



RHÖN-KLINIKUM

REMUNERATION REPORT

2025

RHÖN-KLINIKUM Aktiengesellschaft
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FINANCIAL YEAR 2025:

REMUNERATION REPORT OF RHÖN-KLINIKUM AKTIENGESELLSCHAFT

PURSUANT TO SECTION 162 AKTG

1 | 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 pursuant to section 162 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 2025. The disclosures on the remuneration of directors and officers meet the requirements of the German Stock Corporation Act (AktG) as well as those of applicable German and international accounting standards.

2 | REMUNERATION OF THE BOARD OF MANAGEMENT

In March 2025, the Supervisory Board of RHÖN-KLINIKUM Aktiengesellschaft adopted a revised remuneration scheme for the members of the Board of Management with effect from 1 January 2025 ("Remuneration Scheme 2025"). Apart from a reasonable increase in the maximum amount of fixed and variable remuneration, the remuneration scheme for 2025 is essentially identical to the remuneration scheme for 2021. As before, the Supervisory Board, in view of the Company's special ownership structure, continues to be guided by the objective of implementing a remuneration scheme, which is as simple as possible, and which 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 2025 was approved by the shareholders of RHÖN-KLINIKUM Aktiengesellschaft at the Annual General Meeting on 3 June 2025. Pursuant to section 120a (1) sentence 1 German Stock Corporation Act (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. no later than in 2029.

The Supervisory Board may temporarily deviate from the Remuneration Scheme if this is in the Company's long-term best interest. This includes, for example, aligning the remuneration scheme to take account of significant changes in corporate strategy to ensure adequate incentives, or in the event of a serious economic crisis. The extraordinary circumstances underlying and justifying such alignment are to be determined 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 require-

ments 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 2025 does not yet apply to service contracts with members of the Board of Management entered before 1 January 2025. However, current remuneration practices, and in particular the follow-up service contract entered with Dr. Weiß in financial year 2024, effective 1 January 2025, already comply with the Remuneration Scheme 2025. Only the service contract with Prof. Dr. Kaltenbach, which was terminated by mutual agreement effective 31 March 2025, was still governed by the Board of Management Remuneration Scheme 2021.

The Remuneration Scheme 2025 is described in section 2. Any deviations from this in the service contract with Prof. Dr. Kaltenbach are explained separately.

2.1 Structure of remuneration of the Board of Management in financial year 2025

The aggregate 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 (tantieme) as well as fringe benefits (non-cash benefits). In the case of Dr. Weiß, the remuneration additionally includes a contingent post-retirement benefit based on the follow-on service contract, which expired in financial year 2025.

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 does not expressly determine how the senior management and the relevant overall staff are to be differentiated. The remuneration of the Board of Management in relation 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 has any commitment been made 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 contribute towards the Company's long-term development, the Supervisory Board has not seen any need to provide for a share-based variable remuneration.

2.1.1 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 purpose of the fixed remuneration is to guarantee a market-based remuneration for fulfilling the duties the office. In this way the Company is able to attract the best-qualified candidates to implement its corporate strategy and manage the Company.

2.1.2 Performance-linked annual management profit-sharing bonus (tantieme)

a) Provisions of Remuneration Scheme 2025

The members of the Board of Management receive a performance-linked annual management profit-sharing bonus (tantieme) based on an annual target 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 tantieme 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 (section 315 of the German Civil Code (Bürgerliches Gesetzbuch, BGB)). The performance-linked annual tantieme is a maximum of 50% of the annual base salary.

The amount of the tantieme 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 tantieme 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) pursuant to 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 oriented on strategic targets 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 2025

According to the Remuneration Scheme 2025, the Board of Management contracts of Dr. Stranz and Dr. Weiß provide that they are each entitled to receive a performance-linked annual management profit-sharing bonus (tantieme) based on a target agreement to be entered into each year. This totals a maximum amount of EUR 275,000 in each case. Based on the 2021 Remuneration Scheme, the Board of Management service contract of Prof. Dr. Kaltenbach included a similar provision, but in view of the termination of this service contract by mutual consent with effect from the expiry of 31 March 2025, no target agreement was entered into with Prof. Dr. Kaltenbach for financial year 2025. Further disclosures on the content of the termination agreement entered into with Prof. Dr. Kaltenbach are provided under 2.2 below.

