

DECLARATION OF COMPLIANCE IN ACCORDANCE WITH SECTION 161 GERMAN STOCK CORPORATION ACT (AKTIENGESETZ, AKTG)

(as issued on 17 November 2022)

1. The Board of Management and the Supervisory Board of RHÖN-KLINIKUM Aktiengesellschaft declare that the recommendations issued by the “Government Commission of the German Corporate Governance Code” as amended on 16 December 2019 and published by the Federal Ministry of Justice in the official section of the Federal Gazette on 20 March 2020 (“**GCGC 2019**”) were implemented from submission of the Declaration of Compliance of 10 November 2021 until publication of the German Corporate Governance Code on 27 June 2022 in the version of the Code as amended on 28 April 2022 with the following exceptions:

a) Recommendation C.1

Objectives regarding composition of supervisory board and competency profile

Recommendations C.1 Sentences 1 and 2 of the GCGC 2019, according to which the supervisory board is to state specific objectives regarding its composition and to draw up a competency profile for the body as a whole while observing diversity, was not implemented. Consequently, Recommendations C.1 Sentences 3 and 4 of the GCGC 2019, which are based on Recommendations C.1 Sentences 1 and 2 of the GCGC 2019, could not be complied with either.

The Supervisory Board, when nominating candidates for membership in the Supervisory Board, was guided by the qualification of such candidates, by the current requirements as well as by the legal requirements. In this regard the Supervisory Board oriented itself on a fundamental requirements profile which was adapted and clarified on an ad hoc basis as required, and at the same time gave due regard to diversity. The shareholders’ representatives on the Supervisory Board are convinced that this practice had proven itself and in their view did not require any further self-regulation giving rise to further layers of bureaucracy in terms of the Recommendations pursuant to C.1 Sentences 1 to 4 of the GCGC 2019.

By contrast, Recommendation C.1 Sentence 5 of the GCGC 2019, according to which the Declaration on Corporate Governance is to inform on what the shareholder representatives on the supervisory board consider to be a reasonable number of independent shareholder representatives and the names of such members, was implemented.

b) Recommendations C.10 and D.4

Independence of chairman of audit committee

Recommendations C.10 Sentence 2 and D.4 Sentence 1 of the GCGC 2019, according to which the chairman of the audit committee is to be independent, were not implemented.

The chairman of the Audit Committee, Mr. Hafid Rifi, by reason of his capacity as deputy CEO of Asklepios Kliniken GmbH & Co. KGaA which – through AMR Holding GmbH – exercises a controlling influence over RHÖN-KLINIKUM Aktiengesellschaft pursuant to section 17 (1) of the German Stock Corporation Act (Aktiengesetz, AktG), was (and is) not independent of the controlling shareholder within the meaning of Recommendations C.10 and D.4 of the GCGC 2019. Nonetheless, the Supervisory Board was (and is) convinced that Mr. Rifi, based on his qualifications, is suited in every respect to assume the chair of the Audit Committee and will act in the interest of the Company.

It moreover had to be considered as a general rule that the legislature, by abandoning the requirement of independence for the financial expert on the supervisory board in accordance with section 100 (5) AktG, has precisely shown that the feature of independence is not an imperative prerequisite for performing the duties of auditor committee chairman but can be subject to the Recommendations of the GCGC with the option of stating deviations. The Board of Management and the Supervisory Board availed themselves of this option.

c) Recommendations G.1, G.2, G.3, G.4, G.6, G.7, G.9, G.10, G.11 and G.12

Remuneration scheme and remuneration for the board of management

In accordance with the requirements of section 87a AktG, the Supervisory Board on 24 March 2021 resolved on a scheme of remuneration for the members of the Board of Management which was submitted for approval to the Annual General Meeting of the Company pursuant to section 120a AktG on 9 June 2021 and approved by the latter.

In view of the Company's special ownership structure, the Supervisory Board was guided by the objective of implementing a remuneration scheme which is as simple as possible and which also takes account of the remuneration structures in those companies in which the indirect main shareholder of RHÖN-KLINIKUM Aktiengesellschaft holds a sole or majority interest. This re-orientation of the remuneration scheme for the Board of Management has resulted in a significant reduction of the Board of Management remuneration compared with the previous remuneration practice.

In this context it was not necessary in the view of the Supervisory Board to differentiate between defining a total target remuneration and the statutorily required maximum remuneration. At the same time, the maximum remuneration defined in the context of the remuneration scheme for the Board of Management represents the total target remuneration of the individual members of the Board of Management.

