

This translation is intended for convenience purposes only and solely the German version of the invitation to and the Agenda of the Annual General Meeting of shareholders shall be binding.

INVITATION TO THE ANNUAL GENERAL MEETING ON 10 JUNE 2015



RHÖN-KLINIKUM
AKTIENGESELLSCHAFT

RHÖN-KLINIKUM AG
Salzburger Leite 1
97616 Bad Neustadt a. d. Saale, Germany

ISIN DE0007042301
WKN 704230

We hereby invite our shareholders to attend the Company's

Annual General Meeting of RHÖN-KLINIKUM Aktiengesellschaft

which will be held on

Wednesday, 10 June 2015, at 10.00 a.m.

at the Jahrhunderthalle Frankfurt, Pfaffenwiese 301, 65929 Frankfurt am Main, Germany.

AGENDA

- 1 Presentation of the approved Annual Financial Statements and the Consolidated Financial Statements for the year ended 31 December 2014, as well as the Management Reports on the situation of the Company and of the Group for financial year 2014 (including the notes on the disclosures pursuant to sections 289 (4) and (5), 315 (4) of the German Commercial Code (Handelsgesetzbuch, HGB), respectively, for financial year 2014) and the Report of the Supervisory Board for financial year 2014**

The shareholders may inspect the aforementioned documents as well as the dividend proposal of the Board of Management from the date of convening the Annual General Meeting on the Company's premises in 97616 Bad Neustadt a. d. Saale, Salzburger Leite 1. On request, every shareholder will be provided with a copy of these documents without delay and at no charge. The documents will also be displayed for inspection at the Annual General Meeting and are made available on the Internet homepage of the Company at <http://www.rhoen-klinikum-ag.com/hv> from the date of convening of the Annual General Meeting.

The aforementioned documents shall be made available at the Annual General Meeting. They will be explained by the Board of Management and – as regards the Report of the Supervisory Board – by the chairman of the Supervisory Board in the course of the Annual General Meeting. In accordance with the relevant statutory provisions, no resolution on this Agenda Item will be passed. The Supervisory Board has approved the Annual Financial Statements prepared by the Board of Management and the Consolidated Financial Statements on 16 April 2015. The Annual Financial Statements are thus adopted.

2 Resolution on the appropriation of the net distributable profit

The Company's Annual Financial Statements for the year ended 31 December 2014, 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 € 330,617,717.52.

The Board of Management and the Supervisory Board propose

- To appropriate an amount of € 58,766,288.00 for distribution of a dividend of € 0.80 per non-par share with dividend entitlement (DE0007042301) from the net distributable profit; and
- To carry forward the remaining amount of € 271,851,429.52 to new account.

3 Resolution on formal approval of the actions of the members of the Board of Management for financial year 2014

For financial year 2014, 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 2014 for their actions.

4 Resolution on formal approval of the actions of the members of the Supervisory Board for financial year 2014

For financial year 2014, 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 2014 for their actions.

5 Resolution on elections to the Supervisory Board

The Supervisory Board of the company currently consists of 20 members and is composed of ten members representing the shareholders and ten members representing the employees. The statutory provisions stipulating the above composition were § 96 Subsection 1, § 101 Subsection 1, AktG in connection with § 1 Subsection 1 Sentence 1 No. 3 and Sentence 3 as well as Subsection 2 No. 3 MitbestG in connection with Article 10 (1) of the company's Articles of Association in the old version applicable up to the entry of its modification in the commercial register on 10 October 2014.

Pursuant to Article 10 (1) of the Articles of Association the size and composition of the Supervisory Board and the election of the Supervisory Board members in the version applicable up to the modification followed § 6 et seq. MitbestG but subject to the modifying proviso that instead of the provision in § 7 Subsection 1 Sentence 1 No. 2 MitbestG the regulation in § 7 Subsection 1 Sentence 1 No. 3 MitbestG was to be applied

so that the Supervisory Board was generally also still to consist of 20 members instead of 16 members with more than 10,000 employees but not more than 20,000 employees.

This provision in the Articles of Association had no effect while the number of relevant employees was still over 20,000 (previously roughly 43,000). Since interests held by the company were sold, however, the number of relevant employees sank below 20,000 in 2014 and is now just above the threshold of 10,000 employees. Against this background the AGM on 12 June 2014 had resolved to modify the Articles of Association so that the Supervisory Board can in future consist of 16 members with more than 10,000 employees but not more than 20,000 employees as statutorily prescribed in § 7 Subsection 1 Sentence 1 No. 2 MitbestG. This modification of the Articles of Association as resolved by the AGM was entered in the commercial register on 10 October 2014.

