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FURTHER INFORMATION TO AGENDA ITEM 8: DESCRIPTION OF REMUNERATION OF SUPERVISORY BOARD MEMBERS

Pursuant to section 113 (3) AktG in the version as amended by ARUG II, a resolution is to be adopted on the remuneration of Supervisory Board members at least every four years, with adoption of a purely confirmatory resolution on the existing remuneration being permissible.

The remuneration of the Supervisory Board members is governed by § 14 (2) to (9) of the Articles of Association, which reads as follows:

§ 14

[...], Remuneration of Supervisory Board

1. [...]
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, 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.

8. All members of the Supervisory Board shall be reimbursed the expenses incurring to them in the performance of their work, notably communication and travel expenses as well as any VAT to be paid on remuneration and on reimbursement of expenses.



9. The Annual General Meeting may fix the remuneration and reimbursement of expenses of the Supervisory Board outside the Articles of Association by simple majority of votes cast and in derogation to the foregoing provisions, and may notably lower or raise the remuneration and reimbursement of expenses, stipulate a lump sum for the same or modify the nature and composition of the same.

The task of the Supervisory Board is to advise and supervise the Board of Management as it directs the Company under its own responsibility and manages its business activities. The members of the Supervisory Board are entitled to a reasonable remuneration taking into consideration, in terms of both its structure and amount, the requirements of the Supervisory Board office, the time commitment involved as well as the responsibility assumed by the Supervisory Board members for the Company. This is sufficiently reflected by the existing provision in the Articles of Association regarding the remuneration of the Supervisory Board Members: § 14 (2) to (9) of the Articles of Association – in addition to the attendance fee and reimbursement for outlays – provides for a purely fixed remuneration. The independence of the remuneration of the Supervisory Board from performance-oriented ratios is to ensure that the members of the Supervisory Board perform their duties in a neutral and objective manner. The grant of a purely fixed remuneration is consistent with Recommendation G.18 Sentence 1 GCGC.

The chairman of the Supervisory Board and his deputies receive a higher fixed remuneration compared with the other members of the Supervisory Board. Moreover, an additional fixed remuneration is provided for the work on the committees of the Supervisory Board specified in § 14 (3) of the Articles of Association; membership in the Nomination Committee and in committees established on an ad hoc basis, however, is not additionally remunerated. The remuneration of the members of the Supervisory Board is thus consistent with Recommendation G.17 CCGC according to which the higher time commitment of Supervisory Board work associated with these functions is to be taken into consideration.

The amount of the remuneration payments defined in § 14 (2) to (9) of the Articles of Association is reasonable in the view of the Board of Management and the Supervisory Board. The reasonableness of the Supervisory Board remuneration ensures that the Company will also continue to be in a position to attract candidates with outstanding qualifications for a membership on the Supervisory Board of the Company; as a result of this, the remuneration of the Supervisory Board makes a contribution to promoting the Company's business strategy and long term performance on a sustainable basis.

The remuneration of the members of the Supervisory Board is regularly reviewed. The current provision on the remuneration of the Supervisory Board in § 14 (2) to (9) of the Articles of Association was adjusted by resolution of the Annual General Meeting last year. A new adjustment in the remuneration is currently not necessary in the view of the Board of Management and the Supervisory Board. Under Agenda Item 8, it is therefore proposed to the Annual General Meeting to confirm the remuneration of the Supervisory Board as provided for in § 14 (2) to (9) of the Articles of Association.