

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 7 JUNE 2023



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, 7 June 2023, 10.00 a.m. (CEST).

Pursuant to section 26n (1) of the Introductory Act to the Stock Corporation Act (Einführungsgesetz zum Aktiengesetz, EGAktG) in conjunction with section 118a AktG, the Annual General Meeting 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).

Duly registered shareholders or the persons authorised by them can follow the transmission of the Annual General Meeting on 7 June 2023 from 10.00 a.m. (CEST) by electronic connection via the InvestorPortal available at

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

and exercise their rights there – as described under II in detail – by electronic communication means.

The venue of transmission of the Annual General Meeting and thus the venue of the Annual General Meeting within the meaning of the Stock Corporation Act is An der Stadthalle 4, 97616 Bad Neustadt a. d. Saale, Germany.

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.

I. AGENDA

- 1 Presentation of the approved Annual Financial Statements and the Consolidated Financial Statements for the year ended 31 December 2022, as well as the Management Reports on the situation of the Company and of the Group for financial year 2022 (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 2022

The aforementioned documents as well as the proposal for the appropriation of profit of the Board of Management will also be available at the Annual General Meeting and on the Company's website at <https://www.rhoen-klinikum-ag.com/hv> from the convening of the Annual General Meeting. In the course of the Annual General Meeting the documents will be explained by the Board of Management and – as regards the Report of the Supervisory Board – by the chairman of the Supervisory Board. The Supervisory Board approved the Annual Financial Statements and the Consolidated Financial Statements prepared by the Board of Management on 29 March 2023. 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 2022, 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 € 10,835,087.29.

The Board of Management and the Supervisory Board propose allocating net distributable profit in the amount of € 10,835,087.29 as follows:

Distribution of a dividend of € 0.15 per share with dividend entitlement	= €	10,040,770.50
allocation to other profit reserves	= €	794,316.79
<u>Net distributable profit</u>	= €	<u>10,835,087.29</u>

The 66,938,470 shares with dividend entitlement existing on am 29 March 2023 are included in the stated dividend payout amount. Upon convening of the Annual General Meeting, the Company holds 24,000 treasury shares that do not grant it any voting rights. In the event that on the date of the Annual General Meeting the number of shares with dividend entitlement should change, an appropriately amended resolution proposal will be put to the vote at the Annual General Meeting which will also provide for an unchanged dividend of € 0.15 per share

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with dividend entitlement and thus adjusted amounts for the dividend payout amount and the allocation to other profit reserves.

The claim of the shareholders to their dividend falls due on the third business day following the resolution by the Annual General Meeting (section 58 (4) sentence 2 AktG). The dividend is to be paid on 13 June 2023.

3 Resolution on formal approval of the actions of the members of the Board of Management for financial year 2022

For financial year 2022, 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 2022 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 2022

For financial year 2022, 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 2022 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

Pursuant to section 162 AktG, 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.

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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 2022.

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 Resolution on election of the auditor for financial year 2023

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 2023 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 2023.

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 amendments to the Articles of Association

In connection with the authorisation to convene virtual annual general meetings in line with the Articles of Association as proposed under Agenda Item 8, the Company has subjected its Articles of Association to a critical review.

The current version of the Articles of Association contains numerous provisions which reproduce statutory provisions or powers merely by way of declaratory statement or in some cases can be found in terms of reference. This relates in particular to provisions on the composition and term of office of the members of the Board of Management, the official duties of the Supervisory Board and modalities of Supervisory Board meetings as well as provisions on the convening and holding of the Annual General Meeting. In this regard, the Articles of Association can be streamlined in various places.

Moreover, the newly amended version of the Articles of Association contains some provisions which are merely a declaratory reproduction of statutory provisions or powers or which in some cases can be found in the terms of reference of the Company's corporate bodies. These include firstly the provision on participation by the Supervisory Board members in the Annual General Meeting which they attend as a general rule in person. Pursuant to section 118 (3) sentence 2 AktG, the Articles of Association can provide for cases in which a participation in the Annual General Meeting may take place by way of video and audio transmission. To ensure sufficient flexibility for the Supervisory Board of the Company also in future, the Articles of

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Association are to provide for such provision also for those cases in which the Supervisory Board members are unable to attend in person or can do so only with considerable effort. In the event of a Virtual Annual General Meeting, the participation of Supervisory Board members may also take place via video and audio transmission if no personal reasons preventing this exist.

Furthermore, the chairman of the general meeting is authorised on the basis of section 131 (2) sentence 2 AktG to reasonably restrict a 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. At the same time it is clarified in this connection that the chairman of the general meeting where appropriate may also reasonably restrict the time allotted for the shareholders' right to ask follow-on questions which may become particularly important when conducting virtual annual general meetings.

All amendments to the Articles of Associations proposed under this Agenda Item 7 as well as the authorisation to convene Virtual Annual General Meetings proposed under Agenda Item 8 are highlighted in a compare version (only available in German) which is accessible on the Company's website at <https://www.rhoen-klinikum-ag.com/hv> as of convening of the Annual General Meeting (and also during the Annual General Meeting).

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

Section 7 of the Articles of Association is renamed and revised as follows:

"§ 7

Composition, Adoption of Resolutions in the Board of Management

1. The Board of Management shall be comprised of at least two members.
2. The Supervisory Board may appoint the chairman of the Board of Management as well as a deputy chairman of the Board of Management.
3. Resolutions of the Board of Management shall be adopted by majority of votes cast. If a chairman of the Board of Management has been appointed, he shall cast the deciding vote in the event of a tie."