Due to the modified provision of the Articles of Association and the stated change in the number of relevant employees the Board of Management commenced status proceedings pursuant to § 97 Subsection 1 AktG on 13 November 2014 and published in the Federal Gazette that the future composition of the Supervisory Board will follow particular provisions. No party entitled to make an application pursuant to § 98 Subsection 2 AktG invoked the Regional Court (Landgericht) in Nuremberg-Fürth which is responsible pursuant to § 98 Subsection 1 AktG in connection with § 14 Subsection 1 No. 2 of the regulation on court jurisdiction in the area of the State Ministry of Justice and for consumer protection dated 11 June 2012 in the version dated 9 September 2013 (GZVJu) within one month after said publication in the Federal Gazette (hereinafter also referred to as the "**Application Period**").

Pursuant to § 97 Subsection 2 Sentence 1 AktG the current composition of the Supervisory Board is consequently now pursuant to § 96 Subsection 1, § 101 Subsection 1 AktG in connection with § 1 Subsection 1, § 7 Subsection 1 Sentence 1 No. 2 and Subsection 2 No. 2 MitbestG. The Supervisory Board thus consists of a total of 16 members, eight members of which are elected by the shareholders and eight members of which are elected by the employees. Pursuant to § 97 Subsection 2 Sentence 3 AktG the term of office of all hitherto Supervisory Board members shall furthermore automatically stop at the end of the first AGM convened after the end of the Application Period. That will be the AGM on 10 June 2015 (the term of office of the hitherto Supervisory Board members will also stop as scheduled anyway at the end of said AGM).

As a result new elections will take place. The election of the employee representatives has already commenced and should be completed on 2 June 2015. The AGM will then elect eight shareholder representatives as Supervisory Board members on 10 June 2015.

The Supervisory Board proposes to elect the following persons named in Ciphers 5.1 to 5.8 below to be the shareholder representatives on the Supervisory Board with effect from the end of the AGM:

- 5.1 **Mr Eugen Münch**, Bad Neustadt a. d. Saale,
Chairman of the Supervisory Board of RHÖN-KLINIKUM AG

It is intended that Mr Münch is again a candidate for the position of Chairman of the Supervisory Board.

- 5.2 **Prof Dr h.c. Ludwig Georg Braun**, Melsungen,
Former Chairman of the Board of Management of B. Braun Melsungen AG,
Managing Director of B. Braun Holding GmbH & Co. KG

- 5.3 **Prof Dr Gerhard Ehninger**, Dresden,
Physician and Hospital Director

- 5.4 **Mr Stephan Holzinger**, Munich,
Managing Partner of
Holzinger Associates GmbH, Lenggries

- 5.5 **Dr. Brigitte Mohn**, Gütersloh,
Member of the Board of Management of Bertelsmann Stiftung

- 5.6 **Mr Wolfgang Mündel**, Kehl,
Wirtschaftsprüfer (German public auditor) and tax consultant in own practice

- 5.7 **Ms Christine Reißner**, Sülzfeld,
Former Managing Director of HELIOS Klinikum Meiningen GmbH

- 5.8 **Dr. Katrin Vernau**, Hamburg,
Executive Director of WDR Westdeutscher Rundfunk, Cologne

The appointment is made for a period of office until the end of the AGM which resolves on the formal approval of actions in the 2019 financial year. Furthermore the period of office of an individual member of the Supervisory Board stops at any rate with the end of the AGM before which the Supervisory Board member has reached the age of 75.

The above election proposals by the Supervisory Board in Ciphers 5.1 to 5.8 are based on a recommendation by the Nomination Committee of the Supervisory Board.

Further details on the nominated candidates:

Pursuant to § 125 Subsection 1 Sentence 5 AktG:

The nominated candidates are members in other supervisory boards whose establishment is required by law and are listed below or in comparable German and foreign supervisory bodies of commercial enterprises:

- **Mr Eugen Münch**

Membership in supervisory boards whose establishment is required by law:

- **HCM SE**, Munich (Member of the Board of Directors and Director)

Membership in possibly comparable German and foreign supervisory bodies of commercial enterprises:

- **Stiftung Münch**, Bad Neustadt a. d. Saale
(Deputy Chairman of the Board of Management, voluntary work)
- **Deutsche Stiftung Patientenschutz**, Dortmund (Stiftungsrat)

In addition Mr Eugen Münch is not a member in any other supervisory boards whose establishment is required for a company by law or in comparable German and foreign supervisory bodies of commercial enterprises.

