

*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)  
EXTRAORDINARY GENERAL MEETING  
ON 3 JUNE 2020

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

ISIN DE0007042301  
WKN 704230

We hereby invite our shareholders to attend the

### **Extraordinary General Meeting**

of RHÖN-KLINIKUM Aktiengesellschaft

which will be held on

**Wednesday, 3 June 2020, 10.00 a.m.**

The invitation to the Extraordinary General Meeting by the Board of Management is made exclusively pursuant to section 122 (1) of the German Stock Corporation Act (Aktiengesetz, AktG) at the request of the shareholder B. Braun Melsungen AG ("**B. Braun**") on 17 April 2020 (supplemented by letters dated 21, 23 and 27 April 2020) and at the request of the shareholder Asklepios Kliniken GmbH & Co. KGaA ("**Asklepios**") on 20 April 2020. B. Braun and Asklepios in each case requested the convening independent of each other in connection with the voluntary public takeover offer published by Asklepios on 8 April 2020 (section 16 (3) of the German Securities Acquisition and Takeover Act (Wertpapiererwerbs- und Übernahmegesetz, WpÜG).

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 Extraordinary General Meeting, pursuant to the Resolution of the Board of Management of 27 April 2020 and with the approval of the Supervisory Board of 30 April 2020, will be held as a

### **Virtual 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 General Meeting within the meaning of section 118 (1) sentence 2 AktG.

The place of broadcasting of the Extraordinary General Meeting and thus the place of the 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 General Meeting.**

## I. AGENDA

### 1 Discussion and where appropriate resolution on takeover offer of Asklepios

The **shareholder B. Braun** prompted the convening of the Extraordinary General Meeting for the purpose of informing the shareholders of the Company in the best possible way of the takeover offer of the shareholder Asklepios so that they may decide on acceptance of the same on a reasonable information basis, and may also adopt resolutions on the takeover offer as appropriate. The Company so far has not received any specific proposed resolution of the shareholder B. Braun on Agenda Item 1.

The **Board of Management** and the **Supervisory Board** point out with regard to Agenda Item 1 that the Board of Management and the Supervisory Board each published on 22 April 2020 detailed reasoned statements pursuant to section 27 WpÜG on the takeover offer of Asklepios. The reasoned statements are published on the Company's website at <http://www.rhoen-klinikum-ag.com> under the section "Investor Relations" | "Takeover Offer". Copies are also available at no charge from the headquarters of RHÖN-KLINIKUM Aktiengesellschaft located at Schlossplatz 1, 97616 Bad Neustadt a. d. Saale, Germany, telephone +49 9771 65-0, fax +49 9771 97467. A notice as to the publication on the Internet and availability of provision at no charge has been made in the Federal Gazette.

### 2 Resolution on an amendment to § 17 (3) of the Articles of Association

§ 17 (3) of the Articles of Association of the Company provides that resolutions of the General Meeting are to be adopted by simple majority of votes cast and, if a capital majority is required, by simple capital majority, unless otherwise prescribed as mandatory by law or the Articles of Association.

The shareholder B. Braun considers it justified to raise the majority requirement for adoption of resolutions at the General Meeting in order to protect minority shareholders.

The **shareholder B. Braun** proposes amending and restating § 17 (3) of the Articles of Association of the Company as follows:

*“Resolutions of the General Meeting shall be adopted by three quarters majority of votes cast and, if a capital majority is required, by three quarters majority of the capital represented on adoption of the resolution, unless otherwise prescribed as mandatory by law.”*

The **Board of Management** recommends shareholders to vote against the proposed resolution of the shareholder B. Braun. The simple majority requirement currently stipulated in § 17 (3) of the Articles of Association (with the exception of qualified majority requirements prescribed as mandatory by law) in the assessment of the Board of Management is customary for German exchange listed companies. It moreover has to be noted that pursuant to the proposed resolution of the shareholder B. Braun a three quarters majority would be required not only for fundamental structural measures but also for all General Meeting resolutions, in particular also yearly recurring standard agenda items such as appropriation of profit, formal approval of actions and election of the statutory auditor. In the assessment of the Board of Management, this could jeopardise the Company’s ability to act.

