

**DECLARATION ON CORPORATE GOVERNANCE**  
**pursuant to section 289f and 315d of the German**  
**Commercial Code (Handelsgesetzbuch, HGB)**  
**(in the version applicable for financial year 2020)**

The Declaration on Corporate Governance, in addition to the Declaration of Compliance pursuant to section 161 of the German Stock Corporation Act (Aktiengesetz, AktG), also contains information on corporate governance practices, the work approach of the Board of Management and the Supervisory Board as well as their established committees, and the report on equal participation of men and women in management positions as well as the diversity concept. RHÖN-KLINIKUM AG is not subject to any overriding provisions of special law that might preclude adoption of the recommendations of the German Corporate Governance Code.

**I. Disclosure pursuant to section 289f (2) no. 1 HGB: Declaration pursuant to section 161 AktG**

***Declaration of Compliance with the German Corporate Governance Code***

The German Corporate Governance Code describes nationally and internationally recognised standards of responsible corporate governance. In financial year 2020, the Supervisory Board and the Board of Management of RHÖN-KLINIKUM AG regularly scrutinised the German Corporate Governance Code in its version of 16 December 2019 (“GCGC 2019”) which took effect on 20 March 2020, and in its previously valid version of 7 February 2017 (“GCGC 2017”). Apart from the exceptions disclosed in the Declaration of Compliance with the German Corporate Governance Code pursuant to section 161 AktG (“*Declaration of Compliance*”), the recommendations of the GCGC 2017 and the GCGC 2019 were complied with. We observed most of the non-mandatory suggestions of the GCGC 2017 and GCGC 2019 on a voluntary basis.

As a result of the deliberations, the Board of Management and the Supervisory Board of RHÖN-KLINIKUM AG updated the Declaration of Compliance issued on 6 November 2019 pursuant to section 161 AktG (as amended during the year under way on 19 March and 10

August 2020) as planned and, giving due regard to the GCGC 2019, replaced it by a Declaration of Compliance issued on 5 November 2020. The current and all past Declarations on Corporate Governance and Declarations of Compliance with the recommendations of the Code are permanently made available over the Internet at [www.rhoen-klinikum-ag.com](http://www.rhoen-klinikum-ag.com).

The Declaration of Compliance of 5 November 2020 reads as follows:

“DECLARATION OF COMPLIANCE IN ACCORDANCE WITH SECTION 161  
GERMAN STOCK CORPORATION ACT (AKTIENGESETZ, AKTG)  
(as issued on 5 November 2020)

1. The Board of Management and the Supervisory Board of RHÖN-KLINIKUM AG declare that the recommendations issued by the “Government Commission of the German Corporate Governance Code” as amended on 7 February 2017 and published by the Federal Ministry of Justice in the official section of the Federal Gazette on 24 April 2017 (“GCGC 2017”) were implemented from submission of the Declaration of Compliance of 6 November 2019 until publication of the German Corporate Governance Code on 20 March 2020 in the version of the Code as amended on 16 December 2019 with the following exceptions:

**a) Code Item 4.2.2 (2) sentence 3**

*Relationship between remuneration of the board of management and that of senior management and staff overall*

Although the Supervisory Board has taken account of the wage and salary structure within the Company when setting the remuneration of the Board of Management, the Supervisory Board has not expressly determined how the senior management and the relevant overall staff are to be differentiated. The relationship of the remuneration of the Board of Management to the remuneration of the senior management and the relevant overall staff was consequently not reflected, either, by application of such definitions in the case of the criteria specified in Code Item 4.2.2 (2) sentence 2 GCGC 2017.

In view of the management structure and specific staffing of a hospital company, the Supervisory Board did not find such definitions to be objectively justified.

**b) Code Item 4.2.3 (3)**

*Pension commitments*

Typical pension commitments do not exist at the Company. However, upon termination of the service contract or the decease of a member of the Board of Management the Company, subject to certain conditions, grants a ‘retirement benefit’ explained in further detail in the Remuneration Report. It is paid as a

one-time amount that is based on the number of completed years of service and additionally capped.

