

RHÖN-KLINIKUM Aktiengesellschaft
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FINANCIAL YEAR 2024:

REMUNERATION REPORT OF RHÖN-KLINIKUM AKTIENGESELLSCHAFT IN ACCORDANCE WITH PARA. 162 AKTG

A. Introduction

The Remuneration Report explains the principles of the remuneration of the members of the Board of Management of RHÖN-KLINIKUM Aktiengesellschaft as well as the remuneration of the members of the Supervisory Board pursuant to the Articles of Association. In particular, the Remuneration Report contains the disclosures in accordance with Para. 162 of the German Stock Corporation Act (Aktiengesetz, AktG).

The Remuneration Report moreover provides individualised and specific information on the remuneration granted and owed to the members of the Board of Management and of the Supervisory Board of RHÖN-KLINIKUM Aktiengesellschaft in financial year 2024. The disclosures on the remuneration of directors and officers meet the requirements of the German Stock Corporation Act as well as those of applicable German and international accounting standards.

B. Remuneration of the Board of Management

In March 2021 the Supervisory Board of RHÖN-KLINIKUM Aktiengesellschaft adopted a revised remuneration scheme for the members of the Board of Management with effect from 1 April 2021 ("Remuneration Scheme 2021"). In this regard, the Supervisory Board, in view of the Company's special ownership structure, was guided by the objective of implementing a remuneration scheme, which is simple and 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. For the same reason, the Supervisory Board, in the Declarations of Compliance from 10 November 2021 onwards, stated deviations from several recommendations of the German Corporate Governance Code in its version as amended ("GCGC") as well as the reasons for such deviations.

The Remuneration Scheme 2021 was approved by the shareholders of RHÖN-KLINIKUM Aktiengesellschaft at the Annual General Meeting held on 9 June 2021. In accordance with Para. 120a (1) sentence 1 AktG, the Annual General Meeting must resolve on the remuneration scheme for the members of the Board of Management once again every four years, i.e. in 2025. The Supervisory Board will put a revised Remuneration Scheme to the vote at the 2025 Annual General Meeting.

The Supervisory Board may temporarily deviate from the Remuneration Scheme if this is necessary in the best interest of the Company in the long term. This includes, for example, aligning the

remuneration scheme to take into account significant changes in corporate strategy to ensure adequate incentives, or of a serious economic crisis. The extraordinary circumstances underlying and justifying such alignment are to be established by way of Supervisory Board resolution. The components of the remuneration scheme that may be deviated from are the procedure, the provisions on the remuneration structure and amount, as well as the individual remuneration components. Furthermore, the Supervisory Board may, according to its reasonably exercised discretion if required in the event of a significant change in requirements being determined, reimburse the expenditures for extraordinary additional payments (e.g. security measures). Moreover, the Supervisory Board has the right to grant newly joining members of the Board of Management special payments as compensation for losses in salary under a previous service relationship or to cover the costs arising from a relocation.

The Remuneration Scheme 2021 does not yet apply to the service contracts with members of the Board of Management entered into before 1 April 2021 (cf. also Para. 26j Introductory Act to the German Stock Corporation Act (Einführungsgesetz zum Aktiengesetz, EGAktG)). Considering individual aspects this concerns the connection service contract entered into with Dr. Weiß for the period from 1 January 2022. The Remuneration Scheme 2021 is presented under I below. Where the connection service contract with Dr. Weiß deviates from the latter, this will be explained separately.

I. Structure of remuneration of the Board of Management in financial year 2024

The aggregated remuneration of all members of the Board of Management is comprised of several remuneration components. Specifically, the remuneration is comprised of the base salary and the management profit sharing bonus as well as fringe benefits (non-cash benefits). In the case of Dr. Weiß the remuneration additionally includes a contingent post-retirement benefit on the basis of the connection service contract.

Although the Supervisory Board has taken into account the wage and salary structure within the Company when setting the remuneration of the Board of Management, the Supervisory Board does not expressly determine 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 is consequently not reflected by application of such determinations either. In view of the management structure and the specific staffing of a hospital company, the Supervisory Board does not find such determinations to be objectively justified.

There are no plans to grant shares or stock options to the members of the Board of Management, nor any commitments have been entered to do so. Since the agreement of the performance criteria for the variable remuneration ensures that the financial and non-financial targets will promote the business strategy and make a contribution towards a long-term development of the Company, the Supervisory Board has not seen any need to provide for a share-based variable remuneration.

1. Fixed remuneration

The annual base salary is a fixed cash remuneration with reference to the full year which is paid in twelve equal monthly instalments. If employment begins or ends during the year under way, fixed remuneration is paid pro rata temporis.

The fixed remuneration is to guarantee a market conform base remuneration for exercising the office and in this way ensure that the Company is able to attract the best qualified candidates to implement its corporate strategy and manage the Company.

