuant to section 67c (3) of the AktG issued to the shareholder by the last intermediary in future shall suffice in the case of bearer shares of exchange-listed companies. The amended section 123 (4) sentence 1 of the AktG and the new section 67c of the AktG shall apply pursuant to section 26j (4) of the Introductory Act to the German Stock Corporation Act (Einführungsgesetz zum Aktiengesetz, EGAktG) as of 3 September 2020 and for the first time to Annual General Meetings convened after 3 September 2020. To avoid any deviation of the wording of the Articles of Association from the then applicable statutory regulations, section 16 (2) sentence 1 of the Articles of Association are to be adjusted accordingly.

The Board of Management and the Supervisory Board therefore propose amending Section 16 (2) sentence 1 of the Articles of Association as follows:

“As proof of entitlement pursuant to Clause 1, proof of shareholding issued by the last intermediary in text form pursuant to section 67c (3) of the AktG shall suffice.”

II. INFORMATION ON EXECUTION OF THE VIRTUAL ANNUAL GENERAL MEETING

On the basis of section 1 COVMG, the Board of Management of RHÖN-KLINIKUM Aktiengesellschaft, with the consent of the Supervisory Board, has resolved to hold the Annual General Meeting of the Company as a Virtual Annual General Meeting without physical presence of the shareholders or the persons authorised by them (with the exception of the proxy appointed by the Company). This type of execution of the Annual General Meeting results in modifications both in the procedures of the General Meeting and in the rights of the shareholders.

We kindly request the shareholders and the persons authorised by them to pay close attention to the instructions set out below for registering for the Virtual Annual General Meeting, for exercising their voting right and for the other shareholder rights.

1. 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 Aktiengesellschaft
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 29 July 2020, 00.00 hours, (“**Record Date**”) and be received by the Company together with the registration by no later than 12 August 2020 (24.00 hours) 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 (Bürgerliches Gesetzbuch – BGB) and in the German or English language.

After the Company has received the registration and the proof of shareholding, the shareholders will be sent a registration confirmation for the Virtual Annual General Meeting. Together with registration confirmation, the access data for the InvestorPortal as well as the forms for voting by postal vote, the authorisation of third parties and the authorisation of the proxy appointed by the Company will be sent. To ensure that they receive the registration confirmation 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 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 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.

2. Broadcasting of Virtual Annual General Meeting over Internet audio visually

The Annual General Meeting will be broadcast audio visually for the duly registered shareholders and the persons authorised by them for the entire duration of the Meeting on 19 August 2020 from 10.00 a.m. on the Internet via the access-protected InvestorPortal at

<http://www.rhoen-klinikum-ag.com/hv>

The access data for the InvestorPortal will be sent together with the registration confirmation for the Virtual Annual General Meeting (for details, see II.1).

3. Procedure for voting by postal vote

By using what is referred to as the postal vote procedure, shareholders can cast and modify their votes (i) in writing (i.e. by post, fax or e-mail) or (ii) by electronic communication means (using the access-protected InvestorPortal). Only those shareholders are entitled to exercise

their voting right by postal vote – either themselves or through persons authorised by them – who have duly registered as set out under II.1 above.

For the written postal vote by post, fax or e-mail, the form sent together with the registration confirmation is available. Furthermore, a form for voting by way of postal vote will be available on the Company's website at <http://www.rhoen-klinikum-ag.com/hv> shortly after the convening of the Annual General Meeting. The votes cast by written postal vote must be received by the Company **by 18 August 2020, 24.00 hours, inclusive**, at the following address:

RHÖN-KLINIKUM Aktiengesellschaft
c/o Computershare Operations Center
80249 Munich,
Germany; or
by fax: ++ 49 (0) 893090374675; or
by e-mail: rka-hv2020@computershare.de

After registration has been duly made (as described under II.1 above), the possibility of voting by electronic postal vote using the access-protected InvestorPortal at <http://www.rhoen-klinikum-ag.com/hv> is also available in addition to the ways described above. The access data required for the InvestorPortal will be sent together with the registration confirmation for the Virtual Annual General Meeting (see II.1). The possibility of voting by electronic postal vote using the InvestorPortal will exist until immediately prior to counting of votes at the Virtual Annual General Meeting on 19 August 2020, but at least until 12.00 hours on the date of the Annual General Meeting. Up to that time, it will also still be possible to modify postal votes cast using the InvestorPortal. A modification using the InvestorPortal is also possible up to that time for postal votes which have already been cast (as described above) in writing (i.e. by post, fax or e-mail).

Further details on voting by postal vote will be sent together with the registration confirmation after registration for the Virtual Annual General Meeting has been duly made. Such information will also be accessible on the Company's website at <http://www.rhoen-klinikum-ag.com/hv>.