If the retirement benefits existing at the Company constituted provision benefits within the meaning of the recommendation pursuant to Code Item 4.2.3 (3) GCGC, the 'level of provision' in the view of the Supervisory Board resulted from the probable term of office of the respective member of the Board of Management and the formula defined in the retirement benefit. The annual as well as long-term expense for the Company was likewise derived from this. Given the ambiguity of the recommendation pursuant to Code Item 4.2.3 (3) GCGC 2017 and the special structure of the retirement benefits existing at the Company, deviation from Code Item 4.2.3 (3) GCGC 2017 was nonetheless declared as a precaution.

**c) Code Item 5.4.1 (2) to (4) and second half-sentence of (5) sentence 3**

*Objectives regarding the composition of the supervisory board and competency profile, stating the number and names of independent members as well as publication of curricula vitae (CVs)*

The Supervisory Board refrained from stating specific objectives for its composition and from defining an abstract skills profile for the body as a whole within the meaning of Code Item 5.4.1 (2) sentence 1 GCGC 2017 as well as from defining any limits in respect of age or standard length of service within the meaning of Code Item 5.4.1 (2) sentence 2 GCGC 2017. Consequently, it was not possible to comply with the recommendations pursuant to Code Item 5.4.1 (4) GCGC 2017, which were based on the recommendations pursuant to Code Item 5.4.1 (2) sentence 1 and 2 GCGC 2017.

The Supervisory Board, when nominating candidates for membership in the Supervisory Board, was guided solely by the qualification of such candidates and by the law. In this regard, the Supervisory Board had long been guided by a fundamental requirements profile, which was adapted and clarified on an ad hoc basis as required in the individual case. The shareholders' representatives on the Supervisory Board were convinced that this practice had proven itself and in its view did not require any further self-regulation giving rise to further layers of bureaucracy.

The Corporate Governance Report did not inform separately on what the Supervisory Board regards as an adequate number of independent members of shareholders and their names, and the CVs supplemented within the meaning of Code Item 5.4.1 (5) sentence 3 GCGC 2017 – where no Supervisory Board elections were impending – were not permanently published and annually updated on the website.

In the assessment of the Supervisory Board, it had an adequate number of independent members of the shareholders within the meaning of Code Item 5.4.2 sentence 1 GCGC 2017. However, the Supervisory Board did not regard

needlessly exposing individual members by stating their number and names in the Corporate Governance Report as objectively justified, especially given the vague character of the independence criterion as defined in the GCGC 2017. This also rings true for permanent publishing all CVs on the website when no Supervisory Board elections were actually impending. Where elections to the Supervisory Board were impending, the CVs of the candidates were published on the website during this period.

2. The Board of Management and the Supervisory Board of RHÖN-KLINIKUM AG furthermore declare that the recommendations issued by the “Government Commission of the German Corporate Governance Code” as amended on 16 December 2019 (“DCGK 2019”) were implemented from their publication in the official section of the Federal Gazette on 20 March 2020 with the following exceptions:

**a) Recommendations C.1**

*Objectives regarding the composition of the supervisory board and competency profile as well as stating the number and names of independent members*

Recommendation C.1 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, and in 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 not implemented for the reasons stated in 1.c).

**b) Recommendation C0.2**

*Age limit for members of the supervisory board*

By Resolution of the Annual General Meeting dated 19 August 2020, the age limit for Supervisory Board members hitherto defined in Section 10 (4) of the Articles of Association of the Company ceased to apply. Section 10 (4) of the Articles of Association of the Company provided that the term of office of a Supervisory Board member in any case ends upon conclusion of the Annual General Meeting prior to the commencement of which the Supervisory Board member reaches 75 years of age.

However, the Annual General Meeting followed the proposal by the Board of Management and the Supervisory Board which considered it objectively justified to remove the age limit defined by the Articles of Association and instead to leave the decision on an age limit and the conditions of such age limit to the Supervisory Board.

