

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 8 JUNE 2022



RHÖN-KLINIKUM
AKTIENGESELLSCHAFT

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

Annual General Meeting of RHÖN-KLINIKUM Aktiengesellschaft

which will be held on

Wednesday, 8 June 2022, 10.00 a.m. (CEST).

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) of 27 March 2020 in the version as amended by the Act for the Establishment of a Special Fund “Development Aid 2021” and on the Temporary Suspension of the Insolvency Filing Obligation Due to Heavy Rainfall and Floods in July 2021 as well as to Amend Other Laws (Gesetz zur Errichtung eines Sondervermögens „Aufbauhilfe 2021“ und zur vorübergehenden Aussetzung der Insolvenzantragspflicht wegen Starkregenfällen und Hochwassern im Juli 2021 sowie zur Änderung weiterer Gesetze) of 10 September 2021 (COVID-19 Measures Act (COVID-19-Maßnahmengesetz, “COVMG”)) of 10 September 2021 (Federal Law Gazette I p. 4147) (“COVMG”), the Annual General Meeting, pursuant to the Resolution of the Board of Management of 21 March 2022 and with the approval of the Supervisory Board of 23 March 2022, will be held as a

Virtual Annual General Meeting

without physical presence of the shareholders or their authorised agents (with the exception of the proxy appointed by the Company).

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

<https://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 German Stock Corporation Act (Aktiengesetz, 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 the proxy 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 2021, as well as the Management Reports on the situation of the Company and of the Group for financial year 2021 (including the notes on the disclosures pursuant to sections 289a and 315a of the German Commercial Code (Handelsgesetzbuch, HGB), respectively) and the Report of the Supervisory Board for financial year 2021**

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 from the date of convening of the Annual General Meeting on the Company's website at <https://www.rhoen-klinikum-ag.com/hv>. 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. The Supervisory Board approved the Annual Financial Statements prepared by the Board of Management and the Consolidated Financial Statements on 23 March 2022. The Annual Financial Statements are thus adopted pursuant to section 172 sentence 1 AktG. In accordance with the relevant statutory provisions, no resolution on this Agenda Item will be passed.

- 2 Resolution on the appropriation of the net distributable profit**

The Company's Annual Financial Statements for the year ended 31 December 2021, which have been prepared by the Board of Management, approved by the Supervisory Board and thus adopted as final, show a net distributable profit of € 200,800,206.26.

The Board of Management and the Supervisory Board propose

allocating net distributable profit in the amount of € 200,800,206.26 fully to other profit reserves.

NON-BINDING ENGLISH TRANSLATION FOR YOUR CONVENIENCE

This proposal for the appropriation of profit is made in the context of the ongoing uncertainties surrounding the further impacts of the COVID-19 pandemic on the Company's results of operations and liquidity position and is intended to make a decisive contribution towards strengthening the capital and liquidity base and safeguarding the investment capacity of RHÖN-KLINIKUM Aktiengesellschaft.

3 Resolution on formal approval of the actions of the members of the Board of Management for financial year 2021

For financial year 2021, 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 2021 for their actions.

Voting shall take place on formal approval by grant of separate approval, i.e. for each member of the Board of Management individually.

4 Resolution on formal approval of the actions of the members of the Supervisory Board for financial year 2021

For financial year 2021, 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 2021 for their actions.

Voting shall take place on formal approval by grant of separate approval, i.e. for each member of the Supervisory Board individually.

5 Resolution on approval of the Remuneration Report

After the amendment of the German Stock Corporation Act (AktG) by the Act Implementing the Second Shareholder Rights Directive (Gesetz zur Umsetzung der Zweiten Aktionärsrechterichtlinie, ARUG II), the Board of Management and the Supervisory Board are required for the first time under section 162 AktG to submit a clear and comprehensible report on the remuneration granted and owed to the members of the Board of Management and of the Supervisory Board in the past financial year and to submit such report to the Annual General Meeting for approval pursuant to section 120a (4) AktG.

The Remuneration Report was audited pursuant to section 162 (3) AktG by the statutory auditor, KPMG AG Wirtschaftsprüfungsgesellschaft, Berlin to determine whether the required statutory disclosures pursuant to section 162 (1) and (2) AktG were made. The Report on the Audit of the Remuneration Report is attached to the Remuneration Report.

The Board of Management and the Supervisory Board propose that the Remuneration Report prepared and audited in accordance with section 162 AktG be approved for financial year 2021.

The Remuneration Report is printed following the Agenda and shall be accessible as of convening of the Annual General Meeting (and also during the Annual General Meeting) on the Company's website at <https://www.rhoen-klinikum-ag.com/hv>.

6 Election of the statutory auditor for financial year 2022

The Supervisory Board – based on the recommendation of the Audit Committee – proposes to elect KPMG AG Wirtschaftsprüfungsgesellschaft, Berlin as statutory auditor of the Annual Financial Statements and of the Consolidated Financial Statements for financial year 2022 and as auditor for the review of the Condensed Consolidated Interim Financial Statements and the Consolidated Interim Report for the first half of financial year 2022.

In its recommendation, the Audit Committee has stated that such recommendation is free from undue influence by third parties and that no clause restricting its choice of auditors of the kind specified in Article 16(6) EU Regulation on Statutory Auditors (Regulation (EU) No 537/2014) was imposed on the Audit Committee.

7 Resolution on the election of a Supervisory Board member

Ms. Nicole Mooljee Damani notified the Company on 8 December 2021 that she was resigning her mandate as member of the Supervisory Board of the Company, and accordingly left the Supervisory Board after expiry of the one-month time limit pursuant to Section 10 (3) of the Articles of Association with effect from 8 January 2022. The Local Court of Schweinfurt, by Decision of 2 March 2022 issued on application by the Board of Management based on a corresponding proposal of the Supervisory Board, then appointed Dr. Cornelia Sufke as member of the Supervisory Board of the Company.

Dr. Cornelia Sufke is now to be elected by the Annual General Meeting to the Supervisory Board to succeed Ms. Nicole Mooljee Damani as representative of the shareholders. Since Dr. Sufke has already declared her acceptance of the mandate in the event of being elected by the Annual General Meeting, her office as court-appointed member of the Supervisory Board will be extinguished upon her election by the Annual General Meeting.

Pursuant to section 96 (1) and section 101 (1) 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.

At the Company, in accordance with section 96 (2) AktG, at least 30 per cent of the Supervisory Board is to be made up of women and at least 30 per cent of men, which – relative to the entire Supervisory Board – corresponds to at least five seats in each case. The minimum share is to be met by the Supervisory Board as a whole. Neither the shareholder representatives nor the 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. Not including Dr. Sufke as court-appointed member of the Supervisory Board, the Supervisory Board is comprised of four women and eleven men. With the election of Dr. Sufke, the gender quota would thus be fulfilled.

Moreover, pursuant to section 100 (5) AktG the Supervisory Board at RHÖN-KLINIKUM Aktiengesellschaft must have at least one member possessing expertise in field of accounting and at least one further member possessing expertise in the field of auditing of annual financial statements. These requirements are already fulfilled based on the currently existing composition of the Supervisory Board and thus irrespective of the impending election. With Mr. Hafid Rifi and Mr. Peter Berghöfer, two members are represented in the Supervisory Board who possess expertise in the field of accounting and auditing of annual financial statements.

On the basis of the recommendation of the Nomination Committee, the Supervisory Board proposes electing as member of the Supervisory Board:

Dr. Cornelia Sufke, residing in Hamburg,
Head of the Medical Law, Insurance & Compliance division, Asklepios Kliniken
GmbH & Co. KGaA, Hamburg.

The appointment of the new member of the Supervisory Board is made pursuant to § 10 (5) of the Articles of Association for the end of the term of office of Ms. Mooljee Damani, i.e. for the period until conclusion of the Annual General Meeting resolving on formal approval of actions for financial year 2024.

The curriculum vitae (CV) of the proposed candidate is given below and is also accessible on the Company's website at <https://www.rhoen-klinikum-ag.com/hv>.

Additional information on the nominated candidate:

Information pursuant to section 125 (1) sentence 5 AktG

Dr. Cornelia Sufke is a member of the following other statutorily constituted supervisory boards or similar domestic and foreign supervisory bodies of commercial businesses:

Membership in statutorily constituted supervisory boards:

- RHÖN-KLINIKUM Aktiengesellschaft, member of the Supervisory Board

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

Membership in similar domestic and foreign bodies that supervise commercial businesses: none

Disclosures on the recommendations of the German Corporate Governance Code in its version of 16 December 2019 (“GCGC”)

Recommendation C0.13 GCGC

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

The following relationships of Dr. Sufke exist with a shareholder holding a significant interest in RHÖN-KLINIKUM Aktiengesellschaft: Dr. Sufke is Head of the Medical Law, Insurance & Compliance division of Asklepios Kliniken GmbH & Co. KGaA. Asklepios Kliniken GmbH & Co. KGaA holds a significant equity interest in RHÖN-KLINIKUM Aktiengesellschaft within the meaning of Recommendation C.13 Sentence 3 GCGC.

In the view of the Supervisory Board, no further personal or business relationships exist between the nominated candidate on the one hand and RHÖN-KLINIKUM Aktiengesellschaft, the corporate bodies of RHÖN-KLINIKUM Aktiengesellschaft or a shareholder directly or indirectly holding an interest of more than 10% of the voting shares in RHÖN-KLINIKUM Aktiengesellschaft on the other which would be subject to disclosure according to Recommendation C.13 GCGC.