4. Representation for voting by proxy

Shareholders not wishing to participate in the Annual General Meeting themselves may exercise their voting rights by appointing a proxy, e.g. through an intermediary (e.g. a credit institution), a shareholders' association, a voting rights adviser or other third party (4.1 below) or through proxies appointed by the Company (4.2 below). Also in this case, timely registration together with the submission of the proof of shareholding will be required.

4.1 Third-party proxies

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

The authorisation may be granted by notice to the third-party proxy or by notice to the Company. In the case of the authorisation being granted by notice to the third party, proof of authorisation must be submitted to the Company.

Generally, the grant of authorisation, the revocation and proof of such authorisation needs to be notified to the Company in text form (section 126b BGB) if neither an intermediary (e.g. credit institution), a shareholders association, a voting rights adviser nor other legal entity covered by section 135 AktG is authorised to exercise the voting right.

If an authorisation to exercise voting rights is granted to an intermediary (e.g. a credit institution), a shareholders' associations or other legal entity covered by section 135 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 aforementioned persons / legal entities.

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

Grant of the authorisation and proof of the authorisation may be sent by notice to the Company by post, fax or e-mail **by 18 August 2020, 24.00 hours** to the following address:

RHÖN-KLINIKUM Aktiengesellschaft
c/o Computershare Operations Center
80249 Munich, Germany; or
by fax: ++49 (0) 89 3090374675; or
by e-mail: rka-hv2020@computershare.de

After registration has been duly made (as described under II.1 above), the possibility of sending the grant of an authorisation, its revocation and the proof of the authorisation to the Company using the access-protected InvestorPortal at <http://www.rhoen-klinikum-ag.com/hv> is also available in addition to the ways described above. The access data required for the InvestorPortal will be sent together with the registration confirmation for the Virtual Annual General Meeting (see II.1). The possibility of transmission using the

InvestorPortal will continue to exist until immediately prior to counting of votes at the Virtual Annual General Meeting on 19 August 2020, but at least until 12.00 hours on the date of the Annual General Meeting. Authorisations already granted or proven to the Company (as described above) by post, fax or e-mail may still be revoked up to that time using the InvestorPortal.

Authorised persons may not physically participate in the Virtual Annual General Meeting. They may exercise the voting right conferred by the shares represented by them only by way of postal vote (as described under II.3 above) or by grant of (sub-)authorisation, in particular to the proxy appointed by the Company (see II.4.2 below). For an authorised person to follow the Virtual Annual General Meeting through the InvestorPortal and to perform postal voting or grant (sub-)authorisation also by electronic means using the InvestorPortal, such authorised person requires the shareholder's access data for the InvestorPortal. When granting the authorisation simultaneous with registering for the Virtual Annual General Meeting, the access data are sent directly to the authorised persons. Otherwise, the access data must be sent by the shareholder to the authorised person.

4.2 Authorisation of proxy appointed by the Company

We offer our shareholders the possibility of authorising, prior to the Annual General Meeting, the proxy appointed by the Company and bound by instructions. A form for granting proxy voting rights and issuing instructions for proxy representation by the proxy appointed by the Company will be provided to the shareholders together with the registration confirmation for the Virtual Annual General Meeting. The form for granting of authorisation to the proxy appointed by the Company will be available on the Company's website 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, the proxy appointed by the Company.

However, the proxy appointed by the Company, if authorised, requires clear voting instructions by the shareholder regarding the individual items of the Agenda which are subject to resolution. If no such instructions are given, the proxy appointed by the Company cannot represent the votes. The proxy is obliged to vote in accordance with the instructions issued by the shareholders. The proxy appointed by the Company will not receive any instructions to ask questions, submit motions or make objections.

The grant of authorisation and instructions to the proxy appointed by the Company as well as the revocation of such authorisation and the modification of instructions also require written form (section 126b BGB). Further details regarding the appointment of proxies and voting instructions to the proxy appointed by the Company will be sent together with the registration confirmation for the Virtual Annual General Meeting.

The authorisation of and voting instructions to the proxy appointed by the Company must be received by the Company by post, fax or by e-mail at the following address by no later than **by 18 August 2020, 24.00 hours:**

RHÖN-KLINIKUM Aktiengesellschaft
c/o Computershare Operations Center
80249 Munich, Germany; or
by fax: ++49 (0) 89 3090374675; or
by e-mail: rka-hv2020@computershare.de

After registration has been duly made (as described under II.1 above), the possibility of sending the grant of an authorisation and issuing instructions to the proxy appointed by the Company as well as a revocation of the authorisation and a modification of instructions using the access-protected InvestorPortal at <http://www.rhoen-klinikum-ag.com/hv> will also be available in addition to the ways described above. The access data required for the InvestorPortal will be sent together with the registration confirmation for the Virtual Annual General Meeting (see II.1). The possibility of transmission using the InvestorPortal will exist until immediately prior to counting of votes at the Virtual Annual General Meeting on 19 August 2020, but at least until 12.00 hours on the date of the Annual General Meeting. Authorisations and instructions already granted or issued (as described above) by post, fax or e-mail to the Company may still be revoked or modified up to that time using the InvestorPortal.

