

This translation is intended for convenience purposes only and solely the German version of explanation on shareholder rights shall be binding.

INVITATION TO THE ANNUAL GENERAL MEETING ON 7 JUNE 2017



RHÖN-KLINIKUM
AKTIENGESELLSCHAFT

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

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 2017, at 10.00 a.m.

at the Kultur- und Kongresszentrum der Jahrhunderthalle,
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 2016, as well as the Management Reports on the situation of the Company and of the Group for financial year 2016 (including the notes on the disclosures pursuant to sections 289 (4) and 315 (4) of the German Commercial Code (Handelsgesetzbuch, HGB), respectively, for financial year 2016) and the Report of the Supervisory Board for financial year 2016

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 Internet homepage of the Company at <http://www.rhoen-klinikum-ag.com/hv> from the date of convening of the Annual General Meeting. On request, every shareholder will be provided with a copy of these documents without delay and at no charge. 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. 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 6 April 2017. 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 2016, 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 € 168,369,902.96.

From this net distributable profit, the Board of Management and the Supervisory Board propose

- appropriating an amount of € 23,428,464.50 for distribution of a dividend of € 0.35 per no-par value share with dividend entitlement (DE0007042301), and
- carrying forward the remaining amount of € 144,941,438.46 to new account.

3 Resolution on formal approval of the actions of the members of the Board of Management for financial year 2016

For financial year 2016, the Board of Management and the Supervisory Board propose that formal approval be granted for the actions of the members of the Board of Management in office in financial year 2016, Dr. Dr. Martin Siebert, Prof. Dr. Bernd Griewing and Martin Menger.

4 Resolution on formal approval of the actions of the members of the Supervisory Board for financial year 2016

For financial year 2016, 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 2016 for their actions.

5 Resolution on the by-election to the Supervisory Board

Pursuant to sections 96 (1) and 101 (1) of the AktG in conjunction with section 1 (1), section 7 (1) sentence 1 no. 2 and (2) no. 2 of the German Co-Determination Act (Mitbestimmungsgesetz, MitBestG), the Company's Supervisory Board is composed of 16 members, eight of whom are elected by the Annual General Meeting and eight by the employees.

For Mr. Stephan Holzinger, who left the Supervisory Board on expiry of 31 January 2017, Dr. Annette Beller was appointed member of the Supervisory Board by decision of the Local Court of Schweinfurt – register court – of 22 March 2017 until conclusion of the next Annual General Meeting.

For this reason, an election to the Supervisory Board is to be conducted at the Annual General Meeting taking place on 7 June 2017. Such election shall take place, pursuant to Section 10 (6) of the Articles of Association, for the remaining term of the original office of Mr. Stephan Holzinger, hence until conclusion of the Annual General Meeting resolving on formal approval of actions for financial year 2019.

At the Company, in accordance with section 96 (2) of the AktG, at least 30% of the Supervisory Board is to be made up of women and at least 30% of men, which – relative to the entire Supervisory Board – corresponds to at least five seats in each case. The minimum share is to be met by the Supervisory Board as a whole. Neither the shareholders' nor employee representatives raised any objections to the chairman of the Supervisory Board regarding the issue of overall compliance by reason of a resolution adopted by majority. The Supervisory Board of the Company, including Dr. Beller, is made up of nine men and seven women. With reference to the members of the Supervisory Board to be elected by the Annual General Meeting alone, the Supervisory Board, including Dr. Beller, is made up of four men and four women.

The Supervisory Board proposes electing the person named below as member of the Supervisory Board representing the shareholders with effect from conclusion of the Annual General Meeting:

- **Dr. Annette Beller**, member of the management board of B. Braun Melsungen AG, Kassel

The appointment of Dr. Annette Beller is made for the term of office until the conclusion of the Annual General Meeting resolving on formal approval of actions for financial year 2019.

The foregoing nomination by the Supervisory Board is based on a recommendation by the Nomination Committee of the Supervisory Board.

If this nomination is approved by the Annual General Meeting, the Supervisory Board, pursuant to section 100 (5) of the AktG, will continue to have at least one member possessing expertise in the fields of accounting or auditing of annual accounts and the members in their entirety will continue to be familiar with the sector in which the Company operates.