Recommendations C.6, C.7 and C.9 GCGC

Also taking account of an election of Dr. Sufke to the Supervisory Board, the Supervisory Board will be made up of a sufficient number of independent members on the side of the shareholders in their assessment within the meaning of Recommendation C.6 GCGC.

Dr. Sufke – like all current shareholder representatives on the Supervisory Board – is independent of the Company and of the Board of Management within the meaning of Recommendation C.7 GCGC. Also taking account of an election of Dr. Sufke to the Supervisory Board, the Supervisory Board will still be made up of three members who are independent of the controlling shareholder, Asklepios Kliniken GmbH & Co. KGaA (Recommendation C.9 GCGC).

Recommendation C.1 GCGC

Pursuant to the Declaration of Compliance of the Company issued on 10 November 2021, the Supervisory Board refrained from stating specific objectives regarding its composition

and from setting out a competency profile for the body as a whole within the meaning of Recommendation C.1 Sentences 1 and 2 GCGC. Consequently, it was not possible to comply with Recommendation C.1 Sentence 3 GCGC, which is based on Recommendation C.1 Sentences 1 and 2 GCGC. 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 their view does not require any further self-regulation giving rise to further layers of bureaucracy.

Curriculum vitae (CV)

Dr. Cornelia Süfke

Born 1964, married, 1 child

Education

| | |
|-----------|---|
| 1983-1989 | Law studies at Christian-Albrechts-Universität zu Kiel (CAU) |
| 1990-1995 | Legal Clerkship at Court of Appeals (OLG) Schleswig |
| 2016 | Mediator (DAA), specialist course from DeutscheAnwaltAkademie |

Professional career

| | |
|----------------|---|
| 1985-1992 | Student assistant (Wissenschaftliche Hilfskraft) and research assistant (wissenschaftliche Mitarbeiterin), Institute of Environmental Protection, Commercial and Criminal Tax Law (Institut für Umweltschutz-, Wirtschafts- und Steuerstrafrecht) of Christian-Albrechts-Universität zu Kiel (CAU) (PhD contract) |
| 1995-1998 | Legal secretary (Rechtsreferentin) to Universitäts-Krankenhaus Hamburg Eppendorf (UKE), Free and Hanseatic City of Hamburg, Office of Science and Research (Behörde für Wissenschaft und Forschung), Hospital Law Department (Abteilung Krankenhausrecht) |
| 1998-2004 | Head of Central Service IVF (internal insurance fund), LBK Hamburg - AÖR |
| 2004 - present | Various positions, currently: Head of the Medical Law, Insurance & Compliance division, Asklepios Kliniken GmbH & Co. KGaA (as well as legal predecessors) |

Mandates

RHÖN-KLINIKUM Aktiengesellschaft, member of the Supervisory Board
Universitätsklinikum Gießen und Marburg GmbH, member of the Supervisory Board

8 Resolution on approval for conclusion of profit-and-loss transfer agreements with RHÖN-KLINIKUM Services GmbH, RHÖN-KLINIKUM Business Services GmbH, RHÖN-KLINIKUM Service Einkauf + Versorgung GmbH and RHÖN-KLINIKUM IT Service GmbH

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

- RHÖN-KLINIKUM Services GmbH,
- RHÖN-KLINIKUM Business Services GmbH,
- RHÖN-KLINIKUM Service Einkauf + Versorgung GmbH, and
- RHÖN-KLINIKUM IT Service GmbH

(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 approval of the Annual General Meeting of RHÖN-KLINIKUM Aktiengesellschaft and of the shareholders’ meeting of the respective Subsidiary. Once the Annual General Meeting has given its approval, it is planned that the shareholders’ meeting of the respective Subsidiary will give its approval to the agreement in notarised form and that the agreement will be entered into between RHÖN-KLINIKUM Aktiengesellschaft 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 Aktiengesellschaft. The entire net profit to be determined subject to the provisions of the 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 AktG in its version as amended.

- The Subsidiary, with the consent of RHÖN-KLINIKUM Aktiengesellschaft, 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 Aktiengesellschaft, 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 Aktiengesellschaft 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 Aktiengesellschaft 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 prepare the annual financial statement in such a way that the profit or loss is stated as a liability or receivable as against RHÖN-KLINIKUM Aktiengesellschaft. Prior to being adopted, the annual financial statement of the Subsidiary shall be submitted to RHÖN-KLINIKUM Aktiengesellschaft 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 Aktiengesellschaft. If the end of the financial year of the Subsidiary is simultaneous with the end of the financial year of RHÖN-KLINIKUM Aktiengesellschaft, the result of the Subsidiary to be taken over shall nonetheless be included in the annual financial statement of RHÖN-KLINIKUM Aktiengesellschaft for the same financial year.
- In order to be valid, the Agreement shall require the approval of the Supervisory Board of RHÖN-KLINIKUM Aktiengesellschaft, the consent of the Annual General Meeting of RHÖN-KLINIKUM Aktiengesellschaft 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 Aktiengesellschaft are no longer met pursuant to the requirements under tax law, in particular if RHÖN-KLINIKUM Aktiengesellschaft 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 Aktiengesellschaft, and

- transformation, merger, division or liquidation of RHÖN-KLINIKUM Aktiengesellschaft 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 Aktiengesellschaft.

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

- 8.1 Conclusion of the profit-and-loss transfer agreement between RHÖN-KLINIKUM Aktiengesellschaft and RHÖN-KLINIKUM Services GmbH, Bad Neustadt a.d. Saale, is hereby approved.
- 8.2 Conclusion of the profit-and-loss transfer agreement between RHÖN-KLINIKUM Aktiengesellschaft and RHÖN-KLINIKUM Business Services GmbH, Bad Neustadt a.d. Saale, is hereby approved.
- 8.3 Conclusion of the profit-and-loss transfer agreement between RHÖN-KLINIKUM Aktiengesellschaft and RHÖN-KLINIKUM Service Einkauf + Versorgung GmbH, is hereby approved.

8.4 Conclusion of the profit-and-loss transfer agreement between RHÖN-KLINIKUM Aktiengesellschaft and RHÖN-KLINIKUM IT Service GmbH, Bad Neustadt a.d. Saale, is hereby approved.

It is intended to adopt the resolution by way of separate vote.

The following documents shall be available at the Annual General Meeting, and as of convening of the Annual General Meeting via the Internet on the Company's website at <https://www.rhoen-klinikum-ag.com/hv>:

- the draft profit-and-loss transfer agreement between RHÖN-KLINIKUM Aktiengesellschaft and the respective Subsidiary,
- the annual financial statements and the consolidated financial statements of RHÖN-KLINIKUM Aktiengesellschaft for financial years 2019, 2020 and 2021 as well as the management reports of RHÖN-KLINIKUM Aktiengesellschaft and the Group management reports for financial years 2019, 2020 and 2021,
- the annual financial statements and of RHÖN-KLINIKUM Services GmbH for financial years 2019, 2020 and 2021 as well as the management reports of RHÖN-KLINIKUM Services GmbH for financial years 2019, 2020 and 2021,
- the annual financial statements of the other subsidiaries founded in financial year 2021 (RHÖN-KLINIKUM Business Services GmbH, RHÖN-KLINIKUM Service Einkauf + Versorgung GmbH and RHÖN-KLINIKUM IT Service GmbH) for financial year 2021, and
- the joint report of the Board of Management of RHÖN-KLINIKUM Aktiengesellschaft and of the management of the respective Subsidiary remitted pursuant to section 293a AktG.

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

Remuneration Report for Financial Year 2021 pursuant to section 162
(1) of the German Stock Corporation Act (Aktiengesetz, AktG)
(Agenda Item 5)

**Remuneration Report
of RHÖN-KLINIKUM Aktiengesellschaft
pursuant to section 162 AktG**

A. Introduction

The Remuneration Report explains the principles of the remuneration of the members of the Board of Management of RHÖN-KLINIKUM Aktiengesellschaft as well as the remuneration of the members of the Supervisory Board pursuant to the Articles of Association. In particular, the Remuneration Report contains the disclosures pursuant to section 162 of the German Stock Corporation Act (Aktiengesetz, AktG).

The Remuneration Report moreover provides individualised and specific information on the remuneration granted and owed to the members of the Board of Management and of the Supervisory Board of RHÖN-KLINIKUM Aktiengesellschaft in financial year 2021. The disclosures on the remuneration of directors and officers meet the requirements of the German Stock Corporation Act as well as those of applicable German and international accounting standards.

B. Remuneration of the Board of Management

With effect from 1 April 2021, the Supervisory Board of RHÖN-KLINIKUM Aktiengesellschaft in March 2021 adopted a revised remuneration scheme for the members of the Board of Management. In this regard the Supervisory Board, in view of the Company's special ownership structure, was guided by the objective of implementing a remuneration scheme which is as simple as possible and which also takes account of the remuneration structures in those companies in which the indirect main shareholder of RHÖN-KLINIKUM Aktiengesellschaft holds a sole or majority interest. For the same reason, the Supervisory Board, by the Declaration of Compliance of 10 November 2021, stated deviations from several recommendations of the German Corporate Governance Code ("**GCGC**") as well as the reasons for such deviations.

The remuneration scheme was approved in its revised form by the shareholders of RHÖN-KLINIKUM Aktiengesellschaft at the Annual General Meeting held on 9 June 2021.