In the case of Dr. Stranz and Dr. Weiß, 50% of the performance criteria defined by the Supervisory Board for financial year 2025 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 using a range with reference to EBITDA of the consolidated financial statements of RHÖN-KLINIKUM Aktiengesellschaft in accordance with the International Financial Reporting Standards (IFRS). For the non-financial targets of tranche 2, individual sub-targets were agreed in the target agreements with Dr. Stranz and Dr. Weiß for 2025 on the basis of the resolution of the Supervisory Board in March 2025, which relate to reducing redundant structures and realising common synergies in the entire ASKLEPIOS Group (incl. sub-groups) as well as the adherence of certain investment obligation milestones.

For Dr. Stranz, the Supervisory Board resolved on 25 March 2026 with respect to the target achievement for financial year 2025 that tranche 1 in the amount of EUR 36,475 and tranche 2 in the amount of EUR 125,000 are earned. For financial year 2025, this results in a management profit-sharing bonus (tantieme) in the total amount of EUR 161,475.

For Dr. Weiß, the Supervisory Board resolved on 25 March 2026 with respect to the target achievement for financial year 2025 that tranche 1 in the amount of EUR 40,122 and tranche 2 in the amount of EUR 137,500 are earned. For financial year 2025, this results in a management profit-sharing bonus (tantieme) in the total amount of EUR 177,622.

For Prof. Kaltenbach, the Supervisory Board resolved in March 2025 with respect to the target achievement for financial year 2025 and in the termination, agreement that in the absence of any already defined targets a reasonable provision for a target achievement of 80% is to be assumed in connection with his mutually agreed early departure. For financial year 2025, this results in a management profit-sharing bonus (tantieme) in the total amount of EUR 183,333, which was paid as part of his severance compensation.

2.1.3 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 is taken out in favour of the members of the Board of Management. Since 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, with the amount varying depending on the member's personal situation.

The purpose of granting reasonable fringe benefits, like the fixed remuneration, is to ensure a base market remuneration for exercising the office. For the fringe benefits described above, the Remuneration Scheme 2025 provides for a maximum amount of EUR 50,000.

Moreover, D&O insurance (Directors' and Officers' liability insurance) cover is provided which is subject to a deductible in accordance with the requirements of the German Stock Corporation Act (AktG) 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 cover 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 because of the performance of their activity for the Company. In this regard, the premiums to be paid by the Company are not broken down amongst all persons included under the insurance cover and for that reason are not recorded under fringe benefits in the tables under 2.3.1.

2.1.4 Post-retirement benefits

The original Board of Management contract with Dr. Weiß included 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-sharing bonus (tantieme)) for the calendar year of the departure or decease. The payment amount is capped at 1.5 times the most recent annual payments. 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. This claim to post-retirement benefits became due for payment after the expiry of the original Board of Management service contract with Dr. Weiß from 31 December 2024 with effect from the expiry of 30 June 2025 and was paid accordingly (see overview of post-retirement benefits under 2.3.2).

By contrast, the Board of Management contracts with Prof. Dr. Kaltenbach and Dr. Stranz – in line with the Remuneration Scheme 2021 and the Remuneration Scheme 2025 – did not and do not include any provisions on post-retirement benefits for the members of the Board of Management. Likewise, there are no provisions on post-retirement benefits in the Board of Management contract entered into with Dr. Weiß in financial year 2024.

2.1.5 Total target remuneration or remuneration caps

To implement the simplest remuneration scheme possible in view 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 2025 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 875,000.00 (plus fringe benefits such as company car and personal accident insurance) respectively.

In addition, Dr. Weiß received the post-retirement benefits described under 2.1.4 above.

The remuneration caps for financial year 2025 were observed (see disclosures in the tables under 2.3.1).

2.1.6 Benefits in the event early termination of Board of Management activity

If a member of the Board of Management is removed 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-sharing bonus (tantieme)) 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 tantieme). 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 from his office on the Board of Management, 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 provided 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-sharing bonus (tantieme) arise during the period of release. The obligation to pay the fixed remuneration moreover ended on a new activity being taken up in another company.

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

As a result of the departure of Dr. Christian Höftberger from the Board of Management on amicable terms agreed in March 2025 with effect from the expiry of 31 March 2025, it was agreed to terminate the employment contract with effect from 31 March 2025. It was also agreed that Prof. Dr. Kaltenbach receives severance compensation for those periods originally to be settled (previously, the contract term ran until 31 October 2025) in the total amount of EUR 533,333. The severance payment consists of (i) EUR 350,000 to settle the claim to fixed remuneration for the months of April to October 2025 and (ii) EUR 183,333 as a lump-sum settlement of the claim to variable remuneration for the months of January to October 2025. For the settlement of the claim to variable remuneration, a maximum annual bonus of EUR 275,000 was used as a basis, and – in the absence of already defined targets for the 2025 financial year and in order to achieve an appropriate arrangement in connection with the mutually agreed early termination – a target achievement of 80% was assumed. The provisions listed under 2.1 were complied with.