Pursuant to the last Declaration of Compliance dated 3 November 2016, the Supervisory Board does not state any specific objectives regarding its composition and does not define any limits, either, whether in respect of age or in terms of a standard length of service within the meaning of Code Item 5.4.1 (2) sentence 1 of the German Corporate Governance Code (CCGC¹). Accordingly, the recommendations based on this pursuant to Code Item 5.4.1 (3) are not complied

¹ The references to the GCGC relate to the version as amended on 5 May 2015.

with. In the past the Supervisory Board, when nominating a candidate, has been guided solely by the qualification of the candidate and by the law, making sure that the candidate will be able to make the time commitment to be expected within the meaning of Code Item 5.4.1 (4) of the GCGC.

Dr. Annette Beller is a member of the Supervisory Board of RHÖN-KLINIKUM AG, a member of other statutorily constituted supervisory boards or similar domestic or foreign supervisory bodies, as well as a member of the management board of B. Braun Melsungen AG. B. Braun Melsungen AG directly or indirectly holds an interest of more than 10% of the voting shares in RHÖN-KLINIKUM AG and is one of its suppliers in the area of medical devices and hospital supplies. In the view of the Supervisory Board, no other personal or business relationships within the meaning of Code Item 5.4.1 (5) to (7) GCGC exist between Dr. Annette Beller on the one hand and RHÖN-KLINIKUM AG, the corporate bodies of RHÖN-KLINIKUM AG or a shareholder directly or indirectly holding an interest of more than 10% of the voting shares in RHÖN-KLINIKUM AG on the other which a reasonably objective shareholder would regard as being relevant for his voting decision.

Further particulars relating to the nominated candidate (section 125 (1) sentence 5 of the AktG)

Besides her membership of the Supervisory Board of RHÖN-KLINIKUM AG, Dr. Annette Beller is not a member of any other statutorily constituted supervisory board.

Dr. Annette Beller is a member of the following potentially similar domestic and foreign supervisory bodies of commercial businesses:

- Landesbank Hessen-Thüringen Girozentrale, Frankfurt am Main (member of the board of directors),
- B. Braun Medical (Pty) Ltd., Johannesburg, South Africa (member of the Board of Directors)².

Beyond that, Dr. Annette Beller is not a member in any company of statutorily constituted supervisory boards or similar domestic and foreign supervisory bodies of commercial businesses.

² This membership, according to the notification of the Candidate, does not correspond to that of membership of a supervisory board in terms of its functional aspects. It is therefore specified merely by way of precaution.

6 Resolution on the authorisation to purchase and to use treasury shares pursuant to section 71 (1) no. 8 of the AktG also to the exclusion of subscription rights

The authorisation to purchase and to use treasury shares pursuant to section 71 (1) no. 8 of the AktG as resolved by the Annual General Meeting on 13 June 2012 was limited to a term running until 31 December 2013. The authorisation to purchase treasury shares pursuant to section 71 (1) no. 8 sentence 6 of the AktG as resolved by the Annual General Meeting on 12 June 2014 for the purpose of redemption was limited to a term running until 31 December 2015. The resolution as proposed below grants the Company a new authorisation pursuant to section 71 (1) no. 8 of the AktG to purchase treasury shares and to use treasury shares purchased on the basis of this or previous authorisations, which is limited to a term running until 31 December 2021.

The Board of Management and the Supervisory Board propose adopting the following resolution:

6.1 Authorisation to purchase treasury shares

The Board of Management is hereby authorised pursuant to section 71 (1) no. 8 of the AktG, subject to the consent of the Supervisory Board, to purchase treasury shares for any permissible purpose within the scope of the statutory restrictions and subject to the provisions as set out hereinafter up to a total amount equal to 10% of the registered share capital existing when this resolution is adopted or of the registered share capital existing when this authorisation is exercised, whichever is lower. The authorisation applies until 31 December 2021.

In this connection, the shares purchased in accordance with this authorisation together with other shares of the Company which the Company has already purchased and still holds, or which are to be attributed to it pursuant to sections 71d and 71e of the AktG, shall at no time exceed 10% of the respective registered share capital. The authorisation may not be exercised for the purpose of trading in treasury shares.

6.2 Types of purchase of treasury shares

At the election of the Board of Management, repurchases may be effected (a) on the stock market or (b) by way of a public purchase offer addressed to all shareholders.