2. Performance-linked annual management profit share bonus

a) Provisions of Remuneration Scheme 2021

The members of the Board of Management receive a performance-linked annual management profit share bonus based on an annual target setting agreement to be entered into each year. The Supervisory Board and the member of the Board of Management re-negotiate the criteria for the amount of the profit share bonus to be paid for each financial year before or at the beginning of such financial year. In the event the negotiations fail, the Supervisory Board is entitled to define the criteria according to its reasonably exercised discretion (Para. 315 of the German Civil Code (Bürgerliches Gesetzbuch, BGB)). The performance-linked annual profit share bonus is a maximum of 50% of the annual base salary.

The amount of the profit share bonus is defined after expiry of the reference period. The Supervisory Board and the members of the Board of Management try to reach agreement on the extent to which the non-financial targets are to be achieved. If no agreement can be reached, it is defined by the Supervisory Board according to its reasonably exercised discretion. The payment is made as a one-off payment at the earliest after the corresponding values have been calculated for the reference period. If employment begins or ends during the year under way, the bonus is paid pro rata temporis.

When agreeing the performance criteria for the variable remuneration, the Supervisory Board ensures that the financial and non-financial targets will promote the business strategy and contribute towards a long-term development of the Company. If consolidated profit or EBITDA (earnings before interest, taxes, depreciation and amortisation) in accordance with the IFRS consolidated financial statements is defined as the performance criterion, this provides incentives to strengthen the Company's operative earnings strength. The non-financial criteria are aligned with strategic plans in the interest of a sustainable corporate development. In this regard the Supervisory Board takes into account the strategic focus issues for the respective remuneration year.

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.

b) Determination and application of performance criteria in financial year 2023 and 2024

According to the Remuneration Scheme 2021, the Board of Management contracts of Prof. Dr. Kaltenbach, Dr. Stranz and Dr. Weiß provide that they are each entitled to receive a performance-linked annual management profit share bonus based on a target agreement to be entered into each year. This totals a maximum amount of EUR 250,000 in each case.

In the case of Prof. Kaltenbach, Dr. Stranz and Dr. Weiß, 50% of the performance criteria defined for financial year 2024 consists of financial targets (Tranche 1) and 50% consists of non-financial targets (Tranche 2). For the financial targets of Tranche 1, the achievement of targets is measured in each case applying a range with reference to EBITDA of the consolidated financial statements of RHÖN-KLINIKUM Aktiengesellschaft according to IFRS. For the non-financial targets of Tranche 2, individual sub-targets were agreed in the target agreements with the members of the Board of Management for 2024 on the basis of the resolution of the Supervisory Board in March 2024, which in equal proportions relate to reducing redundant structures and realising common synergies as well as reducing absolute CO2 emissions (ESG target).

For Prof. Kaltenbach, the Supervisory Board resolved on 26 March 2025 with respect to the target achievement for financial year 2024 that Tranche 1 in the amount of EUR 30,472 and Tranche 2 in the amount of EUR 125,000 are earned. For financial year 2024 this results in a management profit share bonus in the total amount of EUR 155,472.00.

For Dr. Stranz, the Supervisory Board resolved on 26 March 2025 with respect to the target achievement for financial year 2024 that Tranche 1 in the amount of EUR 30,472 and Tranche 2 in the amount of EUR 125,000 are earned. For financial year 2024 this results in a management profit share bonus in the total amount of EUR 155,472.00.

For Dr. Weiß, the Supervisory Board resolved on 26 March 2025 with respect to the target achievement for financial year 2024 that Tranche 1 in the amount of EUR 30,472 and Tranche 2 in the amount of EUR 125,000 are earned. For financial year 2024 this results in a management profit share bonus in the total amount of EUR 155,472.00.

With regard to the variable remuneration of the previous year, the following aspects were of significance: At the end of September 2023, the target agreements entered into with the members of the Board of Management for financial year 2023 were ended by mutual consent and it was stipulated that the members of the Board of Management concerned in each case would not be promised nor given any prospect or expectation of any form of variable or similar remuneration components for financial year 2023. The reason for this approach was that the Company and its subsidiaries at that time had already received or applied for grants and relief measures for higher energy prices and the Company – given the revision of the respective acts of legislation that took place in July 2023 after the target agreements had been entered into – was subject to the provisions in Para. 37a Electricity Price Act Brake Act (Strompreisbremsegesetz, StromPBG) and in Para. 29a Gas and Heat Price Brake Act (Erdgas-Wärme-Preisbremsengesetzes, EWPBG). Under these provisions, companies receiving relief amounts exceeding the threshold of EUR 25 million or EUR 50 million may not grant to the members of their management bodies for 2023 among other things any variable or similar remuneration components nor any increased base remuneration. For this reason, the amount that was and will be stated for the one-year variable remuneration for financial year 2023 is zero.

3. Fringe benefits

In accordance with the Company's policies, members of the Board of Management are provided with a company vehicle, which they may also use for personal purposes, as a fringe benefit. Furthermore, a personal accident insurance policy exists in favour of the members of the Board of Management. Since the use of a company car and the accident insurance premiums are remuneration components, each individual member of the Board of Management has to pay tax on these benefits. As a general

rule, all members of the Board of Management are entitled to these in the same way, the amount of which varies depending on the member's personal situation.