- **Prof Dr h.c. Ludwig Georg Braun**

Membership in supervisory boards whose establishment is required by law:

- **B. Braun Melsungen AG**, Melsungen (Chairman of the Supervisory Board)
- **B. Braun Avitum AG**, Melsungen (Chairman of the Supervisory Board)
- **Aesculap AG**, Tuttlingen (Chairman of the Supervisory Board)
- **Aesculap Management AG**, Tuttlingen
- **Frankfurter Allgemeine Zeitung GmbH**, Frankfurt / Main
- **Stihl AG**, Waiblingen

The supervisory board mandates in B. Braun Melsungen AG, Aesculap AG, Aesculap Management AG and B. Braun Avitum AG involve Group companies of B. Braun Melsungen AG which is dependent on Prof Dr h.c. Ludwig Georg Braun.

Membership in possibly comparable German and foreign supervisory bodies of commercial enterprises:

- **Stihl Holding AG & Co. KG**, Waiblingen (Member of the Advisory Board)
- **Landesbank Hessen-Thüringen Girozentrale**, Frankfurt / Main
(Member of the Board of Directors)¹
- **WIKUS-Sägenfabrik Wilhelm H. Kullmann GmbH & Co. KG**, Spangenberg
(Member of the Supervisory Board)
- **B. Braun Medical AG**, Lucerne, Switzerland (Vice President of the Board of Directors)

¹ Resignation from office as of 24 April 2015

In addition Prof Dr h.c. Ludwig Georg Braun is not a member in any other supervisory boards whose establishment is required for a company by law or in comparable German and foreign supervisory bodies of commercial enterprises.

- **Prof Dr Gerhard Ehninger**

Membership in supervisory boards whose establishment is required by law:

- **Universitätsklinikum Giessen und Marburg GmbH**, Giessen

In addition Prof Dr Ehninger is not a member in any other supervisory boards whose establishment is required for a company by law or in comparable German and foreign supervisory bodies of commercial enterprises.

- **Mr Stephan Holzinger**

Membership in supervisory boards whose establishment is required by law:

- **Universitätsklinikum Giessen und Marburg GmbH**, Giessen²
- **HCM SE**, Munich (Member of the Board of Directors)

Membership in possibly comparable German and foreign supervisory bodies of commercial enterprises:

- **Stiftung Münch**, Bad Neustadt a. d. Saale
(Chairman of the Board of Management, voluntary work)

In addition Mr Stephan Holzinger is not a member in any other supervisory boards whose establishment is required for a company by law or in comparable German and foreign supervisory bodies of commercial enterprises.

- **Dr. Brigitte Mohn**

Membership in supervisory boards whose establishment is required by law:

- **Bertelsmann Management SE**, Gütersloh (Member of the Supervisory Board)
- **Bertelsmann SE & Co. KGaA**, Gütersloh (Member of the Supervisory Board)
- **Phineo gAG, Berlin** (Member of the Supervisory Board)

Membership in possibly comparable German and foreign supervisory bodies of commercial enterprises:

- **Bertelsmann Stiftung**, Gütersloh (Member of the Board of Management)
- **Bertelsmann Verwaltungsgesellschaft mbH**, Gütersloh (Shareholder)

² Probably until the end of the AGM of RHÖN-KLINIKUM AG on 10 June 2015

- **Stiftung Deutsche Schlaganfall-Hilfe**, Gütersloh (Chair of the Board of Trustees)
- **Stiftung Michael Skopp**, Bielefeld (Member of the Board of Trustees)
- **Agentur Nordpol, Hamburg** (Member of the Advisory Board)
- **Dachstiftung Diakonie, Kästorf** (Member of the Board of Trustees)
- **Robert-Koch-Stiftung e. V., Berlin** (Member of the Board of Trustees)

In addition Dr. Brigitte Mohn is not a member in any other supervisory boards whose establishment is required for a company by law or in comparable German and foreign supervisory bodies of commercial enterprises.

