

„The Supervisory Board and the Board of Management of RHÖN-KLINIKUM AG declare that the Company has and will in 2004 adopt the recommendations made by the „Government Commission German Corporate Governance Code“ and published on 21 May 2003 by the Federal Minister of Justice in the official section of the electronic Federal Gazette (eBundesanzeiger), with the exception of the following **recommendations**:

- Item 2.1 RHÖN-KLINIKUM AG has issued a total of 17,280,000 ordinary shares and 8,640,000 non-voting preference shares.

- Item 3.10 The Supervisory Board and the Board of Management have taken position on the question of the application of the German Corporate Governance Code in its version of 21 May 2003, and a corresponding joint declaration has been published on the Company's web site, in accordance with § 161 of the Companies Act (AktG). There will be no further information on the subject in the Company's Annual Report, nor any further explanation regarding possible deviations from the recommendations contained in that Code.

- Item 5.4.1 The Supervisory Board and the Board of Management will propose to shareholders at the annual general meeting to include an age limit for members of the Supervisory Board and the Board of Management in the Articles of Association.

- Item 5.4.5 The compensation for members of the Supervisory Board is ruled by the Company's Articles of Association, § 14. Exercising of the chair position as well as membership in committees has been considered in the general compensation provisions, as laid down in § 14, Item 2, of the Company's Articles of Association; other specific consideration for such functions is not provided.

- Item 5.5.3 Two members of the Supervisory Board of RHÖN-KLINIKUM AG are representatives of the trade union ver.di, and six members are representatives of the workforce of the Company, pursuant to the provisions of the Codetermination Act (Mitbestimmungsgesetz) of 4 May of 1976. This legal constellation may lead to conflicts of interest in individual cases. This is why, in general, the Supervisory does not apply item 5.5.3. of the code.

- Item 7.1.2 The Company's and the Group's financial year is identical with the calendar year. The annual financial statements of the Company and the Group are regularly published in the month of April following the end of the financial year.

The Supervisory Board and the Board of Management will decide on the application of the **suggestions** contained in the Code as the case may be selective; neither the Code itself nor § 161 AktG (Stock Corporation Act) provide compulsory disclosure in case of non-compliance or deviations from the recommendations of the Code.”

Bad Neustadt/Saale, 24 March 2004

RHÖN-KLINIKUM AG

The Board of Management