The purpose of granting reasonable fringe benefits, like the fixed remuneration, is to ensure a market conform base remuneration for exercising the office. For the fringe benefits described above, the Remuneration Scheme 2021 provides for a maximum amount of EUR 50,000.

Moreover, a D&O insurance is provided which contains a deductible in accordance with the requirements of the German Stock Corporation Act equal to 10% of the claim up to one-and-a-half times the annual base salary of the member of the Board of Management. In addition to the members of the Board of Management, this insurance also extends to the members of the Supervisory Board as well as other senior executives of the Group. It covers the personal liability risk in the event of pecuniary damage claims being made against the aforementioned group of persons by delivering their activity and service for the Company. In this regard, the premiums to be paid by the Company are not broken down amongst all individuals included under the insurance and for that reason are not recorded under fringe benefits in the tables under III.1.

4. Post-retirement benefits

The Board of Management contract with Dr. Weiß contains provisions on post-retirement benefits. If the service contract ends or the member of the Board of Management deceases during his term of office, the member of the Board of Management receives or, as the case may be, his heirs thereafter receive for each full year of work as member of the Board of Management a payment equal to 0.125 times the annual payments owed (annual base salary plus management profit share bonus) for the calendar year of the departure or decease. The amount of the payment is limited to 1.5 times the annual payments last owed. If the annual payments in the year of termination or, as the case may be, decease are lower than the average remuneration during the entire period of work for the Board of Management, the latter remuneration shall apply.

In contrast to the Board of Management contracts with Prof. Dr. Kaltenbach and Dr. Stranz – in line with the Remuneration Scheme 2021 – do not contain any provisions on post-retirement benefits for the Board of Management members.

5. Total target remuneration or remuneration caps

In order to implement a simple remuneration scheme in context of the Company's special ownership structure, the Supervisory Board did not consider it necessary to differentiate between defining a total target remuneration and the statutorily required maximum remuneration. The maximum remuneration defined under the Remuneration Scheme 2021 at the same time represents the total target remuneration of the individual members of the Board of Management.

The total remuneration of the members of the Board of Management to be granted for a financial year (sum of all remuneration amounts to be expended for the financial year concerned, including annual base salary, variable remuneration components and fringe benefits) – irrespective of whether it is paid out in such financial year or at a later time – is limited for the individual members of the Board of Management to a maximum amount (“maximum remuneration”).

For Prof. Dr. Kaltenbach, Dr. Stranz and Dr. Weiß, the contractual maximum remuneration for the annual base salary and the variable remuneration amounts to EUR 750,000.00 (plus fringe benefits such as company car and personal accident insurance) respectively.

In addition, Dr. Weiß receives the post-retirement benefits described under 4 above.

The company complied with the remuneration caps for financial year 2024 (in this regard see disclosures in the tables under III.1).

6. Benefits in the event early termination of Board of Management activity

If a member of the Board of Management leaves before expiry of the appointment period, the service contract remains in force. In the event of early removal, the member of the Board of Management is entitled to terminate the service contract on two weeks' notice for the end of the month following the removal. In such case he is entitled to 80% of the total remuneration (base salary and management profit share bonus) which he still would have received in the event of his contract having been continued to its end in accordance with the contractual provisions, unless the removal was validly effected for cause attributable to the member of the Board of Management. At the most, however, the member of the Board of Management shall receive payments equal to double an annual remuneration (base salary and bonus). In this regard, the amount of the annual remuneration of the financial year ending before the termination, or of the financial year under way upon termination, is to be applied, whichever annual remuneration is lower. The maturity of the payments is governed by the maturity that would apply if the service contract had been continued.

If the member of the Board of Management resigns his Board of Management mandate, the remuneration claim under the service contract ends at the same time. If the resignation is submitted for cause, however, the member of the Board of Management receives the aforementioned payments as in the case of a self-termination after removal without cause, unless at the same time a legal cause for a removal or for a termination of the service contract by the Company exists.

The service contract with Prof. Dr. Kaltenbach provides that the Company, in the event of his removal, has the right to release Prof. Dr. Kaltenbach irrevocably, subject to continued payment of 80% of his fixed remuneration and with such period of release being deducted from his paid holiday entitlement, from the obligation to perform his services and that no claims to the management profit share bonus arise during the period of release. The obligation to pay the fixed remuneration moreover ends when a new activity is commenced in another company.

II. Post-employment benefits to former members of the Board of Management and/or post-employment obligations towards former members of the Board of Management

No post-employment benefits were granted to former members of the Board of Management and/or no post-employment obligations were entered into towards former members of the Board of Management in financial year 2024.

III. Individual remuneration of members of the Board of Management

1. Level of remuneration of members of the Board of Management for financial year 2024

This section presents an individualised statement of the remuneration "granted and owed" to the current and former members of the Board of Management within the meaning of Para. 162 (2) sentence 1 of the German Stock Corporation Act (AktG).