Section 8 clause 1 of the Articles of Association is revised as follows:

"1.If only one member of the Board of Management is in office, this member shall represent the Company alone. If the Board of Management is composed of two or more members, the Company shall be legally represented, respectively, by two members of the Board of Management or by one member of the Board of Management together with an authorised officer (*Prokurist*)."

The following new Section 12 is added to the Articles of Association:

"§ 12

Duties and powers

1. The Supervisory Board shall have all duties and rights assigned to it by law, the Articles of Association or otherwise, in particular by any terms of reference.
2. The Supervisory Board is authorised to make amendments to the Articles of Association that merely serve to update the respective version of the same.

Section 12a of the Articles of Association is renamed and revised as follows:

"§ 13

Meetings and resolutions

1. Supervisory Board meetings shall take place at the registered office of the Company or at such other venue to be made known in the invitation.
2. Meetings of the Supervisory Board shall be convened and conducted by the chairman who shall decide on the sequence and procedure of the consultation and on the type of voting, giving due regard to the provisions of law, these Articles of Association and any terms of reference of the Supervisory Board.
3. The Supervisory Board shall have a quorum if all members have been invited to the general meeting under their last known addresses or the date of the general meeting has been fixed by common consent and at least half of all members of the Supervisory Board participate. Within the meaning of this provision, abstention from voting shall also be deemed participation.

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

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

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

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

4. Resolutions of the Supervisory Board shall be adopted by simple majority of votes cast; this shall also apply to elections. If a vote produces a tie, the resolution item shall be deliberated and resolved on once again at the same meeting on application by at least two present members of the Supervisory Board; in this new vote, the chairman of the Supervisory Board shall be entitled to cast a second vote in the event of another tie.

If not the same number of Supervisory Board members of the shareholders and of the employees are present in person or represented by written voting for the adoption of a resolution, adoption of such resolution shall be adjourned on application of at least two present members of the Supervisory Board, unless the absent members of the Supervisory Board have declared to the chairman their consent to proceed with the resolution item. In the event of an adjournment a new resolution procedure shall take place after the decision of the chairman within the next four weeks or at the next meeting of the Supervisory Board. A further adjournment at the request of a minority of members shall not be permitted."

Section 15 of the Articles of Association is renamed and revised as follows:

**"§ 15
Convening of Meetings**

1. The Annual General Meeting shall be convened by the Board of Management and, in the cases provided by law, by the Supervisory Board. It shall take place at the registered office of a German stock exchange or at a venue within a radius of 100 kilometres of the registered office of the Company or of a German stock exchange.
2. In the notice convening the Annual General Meeting the Board of Management may provide that shareholders may exercise their voting rights, without participating in the general meeting, in writing or by electronic communication means (postal vote)."

Section 17 of the Articles of Association is renamed and revised as follows:

**"§ 17
Chairing of the Annual General Meeting, adoption of resolutions**

1. The Annual General Meeting shall be chaired by the chairman of the Supervisory Board; he may delegate the chair of the Annual General Meeting to a member of the Supervisory Board from amongst the representatives of shareholders. In the event that none of these persons takes the chair, the chairman of the general meeting shall elect the chairman by simple majority of votes cast.
2. The chairman of the general meeting shall decide on the conduct of the Annual General Meeting within the scope stipulated by law, notably the sequence, type, form and other details of the proceedings, voting and the adoption of the voting result.
3. The chairman of the general meeting may reasonably restrict the time allotted for the shareholders' right to speak, ask questions and ask follow-on questions. In this regard he may

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in particular define reasonable restrictions on time allotted for speaking, asking questions (including follow-on questions and new questions), on the combined time for speaking and asking questions as well as on the reasonable timeframe for the entire course of the Annual General Meeting, for individual items of the agenda and for individual speakers at the beginning or during the Annual General Meeting; that shall include in particular also the possibility, where necessary, to close the list of floor requests and to order the conclusion of the debate.

4. Resolutions of the Annual General Meeting shall be adopted by simple majority of votes cast and, if a capital majority is required, by simple capital majority, unless otherwise prescribed as mandatory by law or the Articles of Association."

Section 18 of the Articles of Association is renamed and revised as follows:

"§ 18

Video and audio transmission

1. The Board of Management shall be authorised to allow full or partial video and audio transmission of the Annual General Meeting.
2. In coordination with the chairman of the Supervisory Board, members of the Supervisory Board shall be permitted to attend the Annual General Meeting by way of video and audio transmission by way of exception in those cases in which they are unable to attend the Annual General Meeting in person or can do so only with considerable effort due to legal restrictions or by reason of their place of work or residence abroad. Moreover, the members of the Supervisory Board shall be permitted, with the approval of the chairman of the Supervisory Board, to attend the Annual General Meeting by way of video and audio transmission if the Annual General Meeting is held as a Virtual Annual General Meeting."

Sections 8a, 12b, 13 and 22 of the Articles of Association are deleted without replacement.