The Supervisory Board may temporarily deviate from the remuneration scheme if this is necessary in the interest of the long-term well-being of the Company. This includes, for example, approximating the remuneration scheme to a significantly changed corporate strategy to ensure adequate incentives, or in the case of a serious economic crisis. The extraordinary circumstances underlying and justifying such deviation are to be established by way of Supervisory Board resolution. The components of the remuneration scheme that may be deviated from are the procedure, the provisions on the remuneration structure and its amount, as well as the individual remuneration components. Furthermore, the Supervisory Board may, according to reasonably exercised discretion if required in the event of a significant change in requirements being determined, reimburse the expenditures for extraordinary additional payments (e.g. security measures). Moreover, the Supervisory Board has the right to grant newly joining members of the Board of Management special payments as compensation for losses in salary under a previous service relationship or to cover the costs arising from a relocation.

This new remuneration scheme does not yet apply to the service contracts already entered into with the then (and currently) incumbent members of the Board of Management (hereinafter referred to collectively as the “**Old Contracts**”) (cf. section 26j (1) of the Introductory Act to the German Stock Corporation Act (Einführungsgesetz zum Aktiengesetz, EGAktG). Nonetheless, the current remuneration practice, and also to a large extent the Old Contracts, already are in line with the remuneration scheme adopted by the Supervisory Board in March 2021. This holds true in particular for the Board of Management contracts entered into in 2020 with Dr. Höftberger and Dr. Stranz as well as for the follow-on service contract entered into with Dr. Weiß for the period beginning from 1 January 2022. Against this background, the statement presented under I below is oriented on the new remuneration scheme. Where the Old Contracts deviate therefrom, this is also stated.

I. Structure of remuneration of the Board of Management in financial year 2021

The aggregate remuneration of all members of the Board of Management is comprised of several remuneration components. Specifically, the remuneration is comprised of the base salary, the management profit sharing bonus, additional benefits (non-cash benefits) and in the case of individual members of the Board of Management a contingent post-retirement benefit.

Although the Supervisory Board has taken account of the wage and salary structure within the Company when setting the remuneration of the Board of Management, the Supervisory Board does not expressly determine how the senior management and the relevant overall staff are to be differentiated. The relationship of the remuneration of the Board of Management to the remuneration of the senior management and the relevant overall staff is consequently not reflected by application of such definitions either. In view of the management structure and the specific staffing of a hospital company, the Supervisory Board does not find such definitions to be objectively justified.

There are no plans to grant shares or stock options to the members of the Board of Management, nor has any commitment been made to do so. Since the agreement of the performance criteria for the variable remuneration ensures that the financial and non-financial targets will promote the business strategy and make a contribution towards a long-term development of the Company, the Supervisory Board has not seen any need to provide for a share-based variable remuneration.

1. Fixed remuneration

The annual basic salary is a fixed cash remuneration with reference to the full year and paid in twelve equal monthly instalments.

The fixed remuneration is to guarantee a basic market remuneration for exercising the office and in this way ensure that the Company is able to attract the best qualified candidates to implement its corporate strategy and manage the Company.

2. Performance-linked annual management profit-sharing bonus (tantieme)

The members of the Board of Management receive a performance-linked annual management profit-sharing bonus (tantieme) based on an annual target agreement to be entered into each year. The Supervisory Board and the member of the Board of Management re-negotiate the criteria for the amount of the tantieme to be paid for each financial year before or at the commencement of such financial year. In the event the negotiations fail, the Supervisory Board is entitled to define the criteria according to its reasonably exercised discretion (section 315 of the German Civil Code (Bürgerliches Gesetzbuch, BGB)).

The amount of the annual management profit-sharing bonus (tantieme) is defined after expiry of the reference period. The Supervisory Board and the members of the Board of Management try to reach agreement on the extent to which the non-financial targets are to be achieved. If no agreement can be reached, it is defined by the Supervisory Board according to its reasonably exercised discretion. The payment is made as a one-off payment at the earliest after the corresponding values have been calculated for the reference period.

When agreeing the performance criteria for the variable remuneration, the Supervisory Board ensures that the financial and non-financial targets will promote the business strategy and make a contribution towards a long-term development of the Company. If consolidated profit or EBITDA (earnings before interest, taxes, depreciation and amortisation) pursuant to IFRS consolidated financial statements is defined as the performance criterion, this provides incentives to strengthen the Company's operative earnings strength. The non-financial criteria are oriented on strategic targets in the interest of a sustainable corporate development. In this regard the Supervisory Board takes into account the strategic focus issues for the respective remuneration year.

For these reasons the Supervisory Board did not see any need to provide for further abstract requirements for defining long-term-oriented targets and their relationship to short-term-oriented targets, nor to provide for a share-based variable remuneration, in order to implement the remuneration scheme of the Board of Management. Lastly, based on the specific terms of the variable remuneration there is also no reason in the view of the Supervisory Board to provide for rights of retention or recovery. To enable the Supervisory Board to take a comprehensive decision in connection with defining the achievement of targets for the past financial year, the Supervisory Board reserves the right to decide on performance criteria for the new financial year at the beginning of such financial year.

The Old Contracts with Prof. Dr. Griewing and Dr. Weiß applying to financial year 2021 contain deviating provisions on (partial) variable remuneration components. The Board of Management contracts entered into in 2020 with Dr. Höftberger and Dr. Stranz as well as the follow-on service contract entered into with Dr. Weiß for the period beginning from 1 January 2022 in terms of their variable remuneration components are in line with the remuneration scheme adopted by the Supervisory Board in March 2021.

a) Determination and application of performance criteria

The Board of Management contracts of Dr. Höftberger and Dr. Stranz, on the one hand, and of Dr. Weiß and Prof. Dr. Griewing, on the other, differ in terms of the form of variable remuneration.

The Board of Management contracts of Dr. Höftberger and Dr. Stranz provide that both are entitled to receive a performance-linked annual management profit-sharing bonus (tantieme) based on a target agreement to be entered into each year. This totals a maximum amount of EUR 250,000 in each case. In this regard, 50% of the performance criteria is made up of financial targets (Tranche 1) and 50% of non-financial targets (Tranche 2). For the financial targets of Tranche 1, the achievement of targets is measured in each case using a range with reference to EBITDA of the consolidated financial statements of RHÖN-KLINIKUM Aktiengesellschaft according to IFRS. For the non-financial targets of Tranche 2, five equally weighted sub-targets were agreed by the Supervisory Board for 2021 which for both Management Board members relate to sustainably improving processes and the quality of the hospitals, streamlining processes and group structures, reducing the workload of employees, and thus overall increasing the satisfaction of patients and employees.

For Dr. Höftberger, the Supervisory Board resolved in March 2022 with respect to the target achievement for financial year 2021 that Tranche 1 in the amount of EUR 32,500 and Tranche 2 in the amount of EUR 125,000 are earned. For financial year 2021 this results in a management profit-sharing bonus (tantieme) in the total amount of EUR 157,500.

For Dr. Stranz, the Supervisory Board resolved in March 2022 with respect to the target achievement for financial year 2021 that Tranche 1 in the amount of EUR 32,500 and Tranche 2 in the amount of EUR 125,000 are earned. For financial year 2021 this results in a management profit-sharing bonus (tantieme) in the total amount of EUR 157,500.

The Old Contracts of Prof. Dr. Griewing and Dr. Weiß provide that the annual management profit-sharing bonuses are calculated on the basis of a weighted view of consolidated profit according to IFRS over a period of three years, with the Supervisory Board being entitled to adjust the assessment basis to take account of extraordinary developments and results as well as one-off or accounting effects. The assessment basis of the management profit sharing bonuses follows from the average of consolidated results of the last three financial years weighted by the factors of 3, 2 and 1. The consolidated result which is furthest in the past is weighted with the lowest factor. The rate of management profit sharing is defined by the Supervisory Board individually for each member of the Board of Management on recommendation by the Personnel Affairs Committee, giving due regard to the performance, duties and number of terms of office. The Old Contracts of the two members of the Board of Management moreover provide for a guaranteed total remuneration which in the case of Prof. Dr. Griewing (including the fixed remuneration of EUR 192,000) amounts to EUR 1,200,000 and in the case of Dr. Weiß (including the fixed remuneration of EUR 192,000) amounts to EUR 900,000. Payments under this guarantee made during the financial year under way are applied towards the annual management profit-sharing bonus.

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For Prof. Dr. Griewing, the Supervisory Board resolved in March 2022 with respect to the target achievement for financial year 2021 that no further management profit-sharing bonus (tantieme) will be paid above and beyond the guaranteed total remuneration. The annual management profit-sharing bonus (tantieme) thus amounts to EUR 1,008,000.

For Dr. Weiß, the Supervisory Board resolved in March 2022 with respect to the target achievement for financial year 2021 that no further management profit-sharing bonus (tantieme) will be paid above and beyond the guaranteed total remuneration. The annual management profit-sharing bonus (tantieme) thus amounts to EUR 708,000.

b) No recovery of variable remuneration components

The existing Board of Management contracts with Dr. Höftberger and Dr. Stranz as well as the Old Contract with Dr. Weiß applying to financial year 2021 do not provide for any possibility of recovering variable remuneration components. As a result, no such amounts were recovered in the past financial year. The situation is different only for the Old Contract with Prof. Dr. Griewing according to which the Supervisory Board, where certain conditions are met, is entitled to recover part of the management profit-sharing bonus if it exceeds the guaranteed total remuneration. However, the conditions for a recovery of the management profit-sharing bonus paid in the past were not met.

3. Fringe benefits

In accordance with the Company's guidelines, members of the Board of Management are provided with a company vehicle, which they may also use for personal purposes, as a fringe benefit. Furthermore, a personal accident insurance policy is taken out in favour of the members of the Board of Management. Since use of a company car and the accident insurance premiums are remuneration components, each individual member of the Board of Management has to pay tax on these benefits. As a general rule, all members of the Board of Management are entitled to these in the same way, the amount of which varies depending on the member's personal situation.