By Resolution dated 5 November 2020, the Supervisory Board provided in its

Terms of Reference for an age limit according to which only candidates who are not more than 75 years of age at the time of the election are to be nominated for election as member of the Supervisory Board. For this reason the recommendation will be implemented in future.

**c) Recommendation C0.3**

*Disclosure of length of membership in the supervisory board*

So far, the length of membership in the supervisory board has not been disclosed in accordance with Recommendation C.3 GCGC 2019. The Recommendation on disclosure was introduced into for the first time by the GCGC 2019.

In connection with the takeover of the Company by Asklepios Kliniken GmbH & Co. KGaA, the Supervisory Board witnessed extensive appointment of new members, with six of eight shareholder representatives having been newly elected in 2020. The newly constituted Supervisory Board will fully examine questions relating to the future governance of the Company at its meetings in Q4 2020 and Q1 2021. In this context, governance was initially not adapted to new recommendations of the GCGC 2019. In future, the term of membership in the Supervisory Board is to be published in connection with the CVs of the Supervisory Board members.

**d) Recommendations C0.10**

*Independence of the chairman of the supervisory board and of the chairman of the audit committee*

The former chairman of the Supervisory Board, Mr. Eugen Münch, was a member of the Board of Management of the Company during the two years prior to his appointment as chairman of the Supervisory Board in 2006, and in 2020 had been a member of the Supervisory Board for more than 12 years. According to the indicators of Recommendation C.7 he was thus not to be regarded as independent of the Company and the Board of Management. The Recommendation for independence of the chairman of the supervisory board from the company and the board of management was introduced explicitly only with the GCGC 2019. However, despite the aforementioned indicators, Mr. Eugen Münch was to be considered as independent in the assessment of the Supervisory Board because he documented a fundamental stance of critical distance from the Board of Management and the Company in his Supervisory Board activity.

With regard to the independence of the chairman of the Audit Committee, the Board of Management and the Supervisory Board stated in the amendment to the Declaration of Compliance of 19 March 2020 made during the year under way that the respective chairman of the Audit Committee, Mr. Wolfgang Mündel, could no longer be regarded as independent within the meaning of

Code Item 5.3.2 (3) Sentence 2 GCGC 2017. This was justified on the grounds that Mr. Mündel at the same time was a member of the Board of Directors of HCM SE. HCM SE and Asklepios Kliniken GmbH & Co. KGaA had founded a joint venture company (AMR Holding GmbH) which, based on expectations in March 2020 following clearance under merger control legislation by the German Federal Cartel Office, would hold more than 50% of the shares in RHÖN-KLINIKUM AG. Since AMR Holding GmbH, following execution of the takeover offer, actually did hold more than 50% of the shares in RHÖN-KLINIKUM AG, the aforementioned statements of the amended Declaration of Compliance with the GCGC 2017 apply to Recommendation C.10 DCGK 2019 *mutatis mutandis*.

Moreover, the new chairman of the Audit Committee elected to the Supervisory Board at the Annual General Meeting on 19 August 2020, 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 AG pursuant to section 17 (1) of the German Stock Corporation Act (Aktiengesetz, AktG), is not independent from the controlling shareholder within the meaning of Recommendation C.10 GCGC 2019.

Both with regard to Mr. Mündel and with regard to Mr. Rifi, it moreover has to be considered as a 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 of availed themselves of this option.

**e) Recommendation C0.12**

*Directorship of supervisory board members with major competitors*

Recommendation C.12 GCGC 2019 provides that supervisory board members are not to exercise any directorship at major competitors of the company. Already in the amendment to the Declaration of Compliance of 19 March 2020 made during the year under way, the Board of Management and the Supervisory Board stated with regard to Code Item 5.4.2 Last Sentence GCGC 2017 that the Supervisory Board had resolved to propose to the shareholders, in the elections to the Supervisory Board at the 2020 Annual General Meeting, also persons exercising a directorship with Asklepios Kliniken GmbH & Co. KGaA. Asklepios Kliniken GmbH & Co. KGaA and its affiliates at the time were among the major competitors of RHÖN-KLINIKUM AG on the German hospital market.