In which remuneration report a remuneration component in accordance with Para. 162 (1) sentence 2 no. 1 AktG is to be stated depends on whether it is granted or owed in the financial year for which the remuneration report is prepared. Since Para. 162 AktG is not in line with the remuneration reporting to the existing expenses, reporting does not follow an expense recognition approach.

The legislation wording does not state whether or under which conditions a remuneration component is "granted". According to the legislative materials, a remuneration is granted and thus, pursuant to Para. 162 (1) sentence 2 no. 1 AktG, to be disclosed, if it effectively, i.e. actually, accrues to the director or officer and thus accrues to the latter's assets, irrespective of whether the accrual takes place to fulfil an obligation or without a legal reason. Accordingly, a remuneration in accordance with Para. 162 (1) sentence 2 no. 1 AktG is to be disclosed in the remuneration report (only) for the financial year in which it actually accrues.

By contrast, a remuneration is "owed" if the company has a legally existing obligation towards the director or officer which is due but not yet fulfilled. If such obligation is not yet due, it constitutes a (mere) commitment to pay a remuneration. For RHÖN-KLINIKUM Aktiengesellschaft the latter relates, in the case of individual members of the Board of Management, to the performance-linked management profit share bonus which is determined after the end of the financial year and after determination of the target achievement by the Supervisory Board early in the following year and which is then paid out.

In the table below, the granted and owed remuneration within the meaning of Para. 162 AktG is given in the columns entitled "Accrual" and compared with the previous year. Moreover, the respective relative share of all fixed and variable remuneration components is presented.

In addition, the table below contains by way of comparison disclosures on the remuneration "earned" in the financial year concerned (and the previous year), once again including the respective relative share of all fixed and variable remuneration components. In this place the presentation also contains other additional disclosures relating to the minimum and maximum remuneration as well as on the post-retirement expense incurred to the Company.

Incumbent member of Board of Management	Prof. Dr. Tobias Kaltenbach (Chairman of Board of Management from 1 November 2022)											
	Remuneration earned in financial year						Accrual ¹					
	2024		2023		2024 (min)		2024 (max)		2024		2023	
	€ '000	%	€ '000	%	€ '000	€ '000	€ '000	%	€ '000	%	€ '000	%
Basic salary (fixed remuneration)	500	76%	500	99%	500	500	500	99%	500	91%		
Fringe benefits	7	1%	7	1%	7	7	7	1%	7	1%		
Total	507	77%	507	100%	507	507	507	100%	507	92%		
One-year variable remuneration	155	23%	0 ²	0%	0	250	0	0%	42	8%		
Total remuneration	662	100%	507	100%	507	757	507	100%	549	100%		

¹Remuneration granted and owed in financial year.

²In this regard, see explanations under I.2 b).

Incumbent member of Board of Management	Dr. Stefan Stranz (Member of Board of Management)											
	Remuneration earned in financial year						Accrual ¹					
	2024		2023		2024 (min)		2024 (max)		2024		2023	
	€ '000	%	€ '000	%	€ '000	€ '000	€ '000	€ '000	€ '000	%	€ '000	%
Basic salary (fixed remuneration)	500	72%	500	92%	500	500	500	500	92%	500	75%	
Fringe benefits	43	6%	43	8%	43	43	43	43	8%	43	6%	
Total	543	78%	543	100%	543	543	543	543	100%	543	81%	
One-year variable remuneration	155	22%	0 ²	0%	0	250	0	0	0%	126	19%	
Total remuneration	698	100%	543	100%	543	793	543	100%	100%	669	100%	

¹Remuneration granted and owed in financial year.

²In this regard, see explanations under I.2 b).

Incumbent member of Board of Management	Dr. Gunther K. Weiß (Member of Board of Management)											
	Remuneration earned in financial year						Accrual ¹					
	2024		2023		2024 (min)		2024 (max)		2024		2023	
	€ '000	%	€ '000	%	€ '000	€ '000	€ '000	€ '000	€ '000	%	€ '000	%
Basic salary (fixed remuneration)	500	66%	500	80%	500	500	500	500	97%	500	78%	
Fringe benefits	17	2%	17	3%	17	17	17	17	3%	17	3%	
Total	517	68%	517	83%	517	517	517	517	100%	517	81%	
One-year variable remuneration	155	20%	0 ²	0%	0	250	0	0	0%	126	19%	
Total payments	672	88%	517	83%	517	767	517	100%	100%	643	100%	
Post-retirement expense ³	88	12%	108	17%	88	88	0	0	0%	0	0%	
Total remuneration	760	100%	625	100%	605	855	517	100%	100%	643	100%	

¹Remuneration granted and owed in financial year.

²In this regard, see explanations under I.2 b).

³This includes expenses according to IAS 19.