8 Resolution on an amendment of the Articles of Association regarding the authorisation to convene Virtual Annual General Meetings

By the Act on the Introduction of Virtual Annual General Meetings of Stock Corporations and on the Amendment of Cooperative as well as Insolvency and Restructuring Law Provisions (Gesetz zur Einführung virtueller Hauptversammlungen von Aktiengesellschaften und Änderung genossenschafts- sowie insolvenz- und restrukturierungsrechtlicher Vorschriften) (Federal Law Gazette. I 2022, p. 1166), section 118a, among others, was newly inserted into the German Stock Corporation Act (AktG) which allows for an Annual General Meeting to be held virtually also after expiry of the special provisions introduced as a result of the Covid-19 pandemic. For this, a corresponding authorisation of the Annual General Meeting is required which can be granted for a maximum period of five years pursuant to section 118a (4) sentence 2 AktG.

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According to the concept contemplated by the legislature, the in-person annual general meeting and the virtual annual general meeting pursuant to section 118a AktG are equivalent formats. In particular, the rights of the shareholders are fully safeguarded by video communication and electronic communication means through the direct interaction between shareholders and the administration during the general meeting. Given the generally positive experiences made with holding Virtual Annual General Meetings over the last three years, the Board of Management and the Supervisory Board of RHÖN-KLINIKUM Aktiengesellschaft will hold Virtual Annual General Meetings also in future. This will not exclude holding in-person meetings. Rather, each year the Board of Management will once again carefully consider which format for holding the Annual General Meeting appears appropriate given the specific circumstances.

Against this background it is proposed to grant the Board of Management in the Articles of Association an authorisation pursuant to section 118a (1) sentence 1 AktG to convene Virtual Annual General Meetings which take place within five years from the provision of the Articles of Association being filed to the commercial register.

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

The following new Section 15a is added to the Articles of Association:

"§ 15a
Virtual Annual General Meeting

The Board of Management is authorised to stipulate that the Annual General Meeting takes place without the physical presence of the shareholders or their authorised representatives at the venue of the Annual General Meeting (Virtual Annual General Meeting) if the general meeting takes place within five years from such provision of the Articles of Association being filed to the commercial register."

Remuneration Report for Financial Year 2022 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 (Aktien-gesetz, 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 2022. 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

In March 2021 the Supervisory Board of RHÖN-KLINIKUM Aktiengesellschaft adopted with effect from 1 April 2021 a revised remuneration scheme for the members of the Board of Management ("Remuneration Scheme 2021"). 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, in the Declarations of Compliance from 10 November 2021 onwards, stated deviations from several recommendations of the German Corporate Governance Code in its version as amended ("GCGC") as well as the reasons for such deviations.

The remuneration scheme was approved by the shareholders of RHÖN-KLINIKUM Aktiengesellschaft at the Annual General Meeting held on 9 June 2021. The Remuneration Report prepared for the first time for financial year 2021 in accordance with the requirements of section 162 AktG was approved by the Annual General Meeting on 8 June 2022.

The Supervisory Board may temporarily deviate from the remuneration scheme if this is necessary in the best interest of the Company's in the long term. This includes, for example, aligning the remuneration scheme to take account of significant changes in corporate strategy to ensure adequate incentives or of a serious economic crisis. The extraordinary circumstances underlying and justifying such alignment 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 amount, as well as the individual remuneration components. Furthermore, the Supervisory Board may, according to its 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.

The Remuneration Scheme 2021 does not yet apply to the service contracts with members of the Board of Management entered into before 1 April 2021 (cf. also section 26j (1) Introductory Act to the

German Stock Corporation Act (Einführungsgesetz zum Aktiengesetz, EGAktG)). This mainly concerns the service contract entered into with Prof. Dr. Griewing in March 2020, whereas the follow-on service contract entered into with Dr. Weiß for the period from 1 January 2022, whose terms and conditions were decided by the Supervisory Board simultaneous with the Remuneration Scheme 2021, already largely corresponds to the Remuneration Scheme 2021. The Remuneration Scheme 2021 is presented under I below. To the extent that the old service contract with Prof. Dr. Griewing and the follow-on service contract with Dr. Weiß deviate therefrom, this will be explained separately.

I. Structure of remuneration of the Board of Management in financial year 2022

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 (tantieme), fringe 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 determinations either. In view of the management structure and the specific staffing of a hospital company, the Supervisory Board does not find such determinations 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 which is paid in twelve equal monthly instalments. If employment begins or ends during the year under way, fixed remuneration is paid pro rata temporis.

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 beginning of such financial year. In the event the negotiations fail, the Supervisory Board is entitled to define the criteria according to its

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reasonably exercised discretion (section 315 of the German Civil Code (Bürgerliches Gesetzbuch, BGB). The performance-linked annual tantieme is a maximum of 50% of the annual basic salary.

The amount of the 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. If employment begins or ends during the year under way, the tantieme is paid pro rata temporis.

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 contract with Prof. Dr. Griewing contains deviating provisions on (part-) variable remuneration components. The follow-on service contract entered into with Dr. Weiß for the period from 1 January 2022 complies with the Remuneration Scheme 2021 in terms of its variable remuneration components.

a) Determination and application of performance criteria

According to the Remuneration Scheme 2021, the Board of Management contracts of Prof. Dr. Kaltenbach, Dr. Höftberger (chairman of the Board of Management until 31 October 2022), Dr. Stranz and Dr. Weiß provide that they are each 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 the case of Dr. Höftberger, Dr. Stranz and Dr. Weiß, 50% of the performance criteria defined for financial year 2022 consists of financial targets (Tranche 1) and 50% consists 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 2022 which in the case of the Management Board members named relate to sustainably improving processes and the quality of the hospitals, expanding research activities, streamlining processes and group structures, reducing the workload of employees, and thus increasing the satisfaction of patients and employees overall.

