

## COUNTERMOTIONS

For the Annual General Meeting of RHÖN-KLINIKUM AG taking place on Wednesday, 13 June 2012, 10.00 a.m., at the Jahrhunderthalle Frankfurt, Pfaffenwiese, 65929 Frankfurt am Main, Germany, the following countermotion was received by 29 May 2012, 24.00 hrs. (CEST). The motion and the statement of reasons reflect the views of the author. Factual allegations were also posted on the Internet unchanged and without being reviewed.

### **Shareholder Hans von Sachsen-Altenburg, Leiferde, (presumably) re. agenda item 5:**

*“The Supervisory Board and the Board of Management are instructed to appoint an alternative auditing company, against which no proceeding is pending before the Chamber of German Public Auditors (Wirtschaftsprüferkammer) and which is not the object of a special audit by the Bundesbank of the Federal Republic of Germany, to once again audit the last quarter of the balance sheet of Rhön-Klinikum AG that is purported to have been concluded prior to the period of the Fresenius offer and to remit a report thereon to the shareholders. If by reason of the period of the Fresenius offer no further quarter is concluded, the alternative auditing company shall audit the last quarterly financial statement. The report to be prepared shall in particular provide information on previously unstated items in the assets and liabilities as well as on reserves not shown.*”

#### **Reasons:**

*The auditing firm proposed by the Supervisory Board and the Board of Management has drawn attention to itself in connection with its auditing activity for HypoRealEstate by having approved or overlooked questionable, contradictory or non-coherent items. That has led among other things to currently pending judicial and investigation proceedings. The possibility that the auditing firm proposed by the Supervisory Board and the Board of Management committed or is committing the same or similar mistakes in the audit of Rhön-Klinikum AG as those committed with the known bad bank of the German government cannot be excluded.*

*According to reports from the press, the Chamber of German Public Auditors has instituted a proceeding against the proposed auditing company; furthermore, the case was examined by experts from the Bundesbank.*

*In this context, it is not possible to have unqualified trust in the accounting principles applied by the proposed auditing company.”*

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