

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

Annual General Meeting on 7 June 2023

EXPLANATION ON SHAREHOLDER RIGHTS



RHÖN-KLINIKUM
AKTIENGESELLSCHAFT

On the basis of section 26n (1) of the Introductory Act to the Stock Corporation Act (Einführungsgesetzes zum Aktiengesetz, EGAktG), the Board of Management RHÖN-KLINIKUM Aktiengesellschaft has resolved with the approval of the Supervisory Board that the Annual General Meeting will be held on Wednesday, 7 June 2023, 10.00 a.m., as a Virtual Annual General Meeting pursuant to section 118a AktG.

The Annual General Meeting shall take place with the physical presence of the chairman of the general meeting, the members of the Board of Management and the members of the Supervisory Board at the venue An der Stadthalle 4, 97616 Bad Neustadt a. d. Saale, Germany. A notary entrusted with keeping the minutes of the Annual General Meeting and the proxy appointed by the Company will also be present there. By contrast, a physical presence of the shareholders or their authorised agents (with the exception of the proxy appointed by the Company) at the venue of the Annual General Meeting is excluded.

In this connection, please observe the following: The holding of the Annual General Meeting as a Virtual Annual General Meeting shall take place for the first time on the basis of the German Stock Corporation Act (AktG) as amended by the Act on the Introduction of Virtual Annual General Meetings of Stock Corporations (Gesetz zur Einführung virtueller Hauptversammlungen von Aktiengesellschaften) with effect from 27 July 2022. The new statutory provisions deviate significantly from the special statutory provisions introduced as a result of the Covid-19 pandemic forming the basis for holding Virtual Annual General Meetings in the past years. Against this background, we request the shareholders to pay particular attention to the following instructions for exercising their rights in and in connection with the holding of the Virtual Annual General Meeting. Neither the transmission of the Annual General Meeting nor the electronic connection to the Annual General Meeting enables a participation in the Annual General Meeting within the meaning of section 118 (1) sentence 2 AktG.

The convening of the Annual General Meeting already contains information on the rights of shareholders pursuant to section 122 (2), pursuant to section 118a (1) sentence 2 no. 3, section 126 (1), section 127, section 131 (1) AktG, pursuant to section 118a (1) sentence 2 no. 6, section 130a (1) to (4) AktG, pursuant to section 118a (1) sentence 2 no. 7, section 130a (5) and (6) AktG, pursuant to section 118a (1) sentence 2 no. 4, section 131 AktG and pursuant to section 118a (1) sentence 2 no. 8 AktG. The following statements are made merely by way of further explanation.

1. General

Section 26n (1) EGAktG provides that, for annual general meetings convened until 31 August 2023 inclusive, the Board of Management may decide with the approval of the Supervisory Board that the general meeting will be held as a Virtual Annual General Meeting pursuant to section 118a AktG. The Board of Management of RHÖN-KLINIKUM Aktiengesellschaft has availed itself of this option with the approval of the Supervisory Board.

Section 118a AktG provides that with regard to the rights of the shareholders certain requirements must be observed if a Virtual Annual General Meeting is held.

Such provisions read as follows:

Section 26n EGAktG

- (1) *For annual general meetings convened until 31 August 2023 inclusive, the management board may decide with the approval of the supervisory board that the general meeting will be held as a virtual annual general meeting pursuant to section 118a of the Stock Corporation Act.*
- (2) *Section 241 number 2, section 242 paragraph 1 and section 243 paragraph 3 sentence 1 number 4 of the Stock Corporation Act in the version in force as of 27 July 2022 shall be applied for the first time to annual general meetings convened as of 27 July 2022.*

