

**This document is a non-binding convenience translation of the German-language Supplement to the Reasoned Statement (*Ergänzung der Begründete Stellungnahme*) of the Management Board (*Vorstand*) of RHÖN-KLINIKUM Aktiengesellschaft pursuant to the German Securities Acquisition and Takeover Act (WpÜG)**

**IN CASE OF ANY DISCREPANCY BETWEEN THE ENGLISH AND THE GERMAN VERSION ONLY THE GERMAN VERSION IS BINDING**

Mandatory publication pursuant to Sections 34, 27 (3) sentence 1 and Section 14 (3) sentence 1 of the German Securities Acquisition and Takeover Act ( <i>Wertpapiererwerbs- und Übernahmegesetz</i> , WpÜG)
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**Supplement to the Reasoned Statement  
of the Management Board**

of

**RHÖN-KLINIKUM Aktiengesellschaft**  
Salzburger Leite 1  
97616 Bad Neustadt a. d. Saale  
Germany

regarding the

**Voluntary Public Takeover Offer**  
**(cash offer in accordance with Section 29 of the German Securities Acquisition and Takeover Act)**

of

**Asklepios Kliniken GmbH & Co. KGaA**  
Rübenkamp 226  
22307 Hamburg  
Germany

**to the Shareholders of RHÖN-KLINIKUM Aktiengesellschaft**

RHÖN-KLINIKUM Aktiengesellschaft Shares: ISIN DE0007042301  
Tendered RHÖN-KLINIKUM Aktiengesellschaft Shares: ISIN DE000A288748

## 1. GENERAL INFORMATION ABOUT THE REASONED STATEMENT

On 22 April 2020, the management board (*Vorstand*) of the Company (**Management Board**) issued a reasoned statement (the **Original Reasoned Statement**) in accordance with Section 27 para. 3 in conjunction with Section 14 para. 3 sentence 1 WpÜG.

Reference is made to the Original Reasoned Statement. Unless otherwise defined herein, defined terms shall have the same meaning as in the Original Reasoned Statement.

## 2. SUPPLEMENT TO THE ORIGINAL REASONED STATEMENT

Section 9.1 of the Original Reasoned Statement describes the special interests of the members of the Management Board in connection with the Offer.

With regard to the special interests of the members of the Management Board in connection with the Offer, the Original Reasoned Statement contains the following statement:

*“Under the current Management Board service agreement between the Company and Stephan Holzinger, Stephan Holzinger has a special right of termination in the event of a change of control. A change of control event occurs if (i) either a third party or several third parties jointly acquire more than 50% of the voting rights in the Company, (ii) an inter-company agreement is concluded with the Company as dominated company in accordance with Section 291 AktG or (iii) the Company is merged with another legal entity in accordance with Section 2 of the German Transformation Act (Umwandlungsgesetz – UmwG), unless the value of the other legal entity is less than 50% of the value of the Company, as evidenced by the agreed exchange ratio (**Change-of-Control-Event**). In the event that a Change-of-Control-Event occurs, Stephan Holzinger may terminate his service contract within three months after the occurrence of the Change-of-Control-Event with a notice period of one month to the end of the month and resign from his office as a member of the Management Board with effect from the end of this notice period. In the event of a termination of the Management Board service agreement and resignation from the Management Board by Stephan Holzinger as a result of a Change-of-Control-Event, Stephan Holzinger is entitled to 75% of the total compensation (basic salary and bonus) to be granted for the remaining term of the service contract, but not exceeding three years' compensation (basic salary and bonus).”*

This paragraph of Section 9.1 of the Original Reasoned Statement describing the special interests of the members of the Management Board in connection with the Offer is hereby supplemented as a purely precautionary measure by the following paragraph:

*“Upon request and in the interest of maximum transparency, it is pointed out as a purely precautionary measure that Prof. Dr. Bernd Griewing is member of the management board of the Münch Foundation on a volunteer basis. As ordinary member of the Münch Foundation's management board he is granted management powers, but not representative powers. On 1 March 2020, the Münch Foundation entered into the Foundation Share Purchase Agreement with the Bidder regarding the sale of its 722,860 RHÖN-KLINIKUM Shares to the Bidder at a purchase price of EUR 18.00 per RHÖN-KLINIKUM Share, described in greater detail in Section 3.6(c) of the Original Reasoned Opinion. This corresponds to a percentage of approximately 1.08% of the RHÖN-KLINIKUM Shares. Prof. Dr. Bernd Griewing was not involved in the preparation of the conclusion of the Foundation Share Purchase Agreement, but as a member of the Münch Foundation's management board he agreed to the conclusion of the Foundation Share Purchase Agreement.”*

Apart from this, the Original Reasoned Statement remains unchanged.

Bad Neustadt a. d. Saale, 27 May 2020

**RHÖN-KLINIKUM Aktiengesellschaft**

**Management Board**