(a) Purchases via stock market

If repurchases of the shares are effected via the stock market, the purchase price paid per share (excluding ancillary purchase costs) may not be more than 5% higher and not more than 5% lower than the weighted average market price on the Frankfurt Stock Exchange as determined based on the arithmetic mean of the

closing auction prices of the RHÖN-KLINIKUM share in XETRA trading (or on any comparable trading system substituting XETRA) for the three trading days immediately preceding the purchase of the share.

- (b) Purchase via public purchase offer
 - (i) If repurchases of the shares are effected based on a public purchase offer, the offer price per share offered by the Company (excluding ancillary purchase costs) may not be more than 5% lower and not more than 5% higher than the weighted average market price on the Frankfurt Stock Exchange as determined based on the arithmetic mean of the closing auction prices of the RHÖN-KLINIKUM share in XETRA trading (or on any comparable trading system substituting XETRA) for the three trading days immediately preceding the date on which a public purchase offer is published.
 - (ii) The acceptance notices of the shareholders for a public purchase offer shall be considered based on shareholding ratios through notification of the tender rights attributable to the shareholding as well as any tender rights additionally acquired by other shareholders.
 - (iii) The further terms and conditions of a public purchase offer, in particular the establishment and terms of trading in tender rights, shall be determined by the Board of Management subject to the consent of the Supervisory Board.

6.3 Use of treasury shares

The Board of Management is hereby authorised, in each case subject to the consent of the Supervisory Board, to use the treasury shares purchased on the basis of this authorisation or previously granted authorisations, in addition to the purpose of sale via the stock market or an offer to all shareholders in the ratio of their participation interest, for any permissible purpose, in particular also as follows:

(a) Redemption

They may be redeemed with the consent of the Supervisory Board without any further resolution by the Annual General Meeting being required. In this connection, the Board of Management is hereby authorised, subject to the consent of the Supervisory Board, to reduce the registered share capital in the simplified procedure by the pro rata amount of the registered share capital attributable to the redeemed shares and to amend the number of shares stated in the Articles of Association according to the extent to which the capital reduction by redemption is executed. The shares repurchased may also be redeemed by the Board of Management, subject to the consent of the Supervisory Board, in the simplified procedure without a capital reduction by

adjusting the pro rata notional nominal amount of the remaining non-par shares in the Company's registered share capital. In the latter case, the Board of Management is hereby authorised to adjust the stated number of non-par shares in the Articles of Association.

(b) Non-cash contributions

They may be offered and transferred, subject to the consent of the Supervisory Board, against non-cash contributions, particularly in the context of business combinations or for the (also indirect) acquisition of companies, businesses, company divisions, equity interests or other assets or claims to acquisition of assets including claims against the Company or its group subsidiaries.

(c) Sale against cash payment

They may be sold, subject to the consent of the Supervisory Board, against cash payment if the sale price is not substantially lower than the market price of a RHÖN-KLINIKUM share. The nominal share in the registered share capital attributable to the shares used in accordance with the authorisation of this lit. (c) may not be higher than 10% of the registered share capital existing when this resolution is adopted or of the registered share capital existing when this resolution is exercised, whichever is lower, if the shares, by analogous application of section 186 (3) sentence 4 of the AktG, are issued excluding subscription rights against cash contributions not substantially below the market price. Those shares issued or sold during the term of this authorisation until the time it is exercised by direct or analogous application of this provision shall be applied to this limitation.

6.4 The authorisations set out in this resolution may be exercised in each case independently, in one or several tranches, individually or collectively, in whole or in part, also by group subsidiaries or by third parties acting on behalf of the Company or of its group subsidiaries.

6.5 The shareholders' subscription right for purchased treasury shares is excluded to the extent that such shares are used in accordance with the aforementioned authorisations under lit. (b) and lit. (c). The subscription right may further be excluded for fractional amounts in the case of an offer for the purchase of treasury shares made to all shareholders.

In the context of the authorisation to purchase and use treasury shares as proposed under Agenda Item 6, the Board of Management shall submit a written report stating the reasons on the basis of which it is to be authorised to exclude the subscription and tender right of the shareholders in specific cases (section 186 (4) sentence 2 in conjunction with section 71 (1) no. 8 sentence 5 of the AktG). The report is inserted immediately subsequent to the Agenda.