Section 118a AktG

- (1) *The Articles of Association may provide or the management board may authorise to provide that the general meeting be held without physical presence of the shareholders or their authorised agents at the venue of the annual general meeting (virtual annual general meeting). If a virtual annual general meeting is held, the following requirements are to be observed:*
 - 1. the entire general meeting shall be transmitted audio visually*
 - 2. the exercise of the shareholders' voting rights shall be possible by electronic communication means, namely through electronic participation or electronic postal vote, as well as by appointment of a proxy,*
 - 3. the shareholders connected to the general meeting electronically shall be granted the right to put forward proposals and nominations at the general meeting by video communication means,*
 - 4. the shareholders shall be granted a right to provision of information by electronic communication means pursuant to section 131,*
 - 5. where the management board avails itself of the possibility of section 131 (1a) sentence 1, the report of the management board or its substantial content shall be made accessible to the shareholders by no later than seven days prior to the general meeting,*
 - 6. the shareholders shall be granted the right to submit statements by electronic communication means pursuant to section 130a (1) to (4),*
 - 7. the shareholders connected to the general meeting electronically shall be granted a right to speak at the general meeting by video communication means pursuant to section 130a (5) and (6),*
 - 8. the shareholders connected to the general meeting electronically shall be granted a right to object to a resolution of the annual general meeting by electronic communication means,*

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For calculating the time limit pursuant to sentence 2 number 5, section 121 (7) shall apply; in the case of publicly listed companies, accessibility shall be made via the company's website. Section 118 (1) sentence 3 and 4 as well as section 67a (2) sentence 1 and paragraph 3 shall apply mutatis mutandis.

- (2) The members of the management board shall participate at the venue of the annual general meeting. The same shall apply to the members of the supervisory board where their participation may not take place by video and audio transmission means pursuant to section 118 (3) sentence 2. The chairman of the general meeting and in the cases of section 176 (2) sentence 1 and 2 the statutory auditor shall participate at the venue of the annual general meeting. A proxy appointed by the company pursuant to section 134 (3) sentence 5 may participate at the venue of the annual general meeting.*
 - (3) A provision in the articles of association pursuant to paragraph 1 sentence 1 stipulating the holding of virtual annual general meetings must be limited in term. The holding of virtual annual general meetings may be stipulated in such provision for a period of no longer than five years from filing by the company.*
 - (4) An authorisation of the management board by the articles of association pursuant to paragraph 1 sentence 1 providing for the holding of virtual annual general meetings must be limited in term. It may be granted for a period of no longer than five years from filing by the company.*
 - (5) If provisions or authorisations stipulated pursuant to paragraph 1 sentence 1 are created by amendment to the articles of association,
 - 1. the provision may stipulate the holding of virtual annual general meetings up to a period of no longer than five years from the amendment to the articles of association being filed, and*
 - 2. the authorisation of the management board may be granted for a period of no longer than five years from the amendment to the articles of association being filed.**
 - (6) If this or any other Act stipulates that documents are to be made accessible at the annual general meeting, the documents are to be made accessible to the shareholders electronically connected to the annual general meeting during the time of the general meeting via the company's website or via a website of a third party accessible via the company's website.*
- 2. Proposals for inclusion of supplemental items on the Agenda upon request of a minority (section 122 (2) AktG)**

Shareholders having an aggregate shareholding of the registered share capital in the proportionate amount 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 general meeting, i.e. **by no later than 7 May 2023, 24.00 hrs (CEST):**

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

Each new agenda item has to be submitted with a statement of reasons or a resolution proposal. The applicants must prove that they have owned the shares for at least 90 days before the day of receipt of the request and that they hold the shares until the decision of the Board of Management on the proposal (cf. section 122 (2) sentence 1 in conjunction with (1) sentence 3 of the AktG). When calculating the period of share ownership, section 70 of the AktG must be observed according to which certain other times may have to be deemed periods of share ownership. The day of receipt of the request is not to be included in the calculation.

Any supplements to the agenda items shall – to the extent not already announced upon convening of the Annual General Meeting – be announced without undue delay after receipt of the request in the Federal Gazette and forwarded to those media for publication which can be assumed to disseminate such information throughout the European Union. They shall also be made accessible via the Company's website at <https://www.rhoen-klinikum-ag.com/hv> and notified to the shareholders.