Moreover, D&O insurance cover, subject to a deductible in accordance with the requirements of the German Stock Corporation Act equal to 10% of the claim up to one-and-a-half times the annual basic salary of the member of the Board of Management, exists. In addition to the members of the Board of Management, this insurance cover also extends to the members of the Supervisory Board as well as other senior executives of the Group. It covers the personal liability risk in the event of pecuniary damage claims being made against the aforementioned group of persons by reason of the performance of their activity for the Company. In this regard, the premiums to be paid by the Company are not broken down amongst all persons included under the insurance cover and for that reason are not recorded under fringe benefits in the tables under II.1.

The purpose of granting reasonable fringe benefits, like the fixed remuneration, is to ensure a basic market remuneration for exercising the office.

4. Post-retirement benefits

The currently existing Board of Management contracts with Dr. Weiß and Prof. Dr. Griewing contain provisions on post-retirement benefits. If the service contract ends or the member of the Board of Management deceases during his term of office, the member of the Board of Management or, as the case may be, his heirs thereafter receive for each full year of work as member of the Board of Management a payment equal to 0.125 times the annual payments owed (annual basic salary plus management profit-sharing bonus (tantieme)) for the calendar year of the departure or decease. The amount of the payment is limited to 1.5 times the annual payments last owed. If the annual payments in the year of termination or, as the case may be, decease are lower than the average remuneration during the entire period of work for the Board of Management, the latter remuneration shall apply.

By contrast, the Board of Management contracts with Dr. Höftberger and Dr. Stranz – in line with the remuneration scheme adopted by the Supervisory Board in March 2021 – do not contain any provisions on post-retirement benefits for the Board of Management members.

5. Total target remuneration or remuneration caps

To implement the simplest remuneration scheme possible in view of the Company's special ownership structure, the Supervisory Board did not consider it necessary to differentiate between defining a total target remuneration and the statutorily required maximum remuneration. At the same time, the maximum remuneration defined in the context of the remuneration scheme for the Board of Management represents the total target remuneration of the individual members of the Board of Management.

The total remuneration of the members of the Board of Management to be granted for a financial year (sum of all remuneration amounts to be expended for the financial year concerned, including annual basic salary, variable remuneration components and fringe benefits) – irrespective of whether it is paid out in this financial year or at a later time – is limited for the individual members of the Board of Management to a maximum amount ("Maximum Remuneration").

The contractual Maximum Remuneration for the annual basic salary and the variable remuneration amounts to EUR 750,000.00 (plus fringe benefits such as company car and personal accident insurance) for Dr. Höftberger and Dr. Stranz, respectively.

For Prof. Dr. Griewing, the maximum amount made up of annual basic salary plus variable remuneration on the basis of the Old Contract entered into before the Board of Management remuneration scheme was adopted in March 2021 is EUR 1,500,000.00 (likewise plus fringe benefits such as company car and personal accident insurance as well as the post-retirement benefits described below).

For Dr. Weiß, the maximum amount made up of annual basic salary plus variable remuneration on the basis of the Old Contract valid until 31 December 2021 is EUR 1,500,000.00; as of 1 January 2022, the maximum remuneration also in the case of Dr. Weiß based on the concluded follow-on service contract amounts to EUR 750,000.00

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(likewise plus fringe benefits such as company car and personal accident insurance as well as the post-retirement benefits described below).

In addition, Prof. Dr. Griewing and Dr. Weiß receive what are referred to as post-retirement benefits. The expense of such post-retirement benefits (service costs) in the case of Prof. Dr. Griewing amounts to 12.5% of the relevant annual payments, in the case of Dr. Weiß up to 31 December 2021 likewise 12.5% of the annual payments relevant up to that time and then from 1 January 2022 12.5% of the aforementioned annual basic salary plus variable remuneration.

The contractual remuneration caps for financial year 2021 were observed.

Since all contracts with the currently incumbent members of the Board of Management were entered into before the Board of Management remuneration scheme was adopted by the Supervisory Board in March 2021, these contracts currently do not provide for any explicit maximum amount for the fringe benefits described above.

6. Benefits in the event early termination of Board of Management activity

If a member of the Board of Management is removed before expiry of the appointment period, the service contract remains in force. In the event of early removal, the member of the Board of Management is entitled to terminate the service contract on two weeks' notice for the end of the month following the removal. In such case he is entitled to 80% of the total remuneration (basic salary and management profit-sharing bonus (tantieme)) which he still would have received in the event of his contract having been continued to its end in accordance with the contractual provisions, unless the removal was validly effected for good cause attributable to the member of the Board of Management. At the most, however, the member of the Board of Management shall receive payments equal to double an annual remuneration (basic salary and tantieme). In this regard, the amount of the annual remuneration of the financial year ending before the termination, or of the financial year under way upon termination, is to be applied, whichever annual remuneration is lower. The maturity of the payments is governed by the maturity that would apply if the service contract had been continued.

If the member of the Board of Management resigns his Board of Management mandate, the remuneration claim under the service contract ends at the same time. If the resignation is submitted for good cause, however, the member of the Board of Management receives the aforementioned payments as in the case of a self-termination after removal without good cause, unless at the same time a good cause for a removal or for a termination of the service contract by the Company exists.

II. Individual remuneration of members of the Board of Management

1. Level of remuneration of members of the Board of Management for financial year 2021

This section presents an individualised statement of the remuneration "granted and owed" to the incumbent members of the Board of Management within the meaning of section 162 (2) sentence 1 of the German Stock Corporation Act (AktG). These terms were included in the German Stock Corporation Act on entry into force of the Act Implementing the Second Shareholder Rights Directive (ARUG II) and thus replace the remuneration definitions of the GCGC (old version) used hitherto.

In which remuneration report a remuneration component pursuant to section 162 (1) sentence 2 no. 1 AktG is to be stated depends on whether it is granted or owed in the financial year for which the remuneration report is prepared. Since section 162 AktG does not tie remuneration reporting to the existence of an expense, reporting is not to be based on an expense recognition approach.

The legislation wording does not state whether or under what conditions a remuneration component is "granted". According to the legislative materials, a remuneration is granted and thus, pursuant to section 162 (1) sentence 2 no. 1 AktG, to be disclosed, if it effectively, i.e. actually, accrues to the director or officer and thus accrues to the latter's assets, irrespective of whether the accrual takes place to fulfil an obligation or without a legal reason. Accordingly, a remuneration pursuant to section 162 (1) sentence 2 no. 1 AktG is to be disclosed in the remuneration report (only) for the financial year in which it actually accrues. This is largely consistent with the accrual principle of the GCGC (old version).

By contrast, a remuneration is "owed" if the company has a legally existing obligation towards the director or officer which is due but not yet fulfilled. If such obligation is not yet due, it constitutes a (mere) commitment to pay a remuneration. Pursuant to section 162 (1) sentence 2 no. 1 AktG, such remuneration therefore is to be disclosed in the remuneration report (only) for the financial year in which the corresponding obligation is due. For RHÖN-KLINIKUM Aktiengesellschaft this relates, in the case of individual members of the Board of Management, to the performance-linked management profit-sharing bonus (tantieme) which is determined after the end of the financial year and after determination of the target achievement by the Supervisory Board early in the following year and which is then paid out.

In the table below, the granted and owed remuneration within the meaning of section 162 AktG is given in the columns entitled "Accrual" and compared with the previous year. Moreover, the respective relative share of all fixed and variable remuneration components is presented.

In addition, the table below contains by way of comparison disclosures on the remuneration "earned" in the financial year concerned (and the previous year) (which corresponds to the benefits granted within the meaning of the GCGC (old version)), once again including the respective relative share of all fixed and variable remuneration components. In this place the

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presentation also contains other additional disclosures relating to the minimum and maximum remuneration as well as on the post-retirement expense incurred to the Company.

| Incumbent member of Board of Management | Dr. Christian Höftberger (Chairman of Board of Management from 5 November 2020; member of Board of Management from 15 August 2020) | | | | | | | | | |
|--|---|-------------|------------|-------------|-----------------|-----------------|------------|-------------|----------------------|-------------|
| | Remuneration earned in financial year | | | | | | | | Accrual ¹ | |
| | 2021 | | 2020 | | 2021 | 2021 | 2021 | 2020 | | |
| | € '000 | % | € '000 | % | (min) € '000 | (max) € '000 | € '000 | € '000 | € '000 | % |
| Basic salary (fixed remuneration) | 500 | 75% | 188 | 62% | 500 | 500 | 500 | 83% | 188 | 90% |
| Fringe benefits | 9 | 1% | 21 | 7% | 9 | 9 | 9 | 1% | 21 | 10% |
| Total | 509 | 76% | 209 | 69% | 509 | 509 | 509 | 84% | 209 | 100% |
| One-year variable remuneration | | | | | | | | | | |
| Tantieme | 158 | 24% | 94 | 31% | 0 | 250 | 94 | 16% | 0 | 0% |
| Total payments/total remuneration | 666 | 100% | 303 | 100% | 509 | 759 | 603 | 100% | 209 | 100% |

¹Remuneration granted and owed in financial year.

| Incumbent member of Board of Management | Prof. Dr. Bernd Griewing (member of Board of Management) | | | | | | | | | |
|--|---|-------------|--------------|-------------|-----------------|-----------------|--------------|-------------|----------------------|-------------|
| | Remuneration earned in financial year | | | | | | | | Accrual ² | |
| | 2021 | | 2020 | | 2021 | 2021 | 2021 | 2020 | | |
| | € '000 | % | € '000 | % | (min) € '000 | (max) € '000 | € '000 | € '000 | € '000 | % |
| Basic salary (fixed remuneration) | 192 | 14% | 192 | 14% | 192 | 192 | 192 | 16% | 192 | 16% |
| Fringe benefits | 12 | 1% | 12 | 1% | 12 | 12 | 12 | 1% | 12 | 1% |
| Total | 204 | 15% | 204 | 15% | 204 | 204 | 204 | 17% | 204 | 17% |
| One-year variable remuneration | | | | | | | | | | |
| Tantieme | 1,008 | 74% | 1,008 | 73% | 1,008 | 1,308 | 1,008 | 83% | 1,008 | 83% |
| Total payments/total remuneration | 1,212 | 89% | 1,212 | 88% | 1,212 | 1,512 | 1,212 | 100% | 1,212 | 100% |
| Post-retirement expense ¹ | 159 | 12% | 165 | 12% | 159 | 159 | 0 | 0% | 0 | 0% |
| Total remuneration | 1,371 | 100% | 1,377 | 100% | 1,371 | 1,671 | 1,212 | 100% | 1,212 | 100% |

¹Post-retirement expense includes the past-service cost according to IAS 19.