7 Election of the statutory auditor for financial year 2017

Based on the recommendation of the Audit Committee, the Supervisory Board proposes that PricewaterhouseCoopers GmbH 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 2017 as well as for any review of the 2017 Half-Year Financial Report.

Report of the Board of Management on Agenda Item 6 (Authorisation to purchase and to use treasury shares pursuant to section 71 (1) no. 8 of the AktG also to the exclusion of subscription rights [in accordance with] section 186 (4) sentence 2 in conjunction with section 71 (1) no. 8 sentence 5 of the AktG)

The Board of Management hereby submits a report on Agenda Item 6 in accordance with section 186 (4) sentence 2 in conjunction with section 71 (1) no. 8 sentence 5 of the AktG . The report, as an integral part of this Invitation, is accessible at the Internet address <http://www.rhoen-klinikum-ag.com/hv> and shall be available for inspection during the Annual General Meeting:

Agenda Item 6 contains the proposal to authorise the Company to purchase treasury shares up to an amount equal to no more than 10% of the current registered share capital in the period from the date of adoption of the resolution until 31 December 2021. Most recently, (i) the Annual General Meeting of 13 June 2012 had resolved on an authorisation to purchase and to use treasury shares in accordance with section 71 (1) no. 8 of the AktG which was limited to a term running until 31 December 2013 and which was not exercised, and (ii) the Annual General Meeting of 12 June 2014 had resolved on an authorisation to purchase and to use treasury shares in accordance with section 71 (1) no. 8 sentence 6 of the AktG for the purpose of redemption which was limited to a term running until 31 December 2015 and which was exercised in October 2015 to the extent of roughly 9%. Accordingly, the Company currently does not have any authorisation to purchase and to use treasury shares pursuant to section 71 (1) no. 8 of the AktG.

Purchase of treasury shares

At this year's Annual General Meeting, the Board of Management is to be issued a new authorisation to purchase treasury shares subject to the consent of the Supervisory Board pursuant to section 71 (1) no. 8 of the AktG. By the new authorisation to purchase treasury shares, the Company is to be enabled, until 31 December 2021, to purchase treasury shares in an amount equal to 10% of the registered share capital and thus to avail itself of the statutory scope applying to such authorisations.

At the election of the Board of Management, purchases may be effected either on the stock market or by way of a public purchase offer addressed to all shareholders. If repurchases of the shares are effected via the stock market, the purchase price per share (excluding ancillary purchase costs) may not be more than 5% higher or lower than the weighted average market price on the Frankfurt Stock Exchange as determined based on the arithmetic mean of the closing auction prices of the RHÖN-KLINIKUM share in XETRA trading (or on any comparable trading system substituting XETRA) for the three trading days immediately preceding the purchase of the share.

If a public purchase offer is executed, the acceptance notices shall be considered based on shareholding ratios through notification of the tender rights attributable to the shareholding as well as any tender rights additionally acquired by other shareholders. During the acceptance period, stock exchange trading in tender rights may be established.

Use of treasury shares

The Board of Management is to be authorised, subject to the consent of the Supervisory Board, to redeem treasury shares of the Company without the execution of the redemption requiring a further resolution by the Annual General Meeting, and to reduce the registered share capital in the simplified procedure by the pro rata amount of the registered share capital attributable to the redeemed shares and to amend the number of shares stated in the Articles of Association according to the extent to which the capital reduction by redemption is executed. The shares repurchased may also be redeemed by the Board of Management, subject to the consent of the Supervisory Board, in the simplified procedure without a capital reduction by adjusting the pro rata notional nominal amount of the remaining non-par shares in the Company's registered share capital. In the latter case, the Board of Management is hereby authorised to adjust the stated number of non-par shares in the Articles of Association. There are currently no specific plans to exercise such authorisation.

The authorisation shall also cover the use or sale of treasury shares as further described hereinafter, particularly to the extent such use or sale is made in conjunction with an exclusion of the shareholders' subscription right.