The provisions of the AktG forming the basis of this shareholders' right read as follows:

Section 122 (1), (2) AktG – Convening upon the request of a minority

- (1) *A general meeting shall be convened if shareholders having an aggregate shareholding amounting to one-twentieth of the registered share capital file a written request for such meeting to be held, stating the purpose and the reasons for the same; such request shall be directed to the management board. The articles of association may link the right to request that the general meeting be convened to another form and to a lesser share in the registered share capital. The applicants must prove that they have owned the shares for at least 90 days before the day of receipt of the request and that they hold the shares until the decision of the management board on the proposal. Section 121 (7) shall be applied mutatis mutandis.*
- (2) *Likewise, shareholders with an aggregate shareholding of one-twentieth of the registered share capital or the proportionate amount of EUR 500,000 may request that items 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 within the meaning of sentence 1 must reach the company at least 24 days (or at least 30 days in the case of publicly listed companies) prior to the meeting, not including the day of receipt.*

Section 70 AktG – Calculation of the period of share ownership

If the shareholder is required to have held the share for a certain period before being able to exercise the rights arising therefrom, a claim to transfer of ownership against a credit institution, a financial services institution, an investment institution or an enterprise acting pursuant to section 53 (1) sentence 1 or section 53b (1) sentence 1 or (7) of the German Banking

Act (Gesetz über das Kreditwesen, KWG) shall be deemed equivalent to ownership. The period of ownership of a legal predecessor shall be attributed to a shareholder if he acquired the share without consideration from his trustee, as universal successor, upon severance of co-ownership or as a result of a transfer of assets pursuant to section 13 of the Insurance Supervision Act (Versicherungsaufsichtsgesetz, VAG) or section 14 of the Building and Loan Associations Act (Gesetz über Bausparkassen, BauSparG).

3. 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
– Hauptversammlung –
Schlossplatz 1
97616 Bad Neustadt a. d. Saale, Germany; or
by e-mail: hv@rhoen-klinikum-ag.com

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 23 May 2023, 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 is met. 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 of the AktG in conjunction with section 126 (2) of the AktG, there are further reasons for which, if they exist, nominations do not have to be made available via the website. In all other respects, the conditions and provisions for making available counterproposals apply *mutatis mutandis*.

Pursuant to section 126 (4) (in conjunction with section 127 (1) sentence 1) AktG, proposals and nominations to be made accessible pursuant to section 126 (1) to (3) and section 127 AktG, respectively, shall be deemed to have been put forward at the time they are made accessible. The voting right for these proposals may be exercised in the password-protected InvestorPortal as soon as the shareholders can furnish proof that they have fulfilled the requirements under the law and the Articles of Association for exercising the voting right, that is, as soon as the requirements under II.1 of the convening notice for the Annual General

Meeting for registering and exercising the voting right have been fulfilled. If the shareholder having put forward the proposal or introduced the nomination is not duly authorised and registered for the Annual General Meeting, the proposal or the nomination shall not be dealt with at the general meeting.

The right of the chairman of the general meeting have votes cast during the voting procedure first on the proposals of the Administration shall not be affected thereby. In the event the proposals of the Administration should be accepted with the necessary majority, the counterproposals or (deviating) nominations insofar have been concluded with final effect.

Moreover, shareholders or their authorised representatives connected to the general meeting electronically may put forward proposals and nominations also at the general meeting by way of video communication via the InvestorPortal. The minimum technical requirements for a live video connection are an Internet-capable device with camera and microphone as well as a stable Internet connection. Recommendations for an optimum functionality of video communication as well as further instructions on exercising the right to put forward proposals by way of video communication can be found on the Company's website at <https://www.rhoen-klinikum-ag.com/hv>.