Already at the Annual General Meeting on 3 June 2020, directors/officers of Asklepios Kliniken GmbH & Co. KGaA and their sole limited liability shareholder, Broermann Holding GmbH, were elected to the Supervisory Board of RHÖN-

KLINIKUM AG. On completion of the takeover of the Company by Asklepios Kliniken GmbH & Co. KGaA, however, the competitive relationship ceased to exist with the result that the scope of application of Recommendation C.12 GCGC 2019 for Supervisory Board members attributed to Asklepios Kliniken GmbH & Co. KGaA and its affiliates no longer exists.

**f) Recommendation C0.14**

*Publication of CVs of the supervisory board members*

As explained under 1.c), the Supervisory Board in the past regarded the permanent publishing of all CVs on the website irrespective of impending elections to the Supervisory Board elections as not objectively justified.

As explained under lit. c), the Supervisory Board newly constituted following the takeover of the Company by Asklepios Kliniken GmbH & Co. KGaA will fully examine questions relating to the future governance of the Company at its meetings in Q4 2020 and Q1 2021. In future, the CVs of the Supervisory Board members are to be made accessible through the website of the Company also irrespective of any impending elections to the Supervisory Board.

**g) Recommendation D.1**

*Publication of terms of reference of the Supervisory Board*

The publication of the Terms of Reference of the Supervisory Board was recommended for the first time by the GCGC 2019. As explained under lit. c), the Supervisory Board newly constituted following the takeover of the Company by Asklepios Kliniken GmbH & Co. KGaA will fully examine questions relating to the future governance of the Company at its meetings in Q4 2020 and Q1 2021. In this context, governance was initially not adapted to new recommendations of the GCGC 2019.

Since the Terms of Reference of the Supervisory Board newly adopted on 5 November 2020 are made accessible via the website of the Company, the Recommendation will be implemented in future.

**h) Recommendation D.4**

*Independence of the chairman of the audit committee*

Recommendation D.4 DCGK 2019 provides – as Recommendation C.10 Sentence 2 GCGC 2019 – that the chairman of the audit committee is to be independent. In this regard, the statements made under lit. d) apply with regard to the former chairman of the Audit Committee, Mr. Wolfgang Mündel, and his successor, Mr. Hafid Rifi mutatis mutandis.

**i) Recommendation G.1**

*Remuneration scheme for the board of management*

From entry into force of the GCGC 2019 on 20 March 2020 until submission of the present Declaration of Compliance, no new remuneration scheme was adopted and submitted to the Annual General Meeting for approval within the meaning of section 120a AktG in the version of the Act Implementing the Second Shareholder Rights Directive ("**ARUG II**") of 12 December 2019. Given the statutory period of transition, such submission must be made no later than at the 2021 Annual General Meeting. The extent to which the new Recommendation G.1 on the remuneration scheme will be implemented in future will be reviewed and decided by the Supervisory Board on review and on any adjustment of the remuneration scheme based on the applicable statutory requirements in the version of ARUG II (esp. section 87a AktG) within the period of transition.

**j) Recommendations G.2, G.3, G.4, G.6, G.7, G.9, G.10, G.11 and G.12**

*Board of management remuneration*

From entry into force of the GCGC 2019 until submission of the present Declaration of Compliance, Dr. Christian Höftberger and Dr. Stefan Stranz were appointed as members of the Board of Management and service contracts for the Board of Management were entered into with them. These did not yet take into consideration the new Recommendations of the GCGC 2019, in particular G.2, G.3, G.4, G.6, G.7, G.9, G.10, G.11 and G.12. This took place in the context in which – as explained above – no final decision had yet been made on the new remuneration scheme and according to the statutory period of transition will be submitted to the 2021 Annual General Meeting for approval.