²Remuneration granted and owed in financial year.

| Incumbent member of Board of Management | Dr. Stefan Stranz (member of Board of Management from 1 September 2020) | | | | | | | | | |
|--|--|-------------|------------|-------------|-----------------|-----------------|------------|-------------|----------------------|-------------|
| | Remuneration earned in financial year | | | | | | | | Accrual ¹ | |
| | 2021 | | 2020 | | 2021 | 2021 | 2021 | 2020 | | |
| | € '000 | % | € '000 | % | (min) € '000 | (max) € '000 | € '000 | € '000 | € '000 | % |
| Basic salary (fixed remuneration) | 500 | 71% | 167 | 63% | 500 | 500 | 500 | 80% | 167 | 92% |
| Fringe benefits | 43 | 6% | 14 | 5% | 43 | 43 | 43 | 7% | 14 | 8% |
| Total | 543 | 78% | 181 | 69% | 543 | 543 | 543 | 87% | 181 | 100% |
| One-year variable remuneration | | | | | | | | | | |
| Tantieme | 158 | 22% | 83 | 31% | 0 | 250 | 83 | 13% | 0 | 0% |
| Total payments/total remuneration | 700 | 100% | 264 | 100% | 543 | 793 | 626 | 100% | 181 | 100% |

¹Remuneration granted and owed in financial year.

| Incumbent member of Board of Management | Dr. Gunther K. Weiß (member of Board of Management) | | | | | | | | | |
|---|--|-----|--------|-----|-----------------|-----------------|--------|--------|----------------------|-----|
| | Remuneration earned in financial year | | | | | | | | Accrual ² | |
| | 2021 | | 2020 | | 2021 | 2021 | 2021 | 2020 | | |
| | € '000 | % | € '000 | % | (min) € '000 | (max) € '000 | € '000 | € '000 | € '000 | % |
| Basic salary (fixed remuneration) | 192 | 19% | 192 | 18% | 192 | 192 | 192 | 21% | 192 | 21% |

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|--|--------------|-------------|--------------|-------------|--------------|--------------|------------|-------------|------------|-------------|
| Fringe benefits | 17 | 2% | 17 | 2% | 17 | 17 | 17 | 2% | 17 | 2% |
| Total | 209 | 20% | 209 | 20% | 209 | 209 | 209 | 23% | 209 | 23% |
| One-year variable remuneration | | | | | | | | | | |
| Tantieme | 708 | 69% | 708 | 68% | 708 | 1,308 | 708 | 77% | 708 | 77% |
| Total payments/total remuneration | 917 | 89% | 917 | 88% | 917 | 1,517 | 917 | 100% | 917 | 100% |
| Post-retirement expense ¹ | 114 | 11% | 130 | 12% | 114 | 114 | 0 | 0% | 0 | 0% |
| Total remuneration | 1,031 | 100% | 1,047 | 100% | 1,031 | 1,631 | 917 | 100% | 917 | 100% |

¹Post-retirement expense includes the past-service cost according to IAS 19.

²Remuneration granted and owed in financial year.

| Former member of Board of Management | Stephan Holzinger (Chairman of Board of Management until 16 June 2020; member of Board of Management until 22 June 2020; service relationship until 30 September 2020) | | | | | | | | | |
|--|---|----------|--------------|-------------|------------|------------|----------------------|----------|--------------|-------------|
| | Remuneration earned in financial year | | | | | | Accrual ¹ | | | |
| | 2021 | | 2020 | | 2021 (min) | 2021 (max) | 2021 | | 2020 | |
| | € '000 | % | € '000 | % | € '000 | € '000 | € '000 | % | € '000 | % |
| Basic salary (fixed remuneration) | 0 | 0 | 1,350 | 41% | 0 | 0 | 0 | 0 | 1,350 | 33% |
| Fringe benefits | 0 | 0 | 8 | 0% | 0 | 0 | 0 | 0 | 8 | 0% |
| Total | 0 | 0 | 1,358 | 41% | 0 | 0 | 0 | 0 | 1,358 | 33% |
| One-year variable remuneration | | | | | | | | | | |
| Tantieme | 0 | 0 | 0 | 0% | 0 | 0 | 0 | 0 | 0 | 0% |
| Total payments/total remuneration | 0 | 0 | 1,358 | 41% | 0 | 0 | 0 | 0 | 1,358 | 33% |
| Post-retirement expense ¹ | 0 | 0 | 63 | 2% | 0 | 0 | 0 | 0 | 825 | 20% |
| Severance compensation payments | 0 | 0 | 1,872 | 57% | 0 | 0 | 0 | 0 | 1,872 | 46% |
| Total remuneration | 0 | 0 | 3,293 | 100% | 0 | 0 | 0 | 0 | 4,055 | 100% |

¹Post-retirement expense includes the past-service cost according to IAS 19.

²Remuneration granted and owed in financial year.

By contrast, earned remuneration of the incumbent members of the Board of Management in financial year 2021 totalled EUR 3.8 million (previous year: EUR 6.3 million). Of this total, EUR 1.7 million (previous year: EUR 4.4 million) was accounted for by components that are not results-based and EUR 2.1 million (previous year: EUR 1.9 million) by variable components. The provision for claims to post-retirement benefits by the incumbent Board of Management in accordance with IFRS amounted to EUR 1.4 million (previous year: EUR 1.1 million) as at 31 December 2021.

In financial year 2021, the granted and owed remuneration (within the meaning of section 162 AktG) of the incumbent members of the Board of Management totalled EUR 3.4 million (previous year: EUR 6.6 million). Of this total, EUR 1.5 million (previous year: EUR 4.9 million) was accounted for by components that are not results-based and EUR 1.9 million (previous year: EUR 1.7 million) by variable components.

2. Overview of post-retirement benefits

The table below provides an overview of the commitments to the payment of benefits made to Prof. Dr. Griewing and Dr. Weiß in the event of termination of their activity, notably at their present value and the amount spent or provisions made for this by the Company during the last financial year:

| Post-retirement benefits | Provision as at 31 Dec. 2020 € '000 | Change in post- retirement benefits € '000 | Provision as at 31 Dec. 2020 € '000 | Nominal amount on expiry of contract¹ € '000 |
|---|--|---|--|--|
| Incumbent members of Board of Management | | | | |
| Prof. Dr. Bernd Griewing | 808 | 128 | 936 | 1,350 |
| Dr. Gunther K. Weiß | 306 | 123 | 429 | 694 |
| Total | 1,114 | 251 | 1,365 | 2,044 |

¹ Claim according to scheduled expiry of Board of Management contract of incumbent members of Board of Management on the basis of payments received.

3. Additional disclosures

If individual members of the Board of Management exercise mandates in affiliates of the Company and receive separate remuneration for this, they are required to pay such remuneration amounts to the Company.

C. Remuneration of the Supervisory Board

The remuneration of the Supervisory Board is governed by section 14 of the Company's Articles of Association and was confirmed by the Annual General Meeting on 9 June 2021.

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. The remuneration of the Supervisory Board in this context – in addition to the attendance fee and reimbursement for outlays – consists of a purely fixed remuneration. The independence of the remuneration of the Supervisory Board from results-based key 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.

I. Remuneration of the Supervisory Board according to the Articles of Association

Section 14 of the Articles of Association contains the following provisions on the remuneration of the members of the Supervisory Board:

Each member of the Supervisory Board shall receive a fixed annual remuneration in the amount of EUR 25,000.00.

For the work in the committees of the Supervisory Board, the members of the Supervisory Board shall additionally receive remuneration as follows:

- the chairman of the Audit Committee EUR 25,000.00, each other member of the Audit Committee EUR 5,000.00;

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- the chairman of another committee EUR 10,000.00, each other member of another committee EUR 2,500.00 if such other committee in each case has acted at least once during the financial year.

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.

In derogation from the remuneration previously specified, the chairman of the Supervisory Board shall receive a fixed annual remuneration of EUR 75,000.00, his deputy chairmen a fixed annual remuneration of EUR 50,000.00 in each case. This shall also compensate their memberships on committees.

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.

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 EUR 2,000.00. For joining a meeting by conference call or video conference, the participants concerned shall receive a fixed attendance fee in the amount of EUR 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.

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.

Since the remuneration of the members of the Supervisory Board is made up not of variable but exclusively fixed components, there is no need to define a maximum total remuneration for the members of the Supervisory Board.