- **Mr Wolfgang Mündel**

Membership in supervisory boards whose establishment is required by law:

- **HCM SE**, Munich (Deputy Chairman of the Board of Directors)

Membership in possibly comparable German and foreign supervisory bodies of commercial enterprises:

- **Jean d'Arcel Cosmétique GmbH & Co KG**, Kehl (Chairman of the Advisory Board)

In addition Mr Wolfgang Mündel is not a member in any other supervisory boards whose establishment is required for a company by law or in comparable German and foreign supervisory bodies of commercial enterprises.

- **Ms Christine Reißner**

Ms Christine Reißner is not a member in any other supervisory boards whose establishment is required for a company by law or in comparable German and foreign supervisory bodies of commercial enterprises.

- **Dr. Katrin Vernau**

Membership in supervisory boards whose establishment is required by law:

- **WDR mediagroup GmbH**, Cologne (Member of the Supervisory Board)
- **Universitätsklinikum Giessen und Marburg GmbH**, Giessen³
(Member of the Supervisory Board)

Membership in possibly comparable German and foreign supervisory bodies of commercial enterprises:

- **ARD ZDF Deutschlandradio Beitragsservice** (joint facility under public law and without legal capacity of the federal state public broadcasting organisations, of

³ Probably from the end of the AGM of RHÖN-KLINIKUM AG on 10 June 2015.

ZDF and of Deutschlandradio which are combined in the working group of the broadcasting organisations under public law of the Federal Republic of Germany (ARD) for the purpose of collecting licence fees pursuant to the State Broadcasting Agreement on Licence Fees (Rundfunkbeitragsstaatsvertrag)), Cologne (Chair of the Board of Directors)

- **Rheinische Friedrich Wilhelms Universität Bonn**, Bonn (Member and Deputy Chair of the University Council, Head of the Finance Committee)
- **Claussen-Simon-Stiftung**, Hamburg (Member of the Board of Trustees)
- **Duale Hochschule Baden-Württemberg**, Stuttgart (Member of the (founding) Supervisory Board and Personnel Affairs Committee)

In addition Dr. Katrin Vernau is not a member in any other supervisory boards whose establishment is required for a company by law or in comparable German and foreign supervisory bodies of commercial enterprises.

Pursuant to Cipher 5.4.1 Subsections 4 to 6 German Corporate Governance Code (GCGC):

The candidates Eugen Münch, Prof Dr h.c. Ludwig Georg Braun, Prof Dr Gerhard Ehninger, Stephan Holzinger, Dr Brigitte Mohn, Wolfgang Mündel and Dr Katrin Vernau have already hitherto been members of the Supervisory Board of the company.

The candidate Prof Dr h.c. Ludwig Georg Braun holds an interest of 18.01 percent of the voting rights in RHÖN-KLINIKUM AG through the companies Ludwig G. Braun GmbH & Co. KG, B. Braun Holding GmbH & Co. KG and B. Braun Melsungen AG which are controlled by him. B. Braun Melsungen AG and its subsidiaries supply RHÖN-KLINIKUM AG and its subsidiaries with medical products and hospital supplies.

The Supervisory Board believes that no other personal or business relationships which are relevant for the election by the AGM exist between the candidates on the one hand and the company, the executive bodies of the company or a shareholder who holds a direct or indirect interest of more than 10 percent of the shares with voting rights in the company on the other hand.

6 Election of the statutory auditor for financial year 2015

Based on the recommendation of the Audit Committee, the Supervisory Board proposes that PricewaterhouseCoopers Aktiengesellschaft Wirtschaftsprüfungsgesellschaft, Frankfurt am Main, be elected as auditors for the Annual Financial Statements of RHÖN-KLINIKUM AG and the Consolidated Financial Statements for financial year 2015 as well as for any review of the 2015 Half-Year Financial Report.

FURTHER INFORMATION ON THE CONVENING OF THE ANNUAL GENERAL MEETING AND ON THE ANNUAL GENERAL MEETING

We have asked the credit institutions to forward the convening notice for the Annual General Meeting to all shareholders for whom they hold the shares in RHÖN-KLINIKUM AG in custody. Shareholders who do not receive this information by two weeks before the Annual General Meeting are requested to order these documents from their respective custodian bank.

Conditions for attending the Annual General Meeting and exercising voting rights

Those shareholders shall be entitled to participate in the Annual General Meeting and to exercise their voting rights who register with the Company under the following address and submit special proof of their shareholding issued by their custodian institution to the following address:

RHÖN-KLINIKUM AG
c/o Computershare Operations Center
80249 München, Germany; or
by fax: +49 (0) 89-3090374675; 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, that is 20 May 2015, 00.00 hrs, ("**Record Date**") and be received by the Company together with the registration no later than 3 June 2015 (24.00 hrs) at the address specified. The proof of shareholding with respect to shares not held in a securities account of a credit institution or in collective custody 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 German Civil Code (BGB)) and in the German or English language.