The provisions of the AktG forming the basis of these shareholders' rights read as follows:

Section 126 AktG – Proposals of shareholders

- (1) *Motions put forward by a shareholder stating the name of the shareholder, the reasons for the motion and any comments on the part of the administration shall be made available to the entitled persons named in section 125 (1) to (3) subject to the conditions stated therein if, no later than 14 days before the date of the general meeting, the shareholder sends a countermotion against a proposal made by the management board and the supervisory board on a particular item on the agenda to the company at the address given for this purpose in the notice convening the meeting together with his reasons for such motion. This period shall not include the day of receipt. In the case of publicly listed companies, the proposal shall be made available via the company's Internet homepage. Section 125 (3) shall apply mutatis mutandis.*
- (2) *The countermotion and the statement of reasons therefor need not be made available*
- 1. if the management board would render itself liable to prosecution by making such counterproposal and reasons available,*
 - 2. if the counterproposal would result in a resolution of the general meeting which is either unlawful or in breach of the articles of association,*
 - 3. if the reasons contain key statements which are manifestly incorrect or misleading or if they are slanderous,*
 - 4. if a counterproposal of the shareholder based on the same subject matter has already been made available in connection with a general meeting of the company pursuant to section 125,*

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5. *if the same counterproposal of the shareholder with essentially the same reasons has within the previous five years already been made available in the context of at least two general meetings of the company pursuant to section 125 and less than one-twentieth of the registered share capital represented at the general meeting voted in favour of such counterproposal,*
6. *if the shareholder indicates that he shall neither attend the general meeting nor arrange for a representative to attend on his behalf,*
7. *if in the previous two years the shareholder has failed in two general meetings to make or cause to be made on his behalf a counterproposal communicated by him.*

The reasons need not be made available if the text thereof exceeds a total of 5,000 characters.

- (3) *If several shareholders file a countermotion in respect of the same resolution, the management board may combine the countermotions and reasons.*
- (4) *In the case of virtual annual general meetings, proposals to be made accessible pursuant to paragraphs 1 to 3 shall be deemed to have been put forward at the time they are made accessible. The company shall enable the voting right to be exercised for these motions as soon as the shareholders are able to furnish proof that the requirements for exercising the voting right according to the law or the articles of association have been met. If the shareholder having put forward the proposal is not duly authorised and, where a registration is required, is not duly registered for the annual general meeting, the proposal shall not be dealt with at the general meeting.*

Section 127 AktG – Nominations brought by shareholders

Section 126 shall apply mutatis mutandis to nominations made by shareholders for the election of supervisory board members or auditors of the annual financial statements. No reasons need be stated for the nomination. Furthermore, the management board need not make the nomination available if the nomination does not contain the information pursuant to section 124 (3) sentence 4 and section 125 (1) sentence 5. The management board shall provide the proposal of a shareholder for the election of supervisory board members of publicly listed companies subject to the Co-Determination Act (Mitbestimmungsgesetz), the Coal, Iron and Steel Co-Determination Act (Montan-Mitbestimmungsgesetz) or the Supplementary Co-Determination Act (Mitbestimmungsergänzungsgesetz) with the following content:

1. *Reference to the requirements of section 96 (2),*
2. *Information on whether overall compliance pursuant to section 96 (2) sentence 3 was objected to, and*
3. *Information about how many of the supervisory board members must be women and how many must be men in order to fulfil the minimum number required in accordance with section 96 (2) sentence 1.*

Section 124 (3) sentence 4 AktG

The proposal for the election of supervisory board members or auditors of the annual financial statements shall state their name, practised profession and place of residence.

Section 125 (1) sentence 5 AktG

In the case of publicly listed companies, a nomination for election of supervisory board members shall also attach information on membership on other supervisory boards whose establishment is required by law; information on their membership in similar supervisory bodies of commercial enterprises in Germany and abroad must be attached.

4. Submission of statements (sections 118a (1) sentence 2 no. 6, section 130a (1) to (4) AktG)

Shareholders having duly registered for the Annual General Meeting, that is having fulfilled the requirements specified under II.1 of the convening notice for the annual general meeting for registering and exercising their voting right, can submit statements on the items of the agenda prior to the general meeting via the InvestorPortal (cf. section 130a (1) AktG).

Statements can be submitted in text form and may not exceed 10,000 characters in length.

Statements are to be submitted **by no later than 1 June 2023, 24.00 hours (CEST)**, exclusively via the InvestorPortal available on the Company's website at <https://www.rhoen-klinikum-ag.com/hv>. When submitting statements the shareholder or their authorised representative agrees to allow the statement to be made available on the InvestorPortal stating their name.