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In addition it is pointed out that the members of the Supervisory Board are also included in a D&O insurance policy covering the personal liability risk in the event of pecuniary damage claims being made against them by reason of the performance of their activity for the Company. In this regard, the premiums to be paid by the Company are not broken down amongst all persons included under the insurance cover and for that reason are not recorded in the table under II.

II. Individual remuneration of members of the Supervisory Board for financial year 2021 and compared with financial year 2020

The members of the Supervisory Board received the following remuneration for the financial year:

| Total payments for 2021 | Attendance fee | | Fixed annual remuneration | | Activity on the committees | | Total |
|--|----------------|------------|---------------------------|------------|----------------------------|-----------|------------|
| | € '000 | % | € '000 | % | € '000 | % | € '000 |
| Dr. Jan Liersch (from 3 June 2020) [Chairman] | 21 | 22% | 75 | 78% | 0 | 0% | 96 |
| Georg Schulze [1 st Deputy Chairman] | 7 | 12% | 50 | 88% | 0 | 0% | 57 |
| Hafid Rifi (from 19 August 2020) [2 nd Deputy Chairman] | 17 | 25% | 50 | 75% | 0 | 0% | 67 |
| Peter Berghöfer | 11 | 27% | 25 | 61% | 5 | 12% | 41 |
| Nicole Mooljee Damani | 4 | 14% | 25 | 86% | 0 | 0% | 29 |
| Dr. Julia Dannath-Schuh | 5 | 17% | 25 | 83% | 0 | 0% | 30 |
| Regina Dickey | 12 | 29% | 25 | 60% | 5 | 12% | 42 |
| Peter Dücke | 6 | 18% | 25 | 74% | 2 | 9% | 33 |
| Prof. (apl.) Dr. med. Leopold Eberhart | 11 | 27% | 25 | 61% | 5 | 12% | 41 |
| Prof. Dr. Gerhard Ehninger (until 15 January 2021) | 0 | 0% | 2 | 100% | 0 | 0% | 2 |
| Irmtraut Gürkan | 11 | 27% | 25 | 61% | 5 | 12% | 41 |
| Kai Hankeln | 6 | 18% | 25 | 74% | 3 | 9% | 34 |
| Dr. Martin Mandewirth | 7 | 22% | 25 | 78% | 0 | 0% | 32 |
| Dr. Thomas Pillukat | 6 | 18% | 25 | 74% | 2 | 9% | 33 |
| Christine Reißner | 7 | 22% | 25 | 78% | 0 | 0% | 32 |
| Oliver Salomon | 6 | 19% | 25 | 81% | 0 | 0% | 31 |
| Marco Walker (from 9 March 2021) | 4 | 16% | 21 | 84% | 0 | 0% | 25 |
| Total | 141 | 21% | 498 | 75% | 27 | 4% | 666 |

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As a result of the amendment of the Articles of Association of RHÖN-KLINIKUM AG with regard to the remuneration structure of the Supervisory Board in financial year 2020, the total payments received by the Supervisory Board are presented separately in the tables below according to the new version and the previous version.

| Total payments in 2020 according to "new version of Articles of Association" | Attendance fee | | Fixed annual remuneration | | Activity on the committees | | Total € '000 |
|---|-----------------------|------------|----------------------------------|------------|-----------------------------------|-----------|-------------------------|
| | € '000 | % | € '000 | % | € '000 | % | |
| Dr. Jan Liersch (from 3 June 2020) [Chairman] | 6 | 16% | 31 | 84% | 0 | 0% | 37 |
| Georg Schulze [1 st Deputy Chairman] | 3 | 13% | 21 | 88% | 0 | 0% | 24 |
| Hafid Rifi (from 19 August 2020) [2 nd Deputy Chairman] | 4 | 16% | 21 | 84% | 0 | 0% | 25 |
| Peter Berghöfer | 3 | 20% | 10 | 67% | 2 | 13% | 15 |
| Nicole Mooljee Damani (from 19 August 2020) | 5 | 31% | 10 | 63% | 1 | 6% | 16 |
| Dr. Julia Dannath-Schuh (from 3 June 2020) | 2 | 17% | 10 | 83% | 0 | 0% | 12 |
| Regina Dickey (from 19 August 2020) | 3 | 20% | 10 | 67% | 2 | 13% | 15 |
| Peter Ducke (from 19 August 2020) | 2 | 15% | 10 | 77% | 1 | 8% | 13 |
| Prof. (apl.) Dr. med. Leopold Eberhart (from 19 August 2020) | 5 | 29% | 10 | 59% | 2 | 12% | 17 |
| Prof. Dr. Gerhard Ehninger (until 15 January 2021) | 4 | 22% | 10 | 56% | 4 | 22% | 18 |
| Irmtraut Gürkan (from 19 August 2020) | 3 | 20% | 10 | 67% | 2 | 13% | 15 |
| Kai Hankeln (from 19 August 2020) | 3 | 21% | 10 | 71% | 1 | 7% | 14 |
| Dr. med. Martin Mandewirth (from 19 August 2020) | 5 | 31% | 10 | 63% | 1 | 6% | 16 |
| PD Dr. med. Thomas Pillukat (from 19 August 2020) | 2 | 15% | 10 | 77% | 1 | 8% | 13 |
| Christine Reißner | 2 | 17% | 10 | 83% | 0 | 0% | 12 |
| Oliver Salomon | 3 | 21% | 10 | 71% | 1 | 7% | 14 |
| Marco Walker (from 9 March 2021) | 0 | 0% | 0 | 0% | 0 | 0% | 0 |
| Dr. Annette Beller (until 3 June 2020) | 0 | 0% | 0 | 0% | 0 | 0% | 0 |
| Jan Hacker (until 19 August 2020) | 0 | 0% | 0 | 0% | 0 | 0% | 0 |
| Stefan Härtel (from 19 August 2020) | 0 | 0% | 0 | 0% | 0 | 0% | 0 |
| Klaus Hanschur (until 19 August 2020) | 0 | 0% | 0 | 0% | 0 | 0% | 0 |
| Meike Jäger (until 19 August 2020) | 0 | 0% | 0 | 0% | 0 | 0% | 0 |
| Dr. Brigitte Mohn (until 19 August 2020) | 0 | 0% | 0 | 0% | 0 | 0% | 0 |
| Eugen Münch (until 19 August 2020) | 0 | 0% | 0 | 0% | 0 | 0% | 0 |
| Wolfgang Mündel (until 19 August 2020) | 0 | 0% | 0 | 0% | 0 | 0% | 0 |
| Evelin Schiebel (until 19 August 2020) | 0 | 0% | 0 | 0% | 0 | 0% | 0 |
| Dr. Katrin Vernau (until 3 June 2020) | 0 | 0% | 0 | 0% | 0 | 0% | 0 |
| Natascha Weihs (until 19 August 2020) | 0 | 0% | 0 | 0% | 0 | 0% | 0 |
| Total | 55 | 20% | 203 | 73% | 18 | 7% | 276 |

| Total payments in 2020 according to "old version of Articles of Association" | Attendance fee | | Fixed total remuneration | | Fixed basic remuneration | | Total € '000 |
|---|----------------|------------|--------------------------|------------|--------------------------|------------|-----------------|
| | € '000 | % | € '000 | % | € '000 | % | |
| | | | | | | | |
| Dr. Jan Liersch (from 3 June 2020) [Chairman] | 11 | 37% | 10 | 33% | 9 | 30% | 30 |
| Georg Schulze [1 st Deputy Chairman] | 31 | 32% | 16 | 16% | 51 | 52% | 98 |
| Hafid Rifi (from 19 August 2020) [2 nd Deputy Chairman] | 2 | 100% | 0 | 0% | 0 | 0% | 2 |
| Peter Berghöfer | 21 | 27% | 30 | 40% | 25 | 33% | 76 |
| Nicole Mooljee Damani (from 19 August 2020) | 2 | 100% | 0 | 0% | 0 | 0% | 2 |
| Dr. Julia Dannath-Schuh (from 3 June 2020) | 8 | 29% | 11 | 39% | 9 | 32% | 28 |
| Regina Dickey (from 19 August 2020) | 3 | 100% | 0 | 0% | 0 | 0% | 3 |
| Peter Dücke (from 19 August 2020) | 2 | 100% | 0 | 0% | 0 | 0% | 2 |
| Prof. (apl.) Dr. med. Leopold Eberhart (from 19 August 2020) | 3 | 100% | 0 | 0% | 0 | 0% | 3 |
| Prof. Dr. Gerhard Ehninger (until 15 January 2021) | 13 | 24% | 12 | 24% | 25 | 51% | 50 |
| Irmtraut Gürkan (from 19 August 2020) | 3 | 100% | 0 | 0% | 0 | 0% | 3 |
| Kai Hankeln (from 19 August 2020) | 2 | 100% | 0 | 0% | 0 | 0% | 2 |
| Dr. med. Martin Mandewirth (from 19 August 2020) | 2 | 100% | 0 | 0% | 0 | 0% | 2 |
| PD Dr. med. Thomas Pillukat (from 19 August 2020) | 2 | 100% | 0 | 0% | 0 | 0% | 2 |
| Christine Reißner | 19 | 26% | 27 | 40% | 23 | 34% | 69 |
| Oliver Salomon | 15 | 25% | 16 | 29% | 25 | 45% | 56 |
| Marco Walker (from 9 March 2021) | 0 | 0% | 0 | 0% | 0 | 0% | 0 |
| Dr. Annette Beller (until 3 June 2020) | 32 | 39% | 34 | 41% | 17 | 20% | 83 |
| Jan Hacker (until 19 August 2020) | 16 | 28% | 16 | 28% | 25 | 44% | 57 |
| Stefan Härtel (from 19 August 2020) | 14 | 25% | 16 | 29% | 25 | 45% | 55 |
| Klaus Hanschur (until 19 August 2020) | 12 | 24% | 15 | 30% | 23 | 46% | 50 |
| Meike Jäger (until 19 August 2020) | 20 | 29% | 27 | 39% | 23 | 33% | 70 |
| Dr. Brigitte Mohn (until 19 August 2020) | 10 | 23% | 10 | 23% | 23 | 53% | 43 |
| Eugen Münch (until 19 August 2020) | 32 | 15% | 111 | 51% | 76 | 35% | 219 |
| Wolfgang Mündel (until 19 August 2020) | 44 | 22% | 101 | 52% | 51 | 26% | 196 |
| Evelin Schiebel (until 19 August 2020) | 16 | 28% | 16 | 28% | 25 | 44% | 57 |
| Dr. Katrin Vernau (until 3 June 2020) | 16 | 29% | 23 | 41% | 17 | 30% | 56 |
| Natascha Weihs (until 19 August 2020) | 16 | 28% | 16 | 28% | 25 | 44% | 57 |
| Total | 367 | 27% | 507 | 37% | 497 | 36% | 1,371 |

