

Form for Representation by Proxies

This Form is no substitute for proper registration for the Annual General Meeting.
 Please observe the instructions on the following page.

Identity of declaring party

 Last name or company name*

 Number of shares*

 First name*

 Admission ticket no.*

 Postal code / city*

*Mandatory fields (Please take this information from the admission ticket that will be sent to you after proper registration.)

Authorisation/instructions to proxies of the Company

I/We hereby authorise Dr. Christoph Heller, Bad Neustadt a.d. Saale, and Dr. Kai Gregor Klinger, Frankfurt am Main (proxies of the Company), disclosing my/our name/names, in each case individually and with the right to delegate such authorisation, to represent me/us at the Annual General Meeting of RHÖN-KLINIKUM Aktiengesellschaft on 12 June 2014 and to exercise the voting right on my/our behalf in accordance with my instructions as set out hereinafter.

This authorisation/these instructions shall be revoked if the grantor of the authorisation or his representative attends the Annual General Meeting in person.

Proposed resolutions pursuant to the Federal Gazette (Bundesanzeiger)

- | | | YES | NO |
|---|--------------------------|--------------------------|--------------------------|
| 2. Resolution on the appropriation of the net distributable profit | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. Resolution on the reduction of the registered share capital through redemption of shares in simplified procedure after purchase by the Company, authorisation of the Board of Management to purchase treasury shares ("2014 Share Buy-Back") | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4. Resolution on the authorisation to purchase treasury shares pursuant to section 71 (1) no. 8 of the AktG for the purpose of redemption ("2015 Share Buy-Back") | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 5. Resolution on formal approval of the actions of the members of the Board of Management for financial year 2013 | | YES | NO |
| 5.1 Dr. Dr. Martin Siebert | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 5.2 Jens-Peter Neumann | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 5.3 Volker Feldkamp | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 5.4 Martin Menger | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 6. Resolution on formal approval of the actions of the members of the Supervisory Board for financial year 2013 | | YES | NO |
| 6.1 Eugen Münch | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 6.2 Joachim Lüddecke | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 6.3 Wolfgang Mündel | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 6.4 Peter Berghöfer | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 6.5 Bettina Böttcher | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 6.6 Sylvia Bühler | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 6.7 Helmut Bühner | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 6.8 Professor Dr. Gerhard Ehninger | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 6.9 Stefan Härtel | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 6.10 Reinhard Hartl | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 6.11 Caspar von Hauenschild | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 6.12 Stephan Holzinger | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 6.13 Detlef Klimpe | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 6.14 Dr. Heinz Korte | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 6.15 Professor Dr. Dr. sc. (Harvard) Karl W. Lauterbach | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 6.16 Michael Mendel | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 6.17 Dr. Rüdiger Merz | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 6.18 Dr. Brigitte Mohn | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 6.19 Annett Müller | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 6.20 Werner Prange | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 6.21 Professor Dr. Jan Schmitt | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 6.22 Georg Schulze-Ziehaus | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 6.23 Dr. Katrin Vernau | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 7. Resolution on elections to the Supervisory Board | | YES | NO |
| 7.1 Stephan Holzinger | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 7.2 Dr. Katrin Vernau | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 7.3 Reinhard Hartl | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 7.4 Professor Dr. h.c. Ludwig Georg Braun | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 8. Election of the statutory auditor for financial year 2014 | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 9. Resolution on an amendment of Section 10 of the Articles of Association (Size and composition of the Supervisory Board) | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 10. Resolution on an amendment of Section 14 of the Articles of Association (Remuneration of the Supervisory Board) | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 11. Resolution on the limitation of performance-linked remuneration of the Supervisory Board in financial year 2014 | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 12. Resolution on the cancellation of the amendment of the Articles of Association relating to Section 17 clause 4 first subparagraph of the Articles of Association adopted but not yet filed with the commercial register | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

 Date, signature(s) or other execution of declaration pursuant to section 126b German Civil Code (BGB)

Grant of authorisation to a third party

This Form is no substitute for proper registration for the Annual General Meeting.
Please observe the instructions on the following page.

Identity of declaring party

Last name or company name*

Number of shares*

First name*

Admission ticket no.*

Postal code / city*

*Mandatory fields (Please take this information from the admission ticket that will be sent to you after proper registration.)

Grant of authorisation to a third party

I/We hereby authorise

Last name or company name

First name

Place

to represent me at the aforementioned Annual General Meeting. The authorisation shall cover the revocation of any other authorisations granted and the exercise of all rights pertaining to the Annual General Meeting including, the delegation of authorisation. It shall be revoked if the grantor of authorisation attends the Annual General Meeting in person.

Date, signature(s) or other execution of declaration pursuant to section 126b German Civil Code (BGB)

Please note

Registration for the Annual General Meeting

You may attend the Meeting and/or exercise your voting right only if you have properly registered and send in proof of your shareholding with reference to the 21st day prior to the Annual General Meeting, i.e. with reference to **22 May 2014 (00.00 hrs.)**.