Statements of shareholders to be made available shall be made accessible on the InvestorPortal at <https://www.rhoen-klinikum-ag.com/hv> by 2 June 2023, 24.00 hours (MESZ) for all shareholders or their authorised representatives duly registered for the Annual General Meeting.

Statements are not made accessible if they do not come from a shareholder duly registered for the Virtual Annual General Meeting, are more than 10,000 characters in length, or in one of the cases within the meaning of section 130a (3) sentence 4 in conjunction with section 126 (2) sentence 1 no. 1, no. 3 or no. 6 AktG.

Proposals and nominations, questions and objections to resolutions of the Annual General Meeting in the context of submitted statements will not be considered at the Annual General Meeting; the submitting of proposals and/or introducing of nominations, the exercise of the right to provision of information as well as the raising of objections to resolutions of the Annual General Meeting is possible exclusively in the ways each described separately in this Invitation.

The provisions of the AktG forming the basis of this shareholders' right read as follows:

Section 130a (1) to 4 AktG

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- (1) *In the case of virtual annual general meetings, the shareholders shall have the right, prior to the general meeting, to submit statements on the items of the agenda by electronic communication means using the address communicated for this purpose in the convening notice. The right may be restricted to shareholders duly registered for the general meeting. The length of the statements may be reasonably restricted in the convening notice.*
- (2) *Statements are to be submitted no later than five days prior to the general meeting.*
- (3) *The statements submitted are to be made accessible to all shareholders by no later than five days prior to the general meeting. The accessibility may be restricted to shareholders duly registered for the general meeting. In the case of publicly listed companies, the accessibility shall be made via the company's website; in the case of the sentence 2, accessibility may be made also via the website of a third party. Section 126 paragraph 2 sentences 1 numbers 1, 3 and 6 shall apply mutatis mutandis.*
- (4) *For the calculation of the time limits specified in paragraphs 2 and 3 sentence 1, section 121 paragraph 7 shall apply.*

With regard to the wording of section 118a AktG, reference is made to 1.

5. Right to speak (sections 118a (1) sentence 2 no. 7, 130 (5) and (6) AktG)

Shareholders connected to the general meeting electronically or their electronically connected authorised representatives are granted a right to speak at the general meeting by way of video communication (cf. section 130a (5) AktG).

Speaking contributions such as requests for the floor or proposals can be registered from the beginning of the general meeting exclusively via the InvestorPortal available on the Company's website at <https://www.rhoen-klinikum-ag.com/hv>. For this purpose, a virtual floor-request option will be set up in the InvestorPortal. At the Annual General Meeting, the chairman of the general meeting will explain the procedure for requesting and being granted the floor in further detail.

The minimum technical requirements for a live video connection are an Internet-capable device with camera and microphone as well as a stable Internet connection. Recommendations for an optimum functionality of video communication as well as further instructions on exercising the right to speak by way of video communication can be found on the Company's website at <https://www.rhoen-klinikum-ag.com/hv>.

The Administration reserves the right to review the functionality of the video communication between the shareholder and the Company at the general meeting as well as prior to the speaking contribution, and to refuse the contribution if the functionality is not ensured (cf. section 130a (6) AktG).

Speaking contributions may include proposals and nominations pursuant to section 118a (1) sentence 2 no. 3 AktG as well as requests for information pursuant to section 131 (1) AktG.

The provisions of the AktG forming the basis of this shareholders' right read as follows:

Section 130a (5) and (6) AktG

- (5) *The shareholders connected to the general meeting electronically shall be granted a right to speak at the general meeting by video communication means. For the speaking contributions, the form of video communication offered by the company shall be used. Proposals and nominations pursuant to section 118a (1) sentence 2 number 3, the request for provision of information pursuant to section 131 (1), follow-up questions pursuant to section 131 (1d) as well as further questions according to section 131 paragraph 1e may be included as part of the speaking contribution. Section 131 (2) sentence 2 shall apply mutatis mutandis.*
- (6) *The company may reserve the right to review the functionality of the video communication between the shareholder and the company at the general meeting as well as prior to the speaking contribution, and to refuse the contribution if the functionality is not ensured.*

With regard to the wording of section 118a AktG, reference is made to 1.