Furthermore, the Supervisory Board – likewise in view of the special ownership structure and the significant reduction in the level of remuneration – refrained from applying elaborate peer-group comparisons and from performing complex assessments of the remuneration level vertically within the Company.

When agreeing the performance criteria for the variable remuneration, the Supervisory Board will ensure that the financial and non-financial targets will promote the business strategy and make a contribution towards a long-term development of the Company. For these reasons the Supervisory Board did not see any need to provide for further abstract requirements for defining long-term-oriented targets and their relationship to short-term-oriented targets, nor to provide for a share-based variable remuneration, in order to implement the remuneration scheme of the Board of Management. Lastly, based on the specific terms of the variable remuneration there is also no reason in the view of the Supervisory Board to provide for rights of retention or recovery. To enable the Supervisory Board to take a comprehensive decision in connection with defining the achievement of targets for the past financial year, the Supervisory Board reserves the right to decide on performance criteria for the new financial year at the beginning of such financial year.

2. The Board of Management and the Supervisory Board of RHÖN-KLINIKUM Aktiengesellschaft furthermore declare that the recommendations issued by the “Government Commission of the German Corporate Governance Code” as amended on 28 April 2022 (“**DCGK 2022**”) were implemented from their publication in the official section of the Federal Gazette on 27 June 2022 with the following exceptions:

a) Recommendation A.1

Consideration of environmental and social objectives in corporate strategy and corporate planning

Recommendations A.1 Sentences 2 and 3 of the GCGC 2022 were not implemented.

The completely new Recommendation introduced first provides that the management board is to systematically identify and assess the risks and opportunities associated with social and environmental factors for the company as well as the environmental and social impacts of the company’s activities (A.1 Sentence 1 GCGC 2022). In addition to long-term economic objectives, the corporate strategy is also to give appropriate consideration to environmental and

social objectives (A.1 Sentence 2 GCGC 2022). Moreover, corporate planning is to include corresponding financial and sustainability-related objectives (A.1 Sentence 3 GCGC 2022).

In financial year 2022 the Board of Management of RHÖN-KLINIKUM, in a materiality analysis, identified issues which are to be regarded as material for the Group of RHÖN-KLINIKUM Aktiengesellschaft in terms of their impacts on the environment, the Company and the economy as a whole, as well as in terms of their financial impact for the Group and their relevance for the further stakeholders of the Company. Currently, a strategic target plan is being developed on the basis of the materiality analysis. The objectives thus defined are then to be integrated into the Company's corporate planning and strategy.

It will no longer be possible to conclude the process described above in financial year 2022. However, RHÖN-KLINIKUM Aktiengesellschaft intends to fully implement Recommendation A.1 of the GCGC 2022 on this basis prospectively.

b) Recommendation A.3

Extending the internal control system and risk management system to also cover sustainability-related objectives

According to the newly introduced Recommendation A.3 of the GCGC 2022, the internal control system and the risk management system, unless already required by law, are also to cover sustainability-related objectives. This is also to include processes and systems for collecting and processing sustainability-related data.

Currently, the structure of the internal control and risk management system of RHÖN-KLINIKUM Aktiengesellschaft is oriented on the statutory requirements. Since sustainability-related objectives going beyond these statutory requirements are not yet covered by the internal control and risk management system, Recommendation A.3 of the GCGC has not been implemented.

Currently, however, a guideline for identifying and assessing non-financial risks throughout the Group is being prepared. In this context, sustainability-related data are also being collected and evaluated. Recommendation A.3 of the GCGC 2022 is to be implemented on this basis prospectively.

c) Recommendation A.5

Description of the main characteristics of the entire internal control system and risk management system in the management report including comment on the their appropriateness and effectiveness

The question of a deviation from the newly introduced Recommendation A.5 GCGC 2022 regarding the description of the characteristics of the entire internal control system and risk management system in the Management Report has not been raised to date because no Management Report has yet had to be prepared since entry into force of the GCGC 2022.

With regard to future steps, reference is made to the statements under 3.

d) Recommendation C.1

Objectives regarding composition of supervisory board and competency profile

Recommendations C.1 Sentences 1 to 2 and 4 to 5 of the GCGC 2022 on the objectives regarding the composition of the supervisory board as well as the competency profile, which – apart from specific details – correspond to Recommendations C.1 Sentences 1 to 4 of the GCGC 2019, were not implemented for the reasons stated in 1a).

Consequently, the newly introduced Recommendation in C.1 Sentence 3 of the GCGC 2022, according to which the competence profile is also to include expertise in relevant sustainability issues, could not be observed since its content is based on Recommendations C.1 Sentences 1 and 2 GCGC 2022.