### 3 Resolution on removal and appointment of Supervisory Board members

The **shareholder B. Braun** and the **shareholder Asklepios** propose adoption of the following resolutions:

- 3.1 **Dr. Annette Beller** is removed as member of the Supervisory Board with immediate effect.
- 3.2 **Dr. Katrin Vernau** is removed as member of the Supervisory Board with immediate effect.

The **shareholder B. Braun** moreover proposes adoption of the following resolutions:

- 3.3 Mr. **Eugen Münch** is removed as member of the Supervisory Board with immediate effect.
- 3.4 Mr. **Wolfgang Mündel** is removed as member of the Supervisory Board with immediate effect.
- 3.5 **Prof. Dr. Gerhard Ehninger** is removed as member of the Supervisory Board with immediate effect.

- 3.6 Mr. **Jan Hacker** is removed as member of the Supervisory Board with immediate effect.
- 3.7 Ms. **Christine Reißner** is removed as member of the Supervisory Board with immediate effect.
- 3.8 **Dr. Brigitte Mohn** is removed as member of the Supervisory Board with immediate effect.

#### 4 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.

Under Agenda Item 3 the shareholder B. Braun and the shareholder Asklepios propose resolving on the removal of Supervisory Board members. If and to the extent the General Meeting resolves on a removal of Supervisory Board members, an immediate new election of Supervisory Board members is to take place according to the convening requests of B. Braun and Asklepios. Pursuant to § 10 (6) sentence 1 of the Articles of Association, a substitution election of members of the Supervisory Board is to take place for the remainder of the term of office of the departing Supervisory Board members, i.e. for the term of office until conclusion of the 2020 Annual General Meeting resolving on formal approval of the actions for financial year 2019.

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 must be met by the Supervisory Board as a whole, since neither the shareholder nor employee representatives raised any objections with the chairman of the Supervisory Board regarding the issue of overall compliance by reason of a resolution adopted by majority.

To fulfil the minimum percentage required in accordance with section 96 (2) AktG, a least five seats on the Supervisory Board therefore must be held by women and at least five seats by men. With Ms. Meike Jäger, Ms. Evelin Schiebel and Ms. Natascha Weihs, currently three seats on the Supervisory Board are held by women on the side of the employee representatives. To meet the minimum percentage, that means that at least

two seats on the Supervisory Board must be held by women on the side of the shareholder representatives. However, a procedure is currently taking place within the Supervisory Board for the new election of employee representatives by which the respective requirements on the side of the shareholders might change by the time the General Meeting is held.

Based on the current situation, the minimum share requirement would be met both if the proposed resolutions of the shareholder B. Braun on Agenda Items 3 and 4 are carried and if the proposed resolutions of Asklepios on Agenda Items 3 and 4 are carried.

The **shareholder B. Braun** and the **shareholder Asklepios** propose to adopt the following resolutions (disclosures on candidates pursuant to convening requests of shareholder B. Braun and shareholder Asklepios):

4.1 **Dr. Jan Liersch**, Düsseldorf, managing director (Geschäftsführer) of Broermann Holding GmbH, is elected as member of the Supervisory Board with effect from conclusion of this Extraordinary General Meeting.

According to the proposal of the shareholder **Asklepios**, Dr. Liersch is to be elected as member of the Supervisory Board as successor to Dr. Katrin Vernau only in the case of her removal.

4.2 **Dr. Julia Dannath-Schuh**, Hamburg (according to the convening request of the shareholder B. Braun) / Merchweiler (according to convening request of the shareholder Asklepios), Managing Partner Manres AG, is elected as member of the Supervisory Board with effect from conclusion of this Extraordinary General Meeting.

According to the proposal of the shareholder **Asklepios**, Dr. Dannath-Schuh is to be elected as member of the Supervisory Board as successor to Dr. Annette Beller only in the case of her removal.