After receipt of the registration and the proof of shareholding, the shareholders will be sent an admission ticket for the Annual General Meeting bearing their name, stating the number of shares for which proof has been furnished and at the same time serving as a ticket of admission to the Annual General Meeting for a representative presenting proper proof of identification. To ensure that they receive the admission tickets on time, we kindly ask the shareholders to make early arrangement for their registration and proof to be submitted.

As regards the participation in the meeting or the exercise of voting rights, only such person is deemed to be a shareholder in relation to the Company who has furnished special proof of shareholding. The entitlement to participate or the scope of the voting right is exclusively based on the shareholding as at the Record Date. The Record Date does not entail a lock-up on the disposal of shares. Even in the event of a complete or partial disposal of the shareholding after the Record Date, only the shareholding of the registered person as at the

Record Date will be relevant for the participation and the scope of the voting right; this means that sales of shares after the Record Date do not have any effect on the entitlement to participate in the Annual General Meeting and the scope of voting rights. The same shall apply if shares are newly or additionally acquired after the Record Date. Persons who do not yet hold any shares at the Record Date and become shareholders only after that date, as well as registered persons who additionally acquire further shares after the Record Date, will be entitled to participate in the meeting and in voting only with respect to the shares acquired by them after the Record Date insofar as they are appointed as proxy or are granted authorisation to participate and exercise these rights.

Representation for voting by proxy

Shareholders not wishing to participate in the Annual General Meeting in person may exercise their voting rights by appointing a proxy, e.g. a credit institution, a shareholders' association, third parties or proxies appointed by the Company. Also in this case, timely registration together with the submission of the proof of shareholding will be required.

The shareholders who have registered for the Annual General Meeting in due time receive a proxy form together with the admission ticket form. Furthermore, a form for granting of proxy voting rights as well as a form for revoking such grant will be available on the Internet homepage of the Company at <http://www.rhoen-klinikum-ag.com/hv> shortly after the convening of the Annual General Meeting. Shareholders wishing to appoint a proxy are requested to preferably use the proxy form sent along with the admission ticket in order to issue such authorisation.

Generally, the grant of authorisation, the revocation and proof of such authorisation to the Company needs to be in text form if the proxy for the exercise of voting rights is neither a credit institution nor a shareholders' association nor any other institution or legal entity which is deemed equivalent to them pursuant to sections 135 (8) and (10) of the AktG.

If an authorisation to exercise voting rights is granted to credit institutions, institutions or corporations deemed equivalent to them (sections 135 (10), 125 (5) of the AktG) and to shareholders' associations or legal entities within the meaning of section 135 (8) 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 credit institutions, shareholders' associations or legal entities or institutions deemed equivalent to such credit institutions and shareholders' associations.

If a shareholder appoints more than one person as proxy, the Company may reject one or several of them.

Any authorisation must be evidenced by the proxy at the date of the Annual General Meeting; it is also possible to issue an authorisation and provide the respective evidence by

way of a declaration to the Company, which may be sent by post, fax or electronically by e-mail and must be received at the following address:

RHÖN-KLINIKUM AG
c/o Computershare Operations Center
80249 München, Germany; or
by fax: +49 (0) 89-3090374675; or
by e-mail: rka-hv2015@computershare.de

We offer our shareholders the possibility of authorising proxies, who are appointed by the Company and bound by instructions, prior to the Annual General Meeting. A form for granting of proxy voting rights and issuing of instructions for representation by proxies appointed by the Company will be provided to the shareholders on the admission ticket form for the Annual General Meeting. The form for granting of authorisation to the proxies appointed by the Company will also be available on the Internet homepage of the Company at <http://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. All proxies appointed by the Company, however, require in each case clear voting instructions by shareholders regarding the individual items of the Agenda which are subject to resolution. If no such instructions are given, the proxies appointed by the Company cannot represent the votes. They are obliged to vote in accordance with the instructions given by the shareholders.

Shareholders wishing to take advantage of the opportunity to authorise a proxy or proxies appointed by the Company are kindly asked to order their admission ticket as soon as possible to ensure that their admission ticket is available in due time.