2.3 Individual remuneration of members of the Board of Management

2.3.1 Level of remuneration of members of the Board of Management for financial year 2025

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 section 162 (2) sentence 1 German Stock Corporation Act (AktG) (AktG).

The remuneration report in which a remuneration component pursuant to section 162 (1) sentence 2 no. 1 German Stock Corporation Act (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 section 162 German Stock Corporation Act (AktG) does not tie remuneration reporting to the existence of an expense, reporting is not to be based on an expense recognition approach.

The legislative wording does not state whether or under what conditions a remuneration component is "granted". According to the legislative materials, a remuneration is granted and thus, pursuant to section 162 (1) sentence 2 no. 1 German Stock Corporation Act (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 pursuant to section 162 (1) sentence 2 no. 1 German Stock Corporation Act (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-sharing bonus (tantieme) 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 section 162 German Stock Corporation Act (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 "vested" in the financial year concerned (and the previous year), once again including the respective relative share of all fixed and variable remuneration components. At 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.

€ '000											
Incumbent member of Board of Management	Dr. Stefan Stranz (Member of Board of Management)										
	Remuneration vested in financial year						Accrual ¹				
	2025	in %	2024	in %	2025 (min.)	2025 (max.)	2025	in %	2024	in %	
	Base salary (fixed remuneration)	500	71	500	72	500	500	500	72	500	92
Fringe benefits	39	6	43	6	39	39	39	6	43	8	
Total	539	77	543	78	539	539	539	78	543	100	
One-year variable remuneration	161	23	155	22	0	275	155	22	0	0	
Total remuneration	700	100	698	100	539	814	694	100	543	100	

¹ Remuneration granted and owed in financial year.

€ '000											
Incumbent member of Board of Management	Dr. Gunther K. Weiß (Member of Board of Management)										
	Remuneration vested in financial year						Accrual ¹				
	2025	in %	2024	in %	2025 (min.)	2025 (max.)	2025	in %	2024	in %	
	Base salary (fixed remuneration)	600	76	500	66	600	600	600	78	500	97
Fringe benefits	15	2	17	2	15	15	15	2	17	3	
Total	615	78	517	68	615	615	615	80	517	100	
One-year variable remuneration	178	22	155	20	0	275	155	20	0	0	
Total payments	793	100	672	88	615	890	770	100	517	100	
Post-retirement expense ²	0	0	88	12	0	0	0	0	0	0	
Total remuneration	793	100	760	100	615	890	770	100	517	100	

¹ Remuneration granted and owed in financial year.

² Pension expenditure includes past service cost according to IAS 19.

€ '000										
Former member of Board of Management	Prof. Dr. Tobias Kaltenbach (Chairman of Board of Management from 1 November 2022 to 31 March 2025)									
	Remuneration vested in financial year						Accrual ¹			
	2025		2024		2025		2025		2024	
	in %	in %	(min.)	(max.)	in %	in %	2025	2024	in %	in %
Base salary (fixed remuneration)	150	22	500	76	150	150	150	18	500	99
Fringe benefits	2	0	7	1	2	2	2	0	7	1
Total	152	22	507	77	152	152	152	18	507	100
One-year variable remuneration ²	183	27	155	23	0	183	338	40	0	0
Total payments	335	49	662	100	152	335	490	58	507	100
Severance compensation payments ²	350	51	0	0	0	350	350	42	0	0
Total remuneration	685	100	662	100	152	685	840	100	507	100

¹ Remuneration granted and owed in financial year.

² The total severance payment comprises two components. These were described in 2.1.2.b) and 2.2.

Vested remuneration of the incumbent members of the Board of Management in financial year 2025 totalled EUR 2.2 million (previous year: EUR 2.1 million). Of this total, EUR 1.7 million (previous year: EUR 1.6 million) was accounted for by components that are not results-based and EUR 0.5 million (previous year: EUR 0.5 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 0.0 million (previous year: EUR 0.6 million) as at 31 December 2025.

In financial year 2025, the granted and owed remuneration (within the meaning of section 162 AktG) of the incumbent members of the Board of Management totalled EUR 2.3 million (previous year: EUR 1.6 million). Of this total, EUR 1.7 million (previous year: EUR 1.6 million) was accounted for by components that are not results-based and EUR 0.6 million (previous year: EUR 0.0 million) by variable components.

2.3.2 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:

€ '000				
Post-retirement benefits	Provision as at 31 Dec. 2024	Change in post-retirement benefits	Provision as at 31 Dec. 2025	Remaining nominal amount on contract expiry ¹
Dr. Gunther K. Weiß	635	-635	-	-

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

2.3.3 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.