For Prof. Kaltenbach, the Supervisory Board resolved in March 2023 that – on a pro rata temporis view for the two months after his term commenced – for financial year 2022 a management profit-sharing bonus (tantieme) in the total amount of EUR 41,666.00 is reasonable.

For Dr. Stranz, the Supervisory Board resolved in March 2023 with respect to the target achievement for financial year 2022 that Tranche 1 in the amount of EUR 35,835.50 and Tranche 2 in the amount of EUR 90,000.00 are earned. For financial year 2022 this results in a management profit-sharing bonus (tantieme) in the total amount of EUR 125,835.50.

For Dr. Weiß, the Supervisory Board resolved in March 2023 with respect to the target achievement for financial year 2022 that Tranche 1 in the amount of EUR 35,835.50 and Tranche 2 in the amount of EUR 90,000.00 are earned. For financial year 2022 this results in a management profit-sharing bonus (tantieme) in the total amount of EUR 125,835.50.

For Dr. Höftberger, the Supervisory Board resolved in March 2023 with respect to the target achievement for financial year 2022 that – on a pro rata temporis view for eleven months (in this regard see 6 below) – Tranche 1 in the amount of EUR 32,849.20 and Tranche 2 in the amount of EUR 82,500.00 are earned. For financial year 2022 this results in a management profit-sharing bonus (tantieme) in the total amount of EUR 115,349.20.

The old contract with Prof. Dr. Griewing provides that the annual management profit-sharing bonuses (tantiemes) 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 tantiemes 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 old contract of Prof. Dr. Griewing moreover provides for a guaranteed total remuneration in the amount of EUR 1,200,000 (including the fixed remuneration in the amount of EUR 192,000). With reference to the period of Prof. Griewing's Board of Management activity (until 31 October 2022), the pro rata total remuneration amounts to EUR 1,000,000. Payments under this guarantee made during the financial year under way are applied towards the tantieme. The tantieme for financial year 2022 – on a pro rata temporis view for ten months – thus amounts to EUR 840,000.

b) No recovery of variable remuneration components

The Board of Management contracts with Prof. Dr. Kaltenbach, Dr. Höftberger, Dr. Stranz and Dr. Weiß, in line with the Remuneration Scheme 2021, do not provide for any possibility of recovering variable remuneration components. 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 (tantieme) if it exceeds the guaranteed total remuneration. However, the conditions for a recovery of the tantieme 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.

The purpose of granting reasonable fringe benefits, like the fixed remuneration, is to ensure a basic market remuneration for exercising the office. For the fringe benefits described above, the Remuneration Scheme 2021 provides for a maximum amount of EUR 50,000.

Moreover, D&O insurance cover is provided which is 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. 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 III.1.

4. Post-retirement benefits

The Board of Management contracts with Dr. Weiß and Prof. Dr. Griewing (member of the Board of Management until 31 October 2022) 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 Prof. Dr. Kaltenbach, Dr. Höftberger and Dr. Stranz – in line with the Remuneration Scheme 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. The maximum

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remuneration defined under the Remuneration Scheme 2021 at the same time 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 such financial year or at a later time – is limited for the individual members of the Board of Management to a maximum amount (“Maximum Remuneration”).

For Prof. Dr. Kaltenbach, Dr. Höftberger (chairman of the Board of Management until 31 October 2022), Dr. Stranz and Dr. Weiß, 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) respectively.

For Prof. Dr. Griewing (member of the Board of Management until 31 October 2022), the maximum amount made up of annual basic salary plus variable remuneration on the basis of the old contract entered into before the Remuneration Scheme 2021 was adopted 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 above).

In addition, Prof. Dr. Griewing and Dr. Weiß receive what are referred to as post-retirement benefits (see 4 above).

The remuneration caps for financial year 2022 were observed (in this regard see disclosures in the tables under III.1).

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.

The service contract with Prof. Dr. Kaltenbach provides that the Company, in the event of his removal, has the right to release Prof. Dr. Kaltenbach irrevocably, subject to continued payment of 80% of his fixed remuneration and with such period of release being deducted from his paid holiday entitlement, from the obligation to perform his services and that no claims to the management profit-sharing bonus (tantieme) arise during the period of release. The obligation to pay the fixed remuneration moreover ends when a new activity is commenced in another company.

II. Post-employment benefits to former members of the Board of Management and/or post-employment obligations towards former members of the Board of Management

As a result of the departure agreed on short notice, in the middle of October 2022, of Dr. Christian Höftberger from the Board of Management on amicable terms with effect from the expiry of 31 October 2022, it was agreed to terminate the employment contract with effect from 30 November 2022 and to settle the fixed remuneration and annual management profit-sharing bonus (tantieme) (on the basis of the target agreement made) in each case pro rata temporis (i.e. at a ratio of 11/12). Moreover, it was agreed that Dr. Höftberger was to receive a severance payment amounting to EUR 1,500,000, and the Company undertook to reimburse attorney fees in the amount of EUR 10,000 which Dr. Höftberger incurred in connection with the conclusion of the termination agreement.