6. Right to provision of information (sections 118a (1) sentence 2 no. 4, 131 AktG)

At the Annual General Meeting, each shareholder and shareholder representative can request the Board of Management to provide them with information regarding the matters relating to the Company to the extent required to allow a proper assessment of the items on the agenda (cf. sections 118a (1) sentence 2 no. 4, 131 (1) AktG). The Board of Management can refrain from answering individual questions for the reasons set out in section 131 (3) AktG.

The obligation of the Board of Management to provide information shall also extend to the legal and business relationships between the Company and an affiliated enterprise as well as the position of the Group and of the enterprises included in the scope of the consolidated financial statements. There will also be a right to ask follow-up questions regarding all answers given by the Board of Management at the Annual General Meeting pursuant to section 131 (1d) AktG.

It is planned for the chairman of the general meeting to define pursuant to section 131 (1f) AktG that the right to be provided with information and the right to ask follow-up questions may be exercised exclusively by way of video communication. The minimum technical requirements for a live video connection are an Internet-capable device with camera and microphone as well as a stable Internet connection. Recommendations for an optimum operability of video communication as well as further instructions on exercising the right to be provided with information by way of video communication can be found on the Company's website at <https://www.rhoen-klinikum-ag.com/hv>.

The provisions of the AktG forming the basis of this shareholders' right read as follows:

Section 131 AktG

- (1) *Each shareholder shall upon request be given information from the management board regarding the company's affairs to the extent required to allow a proper assessment of the items on the agenda. The obligation to provide information shall also extend to the legal and business relationships between the company and an affiliated enterprise. If a*

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company makes use of the exemptions pursuant to section 266 (1) sentence 3, section 276 or section 288 of the German Commercial Code (Handelsgesetzbuch, HGB), each shareholder may request that the annual financial statements be presented to him at the general meeting dealing with the annual financial statements in the form they would take without such exemptions. The obligation of the part of the management board of a parent enterprise (section 290 (1), (2) of the HGB) to provide information at the general meeting at which the consolidated financial statements and consolidated management report are presented shall also extend to the situation of the group of companies and the enterprises included in the consolidated financial statements.

- (1a) *In the case of virtual annual general meetings, paragraph 1 sentence 1 shall be applied subject to the proviso that the management board may specify that questions of the shareholders are to be submitted by no later than three days before the general meeting by electronic communication means. For calculating the time limit, section 121 paragraph 7 shall apply. Questions not submitted on time do not have to be considered.*
- (1b) *The length of the submission of questions may be reasonably restricted in the convening notice. The right to submit questions may be restricted to shareholders duly registered for the general meeting.*
- (1c) *Prior to the general meeting the company shall make duly submitted questions accessible to all shareholders and shall answer the same by no later than one day before the general meeting; for calculating the time limit, section 121 paragraph 7 shall apply. In the case of publicly listed companies, the questions and their answers shall be made accessible via the company's website. Section 126 paragraph 2 numbers 1, 3 and 6 shall apply mutatis mutandis to making the questions accessible. If the answers are all accessible without exception one day before commencement and at the general meeting, the management board may refuse to provide information on these questions at the general meeting.*
- (1d) *Each shareholder connected to the general meeting electronically shall be granted a right to ask follow-up questions on all answers given by the management board before and at the general meeting. Paragraph 2 sentence 2 shall also apply to the right to ask follow-up questions:*
- (1e) *Furthermore, each shareholder connected to the general meeting electronically shall be granted a right to ask questions regarding matters having arisen only after expiry of the time limit pursuant to paragraph 1a sentence 1. Paragraph 2 sentence 2 shall also apply to such right to ask questions.*
- (1f) *The chairman of the general meeting may determine that the right to be provided with information pursuant to paragraph 1, the right to ask follow-up questions pursuant to paragraph 1d and the right to ask questions pursuant to paragraph 1e may be exercised at the annual general meeting exclusively by video communication means.*
- (2) *The provision of information shall comply with the principles of conscientious and faithful accountability. The articles of association or the rules of procedure pursuant to section 129 may authorise the chairman of the general meeting to reasonably restrict*

the shareholder's right to ask questions and to speak in terms of the time allotted for this, and to specify further details in that regard.