When the service contracts were entered into with Dr. Höftberger and Dr. Stranz, the recommendations of the GCGC 2017 were taken into account unless – as described in 1 above – declared otherwise in this regard.

3. The Board of Management and the Supervisory Board of RHÖN-KLINIKUM AG furthermore declare that the recommendations of the GCGC 2019 will be implemented also in future with the following exceptions:

**a) Recommendations C.1**

*Objectives regarding the composition of the supervisory board and competency profile*

The Supervisory Board, when nominating candidates for membership in the Supervisory Board, is guided by the qualification of such candidates, by the current requirements as well as by the legal requirements. In this regard the



Supervisory Board orients itself on a fundamental requirements profile which is adapted and clarified on an ad hoc basis as required, and gives due regard to diversity. The shareholders' representatives on the Supervisory Board are convinced that this practice has proven itself and in their view does 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 3 GCGC 2019.

By contrast Recommendation C.1 sentence 5 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, will be implemented in future.

**b) Recommendation C.10 and Recommendation D.4**

*Independence of the chairman of the audit committee*

Recommendations C.10 sentence 2 and D.4 sentence 1 GCGC 2019 according to which the chairman of the audit committee is to be independent will not be implemented with respect to Mr. Hafid Rifi for the reasons stated in 2.d) and 2.h).

**c) Recommendation G.1**

*Remuneration scheme for the board of management*

Recommendation G.1 on the remuneration scheme will not be implemented initially at least while the period of transition is still running. As explained under 2 lit i), the Supervisory Board will review a corresponding adjustment in the remuneration scheme within the period of transition and then take a decision on that. The new remuneration scheme is to be submitted for approval to the 2021 Annual General Meeting.

**d) Recommendations G.2, G.3, G.4, G.6, G.7, G.9, G.10, G.11 and G.12**

*Board of management remuneration*

In connection with the decision on the remuneration scheme to be submitted for approval to the 2021 Annual General Meeting, the Supervisory Board will also decide whether for service agreements for the Board of Management to be entered into or amended in future Recommendations G.2, G.3, G.4, G.6, G.7, G.9, G.10, G.11 and G.12 are to be implemented.

**II. Disclosure pursuant to section 289f (2) no. 2 HGB: Relevant disclosures on corporate governance practices adopted above and beyond the statutory requirements, together with statement on where they are publicly accessible**

***Disclosures on corporate governance practices***

To meet the social responsibility in the highly complex world of a healthcare services provider, the corporate governance practices at RHÖN-KLINIKUM AG adopted above and beyond the statutory requirements include ethical standards that are reflected in our corporate philosophy, corporate responsibility and our corporate code. We act at all times in accordance with the leading principle:

“Don’t do to others what you would not like done to yourself, and don’t leave off doing anything that you would like done to yourself.”

The Corporate Governance Code forms an integral part of the compliance management system implemented at RHÖN-KLINIKUM AG. Acting in accordance with legislation and Company-wide ethical standards is of key importance for us as a healthcare provider because it ultimately serves the well-being of our patients. In addition to statutory requirements and rules to be observed in the administrative area (e.g. patient data protection, combating corruption in the healthcare system), most of the services provided in the hospital constitute an invasion of a patient’s physical integrity. That is why it is all the more important for our patients to feel they are safe and in good hands when under our care.

Our compliance guidelines and recommendations explain the principles and rules of fair dealings with one another and responsible corporate governance. They define the relationship to our patients, customers, suppliers, shareholders and the general public as well as the conduct of employees amongst one another. Our employees regularly receive training in this area and are informed on recent developments.

At the heart of our corporate philosophy and underlying all our activity is the well-being of our patients. That is why the well-being of patients and integrity in dealing with patients is always the focus of interest of the work performed by our staff. Our success is based on the

well-being of our patients and the trust they place in our employees and the medical services provided.