As a result of the departure, likewise in October 2022, of Prof. Dr. Griewing from the Board of Management on amicable terms with effect from the expiry of 31 October 2022, it was agreed that the employment contract, by reason of the activity of Prof. Dr. Griewing as Chief Medical Officer and as Generally Authorised Representative, will continue to apply in principle until 31 December 2024 unless this is prevented by his departure from the Board of Management. It was moreover agreed to pay Prof. Griewing in December 2022 the post-retirement benefits in the amount accrued until the end of his Board of Management function on 31 October 2022. This amount was determined by an actuarial valuation. Moreover, the Company undertook to reimburse attorney fees in the amount of EUR 10,000 which Prof. Dr. Griewing incurred in connection with the conclusion of the amendment agreement.

Between the Company and the former members of the Board of Management Jens-Peter Neumann (member of Board of Management until 23 February 2017) and Dr. Dr. Martin Siebert (member of Board of Management until 28 March 2018) a legal dispute was pending which related to claims arising from the sale of shares in RHÖN-Innovations GmbH to RHÖN-KLINIKUM Aktiengesellschaft. The two former members of the Board of Management had sold their shares in RHÖN-Innovations GmbH to RHÖN-KLINIKUM Aktiengesellschaft and in return, in financial year 2021, had initially received purchase price payments amounting to EUR 121,264 (Mr. Neumann for the nominal value of EUR 100,000) and EUR 181,896 (Dr. Dr. Siebert for the nominal value of EUR 150,000), respectively. Mr. Neumann and Dr. Dr. Siebert then filed legal actions to claim further purchase price payments. In March 2023, the Company – due to the not unambiguous provisions regarding the calculation of the purchase price in the articles of association and in the shareholders' agreement – lastly reached an agreement with both claimants in a settlement whereby the Company pays to Mr. Jens-Peter Neumann an amount of EUR 82,285.50 and to Dr. Dr. Martin Siebert an amount of EUR 122,770.42, in each case plus interest equal to 5 percentage points above the base rate since 29 June 2021. Each of the parties paid their own legal costs and shared the court costs equally. As at 31 December 2022 the

Company had formed adequate provisions in view of the pending dispute and based on the proposed settlement agreement under discussion at that time.

III. Individual remuneration of members of the Board of Management

1. Level of remuneration of members of the Board of Management for financial year 2022

This section presents an individualised statement of the remuneration "granted and owed" to the current and former 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 used as a basis in the model tables of the GCGC 2017.

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 2017.

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. 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 2017), once again including the respective relative share of all fixed and variable remuneration components. In this place the 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.

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Incumbent member of Board of Management	Prof. Dr. Tobias Kaltenbach (Chairman of Board of Management from 1 November 2022)									
	Remuneration earned in financial year						Accrual ¹			
	2022		2021		2022 (min)	2022 (max)	2022		2021	
	€ '000	%	€ '000	%	€ '000	€ '000	€ '000	%	€ '000	%
Basic salary (fixed remuneration)	83	63%	0	n.a.	83	83	83	92%	0	n.a.
Fringe benefits	7	5%	0	n.a.	7	7	7	8%	0	n.a.
Total	90	68%	0	n.a.	90	90	90	100%	0	n.a.
One-year variable remuneration										
Tantieme	42	32%	0	n.a.	0	42	0	0%	0	n.a.
Total payments/total remuneration	132	100%	0	n.a.	90	132	90	100%	0	n.a.

¹Remuneration granted and owed in financial year.

Incumbent member of Board of Management	Dr. Stefan Stranz (Member of Board of Management)									
	Remuneration earned in financial year						Accrual ¹			
	2022		2021		2022 (min)	2022 (max)	2022		2021	
	€ '000	%	€ '000	%	€ '000	€ '000	€ '000	%	€ '000	%
Basic salary (fixed remuneration)	500	75%	500	71%	500	500	500	71%	500	80%
Fringe benefits	43	6%	43	6%	43	43	43	6%	43	7%
Total	543	81%	543	77%	543	543	543	77%	543	87%
One-year variable remuneration										
Tantieme	126	19%	158	23%	0	250	158	23%	83	13%
Total remuneration	669	100%	701	100%	543	793	701	100%	626	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			
	2022		2021		2022 (min)	2022 (max)	2022		2021	
	€ '000	%	€ '000	%	€ '000	€ '000	€ '000	%	€ '000	%
Basic salary (fixed remuneration)	500	68%	192	19%	500	500	500	97%	192	21%
Fringe benefits	17	2%	17	2%	17	17	17	3%	17	2%
Total	517	70%	209	21%	517	517	517	100%	209	23%
One-year variable remuneration										
Tantieme	126	17%	708	69%	0	250	0	0%	708	77%
Total payments	643	87%	917	90%	517	767	517	100%	917	100%
Post-retirement expense ¹	90	13%	114	10%	90	90	0	0%	0	0%
Total remuneration	733	100%	1,031	100%	607	857	517	100%	917	100%

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

²Remuneration granted and owed in financial year.