By contrast, the unchanged Recommendation C.1 Sentence 6 of the GCGC 2022 (previously C.1 Sentence 5 of the GCGC 2019), according to which the Declaration on Corporate Governance is to inform on what the shareholder representatives on the supervisory board consider to be a reasonable number of independent shareholder representatives and the names of such members, was implemented (cf. in this regard 1a) above).

e) Recommendation C.10

Independence of chairman of audit committee

Recommendation C.10 Sentence 2 of the GCGC 2022, according to which the chairman of the audit committee is to be independent of the controlling shareholder, was not implemented for the reasons stated under 1b).

It is no longer necessary to declare a deviation from Recommendation D.3 of the GCGC 2022 (previously D.4 GCGC 2019) because the independence of the chairman of the audit committee in the GCGC 2022 is now exclusively addressed in Recommendation C.10.

f) Recommendation D.3

The revised Recommendation D.3 Sentence 2 of the GCGC could not be implemented.

According to Recommendation D.3 Sentence 1 of the GCGC 2022, the expertise in the field of accounting is to consist of special knowledge and experience in the application of accounting principles and internal control and risk management systems, and the expertise in the field of auditing is to consist of special knowledge and experience in the auditing of financial statements. According to D.3 Sentence 2 of the GCGC 2022, accounting and auditing also include sustainability reporting and its audit.

With Mr. Peter Berghöfer, the Audit Committee of RHÖN-KLINIKUM Aktiengesellschaft has a member possessing the expertise – now elaborated in further detail in Recommendation D.3 Sentence 1 GCGC 2022 – in the field of accounting. The newly added requirement of D.3 Sentence 2 GCGC – according to which this also includes special knowledge in the field of sustainability reporting – goes beyond the statutory requirements of section 100 (5) of the German Stock Corporation Act (Aktiengesetz, AktG). In the absence of such experience, the Recommendation – unlike with regard to the required sustainability expertise for the auditing of financial statements which Mr. Hafid Rifi possesses – cannot yet be implemented at the present time. However, knowledge in this regard is to be established so that the Recommendation can be implemented prospectively.

g) Recommendations G.1, G.2, G.3, G.4, G.6, G.7, G.9, G.10, G.11 and G.12
Remuneration scheme and remuneration for the board of management

The recommendations regarding the remuneration scheme of the management board and the supervisory board under the GCGC 2022 have remained unchanged compared with the GCGC 2019. With regard to Recommendations G.1, G.2, G.3, G.4, G.6, G.7, G.9, G.10, G.11 and G.12 relating to the remuneration scheme for the management board and the management board remuneration, the statements under 1c) therefore apply analogously.

3. The Board of Management and the Supervisory Board of RHÖN-KLINIKUM Aktiengesellschaft furthermore declare that the recommendations of the GCGC 2022 will be implemented also in future with the exceptions described under 2 as well as with the exception of the newly introduced Recommendation A.5 of the GCGC 2022. Prospectively, the newly introduced Recommendations A.1 Sentence 2 and 3, A.3 as well as D.3 Sentence 2 of the GCGC 2022 are also to be implemented.

With regard to the deviation from the newly introduced Recommendation A.5 of the GCGC 2022, the Board of Management and the Supervisory Board – in addition to the statements under 2 – declare as follows:

Recommendation A.5

Description of the main characteristics of the entire internal control system and risk management system in the management report including comment on the their appropriateness and effectiveness

According to the newly introduced Recommendation A.5 of the GCGC 2022, the main characteristics of the entire internal control system and risk management system are to be described in the management report and a comment is to be included on their appropriateness and effectiveness. The Recommendation therefore goes beyond the statutory requirements of section 289 (4), section 315 (4) of the German Commercial Code (Handelsgesetzbuch, HGB) according to which the main characteristics of the internal audit and risk management system pertaining to the accounting process are to be described.

The description in the Management Report is currently limited – as required by law – to the description of the main characteristics of the internal audit and risk management system pertaining to the accounting process. The appropriateness and effectiveness of the systems are the subject of regular meetings of the Supervisory Board with the auditor of accounts.

It is currently being reviewed whether, in connection with the expansion of the internal control system and the risk management system pursuant to Recommendation A.3 of the GCGC 2022, reporting will also be expanded prospectively in the Management Report accordingly and thus Recommendation A.5 of the DCGK 2022 will also be implemented.

Bad Neustadt a. d. Saale, 17 November 2022

For the Supervisory Board
Dr. Jan Liersch

For the Board of Management
Prof. Dr. Tobias Kaltenbach