Further details on the grant of authorisation and issuing of instructions will be sent together with the registration confirmation after registration for the Virtual Annual General Meeting has been duly made. Such information will also be accessible on the Company's website at <http://www.rhoen-klinikum-ag.com/hv>.

5. Shareholder proposals and nominations, possibility of asking questions, right to raise objections

5.1 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. **by no later than 19 July 2020, 24.00 hours:**

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

5.2 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 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 shareholder counterproposals and nominations are to be directed exclusively to:

RHÖN-KLINIKUM Aktiengesellschaft
– 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 shareholders which are submitted to this address, including the name of the shareholder and the statement of reasons, which however is not required for nominations, at least 14 days prior to the Annual General Meeting, i.e. **by no later than 4 August 2020, 24.00 hours**, available to all shareholders on the Company's website at <http://www.rhoen-klinikum-ag.com/hv>. Any statements by the Management will also be published at the above Internet address subsequently.

Countermotions without a statement of reasons need not be made available. A counterproposal further does not need to be made available if one of the exclusion elements of section 126 (2) sentence 1 of the AktG exists. The reasons also need not be made available if the text thereof exceeds a total of 5,000 characters.

Nominations of shareholders pursuant to section 127 of the AktG need not be reasoned. Nominations are made available only if they contain the name, practised profession and place of residence of the nominated person and, in the case of an election of Supervisory Board members, details on their membership in other statutorily constituted supervisory boards. Pursuant to section 127 (1) of the AktG in conjunction with section 126 (2) of the AktG, there are further reasons for which, if they exist, nominations do not have to be made available through the website. In all other respects, the conditions and provisions for making available motions apply *mutatis mutandis*.

The Company will treat admissible counterproposals and nominations which have been duly sent by no later than 4 August 2020, 24.00 hours, in the same way as if they had been put forward orally at the Annual General Meeting. The same shall apply to motions on agenda items which have been put on the agenda by reason of admissible supplementing requests (see II.5.1 above).

5.3 Possibility of asking questions by electronic communication means (section 1 (2) sentence 1 no. 3, sentence 2 COVMG)

Shareholders and the persons authorised by them (except the proxy appointed by the Company) have the possibility of asking questions by electronic communication means pursuant to section 1 (2) sentence 1 no. 3 COVMG. The possibility of asking questions exists only for shareholders and the persons authorised by them who have duly registered for the Virtual Annual General Meeting as described under II.1. Questions of the shareholders must be submitted two days before the Virtual Annual General Meeting, i.e. **by no later than 17 August 2020, 24.00 hours (receipt)**, exclusively by electronic communication via the access-protected InvestorPortal at <http://www.rhoen-klinikum-ag.com/hv>.

The Board of Management will decide at its duly and freely exercised discretion which questions to answer and how. In this regard, it may summarise questions and in the interest of the other shareholders also select sensible questions. The Board of Management reserves the right to publish answers to questions in advance on the Company's website at <http://www.rhoen-klinikum-ag.com/hv> and in this case to refrain from answer such questions again during the Virtual Annual General Meeting.

5.4 Objection to resolutions of the Virtual Annual General Meeting pursuant to section 1 (2) sentence 1 no. 4 COVMG

Shareholders and persons authorised by them who have exercised the voting right may raise objections to resolutions of the Virtual Annual General Meeting by way of electronic communication using the access-protected InvestorPortal at <http://www.rhoen-klinikum-ag.com/hv> pursuant to section 245 no. 1 of the AktG in conjunction with section 1 (2) sentence 1 no. 4 of the COVMG. The right to raise an objection will exist on 19 August 2020 from the beginning of the Virtual Annual General Meeting until it is closed by the Meeting chairman.

5.5 Further explanations on shareholder rights

Further explanations on the shareholders' rights pursuant to sections 122 (2), 126 (1), 127 of the AktG and section 1 (2) sentence 1 nos. 3 and 4, sentence 2 of the COVMG are available on the Company's website at <http://www.rhoen-klinikum-ag.com/hv> from the date of convening of the Annual General Meeting.

6. Total number of shares and voting rights

At the date of convening of the Annual General Meeting, the registered share capital of RHÖN-KLINIKUM Aktiengesellschaft 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.

7. 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 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 Company's website at <http://www.rhoen-klinikum-ag.com/hv> from the date of convening of the Annual General Meeting.

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 website.

Bad Neustadt a. d. Saale, July 2020

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 19 August 2020 will be published on the Company's website at <http://www.rhoen-klinikum-ag.com/hv>.*