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Former member of Board of Management	Dr. Christian Höftberger (Chairman of Board of Management until 31 October 2022 ¹)									
	Remuneration earned in financial year						Accrual ²			
	2022		2021		2022 (min)	2022 (max)	2022		2021	
	€ '000	%	€ '000	%	€ '000	€ '000	€ '000	%	€ '000	%
Basic salary (fixed remuneration)	458	21%	500	75%	458	458	458	22%	500	83%
Fringe benefits	7	1%	9	1%	7	7	7	0%	9	1%
Total	465	22%	509	76%	465	465	465	22%	509	84%
One-year variable remuneration										
Tantieme	115	6%	158	24%	0	229	158	7%	94	16%
Total payments	580	28%	667	100%	465	694	623	29%	603	100%
Severance compensation payments	1,500	72%	0	0%	0	1,500	1,500	71%	0	0%
Total remuneration	2,080	100%	667	100%	465	2,194	2,123	100%	603	100%

¹ For details on the agreements made in connection with the departure from the Board of Management, cf. statements under II.
² Remuneration granted and owed in financial year.

Former member of Board of Management	Prof. Dr. Bernd Griewing (Member of Board of Management until 31 October 2022 ¹)									
	Remuneration earned in financial year						Accrual ²			
	2022		2021		2022 (min)	2022 (max)	2022		2021	
	€ '000	%	€ '000	%	€ '000	€ '000	€ '000	%	€ '000	%
Basic salary (fixed remuneration)	160	14%	192	14%	160	160	160	8%	192	16%
Fringe benefits	17	2%	12	1%	17	17	17	1%	12	1%
Total	177	16%	204	15%	177	177	177	9%	204	17%
One-year variable remuneration										
Tantieme	840	76%	1,008	74%	840	1,090	840	41%	1,008	83%
Total payments	1,017	92%	1,212	89%	1,017	1,267	1,017	50%	1,212	100%
Post-retirement expense ²	89	8%	159	11%	89	89	1,025	50%	0	0%
Total remuneration	1,106	100%	1,371	100%	1,106	1,356	2,042	100%	1,212	100%

¹ For details on the agreements made in connection with the departure from the Board of Management, cf. statements under II.

² Post-retirement expense includes the past-service cost according to IAS 19.

³ Remuneration granted and owed in financial year.

Earned remuneration of the incumbent members of the Board of Management in financial year 2022 totalled EUR 4.7 million (previous year: EUR 3.8 million). Of this total, EUR 3.5 million (previous year: EUR 1.7 million) was accounted for by components that are not results-based and EUR 1.2 million (previous year: EUR 2.1 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 0.5 million (previous year: EUR 1.4 million) as at 31 December 2022.

In financial year 2022, the granted and owed remuneration (within the meaning of section 162 AktG) of the incumbent members of the Board of Management totalled EUR 5.5 million (previous year: EUR 3.4 million). Of this total, EUR 4.3 million (previous year: EUR 1.5 million) was accounted for by components that are not results-based and EUR 1.2 million (previous year: EUR 1.9 million) by variable components.

With regard to the obligations to the former members of the Board of Management Jens-Peter Neumann (member of Board of Management until 23 February 2017) and Dr. Dr. Martin Siebert (member of Board of Management until 28 March 2018), reference is made to the statements under II.

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. 2021	Change in post-retirement benefits	Payment in financial year 2022	Provision as at 31 Dec. 2022	Remaining nominal amount on expiry of contract ¹
	€ '000	€ '000	€ '000	€ '000	€ '000
Former and incumbent members of Board of Management					
Prof. Dr. Bernd Griewing	936	89	1,025	0	0
Dr. Gunther K. Weiß	429	90	0	519	694
Total	1,365	179	1,025	519	694

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;

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

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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.

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 2022 and compared with financial year 2021

The members of the Supervisory Board received the following remuneration for financial year 2022:

Total payments for 2022	Attendance fee		Fixed annual remuneration		Activity on the committees		Total	
	€ '000	%	€ '000	%	€ '000	%	€ '000	
Dr. Jan Liersch (Chairman)	32	30%	75	70%	0	0%	107	
Georg Schulze (1 st Deputy Chairman)	12	19%	50	81%	0	0%	62	
Hafid Rifi (2 nd Deputy Chairman)	18	26%	50	74%	0	0%	68	
Peter Berghöfer	16	35%	25	54%	5	11%	46	
Nicole Mooljee Damani (until 8 January 2022)	0	0%	2	100%	0	0%	2	
Dr. Julia Dannath-Schuh	5	17%	25	83%	0	0%	30	
Regina Dickey	16	35%	25	54%	5	11%	46	
Peter Ducke	13	32%	25	61%	3	7%	41	
Prof. (apl.) Dr. med. Leopold Eberhart	14	32%	25	57%	5	11%	44	
Irmtraut Gürkan	11	27%	25	61%	5	12%	41	
Kai Hankeln	8	22%	25	69%	3	8%	36	
Dr. Martin Mandewirth	12	32%	25	68%	0	0%	37	
Dr. Thomas Pillukat	14	33%	25	60%	3	7%	42	
Christine Reißner	11	31%	25	69%	0	0%	36	
Oliver Salomon	11	31%	25	69%	0	0%	36	
Dr. Cornelia Süfke (from 2 March 2022)	8	28%	21	72%	0	0%	29	
Marco Walker	7	22%	25	78%	0	0%	32	
Total	208	28%	498	68%	29	4%	735	

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Compared with this, the members of the Supervisory Board received the following remuneration for financial year 2021:

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

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 compared with 2021 and 2020 (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 financial 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.