Earned remuneration of the incumbent members of the Board of Management in financial year 2024 totalled EUR 2.1 million (previous year: EUR 1.7 million). Of this total, EUR 1.6 million (previous year: EUR 1.7 million) was accounted for by components that are not profit-based and EUR 0.5 million (previous year: EUR 0 million) by variable components. The provision for claims to post-retirement benefits by the incumbent Board of Management in accordance with IFRS amounted to EUR 0.6 million (previous year: EUR 0.5 million) as at 31 December 2024.

In financial year 2024, the granted and owed remuneration (within the meaning of Para. 162 AktG) of the incumbent members of the Board of Management totalled EUR 1.6 million (previous year: EUR 1.9 million). Of this total, EUR 1.6 million (previous year: EUR 1.6 million) was accounted for by components that are not profit-based and EUR 0.0 million (previous year: EUR 0.3 million) by variable components.

2. Overview of post-retirement benefits

The table below provides an overview of the commitments to the payment of benefits made to Dr. Weiß in the event of termination of his activity, notably at their present value and the amount spent or provisions made for this by the Company during the last financial year:

Post-retirement benefits	Provision	Change in	Provision	Remaining
	as at	post-retirement	as at	nominal amount
	31 Dec. 2023	benefits	31 Dec. 2024	on expiry of
	€ '000	€ '000	€ '000	contract ¹
				€ '000
Dr. Gunther K. Weiß	547	88	635	647

¹ Claim according to scheduled expiry of Board of Management contract on the basis of payments received.

3. Additional disclosures

If individual members of the Board of Management exercise mandates in affiliates of the Company and receive separate remuneration for this, they are required to pay such remuneration amounts to the Company.

C. Remuneration of the Supervisory Board

The remuneration of the Supervisory Board is governed by Para. 14 of the Company's Articles of Association and was confirmed by the Annual General Meeting on 9 June 2021. In accordance with Para. 113 (3) sentence 1 AktG, the Annual General Meeting shall once again resolve on the remuneration of the members of the Board of Management every four years, i.e. in 2025. Accordingly, the Supervisory Board will once again put the remuneration of the members of the Supervisory Board to a vote at the 2025 Annual General Meeting.

The task of the Supervisory Board is to advise and supervise the Board of Management as it directs the Company under its own responsibility and manages its business activities. The members of the Supervisory Board are entitled to a reasonable remuneration taking into consideration, in terms of both its structure and amount, the requirements of the Supervisory Board office, the time commitment involved as well as the responsibility assumed by the Supervisory Board members for the Company. The remuneration of the Supervisory Board in this context – in addition to the attendance fee and reimbursement for outlays – consists of a purely fixed remuneration. The independence of the remuneration of the Supervisory Board from results-based key ratios is to ensure that the members of the Supervisory Board perform their duties in a neutral and objective manner. The grant of a purely fixed remuneration is consistent with Recommendation G.18 Sentence 1 GCGC.

I. Remuneration of the Supervisory Board according to the Articles of Association

Para. 14 of the Articles of Association contains the following provisions on the remuneration of the members of the Supervisory Board:

Each member of the Supervisory Board shall receive a fixed annual remuneration in the amount of EUR 25,000.00.

For the work in the committees of the Supervisory Board, the members of the Supervisory Board shall additionally receive remuneration as follows:

- the chairman of the Audit Committee EUR 25,000.00, each other member of the Audit Committee EUR 5,000.00;
- the chairman of another committee EUR 10,000.00, each other member of another committee EUR 2,500.00 if such other committee in each case has acted at least once during the financial year.

Membership on the Nomination Committee and on committees formed on an ad hoc basis shall not be taken into consideration. If a member of the Supervisory Board exercises more than one office simultaneously, that member shall receive only the remuneration for the highest remunerated office.

In derogation from the remuneration previously specified, the chairman of the Supervisory Board shall receive a fixed annual remuneration of EUR 75,000.00, his deputy chairmen a fixed annual remuneration of EUR 50,000.00 in each case. This shall also compensate their memberships on committees.

Members of the Supervisory Board who have not been on the Supervisory Board or a committee during a full year, or in each case have not held the chair or deputy chair of the Supervisory Board or the chair of a committee during a full year, shall receive the remuneration for each commenced calendar month of their activity pro rata temporis. The remuneration for committee activities on a pro rata temporis basis shall be conditional on the committee in question having met for the fulfilment of its duties during the period in question.

For their participation in person in a meeting of the Supervisory Board, of a committee and of an Annual General Meeting, each member of the Supervisory Board shall receive a fixed attendance fee of EUR 2,000.00. For joining a meeting by conference call or video conference, the participants concerned shall receive a fixed attendance fee in the amount of EUR 1,000.00. If several meetings of the Supervisory Board and/or committee meetings and/or an Annual General Meeting are held on the same day, fixed attendance fees shall be paid only for one meeting or, as the case may be, Annual General Meeting.