The authorisation of proxies appointed by the Company, the revocation and the proof of such authorisation to be furnished to the Company also need to be in text form. However, we kindly ask you to also sign the authorisation of proxies appointed by the Company before you submit it to us; this is to ensure that we can record the authorisation in a verifiable form. Further details regarding the appointment of proxies and voting instructions to proxies appointed by the Company prior to the Annual General Meeting are provided on the admission ticket form. The authorisation of and voting instructions to proxies appointed by the Company must be received by the Company by post, fax or electronically by e-mail at the following address no later than 9 June 2015, 24.00 hrs:

RHÖN-KLINIKUM AG
c/o Computershare Operations Center
80249 München, Germany; or
by fax: +49 (0) 89-3090374675; or
by e-mail: rka-hv2015@computershare.de

By way of precaution it is pointed out that the Company, should it have any doubts as to the correctness or authenticity of the proof of entitlement, is entitled to request suitable further proof (Section 16 (2) subpara. 2 of the Articles of Association).

Shareholder motions and nominations, right to obtain information

a) Supplemental Items upon request of a minority (section 122 (2) of the AktG)

Shareholders whose shares together reach the pro-rata portion of the registered share capital of € 500,000.00 (this corresponds to 200,000 shares) may request items to be put on the Agenda and announced. Each new agenda item has to be submitted with a statement of reasons or a resolution proposal. The request is to be addressed to the Board of Management in writing and must be received by the Company at the address below at least 30 days prior to the meeting, i.e. no later than 10 May 2015, 24.00 hrs:

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

b) Shareholder motions and nominations (sections 126 (1) and 127 of the AktG)

Pursuant to section 126 (1) of the AktG, each shareholder is entitled to submit counterproposals to the resolutions proposed by the Board of Management and the Supervisory Board regarding Agenda Items. The same applies to counterproposals for nominations regarding the election of members of the Supervisory Board and auditors (section 127 of the AktG). Such counterproposals are to be directed exclusively to:

RHÖN-KLINIKUM AG
– Hauptversammlung –
Schlossplatz 1
97616 Bad Neustadt a. d. Saale
Germany; or
by fax: +49 (0) 9771-991736; or
by e-mail: hv@rhoen-klinikum-ag.com

The Company – subject to sections 126 (2) and (3), 127 of the AktG – will immediately make all counterproposals and nominations by other shareholders which are submitted to this address at least 14 days prior to the Annual General Meeting, i.e. no later than 26 May 2015, 24.00 hrs available to all shareholders on the Company's Internet homepage at <http://www.rhoen-klinikum-ag.com/hv>. Any statements by the Management will also be published at the above Internet address subsequently.

c) Shareholder's right to obtain information (section 131 (1) of the AktG)

Upon request, each shareholder is entitled to obtain information from the Board of Management regarding the matters of the Company in the Annual General Meeting, including the legal and business relations with affiliated companies as well as information on the situation of the Group and the companies included in the Consolidated Financial Statements, provided that such information is required for a proper assessment of the relevant Agenda Item and no right to refuse to provide information exists.

d) Further explanations on shareholder rights

Further explanations on the shareholders' rights pursuant to sections 122 (2), 126 (1), 127, 131 (1) of the AktG are available on the Company's Internet homepage at <http://www.rhoen-klinikum-ag.com/hv> from the date of convening of the Annual General Meeting.

Total number of shares and voting rights

At the date of convening of the Annual General Meeting, the registered share capital of RHÖN-KLINIKUM AG is divided into a total of 73,481,860 non-par bearer shares in the aggregate each conferring one vote. The total number of voting rights thus amounts to 73,481,860 voting rights. Upon convening of the Annual General Meeting, the company holds 24,000 treasury shares that do not grant it any voting rights.

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, in particular the documents regarding Agenda Item 1 as well as any further information in connection with the Annual General Meeting, particularly pursuant to Section 124a of the AktG, are available for inspection on the Internet homepage of the Company at <http://www.rhoen-klinikum-ag.com/hv> from the date of convening of the Annual General Meeting.

The documents to be made available will also be displayed for inspection at the Annual General Meeting on 10 June 2015. Any counterproposals, nominations and supplemental requests of shareholders which are received by the Company and are subject to publication will also be made available on the aforementioned Internet homepage.

The invitation to the Annual General Meeting with Agenda is published in the Federal Gazette on 28 April 2015.

Bad Neustadt a. d. Saale, 28 April 2015

RHÖN-KLINIKUM AG
The Board of Management