The registration and proof of shareholding must be received by no later than **5 June 2014 (24.00 hrs.)** at the following address:

RHÖN-KLINIKUM AG
c/o Computershare Operations Center
80249 Munich,
Germany; or
by fax: + 49 (0) 89-3090374675; or
by e-mail: anmeldestelle@computershare.de

Where applicable, the registration shall be performed by your custodian bank. Receipt of your registration documents by custodian bank shall not be deemed proper registration for the Annual General Meeting; for this, solely the receipt of the registration and the proof of shareholding at the above address shall be decisive.

Assignment to a registration

This Form may be considered only if it can be clearly assigned to a registration. In the event that such assignment should not be possible due to failure to register or failure to register properly, or because the information provided on this Form is incomplete and/or illegible, the voting right may not be exercised by proxies of the Company or, as the case may be, the right to attend and to vote may not be exercised by an authorised representative.

Relationship to other forms

To grant authorisation you may also use the forms printed on the admission ticket. The admission ticket will be sent to you following proper registration. By using this Form, the assignment to the registration is ensured.

Notes regarding this Form

Please fill out this Form completely and legibly. Please take the required particulars on the identity of the declaring party from your admission ticket that will be sent to you after proper registration.

This Form is not mandatory. You may also use another declaration in text form, in which case the statements regarding the assignment of the authorisation to a registration apply.

For their own authorisation as representatives, credit institutions, shareholders' associations or persons deemed equivalent to them pursuant to section 135 (8) of the German Stock Corporation Act (Aktiengesetz, AktG) may stipulate other provisions regarding the form of authorisation. In such case shareholders are requested to agree with the authorising person beforehand in due time regarding the form of the authorisation.

Personal attendance at the Annual General Meeting or representation by a third party

With the admission ticket sent to you following proper registration, you or a third person authorised by you as representative may attend the Annual General Meeting in person. If you wish to authorise a third party to represent you, you may use this Form for Representation by Proxies or use the Authorisation to Third Party on the upper third portion of the admission ticket (reverse). Please submit to your authorised representative the admission ticket with this filled out Form for Representation by Proxies or the admission ticket with filled out Authorisation to Third Party. You may also submit the admission ticket to your authorised representative and send in the authorisation and/or proof thereof to the address specified below. In this regard, please expressly point out this matter to your authorised representative.

Authorisation/instructions to proxies of the Company

If you do not attend the Annual General Meeting yourself and do not authorise a third party to represent you either, you may use this Form to exercise your voting right through a proxy appointed by the Company for this purpose. For this purpose, you may also use the form printed on the admission ticket.

Please issue an instruction for all proposed resolutions. Your instruction in each case shall relate to the proposed resolution published in the Federal Gazette of 5 May 2014. Please tick the YES field in the case of approval and the NO field in the case of rejection. If you do not tick any field, this shall be deemed abstention; if both boxes are ticked, this shall be discarded as invalid. If separate votes are held under an agenda item regarding aggregated resolution proposals, your instruction shall in each case apply analogously to the specific proposed resolutions. Please execute the authorisation/instructions to proxies of the Company, e.g. by your signature.

We kindly ask authorisation/instructions to proxies of the Company to be submitted no later than **11 June 2014 (24.00 hrs.)** to:

RHÖN-KLINIKUM AG
c/o Computershare Operations Center
80249 Munich,
Germany; or
by fax: + 49 (0) 89-3090374675; or
by e-mail: rka-hv2014@computershare.de

In the event that authorisation/instructions are received by different transmission means with deviating declarations, granted authorisation/instructions shall be taken into consideration in the order they are received by the Company. I.e.: what is last received by the Company prior to commencement of voting is what will be taken into consideration.

Proxies of the Company may exercise the voting right on your behalf only as they are bound by instructions for this purpose. Any instructions beyond that, such as for submitting motions, asking questions or making declarations, cannot be granted by means of authorisation/instructions to proxies of the Company. If you therefore wish to exercise your shareholder rights above and beyond the aforementioned scope, you can exercise your rights yourself or authorise a third party for this purpose.

Even after granting authorisation/instructions, you are entitled to attend the Annual General Meeting in person. Authorisation/instructions are revoked if you or your representative attends the Annual General Meeting in person.

You may view any proposals and/or nominations by shareholders (counterproposals) in the Internet at:

<http://www.rhoen-klinikum-ag.com/agm>

You may support a counterproposal whose sole aim is the rejection of a proposed resolution by voting against the proposed resolutions pursuant to the Federal Gazette. By way of authorisation/instructions to proxies of the Company, further-reaching proposals (such as material counterproposals or proposals of procedure) may not be voted on unless express instruction has been issued for this purpose.