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	Total	Total	Difference	Total	Difference
	2022 vs 2021			2021 vs 2020	
Total payments of Board of Management	2022	2021		2020	
	€ '000	€ '000	%	€ '000	%
Prof. Dr. Tobias Kaltenbach (Chairman of Board of Management from 1 November 2022)	132	0	>100%	0	-
Dr. Stefan Stranz	669	701	-5%	264	166%
Dr. Gunther K. Weiß	733	1.031	-29%	1.047	-2%
Dr. Christian Höftberger (Chairman of Board of Management until 31 October 2022)	2.080	667	212%	303	120%
Prof. Dr. Bernd Griewing (Member of Board of Management until 31 October 2022 ¹)	1.106	1.371	-19%	1.377	0%
Stephan Holzinger (Member of Board of Management until 22 June 2020; service relationship until 30 September 2020)	0	0	-	3.293	-100%
Total	4,720	3,770	25%	6,284	-40%

¹For details on the agreements made in connection with the departure from the Board of Management, cf. statements in B.II.

	Total	Total	Difference	Total	Difference
	2022 vs 2021			2021 vs 2020	
Total payments of Supervisory Board	2022	2021		2020	
	€ '000	€ '000	%	€ '000	%
Dr. Jan Liersch (from 3 June 2020) (Chairman)	107	96	11%	67	43%
Georg Schulze (1 st Deputy Chairman)	62	57	9%	122	-53%
Hafid Rifi (from 19 August 2020) (2 nd Deputy Chairman)	68	67	1%	27	148%
Peter Berghöfer	46	41	12%	91	-55%
Nicole Mooljee Damani (from 19 August 2020 to 8 January 2022)	2	29	-93%	18	61%
Dr. Julia Dannath-Schuh (from 3 June 2020)	30	30	0%	40	-25%
Regina Dickey (from 19 August 2020)	46	42	10%	18	133%
Peter Dücke (from 19 August 2020)	41	33	24%	15	120%
Prof. (apl.) Dr. med. Leopold Eberhart (from 19 August 2020)	44	41	7%	20	105%
Prof. Dr. Gerhard Ehninger (until 15 January 2021)	0	2	-100%	68	-97%
Irmtraut Gürkan (from 19 August 2020)	41	41	0%	18	128%
Kai Hankeln (from 19 August 2020)	36	34	6%	16	113%
Dr. med. Martin Mandewirth (from 19 August 2020)	37	32	16%	18	78%
PD Dr. med. Thomas Pillukat (from 19 August 2020)	42	33	27%	15	120%
Christine Reißner	36	32	13%	81	-60%
Oliver Salomon	36	31	16%	70	-56%
Dr. Cornelia Söfke (from 2 March 2022)	29	0	>100%	0	0%
Marco Walker (from 9 March 2021)	32	25	28%	0	>100%
Dr. Annette Beller (until 3 June 2020)	0	0	-	83	-100%
Jan Hacker (until 19 August 2020)	0	0	-	57	-100%

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Stefan Härtel (until 19 August 2020)	0	0	-	55	-100%
Klaus Hanschur (until 19 August 2020)	0	0	-	50	-100%
Meike Jäger (until 19 August 2020)	0	0	-	70	-100%
Dr. Brigitte Mohn (until 19 August 2020)	0	0	-	43	-100%
Eugen Münch (until 19 August 2020)	0	0	-	219	-100%
Wolfgang Mündel (until 19 August 2020)	0	0	-	196	-100%
Evelin Schiebel (until 19 August 2020)	0	0	-	57	-100%
Dr. Katrin Vernau (until 19 August 2020)	0	0	-	56	-100%
Natascha Weihs (until 19 August 2020)	0	0	-	57	-100%
Total	735	666	10%	1,647	-60%

Comparative presentation	As at 31 Dec. 2022	As at 31 Dec. 2021	Difference 2022 vs 2021	As at 31 Dec. 2020	Difference 2021 vs 2020
	€ '000	€ '000	%	€ '000	%
Average employee remuneration	66.4	64.0	4%	62.4	2%
Board of Management remuneration earned in financial year	4,720	3,768	25%	6,284	-40%
Supervisory Board remuneration earned in financial year	735	666	10%	1,647	-60%
EBITDA acc. to consolidated financial statements of RHÖN-KLINIKUM AG	105,645	101,160	4%	80,225	26%
Result for the year of RHÖN-KLINIKUM AG	10,835	7,579	43%	-10,309	> 100%

Bad Neustadt a. d. Saale, 29 March 2023

The Board of Management

The Supervisory Board

Independent Auditor's Assurance Report on Examination of the Remuneration Report pursuant to Section 162 (3) AktG

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

Opinion

We have formally examined the remuneration report of RHÖN-KLINIKUM Aktiengesellschaft, Bad Neustadt a. d. Saale, for the financial year from January 1 to December 31, 2022 to determine whether the disclosures pursuant to Section 162 (1) and (2) AktG have been made in the remuneration report. In accordance with Section 162 (3) AktG, we have not examined the content of the remuneration report.

In our opinion, the accompanying remuneration report complies, in all material respects, with the disclosure requirements pursuant to Section 162 (1) and (2) AktG. Our opinion does not cover the content of the remuneration report.