We firmly believe that everyone is entitled to affordable and high-quality medical care. For us, quality, cutting-edge medical care means freedom in choosing medical treatment, ongoing investments in modern medical care as well as the further development of clinical processes and structures relating to our patients. We specifically promote interdisciplinary cooperation in the treatment provided by doctors and nurses, thus raising the quality of treatment noticeably. Personal integrity and professionalism enjoy the highest priority in all areas of our Company. At the same time, our basis of affordable, high-quality healthcare is private capital, whether generated thanks to our own entrepreneurial output or made available by the capital market. It enables investment in innovations, ensuring the future viability of healthcare. This in turn allows for profitability and sustainable financing of new growth and medical innovations.

Our corporate code and statements on corporate philosophy and corporate responsibility are permanently made available to the general public over the Internet at [www.rhoen-klinikum-ag.com](http://www.rhoen-klinikum-ag.com).

**III. Disclosure pursuant to section 289f (2) no. 3 HGB: A description of the work approach of the Board of Management and the Supervisory Board as well as the composition and work approach of their committees; if the information is available on the website of the Company, reference may be made thereto**

***Board of Management and Supervisory Board***

As prescribed in German stock corporation law, RHÖN-KLINIKUM AG has a dual management system, i.e. a strict separation exists at the personnel level between the Board of Management vested with powers of direction and the Supervisory Board vested with supervisory powers. Simultaneous membership in both corporate bodies is not permissible.

To achieve the objective of sustainable value-added, the Board of Management and the Supervisory Board have committed themselves to cooperating through mutual trust in the best interests of the Company and on the basis of a balanced allocation of duties and

responsibilities in accordance with the law, the Articles of Association and the Terms of Reference. The activities of the Board of Management and the Supervisory Board as well as cooperation between these two bodies is governed by their respective Terms of Reference. The allocation of responsibilities within the Board of Management as well as within the Supervisory Board is regularly adapted in accordance with changing requirements.

The Board of Management manages the Company and conducts transactions with shared responsibility based on Terms of Reference. Each member of the Board of Management has his own areas of responsibility as determined by operative and/or functional competencies. The chairman of the Board of Management is responsible for corporate policy as well as the Group's fundamental strategic orientation. The Board of Management reports regularly, without delay and comprehensively to the Supervisory Board on all significant issues relating to the business development and position of the Group and its subsidiaries. The Board of Management furthermore coordinates with the Supervisory Board the Group's further strategic development and discusses its implementation. If any events of special significance should arise, the chairman of the Board of Management informs the chairman of the Supervisory Board of these without delay. Any transactions and measures which are subject to consent are presented to the Supervisory Board in due time. The consent of the Supervisory Board is also required for transactions between the members of the Board of Management or parties related to them, on the one hand, and RHÖN-KLINIKUM AG, on the other.

For the members of the Board of Management, a fixed age limit of 65 years is defined in the Articles of Association. Service contracts of the Board of Management have a term of at least three years, thus ensuring the long-term character of succession planning. At least twelve months before the expiry of the contracts, the Supervisory Board begins negotiations on their possible renewal.

The Board of Management of RHÖN-KLINIKUM AG is currently composed of four members: Dr. Christian Höftberger (CEO), Prof. Dr. Bernd Griewing (CMO), Dr. Stefan Stranz (CFO) and Dr. Gunther K. Weiß (COO). The composition of our Board of Management is published and made permanently available in our Annual Report and on our website at [www.rhoen-klinikum-ag.com](http://www.rhoen-klinikum-ag.com).

The Supervisory Board is responsible for advising the Board of Management on directing the Company and for supervising its management activity. The Supervisory Board of RHÖN-KLINIKUM AG, pursuant to the requirements of the German Co-Determination Act (Mitbestimmungsgesetz, MitbestG) regarding the principle of equal representation of shareholders and employees, and pursuant to the Articles of Association, currently comprises an equal number of shareholders' and employees' representatives (16 in total). At the virtual Annual General Meeting on 19 August 2020, new elections for the Supervisory Board were held in which eight members of the shareholders stood for election. The five-year term of office of the Supervisory Board ends upon conclusion of the Annual General Meeting resolving on the formal approval of the actions of the Supervisory Board for financial year 2024.