(3) The management board may refuse to provide information

- 1. insofar as according to sound business judgment the provision of such information is likely to cause not inconsiderable damage to the company or an affiliated enterprise;*
- 2. insofar as it pertains to tax valuations or the amount of individual taxes;*
- 3. concerning the difference between the value at which items are shown in the annual balance sheet and a higher value of such items, unless the general meeting formally adopts the annual financial statements;*
- 4. concerning the accounting and valuation methods, provided that the details given in the notes concerning such methods are sufficient to give a true and fair view of the of the company's net assets, financial position and results of operations within the meaning of section 264 (2) of the HGB; this shall not apply if the general meeting formally adopts the annual financial statements;*
- 5. insofar as the management board would make itself liable to prosecution by giving such information;*
- 6. insofar as, in the case of a credit institution, a financial services institution or an investment institution, there is no requirement for information concerning the accounting and valuation methods used and recognitions made to be given in the annual financial statements, management report or consolidated management report;*
- 7. insofar the information is available continuously over a period of at least seven days prior to the commencement of the general meeting and at the general meeting. Information may not be refused for any other reason.*

(4) If a shareholder has been given information outside the general meeting on account of his capacity as shareholder, such information shall be given to any other shareholder at the general meeting upon request, even if such information is not necessary for a proper assessment of the item of the agenda. In the case of virtual annual general meetings, it is to be ensured that each shareholder connected to the general meeting electronically may transmit their request pursuant to sentence 1 by electronic communication means. The management board may not refuse to provide the information based on paragraph (3) sentence 1 nos. 1 to 4. Sentences 1 to 3 shall not apply if a subsidiary (section 290 (1), (2) of the HGB), a joint venture (section 310 (1) of the HGB) or an associated enterprise (section 311 (1) of the HGB) provides the information to a parent enterprise (section 290 (1), (2) of the HGB) for the purpose of including the company in the parent enterprise's consolidated annual financial statements and the information is required for this purpose.

(5) If information is refused to a shareholder, such shareholder may request that his question and the reason given for the refusal of the information be recorded in the

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minutes of the proceedings. In the case of virtual annual general meetings, it is to be ensured that each shareholder connected to the general meeting electronically may transmit their request pursuant to sentence 1 by electronic communication means.

With regard to the wording of section 118a AktG, reference is made to 1.

7. Right to object (section 118a (1) sentence 2 no. 8 AktG)

Shareholders connected to the general meeting electronically or their electronically connected authorised representatives have the possibility of raising objections to one or more resolutions of the Annual General Meeting by way of electronic communication (cf. section 118a (1) sentence 2 no. 8 AktG). It will be possible to raise an objection electronically from the beginning of the general meeting exclusively via the InvestorPortal available on the Company's website at <https://www.rhoen-klinikum-ag.com/hv>. The notary has authorised the Company to accept objections via the InvestorPortal and will receive the objections via the InvestorPortal.

The provisions of the Stock Corporation Act (AktG) forming the basis of the shareholders' right to object read as follows:

Section 245 sentence 1 no. 1, sentence 2 AktG

Any shareholder shall have voidance authority

- 1. who has appeared at the general meeting if such shareholder had acquired shares already before the publication of the agenda and has declared an objection to the resolution for the record;*

[...]

In the case of the virtual annual meeting, all shareholders electronically connected to the general meeting shall be deemed present within the meaning of sentence 1 number 1.

With regard to the wording of section 118a AktG, reference is made to 1.

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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 7 June 2023 will be published on the Company's website at <https://www.rhoen-klinikum-ag.com/hv>.*