The chairman of the Supervisory Board and the deputy chairmen of the Supervisory Board shall receive double the amount of the fixed attendance fee for the Supervisory Board and committee meetings chaired by them in each case. Chairmen of Supervisory Board committees with power to adopt resolutions on behalf of the Supervisory Board, unless they hold office as chairman of the Supervisory Board or deputy chairman of the Supervisory Board at the same time, shall also receive double the aforementioned amount for the committee meetings chaired by them in each case. If a Supervisory Board member chairs several committees with power to adopt resolutions, he shall receive double the amount only once.

All members of the Supervisory Board shall be reimbursed the expenses incurred in the performance of their work, notably communication and travel expenses as well as any VAT to be paid on remuneration and on reimbursement of expenses.

Since the remuneration of the members of the Supervisory Board is made up not of variable but exclusively fixed components, there is no need to define a maximum total remuneration for the members of the Supervisory Board.

In addition, it is defined that the members of the Supervisory Board are also included in a D&O insurance policy covering the personal liability risk in the event of pecuniary damage claims being made against them by reason of the performance of their activity for the Company. In this regard, the premiums paid by the Company are not broken down amongst all persons included under the insurance cover and for that reason are not recorded in the table under II.

II. Individual remuneration of members of the Supervisory Board for financial year 2024 and compared with financial year 2023

The members of the Supervisory Board received the following remuneration for financial year 2024:

Total payments for 2024	Attendance fee		Fixed annual Remuneration		Activity on the committees		Total € '000
	€ '000	%	€ '000	%	€ '000	%	
Dr. Jan Liersch (Chairman)	28	27%	75	73%	0	0%	103
Stefan Röhrhoff (1 st Deputy Chairman)	7	12%	50	88%	0	0%	57
Hafid Rifi (2 nd Deputy Chairman)	21	30%	50	70%	0	0%	71
Peter Berghöfer	13	30%	25	58%	5	12%	43
Dr. Julia Dannath-Schuh	8	24%	25	76%	0	0%	33
Regina Dickey	14	32%	25	57%	5	11%	44
Peter Dücke	8	22%	25	69%	3	8%	36
Prof. (apl.) Dr. med. Leopold Eberhart	13	30%	25	58%	5	12%	43
Dr. Dagmar Federwisch	4	21%	15	79%	0	0%	19
Joachim Gemmel	5	17%	21	72%	3	10%	29
Imtraut Gürkan	7	32%	12	55%	3	14%	22
Kai Hankeln	0	0%	4	100%	0	0%	4
Dr. Martin Mandewirth	9	26%	25	74%	0	0%	34
Dr. Thomas Pillukat	10	26%	25	66%	3	8%	38
Christine Reißner	2	14%	12	86%	0	0%	14
Oliver Salomon	6	19%	25	81%	0	0%	31
Dr. Sara Sheikhzadeh	3	17%	15	83%	0	0%	18
Dr. Cornelia Süfke	7	22%	25	78%	0	0%	32
Marco Walker	5	17%	25	83%	0	0%	30
Total	170	24%	504	72%	27	4%	701

Compared with this, the members of the Supervisory Board received the following remuneration for financial year 2023:

Total payments for 2023	Attendance fee		Fixed annual Remuneration		Activity on the committees		Total € '000
	€ '000	%	€ '000	%	€ '000	%	
Dr. Jan Liersch (Chairman)	27	26%	75	74%	0	0%	102
Georg Schulze (1 st Deputy Chairman)	10	17%	50	83%	0	0%	60
Hafid Rifi (2 nd Deputy Chairman)	19	28%	50	72%	0	0%	69
Peter Berghöfer	15	33%	25	56%	5	11%	45
Dr. Julia Dannath-Schuh	6	19%	25	81%	0	0%	31
Regina Dickey	15	33%	25	56%	5	11%	45
Peter Dücke	11	28%	25	64%	3	8%	39
Prof. (apl.) Dr. med. Leopold Eberhart	15	33%	25	56%	5	11%	45
Imtraut Gürkan	13	30%	25	58%	5	12%	43
Kai Hankeln	9	24%	25	68%	3	8%	37
Dr. Martin Mandewirth	10	29%	25	71%	0	0%	35
Dr. Thomas Pillukat	9	24%	25	68%	3	8%	37
Christine Reißner	8	24%	25	76%	0	0%	33
Oliver Salomon	9	26%	25	74%	0	0%	34
Dr. Cornelia Süfke	7	22%	25	78%	0	0%	32
Marco Walker	7	22%	25	78%	0	0%	32
Total	190	26%	500	70%	29	4%	719

D. Comparative presentation

The tables below show a comparison of the percentage change in remuneration of the members of the Board of Management and the Supervisory Board with the trend in earnings of RHÖN-KLINIKUM Aktiengesellschaft and the average remuneration of the employees on an equivalent full-time basis compared with the years 2021 to 2023 (Para. 162 (1) sentence 2 no. 2 AktG in conjunction with Para. 26j (2) Para. 2 EGAktG).