The Terms of Reference of the Supervisory Board provide that only candidates who are not more than 75 years of age at the time of the election are to be nominated for election as members of the Supervisory Board. Moreover, the Supervisory Board adopted a resolution of principle on the independence of its members within the meaning of the German Corporate Governance Code in which it stated that (i) no shareholder representative shall have personal or business ties to the Company or its Board of Management establishing a material and not temporary conflict of interests, (ii) the Supervisory Board shall moreover have at least two members who are independent of the controlling shareholder, and (iii) the Supervisory Board, giving due regard to the ownership structure on the shareholder side, shall thus have a number of independent members which it deems to be reasonable. Currently, all eight shareholders' representatives are to be regarded as independent of the Company and the Board of Management According to the indicators fulfilled: Dr. Julia Dannath-Schuh, Ms. Irmtraut Gürkan, Mr. Kai Hankeln, Dr. Jan Liersch, Ms. Nicole Mooljee Damani, Ms. Christine Reißner, Mr. Hafid Rifi, Mr. Marco Walker. Four of the eight shareholders' representatives are independent of the controlling shareholder: Dr. Julia Dannath-Schuh, Ms. Irmtraut Gürkan, Ms. Nicole Mooljee Damani, Ms. Christine Reißner.

The Terms of Reference of the Supervisory Board furthermore provide for the formation of committees. There are currently six standing committees which at the time of this Declaration being submitted is made up of the members listed below:

- Personnel Affairs Committee: Dr. Jan Liersch (chairman), Peter Dücke, Kai Hankeln, Dr. Thomas Pillukat;
- Mediation Committee: Dr. Jan Liersch (chairman), Kai Hankeln, Dr. Thomas Pillukat, Georg Schulze;
- Audit Committee: Hafid Rifi (chairman), Peter Berghöfer, Regina Dickey, Prof. Dr. Leopold Eberhart, Irmtraut Gürkan, Dr. Jan Liersch;
- Medical Innovation and Quality Committee: Prof. Dr. Leopold Eberhart, Dr. Martin Mandewirth, Nicole Mooljee Damani (the Committee currently has no chairman due to the departure of Prof. Dr. Gerhard Ehninger in the middle of January 2021);
- Nomination Committee: Dr. Jan Liersch (chairman), Kai Hankeln, Hafid Rifi;
- Committee for Decisions on Related-Party Transactions within the meaning of section 111a AktG (“Related Party Committee”): Dr. Jan Liersch (chairman), Nicole Mooljee Damani, Oliver Salomon, Georg Schulze.

The respective committee chairmen report at regular intervals to the Supervisory Board on the work of the committees.

The Supervisory Board examines the efficiency of its activities on a regular basis. This efficiency review is supported by an independent institution at a three-year interval. The objective is to determine the activity of the Supervisory Board by site and where required to develop measures to specifically enhance its work approach. In addition to a questionnaire-based evaluation, interviews in this regard were conducted in 2019 with all members of the Supervisory Board and the members of the Board of Management and the results of the evaluation then discussed at the plenary session of the Supervisory Board in 2020. Its results were in line with the Supervisory Board’s expectations in terms of efficient performance of duties.

For further details on the work approach of the Board of Management and of the Supervisory Board and its committees as well as an overview of the changes in the composition of the Supervisory Board and its committees made during the year under way, please refer to the Report of the Supervisory Board which is publicly accessible in our Annual

Report and on our website at [www.rhoen-klinikum-ag.com](http://www.rhoen-klinikum-ag.com). The respective current composition of our Supervisory Board and its committees is furthermore publicly accessible on our website.