D. Comparative presentation

The tables below show a comparison of the percentage change in remuneration of the members of the Board of Management and the Supervisory Board with the trend in earnings of RHÖN-KLINIKUM Aktiengesellschaft and the average remuneration of the employees on an equivalent full-time basis over the previous year (section 162 (1) sentence 2 no. 2 AktG in conjunction with section 26j (2) sentence 2 EGAktG).

For the comparison with the trend in average remuneration of the employees, the average headcount of RHÖN-KLINIKUM Aktiengesellschaft and its subsidiaries in Germany according to the employee benefits expense (not including the employee benefits expense accounted attributable to the members of the Board of Management) recognised in the consolidated financial statements of RHÖN-KLINIKUM Aktiengesellschaft according to IFRS is used. To ensure comparability, the remuneration of part-time employees was converted to full-time equivalents. For reasons of consistency, the remuneration earned in the last two financial

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years was used as a basis for the change in remuneration of members of the Board of Management.

The trend in earnings is presented on the basis of the result for the year of RHÖN-KLINIKUM Aktiengesellschaft. Since the remuneration of the members of the Board of Management – as stated above – exclusively depends on the trend in key ratios of the Group, the trend in EBITDA according to the consolidated financial statements of RHÖN-KLINIKUM Aktiengesellschaft is stated according to IFRS.

| Total payments of Board of Management | Total | Total | Deviation | |
|--|---------------|---------------|------------------|-------------|
| | 2021 | 2020 | € '000 | % |
| | € '000 | € '000 | € '000 | % |
| Dr. Christian Höftberger (chairman of Board of Management) | 666 | 303 | 363 | 120% |
| Prof. Dr. Bernd Griewing | 1,371 | 1,377 | -6 | 0% |
| Dr. Stefan Stranz | 700 | 264 | 436 | 165% |
| Dr. Gunther K. Weiß | 1,031 | 1,047 | -16 | -1% |
| Stephan Holzinger | 0 | 3,293 | -3,293 | -100% |
| Total | 3,768 | 6,284 | -2,516 | -40% |

| Total payments of Supervisory Board | Total | Total | Deviation | |
|--|---------------|---------------|------------------|-------------|
| | 2021 | 2020 | € '000 | % |
| | € '000 | € '000 | € '000 | % |
| Dr. Jan Liersch (from 3 June 2020) [Chairman] | 96 | 67 | 29 | 43% |
| Georg Schulze [1 st Deputy Chairman] | 57 | 122 | -65 | -53% |
| Hafid Rifi (from 19 August 2020) [2 nd Deputy Chairman] | 67 | 27 | 40 | 148% |
| Peter Berghöfer | 41 | 91 | -50 | -55% |
| Nicole Mooljee Damani (from 19 August 2020) | 29 | 18 | 11 | 61% |
| Dr. Julia Dannath-Schuh (from 3 June 2020) | 30 | 40 | -10 | -25% |
| Regina Dickey (from 19 August 2020) | 42 | 18 | 24 | 133% |
| Peter Dücke (from 19 August 2020) | 34 | 15 | 19 | 123% |
| Prof. (apl.) Dr. med. Leopold Eberhart (from 19 August 2020) | 41 | 20 | 21 | 105% |
| Prof. Dr. Gerhard Ehninger (until 15 January 2021) | 2 | 68 | -66 | -97% |
| Irmtraut Gürkan (from 19 August 2020) | 41 | 18 | 23 | 128% |
| Kai Hankeln (from 19 August 2020) | 34 | 16 | 18 | 109% |
| Dr. med. Martin Mandewirth (from 19 August 2020) | 32 | 18 | 14 | 78% |
| PD Dr. med. Thomas Pillukat (from 19 August 2020) | 34 | 15 | 19 | 123% |
| Christine Reißner | 32 | 81 | -49 | -60% |
| Oliver Salomon | 31 | 70 | -39 | -56% |
| Marco Walker (from 9 March 2021) | 25 | 0 | 25 | > 100% |
| Dr. Annette Beller (until 3 June 2020) | 0 | 83 | -83 | -100% |
| Jan Hacker (until 19 August 2020) | 0 | 57 | -57 | -100% |
| Stefan Härtel (from 19 August 2020) | 0 | 55 | -55 | -100% |
| Klaus Hanschur (until 19 August 2020) | 0 | 50 | -50 | -100% |
| Meike Jäger (until 19 August 2020) | 0 | 70 | -70 | -100% |
| Dr. Brigitte Mohn (until 19 August 2020) | 0 | 43 | -43 | -100% |
| Eugen Münch (until 19 August 2020) | 0 | 219 | -219 | -100% |
| Wolfgang Mündel (until 19 August 2020) | 0 | 196 | -196 | -100% |
| Evelin Schiebel (until 19 August 2020) | 0 | 57 | -57 | -100% |
| Dr. Katrin Vernau (until 3 June 2020) | 0 | 56 | -56 | -100% |
| Natascha Weihs (until 19 August 2020) | 0 | 57 | -57 | -100% |
| Total | 666 | 1,647 | -981 | -60% |

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| Comparative presentation | As at | As at | Deviation | |
|--|---------------------|---------------------|------------------|----------|
| | 31 Dec. 2020 | 31 Dec. 2020 | € '000 | % |
| | € '000 | € '000 | € '000 | % |
| Average employee remuneration | 64.0 | 62.4 | 1.5 | 2% |
| Board of Management remuneration earned in financial year | 3,768 | 6,284 | -2,516 | -40% |
| Supervisory Board remuneration earned in financial year | 666 | 1,647 | -981 | -60% |
| EBITDA acc. to consolidated financial statements of RHÖN-KLINIKUM AG | 101,160 | 80,225 | 20,935 | 26% |
| Result for the year of RHÖN-KLINIKUM AG | 7,579 | -10,309 | 17,888 | 174% |

Bad Neustadt a. d. Saale, 23 March 2022

The Board of Management

The Supervisory Board

Independent Auditor's Report on the Audit of the Remuneration Report pursuant to section 162 (3) of the German Stock Corporation Act (Aktengesetz, AktG)

To RHÖN-KLINIKUM AG, Bad Neustadt a. d. Saale

Audit Opinion

We have formally examined the Remuneration Report of RHÖN-KLINIKUM AG, Bad Neustadt a. d. Saale, for the financial year of 1 January to 31 December 2021 to determine whether the disclosures pursuant to section 162 (1) and (2) of the German Stock Corporation Act (Aktengesetz, AktG) were made in the Remuneration Report. In line with section 162 (3) AktG, we have not examined the content of the Remuneration Report.

In our assessment, the disclosures pursuant to section 162 (1) and (2) AktG in all material matters were made in the attached Remuneration Report. Our Audit Opinion does not cover the content of the Remuneration Report.

Basis for Audit Opinion

We conducted our audit of the Remuneration Report in accordance with section 162 (3) AktG observing the IDW Audit Standard: The Audit of the Remuneration Report pursuant to section 162 (3) of the German Stock Corporation Act (AktG) (IDW PS 870 (08.2021)). Our responsibility under this provision and this Standard is described in further detail in the section "Responsibility of Auditor" of our Auditor's Report. As an auditing firm, we applied the requirements of the IDW quality assurance standard: Quality Assurance Requirements in Audit Practice (IDW QS 1). We have observed the professional duties pursuant to the German Public Auditors Act (Wirtschaftsprüferordnung, WO) and the Professional Charter for Public Auditors/Sworn Auditors (Berufssatzung für Wirtschaftsprüfer/vereidigte Buchprüfer, BS WP/vBP) including the requirements for independence.

Responsibility of Supervisory Board and Board of Management

The Board of Management and the Supervisory Board are responsible for adopting the Remuneration Report, including the related disclosures satisfying the requirements of section 162 AktG. Furthermore, they are responsible for the internal controls which they deem necessary for enabling adoption of a remuneration report, including the related disclosures, which is free from material – intentional or unintentional – misrepresentations.

Responsibility of auditor

Our aim is to obtain sufficient certainty of whether the disclosures pursuant to section 162 (1) and (2) AktG in all material matters were made in the Remuneration Report to submit an audit opinion on this in an auditor's report.