The **shareholder B. Braun** moreover proposes to adopt the following resolutions (disclosures on candidates pursuant to convening request of shareholder B. Braun):

4.3 **Dr. Annette Beller**, Kassel, member of the Management Board of B. Braun Melsungen AG, is elected as member of the Supervisory Board with effect from conclusion of this Extraordinary General Meeting.

4.4 **Dr. Stefan Ruppert**, Oberursel, deputy member of the Management Board of B. Braun Melsungen AG, is elected as member of the Supervisory Board with effect from conclusion of this Extraordinary General Meeting.

- 4.5 **Dr. Claudia Barth**, Cologne, Chief Medical Officer B. Braun Avitum AG, is elected as member of the Supervisory Board with effect from conclusion of this Extraordinary General Meeting.
- 4.6 **Mr. Kai Hankeln**, Hamburg, Chairman of the Management Board of Asklepios Kliniken GmbH & Co. KGaA, is elected as member of the Supervisory Board with effect from conclusion of this Extraordinary General Meeting.
- 4.7 **Dr. Katrin Vernau**, Hamburg, Administrative Director of WDR Westdeutscher Rundfunk, is elected as member of the Supervisory Board with effect from conclusion of this Extraordinary General Meeting.
- 4.8 **Ms. Irmtraut Gürkan**, Alsbach-Hähnlein, Diplom-Volkswirtin, former commercial director of Universitätsklinikum Heidelberg, is elected as member of the Supervisory Board with effect from conclusion of this Extraordinary General Meeting.

The substitution elections pursuant to Items 4.1 to 4.8 will take place pursuant to § 10 (6) sentence 1 of the Articles of Association in each case for the remaining term of office of the departing Supervisory Board members, i.e. for a term of office until conclusion of the General Meeting resolving on the formal approval of actions for financial year 2019.

**Additional information on the election of nominated candidates:**

Information pursuant to § 125 (1) sentence 5 AktG:

According to the statements of the shareholder B. Braun and of the shareholder Asklepios, the nominated candidates are members in the other statutorily constituted supervisory boards or similar domestic or foreign supervisory bodies of commercial businesses listed as follows:

- **Dr. Jan Liersch:**
  - Member of the Supervisory Board of MEDICLIN AG
  - Member of the Board of Directors of Hotel Suisse Majestic SA, Switzerland
  - Member of the Board of Directors of Hotel Montreux Palace SA, Switzerland
- **Dr. Julia Dannath-Schuh:**
  - Member of the Supervisory Board of Asklepios Kliniken GmbH & Co. KGaA
  - Member of the Supervisory Board of MEDICLIN AG
- **Dr. Annette Beller:**
  - Member of the Board of Directors of Landesbank Hessen-Thüringen Girozentrale
  - Member of the Board of Directors of B. Braun Medical (Pty) Ltd., South Africa

Dr. Annette Beller has been a member of the Supervisory Board of RHÖN-KLINIKUM Aktiengesellschaft since 23 March 2017.

- **Dr. Stefan Ruppert:**

- Member of the Supervisory Board of Aesculap AG
- Member of the Supervisory Board of B. Braun Avitum AG
- Member of the Supervisory Board of Revium Rückversicherung AG

- **Prof. Dr. Claudia Barth:**

- No membership in other statutorily prescribed supervisory boards and memberships in similar domestic and foreign supervisory bodies of commercial businesses.

- **Mr. Kai Hankeln:**

- Member of the Supervisory Board of Asklepios Fachklinikum Stadtroda GmbH
- Member of the Supervisory Board of MEDICLIN AG
- Member of the Supervisory Board of Asklepios Kliniken Hamburg GmbH

- **Dr. Katrin Vernau:**

- Member of the Supervisory Board of UKGM - Universitätsklinikum Gießen und Marburg GmbH

Dr. Katrin Vernau has been a member of the Supervisory Board of RHÖN-KLINIKUM Aktiengesellschaft since 20 December 2013.

- **Ms. Irmtraut Gürkan:**

- Member of the Supervisory Board of Charité - Universitätsmedizin Berlin Körperschaft des öffentlichen Rechts
- Member of the Supervisory Board of Eurotransplant International Foundation, Netherlands
- Member of the Board of Directors of Universitätsspital Basel, Switzerland

With the exception of the memberships stated above, the candidates nominated for election are not members in other statutorily constituted supervisory boards or similar domestic or foreign supervisory bodies of commercial businesses.