**IV. Disclosure pursuant to section 289f (2) no. 4 HGB: For exchange-listed stock corporations the stipulations pursuant to section 76 (4) and section 111 (5) AktG and disclosure of whether the targets were achieved during the reporting period, and if not, disclosure on the reasons for this**

***Equal participation of women and men in management positions***

Already before and on entry into force of the Act on Equal Participation of Women and Men in Management Positions in the Public and Private Sector (Gesetz zur gleichberechtigten Teilhabe von Frauen und Männern an Führungspositionen in der Privatwirtschaft und im öffentlichen Dienst, BGleiG), target figures, relevant management levels and target dates for the proportion of women were the subject of thorough discussions.

For the Board of Management and the two management levels below it, targets pursuant to section 111 (5), section 76 (4) AktG were specified.

The target for the proportion of women on the Board of Management was defined by the Supervisory Board as nil on 31 December 2020 and is likewise nil as at 31 December 2020. By resolution of 11 December 2020, the Supervisory Board continued to define the target for the proportion of women on the Board of Management until 30 June 2022 at nil. This stipulation was necessary because of the terms of the employment contracts of the members of the Board of Management currently holding office, on the one hand, and the desire to synchronise the decisions of the Board of Management and the Supervisory Board on specifying targets for the proportion of women on the Board of Management and the two management levels below the Board of Management, on the other.

The two management levels below the Board of Management refer to the hierarchical levels below the Board of Management actually established in the specific company. According to the management structure in place at RHÖN-KLINIKUM AG and the Terms of Reference, only one management level is formed below the Board of Management. The group of persons

comprises: managing directors, managing/commercial directors, Group divisional heads, chairmen and deputy chairmen of the Medical Board. The target for the proportion of women at this management level was defined and observed at 13% until 30 June 2017, and until 30 June 2022 the target proportion was raised to 21%. As at 31 December 2020, the proportion of women is 23%.

**V. Disclosure pursuant to section 289f (2) no. 5 HGB: Disclosure on whether the Company has complied with the minimum proportions of men and women in the composition of the Supervisory Board during the reporting period, and if not, disclosures on the reasons**

The minimum levels required by law for the proportion of women and men on the Supervisory Board were fully complied with during financial year 2020. As at 31 December 2020, 31% of the Supervisory Board is currently comprised of women and 69% of men.

**VI. Disclosure pursuant to section 289f (2) no. 6 HGB: In the case of stock corporations within the meaning of paragraph 1 which pursuant to section 267 (3) sentence 1 and (4) to (5) are large corporations, a description of the diversity concept pursued with respect to the composition of the representative corporate body and of the Supervisory Board with respect to aspects such as age, gender, education or professional background, as well as the objectives of such diversity concept, the way in which it is implemented and the results achieved during the financial year**

***Diversity concept***

The Supervisory Board also considers diversity in the composition of the Board of Management. However, this is not done by pursuing an explicitly stipulated diversity concept in relation to age, gender, education or professional background (cf. section 289f (5) HGB). The composition of the Board of Management must ensure an effective and sustainable management of the Company geared to the Company's interests. To ensure that these statutory duties are duly performed, the Supervisory Board, when filling positions on the Board of Management, will primarily be guided in future also by the knowledge, skills and experience of the candidates being considered. In this regard, the Supervisory Board orients itself on a fundamental requirements profile, which is adapted and clarified on an ad



hoc basis as required in the individual case. The Supervisory Board is convinced that this concept has proven itself.

The Supervisory Board has refrained from setting out any specific objectives regarding its composition within the meaning of Recommendation C.1 sentences 1 to 3 GCGC 2019 and has stated the reasons for this in the Declaration of Compliance pursuant to section 161 AktG. Consequently, no criteria such as age, gender, education or professional background were defined, either, as specific targets for the diversified composition of the Supervisory Board as part of an explicitly stipulated diversity concept.

Bad Neustadt a. d. Saale, 24 March 2021

The Supervisory Board            The Board of Management

*For better readability, we have avoided any gender differentiation in the terminology used in this Report. For any cases of relevance in this regard, the terms used apply equally to all genders in the interest of equal treatment.*