We have planned and conducted our Audit in such a way that we can determine the formal completeness of the Remuneration Report by comparison of the disclosures made in the Remuneration Report with the disclosures required in section 162 (1) and (2) AktG. In line

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with section 162 (3) AktG, we have not examined the substantive correctness of the disclosures, the substantive completeness of the individual disclosures or the appropriate presentation of the Remuneration Report.

Frankfurt am Main, 23 March 2022

KPMG AG
Wirtschaftsprüfungsgesellschaft

Huber-Straßer
German Public Auditor

Schrum
German Public Auditor

II. INFORMATION ON EXECUTION OF THE VIRTUAL ANNUAL GENERAL MEETING

In the context of the continuing risks associated with the COVID-19 pandemic, the Board of Management of RHÖN-KLINIKUM Aktiengesellschaft, with the consent of the Supervisory Board, has resolved on the basis of section 1 COVMG 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

Only those shareholders are entitled to participate in the Annual General Meeting of Shareholders and to exercise their voting rights who register with the Company and furnish proof of their entitlement. The registration and proof of entitlement must reach the Company **by the end of 1 June 2022 (24.00 hours CEST)** at the following address:

RHÖN-KLINIKUM Aktiengesellschaft
c/o Computershare Operations Center
80249 Munich, Germany; 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, which is 18 May 2022, 00.00 hours (CEST) (“**Record Date**”). As proof of entitlement, proof of shareholding issued by the last intermediary within the meaning of section 67c (3) AktG will suffice. With respect to shares not held in a securities account of a credit institution or in collective custody, proof of shareholding 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

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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 and 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 and the scope of the voting right are 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 8 June 2022 from 10.00 a.m. (CEST) on the Internet via the access-protected InvestorPortal at

<https://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 by electronic communication means using the access-protected InvestorPortal at <https://www.rhoen-klinikum-ag.com/hv>. 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.

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 postal vote using the InvestorPortal will exist until immediately prior to counting of votes at

the Virtual Annual General Meeting on 8 June 2022. Up to that time, it will also still be possible to modify postal votes cast using the InvestorPortal.

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 another third party (4.1 below) or through the proxy 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 <https://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.

The grant of authorisation, its revocation and the proof of authorisation to the Company as a rule shall require text form (section 126b BGB). If an authorisation to exercise voting rights is granted to an intermediary (e.g. a credit institution), a shareholders' association or other legal entity covered by section 135 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 or e-mail **by 7 June 2022, 24.00 hours (CEST)** to the following address:

RHÖN-KLINIKUM Aktiengesellschaft
c/o Computershare Operations Center
80249 Munich, Germany; or
by e-mail: anmeldestelle@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 <https://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). It will still be possible to send the data using the InvestorPortal until immediately prior to counting of votes at the Virtual Annual General Meeting on 8 June 2022. Authorisations already granted or proven to the Company (as described above) by post or e-mail may still be revoked up to that time using the InvestorPortal.

Proxies 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 a proxy to follow the Virtual Annual General Meeting through the InvestorPortal, to exercise the voting right conferred by shares represented by such proxy by way of postal voting, or to grant (sub-)authorisation also by electronic means using the InvestorPortal, such proxy 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 proxies. Otherwise, the access data must be sent by the shareholder to the proxy.

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 <https://www.rhoen-klinikum-ag.com/hv> shortly after convening of the Annual General Meeting. However, there is no obligation to use the form offered by the Company in order to authorise, or issue instructions to, proxies appointed by the Company.

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

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voting instructions to the proxy appointed by the Company will be sent, after registration has been duly made, 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 or e-mail at the following address **by 7 June 2022, 24.00 hrs (CEST)**:

RHÖN-KLINIKUM Aktiengesellschaft
c/o Computershare Operations Center
80249 Munich, Germany; or
by e-mail: anmeldestelle@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 <https://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). It will be possible to send the data using the InvestorPortal until immediately prior to counting of votes at the Virtual Annual General Meeting on 8 June 2022. Authorisations and instructions already granted or issued (as described above) by post or e-mail to the Company may still be revoked or modified up to that time using the InvestorPortal.

Such information will also be accessible on the Company's website at <https://www.rhoen-klinikum-ag.com/hv>.

5. Further information on the exercise of voting rights

In the event that authorisations and, where applicable, instructions are granted in a timely manner in more than one way (letter, e-mail, electronically via the InvestorPortal), these will be considered in the following order irrespective of the point in time they are received: (i) electronically via the InvestorPortal, (ii) by e-mail, and (iii) by letter.

In the event that declarations with more than one form of voting exercise should be received in the same way, the following shall apply: postal votes shall take priority over grant of authorisation and, if applicable, instructions to the proxies appointed by the Company.

In the event that an intermediary, a shareholders' association, a voting rights adviser pursuant to section 134a AktG as well as a person equivalent to the same pursuant to section 135 (8) AktG should not be willing to act as proxy, the proxies appointed by the Company shall be authorised to act as proxies in accordance with the instructions.

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The revocation of a declaration last received on time shall be decisive.

In the event that for an agenda item a separate vote instead of a collective vote is conducted, the postal vote cast and/or the instruction given for such agenda item shall apply *mutatis mutandis* to each item of the separate vote.

6. Shareholder proposals and nominations, right to ask questions, right to raise objections

6.1 Supplemental Items upon request of a minority (section 122 (2) 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 8 May 2022, 24.00 hrs (CEST)**:

RHÖN-KLINIKUM Aktiengesellschaft
– Board of Management –
Schlossplatz 1
97616 Bad Neustadt a. d. Saale
Germany

The Company will treat any admissible resolution proposal sent with a proper supplementing request in the same way as if it had been put forward once again at the Annual General Meeting provided that the shareholder making the proposal is duly registered and has furnished proof of his shareholding (as described under II.1 above).

6.2 Shareholder motions and nominations (sections 126 (1) and 127 AktG)

Pursuant to section 126 (1) AktG, each shareholder is entitled to submit counterproposals to resolutions proposed by the Board of Management and/or the Supervisory Board regarding items of the Agenda. The same applies to counterproposals for nominations regarding the election of members of the Supervisory Board and auditors (section 127 AktG).

Such counterproposals and nominations are to be directed exclusively to:

RHÖN-KLINIKUM Aktiengesellschaft
– Annual General Meeting –
Schlossplatz 1
97616 Bad Neustadt a. d. Saale, Germany; or
by e-mail: hv@rhoen-klinikum-ag.com

NON-BINDING ENGLISH TRANSLATION FOR YOUR CONVENIENCE

The Company will immediately make all counterproposals and nominations from shareholders submitted to this address at least 14 days prior to the Annual General Meeting, i.e. **by no later than 24 May 2022, 24.00 hrs (CEST)**, available to all shareholders on the Company's website at <https://www.rhoen-klinikum-ag.com/hv>, provided such counterproposals and nominations satisfy the requirements of section 126 AktG and section of the 127 AktG, respectively, including the name of the shareholder and where appropriate stating the reasons. Any statements by the Management will also be published at the above Internet address.

A counterproposal does not need to be made available if one of the exclusion elements of section 126 (2) sentence 1 AktG exists. The reasons for the counterproposal need not be made available if the text thereof exceeds a total of 5,000 characters.

Nominations do not need to be made available if they do not 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 sentence 1 AktG in conjunction with section 126 (2) 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 counterproposals apply *mutatis mutandis*.

Counterproposals and nominations to be made available in accordance with sections 126, 127 AktG will be deemed to have been put forward at the Virtual Annual General Meeting pursuant to section 1 (2) sentence 3 **COVMG** if the shareholder making the proposal is duly registered and has furnished proof of his shareholding (as described under II.1 above).

6.3 Right to ask questions by electronic communication means (section 1 (2) sentence 1 no. 3, sentence 2 COVMG)

Shareholders and the persons authorised by them have a right to ask questions by electronic communication means pursuant to section 1 (2) sentence 1 no. 3 COVMG. The right to ask questions exists only for shareholders and the persons authorised by them who have duly registered for the Virtual Annual General Meeting and have furnished proof of their shareholding as described under II.1. Questions of the shareholders must be submitted at the latest one day before the Virtual Annual General Meeting, i.e. **by no later than 6 June 2022, 24.00 hours (CEST) (receipt)**, exclusively by electronic communication means via the access-protected InvestorPortal at <https://www.rhoen-klinikum-ag.com/hv>.

The Board of Management will decide at its duly and freely exercised discretion how to answer the questions. In particular, it may summarise questions and answers to questions if it deems this to be sensible.

NON-BINDING ENGLISH TRANSLATION FOR YOUR CONVENIENCE

6.4 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 General Meeting by way of electronic communication using the access-protected InvestorPortal at <https://www.rhoen-klinikum-ag.com/hv> pursuant to section 245 no. 1 AktG in conjunction with section 1 (2) sentence 1 no. 4 COVMG. The right to raise an objection will exist on 8 June 2022 from the beginning of the Virtual Annual General Meeting until it is closed by the Meeting chairman.

6.5 Further explanations on shareholder rights

Further explanations on the shareholders' rights pursuant to sections 122 (2), 126 (1), 127, section 131 (1) AktG and section 1 (2) sentence 1 nos. 3 and 4, sentence 2 COVMG are available on the Company's website at <https://www.rhoen-klinikum-ag.com/hv> from the date of convening of the Annual General Meeting.

7. 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.

8. 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 AktG, are available for inspection on the Company's website at <https://www.rhoen-klinikum-ag.com/hv> from the date of convening of the Annual General Meeting.

Bad Neustadt a. d. Saale, April 2022

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 8 June 2022 will be published on the Company's website at <https://www.rhoen-klinikum-ag.com/hv>.*