3 | REMUNERATION OF THE SUPERVISORY BOARD

The remuneration of the Supervisory Board is governed by Section 14 of the Company's Articles of Association and was confirmed by the Annual General Meeting on 3 June 2025. Pursuant to section 113 (3) sentence 1 German Stock Corporation Act (AktG), the Annual General Meeting shall once again resolve on the remuneration of the members of the Board of Management every four years, e.g. no later than 2029.

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. For these reasons, the remuneration of the Supervisory Board – 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.

3.1 Remuneration of the Supervisory Board according to the Articles of Association

Section 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 convened 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 incurring to them 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 pointed out 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 to be 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 3.2.

3.2 Individual remuneration of members of the Supervisory Board for financial year 2025 and compared with financial year 2024

The members of the Supervisory Board received the following remuneration for financial year 2025:

€ '000	Attendance fee		Fixed annual remuneration		Activities on the committees		Total
Total payments in 2025		%		%		%	
Dr. Jan Liersch [chairman]	25	25%	75	75%	0	0%	100
Stefan Röhrhoff [1st deputy chairman]	9	15%	50	85%	0	0%	59
Hafid Rifi [2nd deputy chairman]	18	26%	50	74%	0	0%	68
Peter Berghöfer	7	32%	13	59%	2	9%	22
Dr. Susanne Betz	6	29%	15	71%	0	0%	21
Dr. Julia Dannath-Schuh	4	14%	25	86%	0	0%	29
Regina Dickey	14	32%	25	57%	5	11%	44
Peter Ducke	8	22%	25	70%	3	8%	36
Prof. (apl.) Dr. med. Leopold Eberhart	7	32%	13	59%	2	9%	22
Dr. Dagmar Federwisch	7	22%	25	78%	0	0%	32
Joachim Gemmel	4	12%	25	73%	5	15%	34
Anna-Lena Lück	6	29%	15	71%	0	0%	21
Dr. Martin Mandewirth	9	24%	25	68%	3	8%	37
Dr. Thomas Pillukat	4	22%	13	72%	1	6%	18
Oliver Salomon	7	21%	25	76%	1	3%	33
Andrea Schuster	6	29%	15	71%	0	0%	21
Dr. Sara Sheikhzadeh	4	14%	25	86%	0	0%	29
Dr. Cornelia Süfke	5	17%	25	83%	0	0%	30
Marco Walker	4	14%	25	86%	0	0%	29
Total	154	23%	509	74%	22	3%	685

Compared with this, the members of the Supervisory Board received the following remuneration for financial year 2024:

€ '000	Attendance fee		Fixed annual remuneration		Activities on the committees		Total
Total payments in 2024		%		%		%	
Dr. Jan Liersch [chairman]	28	27%	75	73%	0	0%	103
Stefan Röhrhoff [1st deputy chairman]	7	12%	50	88%	0	0%	57
Hafid Rifi [2nd 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
Irmtraut 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

4 | 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 2021 to 2024 (section 162 (1) sentence 2 no. 2 German Stock Corporation Act (AktG) in conjunction with section 26j (2) sentence 2 EGAktG).

For the 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 benefits 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 used. To ensure comparability, the remuneration of part-time employees was converted to full-time equivalents. For reasons of consistency, the remuneration vested in the last financial years was used as a basis also for the change in remuneration of members of the Board of Management.

The trend in earnings is presented based on the result 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 according to IFRS is stated.

€ '000	Total	Total	Difference	Total	Difference	Total	Difference	Total	Difference	
Total payments of Board of Management	2025 vs 2024			2024 vs 2023		2023 vs 2022			2022 vs 2021	
	2025	2024	%	2023	%	2022	%	2021	%	
Dr. Stefan Stranz	700	698	0%	543	29%	669	-19%	700	-4%	
Dr. Gunther K. Weiß	793	760	4%	625	22%	733	-15%	1,031	-29%	
Dr. Christian Höftberger (chairman of Board of Management until 31 October 2022)	0	0	-	0	-	2,080	-100%	666	212%	
Prof. Dr. Bernd Griewing (member of Board of Management until 31 October 2022)	0	0	-	0	-	1,106	-100%	1,371	-19%	
Prof. Dr. Tobias Kaltenbach (chairman of Board of Management from 1 November 2022 to the 31 March 2025)	685	662	3%	507	31%	132	>100%	0	>100%	
Total	2,178	2,120	3%	1,675	27%	4,720	-65%	3,768	25%	