## II. INFORMATION ON EXECUTION OF THE VIRTUAL 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 Extraordinary General Meeting of the Company as a Virtual 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 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 General Meeting, for exercising their voting right and for the other shareholder rights.**

### 1. Conditions for attending the General Meeting and exercising voting rights

Those shareholders shall be entitled to participate in the 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](mailto:anmeldestelle@computershare.de)

The registration must be received by the Company pursuant to § 16 (1) of the Articles of Association no later than **by expiry of 27 May 2020, 24.00 hours ("Registration Deadline")** at the address specified above.

The proof of shareholding must refer to the commencement of the 12<sup>th</sup> day before the General Meeting, that is 22 May 2020, 00.00 hrs ("**Record Date**"), and be received by the Company pursuant to section 1 (3) sentence 2 COVMG no later than **by the expiry of 30 May 2020, 24.00 hrs** at the address specified above. The shareholders are requested to send the proof if possible together with the registration to the Company within the Registration Deadline. 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 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 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 General Meeting over Internet audio visually**

The 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 3 June 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 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 General Meeting. The votes cast by written postal vote must be received by the Company **by 2 June 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](mailto: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 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 General Meeting on 3 June 2020, but at least until 12.00 hours on the date of the 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 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 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 General Meeting in due time receive a proxy form together with the registration confirmation to the Virtual 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 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 2 June 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 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 General Meeting on 3 June 2020, but at least until 12.00 hours on the date of the 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 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 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 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 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 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 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 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 no later than **by 2 June 2020, 24.00 hrs**:

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](mailto: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 General Meeting (see II.1). The possibility of transmission using the InvestorPortal will exist until immediately prior to counting of votes at the Virtual General Meeting on 3 June 2020, but at least until 12.00 hours on the date of the 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 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 pursuant to section 1 (3) sentence 4 of the COVMG at the address below at least 14 days prior to the Meeting, i.e. **no later than by 19 May 2020, 24.00 hrs:**

RHÖN-KLINIKUM Aktiengesellschaft  
– Board of Management –  
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). The same applies to counterproposals to the resolutions proposed which were put on the Agenda by reason of the convening requests pursuant to section 122 (1) of the AktG of

the shareholder B. Braun and the shareholder Asklepios or admissible supplementary requests submitted within the required time limit pursuant to section 122 (2) AktG.

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

RHÖN-KLINIKUM Aktiengesellschaft  
– General Meeting –  
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 General Meeting, i.e. **by no later than 19 May 2020, 24.00 hrs**, 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.

Counter motions 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 counterproposals and nominations which have been duly sent, are admissible and have been submitted within the required time limit in the same way as if they had been put forward orally at the General Meeting. The same thing applies to proposals for Agenda Items which were put on the Agenda by reason of the convening requests pursuant to section 122 (1) of the AktG of the shareholder B. Braun and the shareholder Asklepios or admissible supplementary requests submitted within the required time limit pursuant to section 122 (2) AktG.

*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 General Meeting as described under II.1. Questions of the shareholders must be submitted two days before the Virtual General Meeting, i.e. **by no later than 1 June 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 General Meeting.

*5.4 Objection to resolutions of the Virtual 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 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 COVMG. The right to raise an objection will exist on 3 June 2020 from the beginning of the Virtual 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 General Meeting.

## **6. Total number of shares and voting rights**

At the date of convening of the 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 General Meeting, the Company holds 24,000 treasury shares that do not grant it any voting rights.



**7. Documents in connection with the General Meeting and further information**

This Invitation to the General Meeting, all documents to be made available at the General Meeting as well as any further information in connection with the 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 General Meeting.

The documents to be made available will also be available during the General Meeting on 3 June 2020. 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, May 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 Extraordinary General Meeting on 3 June 2020 will be published on the Company's website at <http://www.rhoen-klinikum-ag.com/hv>.*