The Board of Management is to be enabled to offer and transfer treasury shares, subject to the consent of the Supervisory Board, against non-cash contributions, and to thus use the same as consideration in the context of business combinations or as consideration for the (also indirect) acquisition of companies, businesses, company divisions, equity interests or other assets or claims to acquisition of assets including claims against the Company or its group subsidiaries. The authorisation proposed for this reason is to strengthen RHÖN-KLINIKUM AG in competing for attractive acquisitions and to enable it to respond to opportunities to acquire such assets as they arise, flexibly and without adversely impacting the Company's liquidity position, through the use of treasury shares. This is duly taken account of by the proposed exclusion of the shareholders' subscription right. The decision as to whether and to what extent treasury shares are to be used as an acquisition currency in

the individual case shall be made by the Board of Management, with the latter to be guided in such decision solely by the interests of the shareholders and of the Company. When determining valuation ratios the Board of Management shall ensure that the interests of the shareholders are duly safeguarded. In this connection, the Board of Management shall take account of the market price of the RHÖN-KLINIKUM share. However, there are no plans to apply any fixed formula relating to a market price, particularly so as to exclude the possibility of any negotiation results achieved being called into question again by fluctuations in the market price. There are currently no specific plans to exercise such authorisation.

It is moreover to be possible, subject to the consent of the Supervisory Board, to sell purchased treasury shares also against cash payment with exclusion of the subscription right, for example to one or more institutional investors or to expand the investor base. The requirement for such sale is that the sale price is not substantially lower than the market price of a RHÖN-KLINIKUM share. The possibility of selling repurchased treasury shares against cash payment excluding the shareholders' subscription right serves the interest of the Company in obtaining the best possible price when selling the treasury shares. Exclusion of the subscription right enables a placement close to the market price so that the discount customary for subscription rights issues does not apply. Compared with a gradual, staggered sale of the shares via the stock market, this approach results in an immediate inflow of capital and avoids the uncertainties for the total purchase price obtained associated with the future development of the stock market. The Company is put in a position to avail itself quickly, flexibly and cost-effectively of the opportunities arising from the prevailing stock market conditions. The nominal share in the registered share capital attributable to the shares sold subject to such facilitated exclusion of subscription rights may not exceed 10% in total of the registered share capital existing when the resolution of the Annual General Meeting is adopted or existing when the authorisation is exercised, whichever is lower. Orientation of the selling price on the market price takes account of the principle of dilution protection, and the asset and voting rights interests of the shareholders are duly safeguarded. The Management – giving due regard to the currently prevailing stock market situation – shall endeavour to keep any discount on the stock market price as low as possible. The shareholders in principle have the possibility of maintaining their participation ratio by purchasing RHÖN-KLINIKUM shares via the stock market on similar terms and conditions, whilst the Company is afforded greater latitude to act in the interests of the shareholders. There are currently no specific plans to exercise such authorisation.

The proposed authorisation ensures that the number of treasury shares issued in accordance with Agenda Item 6 subject to facilitated exclusion of subscription rights by analogous application of section 186 (3) sentence 4 of the AktG, together with other shares which were issued or sold by direct or analogous application of this provision, during the term of the authorisation up to the time when it is exercised, shall not exceed the limit of 10% of the registered share capital neither at the time of the resolution of the Annual General Meeting being adopted nor at the time of the authorisation being exercised.

The Board of Management will report to the Annual General Meeting on the authorisation being exercised.

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 Munich, Germany; or
by fax: 0893090374675; 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 17 May 2017, 00.00 hrs, (“**Record Date**”) and be received by the Company together with the registration no later than 31 May 2017 (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 of the 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 Munich; or
by fax: 089 3090374675; or
by e-mail: rka-hv2017@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 6 June 2017, 24.00 hrs:

RHÖN-KLINIKUM AG
c/o Computershare Operations Center
80249 Munich; or
by fax: 089 3090374675; or
by e-mail: rka-hv2017@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 7 May 2017, 24.00 hrs:

RHÖN-KLINIKUM AG
– Board of Management –
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
– Board of Management –
Schlossplatz 1
97616 Bad Neustadt a. d. Saale
Germany; or
by fax: 09771991736; 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 23 May 2017, 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 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.

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 124 a 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 7 June 2017. 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 24 April 2017.

Bad Neustadt a. d. Saale, 24 April 2017

RHÖN-KLINIKUM Aktiengesellschaft
The Board of Management