For comparison with the trend in average remuneration of the employees, the average headcount of RHÖN-KLINIKUM Aktiengesellschaft and its subsidiaries in Germany according to the employee benefit expense (not including the employee benefits expense accounted attributable to the members of the Board of Management) recognised in the consolidated financial statements of RHÖN-KLINIKUM Aktiengesellschaft according to IFRS is considered. To ensure comparability, the remuneration of part-time employees was converted to full-time equivalents. For reasons of consistency, the remuneration earned in the last financial years was used as a basis for the change in remuneration of members of the Board of Management.

The trend in earnings is presented on the basis of the profit for the year of RHÖN-KLINIKUM Aktiengesellschaft. Since the remuneration of the members of the Board of Management – as stated above – exclusively depends on the trend in key ratios of the Group, the trend in EBITDA according to the consolidated financial statements of RHÖN-KLINIKUM Aktiengesellschaft is stated according to IFRS.

	Total			Total			Total		
	2024	2023	Difference 2024 vs 2023	2022	Difference 2023 vs 2022	2021	Difference 2022 vs 2021	2020	Difference 2021 vs 2020
Total payments of Board of Management	€ '000	€ '000	%	€ '000	%	€ '000	%	€ '000	%
Prof. Dr. Tobias Kaltenbach (Chairman of Board of Management from 1 November 2022)	662	507	31%	132	>100%	0	>100%	0	-
Dr. Stefan Stranz	698	543	29%	669	-19%	700	-4%	264	165%
Dr. Gunther K. Weiß	760	625	22%	733	-15%	1,031	-29%	1,047	-2%
Dr. Christian Höftberger (Chairman of Board of Management until 31 October 2022)	0	0	-	2,080	-100%	666	212%	303	120%
Prof. Dr. Bernd Griewing (Member of Board of Management until 31 October 2022)	0	0	-	1,106	-100%	1,371	-19%	1,377	0%
Stephan Holzinger (Member of Board of Management until 22 June 2020; service contract until 30 September 2020)	0	0	-	0	-	0	-	3,293	-100%
Total	2,120	1,675	27%	4,720	-65%	3,768	25%	6,284	-40%

	2024 vs 2023			2023 vs 2022		2022 vs 2021		2021 vs 2020	
	Total	Total	Difference	Total	Difference	Total	Difference	Total	Difference
Total payments of the Supervisory Board	2024	2023		2022		2021		2020	
	€ '000	€ '000	%	€ '000	%	€ '000	%	€ '000	%
Dr. Jan Liersch (from 3 June 2020) [Chairman]	103	102	1%	107	-5%	96	11%	67	43%
Stefan Röhrhoff (from 1 January 2024) [1 st Deputy Chairman]	57	0	>100%	0	-	0	-	0	-
Georg Schulze (until 31 December 2023)	0	60	-100%	62	-3%	57	9%	122	-53%
Hafid Rifi (from 19 August 2020) [2 nd Deputy Chairman]	71	69	3%	68	1%	67	1%	27	148%
Peter Berghöfer	43	45	-4%	46	-2%	41	12%	91	-55%
Nicole Mooljee Damani (from 19 August 2020 to 8 January 2022)	0	0	-	2	-100%	29	-93%	18	61%
Dr. Julia Dannath-Schuh (from 3 June 2020)	33	31	6%	30	3%	30	0%	40	-25%
Regina Dickey (from 19 August 2020)	44	45	-2%	46	-2%	42	10%	18	133%
Peter Dücke (from 19 August 2020)	36	39	-8%	41	-5%	33	24%	15	120%
Prof. (apl.) Dr. med. Leopold Eberhart (from 19 August 2020)	43	45	-4%	44	2%	41	7%	20	105%
Dr. Dagmar Federwisch (from 5 June 2024)	19	0	>100%	0	-	0	-	0	-
Joachim Gemmel (from 18 March 2024)	29	0	>100%	0	-	0	-	0	-
Prof. Dr. Gerhard Ehninger (until 15 January 2021)	0	0	-	0	-	2	-100%	68	-97%
Imtraut Gürkan (from 19 August 2020 to 5 June 2024)	22	43	-49%	41	5%	41	0%	18	128%
Kai Hankeln (from 19 August 2020 to 13 February 2024)	4	37	-89%	36	3%	34	6%	16	113%
Dr. med. Martin Mandewirth (from 19 August 2020)	34	35	-3%	37	-5%	32	16%	18	78%
PD Dr. med. Thomas Pillukat (from 19 August 2020)	38	37	3%	42	-12%	33	27%	15	120%
Christine Reißner (until 5 June 2024)	14	33	-58%	36	-8%	32	13%	81	-60%
Oliver Salomon	31	34	-9%	36	-6%	31	16%	70	-56%
Dr. Sara Sheikhzadeh (from 5 June 2024)	18	0	>100%	0	-	0	-	0	-
Dr. Cornelia Süfke (from 2 March 2022)	32	32	0%	29	>100%	0	>100%	0	-
Marco Walker (from 9 March 2021)	30	32	-6%	32	0%	25	28%	0	>100%
Dr. Annette Beller (until 3 June 2020)	0	0	-	0	-	0	-	83	-100%
Jan Hacker (until 19 August 2020)	0	0	-	0	-	0	-	57	-100%
Stefan Härtel (until 19 August 2020)	0	0	-	0	-	0	-	55	-100%
Klaus Hanschur (until 19 August 2020)	0	0	-	0	-	0	-	50	-100%
Meike Jäger (until 19 August 2020)	0	0	-	0	-	0	-	70	-100%
Dr. Brigitte Mohn (until 19 August 2020)	0	0	-	0	-	0	-	43	-100%
Eugen Münch (until 19 August 2020)	0	0	-	0	-	0	-	219	-100%
Wolfgang Mündel (until 19 August 2020)	0	0	-	0	-	0	-	196	-100%
Evelin Schiebel (until 19 August 2020)	0	0	-	0	-	0	-	57	-100%
Dr. Katrin Vemau (until 19 August 2020)	0	0	-	0	-	0	-	56	-100%
Natascha Weihs (until 19 August 2020)	0	0	-	0	-	0	-	57	-100%
Total	701	719	-3%	735	-2%	666	10%	1,647	-60%