Basis for Opinion

We conducted our examination of the remuneration report in compliance with Section 162 (3) AktG taking into account the IDW assurance standard: Examination of the remuneration report pursuant to Section 162 (3) AktG (IDW AsS 870 (08.2021)). Our responsibilities under this regulation and this standard are further described in the "Our Responsibilities" section of our assurance report. Our audit firm has applied the IDW Standard on Quality Management: Requirements for Quality Management in Audit Firms (IDW QS 1). We have complied with our professional duties pursuant to the German Public Accountants Act [WPO] and the Professional Charter for Auditors/Chartered Accountants [BS WP/vBP], including the independence requirements.

Responsibilities of the Management Board and the Supervisory Board

The management and the Supervisory Board of RHÖN-KLINIKUM Aktiengesellschaft, are responsible for the preparation of the remuneration report, including the related disclosures, in accordance with the requirements of Section 162 AktG. The management and the Supervisory Board are also responsible for such internal control as they have determined necessary to enable the preparation of the remuneration report that is free from material misstatement, whether due to fraud (i.e., fraudulent financial reporting and misappropriation of assets) or error.

Our Responsibilities

Our objectives are to obtain reasonable assurance about whether the remuneration report complies, in all material respects, with the disclosure requirements pursuant to Section 162 (1) and (2) AktG, and to issue an assurance report that includes our opinion.

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We planned and performed our examination to obtain evidence about the formal completeness of the remuneration report by comparing the disclosures made in the remuneration report with the disclosures required by Section 162 (1) and (2) AktG. In accordance with Section 162 (3) AktG, we have not examined whether the disclosures are correct or individual disclosures are complete or whether the remuneration report is fairly presented.

Frankfurt am Main, 29 March 2023

KPMG AG
Wirtschaftsprüfungsgesellschaft

Huber-Straßer	Schrum
German Public Auditor	German Public Auditor

II. INFORMATION ON EXECUTION OF THE VIRTUAL ANNUAL GENERAL MEETING

On the basis of section 26n (1) EGAktG, the Board of Management has resolved with the approval of the Supervisory Board that the Annual General Meeting will be held 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.

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 31 May 2023 (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 17 May 2023, 00.00 hours (CEST) ("**Record Date**"). As proof of entitlement, proof of shareholding issued by the last intermediary within the meaning of

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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 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 general 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 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 general 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. Transmission of Virtual Annual General Meeting over Internet audio visually

Shareholders duly registered for the Annual General Meeting and the persons authorised by them may follow the transmission of the general meeting audio visually on 7 June 2023 from 10.00 a.m. (CEST) on the Internet via the access-protected InvestorPortal at

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

and exercise their rights there – as described hereinafter. 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 above).

3. Procedures for exercising the voting right

a) 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 via 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 via the InvestorPortal will be available until closing of voting at the Virtual Annual General Meeting on 7 June 2023 announced by the chairman of the general meeting. Up to that time, it will also still be possible to modify postal votes cast via the InvestorPortal.

b) Representation for voting by proxy

Shareholders 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 or through the proxy appointed by the Company. Also in this case, timely registration together with the submission of the proof of shareholding will be required.

Third-party proxies

The shareholders receive a proxy form together with the registration confirmation for 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' associations or other legal entity covered by section 135 of the AktG, some specific features usually have to be taken into account: text form is not required, but the proxy must record the authorisation in a verifiable form; in addition, it has to be complete and may only include statements related to the exercise of voting rights. We therefore request our shareholders to consult on this issue with the aforementioned persons / legal entities.

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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 6 June 2023, 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 via 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 via the InvestorPortal also during the Virtual Annual General Meeting on 7 June 2023. Authorisations already granted or proven to the Company (as described above) by post or e-mail may still be revoked via the InvestorPortal during the Annual General Meeting.

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 lit. a above) or by grant of (sub-)authorisation to the proxy appointed by the Company (see 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 via 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.

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 furthermore 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.

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

The grant of authorisation and instructions to the proxy appointed by the Company as well as the revocation of such authorisation and the modification of instructions also require written form (section 126b BGB). Further details regarding the appointment of proxies and voting instructions to the proxy appointed by the Company will be sent, 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 6 June 2023, 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 via 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). The possibility of transmission via the InvestorPortal will be available until the time determined by the chairman of the general meeting as part of the voting procedure at the Virtual Annual General Meeting on 7 June 2003. 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 via the InvestorPortal.

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

c) 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.

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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 proxy appointed by the Company shall be authorised to act as proxies in accordance with the instructions.

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.

4. Further rights of the shareholders

a) 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
– Board of Management –
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.

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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.

b) 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

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

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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 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 video communication means 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 video communication means can be found on the Company's website at <https://www.rhoen-klinikum-ag.com/hv>.

c) 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 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.

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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.

d) 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 video communication means (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 video communication means 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.

e) 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-on 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-on questions may be exercised exclusively by video communication means. 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 be provided with information by video communication means can be found on the Company's website at <https://www.rhoen-klinikum-ag.com/hv>.

f) 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 electronic communication means (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.

g) Further explanations on shareholder rights

Further explanations 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 and pursuant to section 118a (1) sentence 2 no. 4, section 131 AktG are available on the Company's website at <https://www.rhoen-klinikum-ag.com/hv>.

5. 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.

6. 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 2023

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 7 June 2023 will be published on the Company's website at*

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