

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

(as issued on 12 December 2024)

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 28 April 2022 (“**GCGC**”) and published by the Federal Ministry of Justice in the official section of the Federal Gazette on 27 June 2022 have been implemented since submission of the Declaration of Compliance of 14 December 2023 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 were not yet fully implemented.

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

In financial years 2023 and 2024, the Board of Management of RHÖN-KLINIKUM Aktiengesellschaft, in a materiality analysis pursuant to the requirements of Directive (EU) 2022/2464 on corporate sustainability reporting (Corporate Sustainability Reporting Directive – CSRD) and the European Sustainability Reporting Standards (ESRS), identified the sustainability issues of relevance for the business activity of the RHÖN-KLINIKUM Group in terms of double materiality and their relevance for the Company. In financial year 2023, a transformation concept with CO2 reduction paths as well as energy savings and energy substitution measures was drawn up which is currently being revised and adopted as a transitional plan pursuant to CSRD (ESRS E1). Moreover, in financial year 2024 the Group’s sustainability strategy was formally enshrined its corporate strategy. Since the transitional plan according to CSRD will include among other things a specific investment strategy, it will also have an effect on corporate planning.

On this basis, Recommendation A.1 of the GCGC will be fully implemented in future.

b) Recommendation A.3

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

According to Recommendation A.3 of the GCGC, 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.

In its preparations for expanded sustainability reporting pursuant to the CSRD, RHÖN-KLINIKUM Aktiengesellschaft also defined the related processes and supporting systems. In the next step, the defined processes and supporting systems are currently being formally incorporated in the internal control system and risk management system and additional governance structures are being established. This also covers processes and systems for collecting and processing sustainability-related data.

Since final formal steps still remain as part of this process, Recommendation A.3 DCGK was and is not (fully) implemented. However, Recommendation A.3 of the GCGC is to be implemented prospectively based on the measures already introduced.

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 their appropriateness and effectiveness

According to Recommendation A.5 of the GCGC, 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.

Moreover, RHÖN-KLINIKUM Aktiengesellschaft plans to incorporate a description of the key features of the internal control system and risk management system relating to the reporting process for sustainability-related objectives and data into the management reports of future financial years. Also with regard to this

expansion of reporting, the management report in future will no longer include the description of the key features of the *entire* internal control system and risk management system as provided for in Recommendation A.5 of the GCGC.

d) Recommendation C.1

Objectives regarding composition of supervisory board and competency profile

Recommendations C.1 Sentences 1 and 2 of the GCGC, 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 to 5 of the GCGC, which are based on Recommendations C.1 Sentences 1 and 2 of the GCGC, 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 5 of the GCGC.

By contrast, Recommendation C.1 Sentence 6 of the GCGC, 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.

e) Recommendation C.9

Independence from controlling shareholder

Where the company has a controlling shareholder, Recommendation C.9 Sentence 1 of the GCGC provides that in the case of a Supervisory Board with more than six members at least two shareholder representatives are to be independent from the controlling shareholder.

This Recommendation has no longer been implemented since the Supervisory Board elections held at the Annual General Meeting on 5 June 2024. Since the election of Mr. Joachim Gemmel to succeed Mr. Kai Hankeln as well as Dr. Sara Sheikhzadeh and Dr. Dagmar Federwisch to replace Ms. Irmtraut Gürkan and Ms. Christine Reißner, only one member among the shareholder representatives, namely Dr. Julia Dannath-Schuh, is still a member of the Supervisory Board who is independent from the controlling shareholder.

The shareholder representatives on the Supervisory Board nonetheless hold the view that the composition of the Supervisory Board continues to be reasonable giving due regard to the Company's ownership structure.

To take account of the interim deviation, the Company published an amendment to the Declaration of Compliance already at the time when the nominations were adopted by the Supervisory Board on 27 March 2024.

f) Recommendation C.10

Independence of chairman of audit committee

Recommendation C.10 Sentence 2 of the GCGC, according to which the chairman of the audit committee is to be independent of the controlling shareholder, was not implemented.

The chairman of the Audit Committee, 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) AktG, was (and is) not independent of the controlling shareholder within the meaning of Recommendation C.10 Sentence 2 of the GCGC. 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 Supervisory Board availed itself of this option.

g) Recommendations G.1, G.2, G.3, G.4, G.6, G.7, G.10, G.11

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 situation the Supervisory Board did not consider it necessary 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 (Recommendations G.1 and G.2).

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 (Recommendations G.3 and G.4).

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 (Recommendations G.6 and G.10). 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 (Recommendation G.11). 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 (Recommendation G.7).

2. The Board of Management and the Supervisory Board of RHÖN-KLINIKUM Aktiengesellschaft furthermore declare that the Recommendations of the GCGC will be implemented also in future with the exceptions stated under Item 1 lit. b to g. Recommendation A.1 GCGC will be implemented fully in future; Recommendation A.3 GCGC will likewise be implemented prospectively.

Bad Neustadt a. d. Saale, 12 December 2024

For the Supervisory Board
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For the Board of Management
Prof. Dr. Tobias Kaltenbach