Comparative presentation	Last updated on		Difference	Last updated on		Last updated on		Last updated on	
	31. Dec. 2024	31. Dec. 2023		2023 vs 2024	31 Dec. 2022	2023 vs 2022	31 Dec. 2021	2022 vs 2021	31 Dec. 2020
	€ '000	€ '000	%	€ '000	%	€ '000	%	€ '000	%
Average employee remuneration	72	68	6%	66	3%	64	4%	62	2%
Board of Management remuneration earned in financial year	2,120	1,675	27%	4,720	-65%	3,768	25%	6,284	-40%
Supervisory Board remuneration earned in financial year	701	719	-3%	735	-2%	666	10%	1,647	-60%
EBITDA acc. to consolidated financial statements of RHÖN-KLINIKUM AG	110,772	105,884	5%	105,645	0%	101,160	4%	80,225	26%
Result for the year of RHÖN-KLINIKUM AG	12,456	22,307	-44%	10,835	106%	7,579	43%	-10,309	> 100%

Bad Neustadt a. d. Saale, 26 March 2025

The Board of Management

The Supervisory Board

Independent Auditor's Assurance Report on Examination of the Remuneration Report pursuant to Section 162 (3) AktG

To RHÖN-KLINIKUM Aktiengesellschaft, Bad Neustadt a. d. Saale

Opinion

We have formally examined the remuneration report of RHÖN-KLINIKUM Aktiengesellschaft, Bad Neustadt a. d. Saale, for the financial year from January 1st, 2024 to December 31st, 2024 to determine whether the disclosures pursuant to Section 162 (1) and (2) AktG have been made in the remuneration report. In accordance with Section 162 (3) AktG, we have not examined the content of the remuneration report.

In our opinion, the accompanying remuneration report complies, in all material respects, with the disclosure requirements pursuant to Section 162 (1) and (2) AktG. Our opinion does not cover the content of the remuneration report.

Basis for Opinion

We conducted our examination of the remuneration report in compliance with Section 162 (3) AktG taking into account the IDW assurance standard: Examination of the remuneration report pursuant to Section 162 (3) AktG (IDW AsS 870 (09.2023)). Our responsibilities under this regulation and this standard are further described in the "Our Responsibilities" section of our assurance report. Our audit firm has applied the IDW Standard on Quality Management 1: Requirements for Quality Management in Audit Firms (IDW QMS 1). We have complied with our professional duties pursuant to the German Public Accountants Act [WPO] and the Professional Charter for Auditors/Chartered Accountants [BS WP/vBP], including the independence requirements.

Responsibilities of the Management Board and the Supervisory Board

The management and the Supervisory Board of RHÖN-KLINIKUM Aktiengesellschaft are responsible for the preparation of the remuneration report, including the related disclosures, in accordance with the requirements of Section 162 AktG. The management and the Supervisory Board are also responsible for such internal control as they have determined necessary to enable the preparation of the remuneration report that is free from material misstatement, whether due to fraud (i.e., fraudulent financial reporting and misappropriation of assets) or error.

Our Responsibilities

Our objectives are to obtain reasonable assurance about whether the remuneration report complies, in all material respects, with the disclosure requirements pursuant to Section 162 (1) and (2) AktG, and to issue an assurance report that includes our opinion.

We planned and performed our examination to obtain evidence about the formal completeness of the remuneration report by comparing the disclosures made in the remuneration report with the disclosures required by Section 162 (1) and (2) AktG. In accordance with Section 162 (3) AktG, we have

not examined whether the disclosures are correct or individual disclosures are complete or whether the remuneration report is fairly presented.

Frankfurt am Main, 26 March 2025

KPMG AG
Wirtschaftsprüfungsgesellschaft

Huber-Straßer
Wirtschaftsprüferin
[German Public Auditor]

Schrum
Wirtschaftsprüfer
[German Public Auditor]