€ '000	Total	Total	Difference	Total	Difference	Total	Difference	Total	Difference
Total payments of Supervisory Board	2025 vs 2024			2024 vs 2023		2023 vs 2022		2022 vs 2021	
	2025	2024	%	2023	%	2022	%	2021	%
Dr. Jan Liersch (from 3 June 2020) [chairman]	100	103	-3%	102	1%	107	-5%	96	11%
Stefan Röhrhoff (from 1 January 2024) [1st deputy chairman]	59	57	4%	0	>100%	0	-	0	-
Georg Schulze (until 31 December 2023)	0	0	-	60	-100%	62	-3%	57	9%
Hafid Rifi (from 19 August 2020) [2nd deputy chairman]	68	71	-4%	69	3%	68	1%	67	1%
Peter Berghöfer (until 3 June 2025)	22	43	-49%	45	-4%	46	-2%	41	12%
Dr. Susanne Betz (from 3 June 2025)	21	0	>100%	0	-	0	-	0	-
Nicole Mooljee Damani (until 8 January 2022)	0	0	-	0	-	2	-100%	29	-93%
Dr. Julia Dannath-Schuh (from 3 June 2020)	29	33	-12%	31	6%	30	3%	30	0%
Regina Dickey (from 19 August 2020)	44	44	0%	45	-2%	46	-2%	42	10%
Peter Ducke (from 19 August 2020)	36	36	0%	39	-8%	41	-5%	33	24%
Prof. (apl.) Dr. med. Leopold Eberhart (from 19 August 2020 to 3 June 2025)	22	43	-49%	45	-4%	44	2%	41	7%
Dr. Dagmar Federwisch (from 5 June 2024)	32	19	68%	0	>100%	0	-	0	-
Joachim Gemmel (from 18 March 2024)	34	29	17%	0	>100%	0	-	0	-
Anna-Lena Lück (from 3 June 2025)	21	0	>100%	0	-	0	-	0	-
Prof. Dr. Gerhard Ehninger (until 15 January 2021)	0	0	-	0	-	0	-	2	-100%
Irmtraut Gürkan (from 19 August 2020 to 5 June 2024)	0	22	-100%	43	-49%	41	5%	41	0%
Kai Hankeln (from 19 August 2020 to 13 February 2024)	0	4	-100%	37	-89%	36	3%	34	6%
Dr. med. Martin Mandewirth (from 19 August 2020)	37	34	9%	35	-3%	37	-5%	32	16%
PD Dr. med. Thomas Pillukat (from 19 August 2020 to 3 June 2025)	18	38	-53%	37	3%	42	-12%	33	27%
Christine Reißner (until 5 June 2024)	0	14	-100%	33	-58%	36	-8%	32	13%
Oliver Salomon	33	31	6%	34	-9%	36	-6%	31	16%
Andrea Schuster (from 3 June 2025)	21	0	>100%	0	-	0	-	0	-
Dr. Sara Sheikhzadeh (from 5 June 2024)	29	18	61%	0	>100%	0	-	0	-
Dr. Cornelia Sükke (from 2 March 2022)	30	32	-6%	32	0%	29	10%	0	>100%
Marco Walker (from 9 March 2021)	29	30	-3%	32	-6%	32	0%	25	28%
Total	685	701	-2%	719	-3%	735	-2%	666	10%

€ '000	Total	Total	Difference	Total	Difference	Total	Difference	Total	Difference
Comparative presentation	2025 vs 2024			2024 vs 2023		2023 vs 2022		2022 vs 2021	
	2025	2024	%	2023	%	2022	%	2021	%
Average employee remuneration	75	72	4%	68	6%	66	3%	64	4%
Board of Management remuneration vested in financial year	2,178	2,120	3%	1,675	27%	4,720	-65%	3,768	25%
Supervisory Board remuneration vested in financial year	685	701	-2%	719	-3%	735	-2%	666	10%
EBITDA acc. to consolidated financial statements of RHÖN-KLINIKUM AG	105,943	110,772	-4%	105,884	5%	105,645	0%	101,160	4%
Result for the year of RHÖN-KLINIKUM AG	12,896	12,456	4%	22,307	-44%	10,835	106%	7,579	43%

Bad Neustadt a. d. Saale, 25 March 2026

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 of RHÖN-KLINIKUM Aktiengesellschaft, Bad Neustadt a. d. Saale for the financial year from January 1st, 2025 to December 31st, 2025 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, 25 March 2026

KPMG AG
Wirtschaftsprüfungsgesellschaft

Huber-Straßer	Kohler
Wirtschaftsprüferin	Wirtschaftsprüferin
German Public Auditor	German Public Auditor

RHÖN-KLINIKUM AG

A company of the ASKLEPIOS Group