

INVITATION TO THE ANNUAL GENERAL  
MEETING ON 12 JUNE 2014

**RHÖN-KLINIKUM AG**  
**Salzburger Leite 1**  
**97616 Bad Neustadt a. d. Saale, Germany**

ISIN DE0007042301  
WKN 704230

We hereby invite our shareholders to attend the Company's

**Annual General Meeting of RHÖN-KLINIKUM Aktiengesellschaft**

which will be held on

**Thursday, 12 June 2014, at 10.00 a.m.**

at the Jahrhunderthalle Frankfurt, Pfaffenwiese, 65929 Frankfurt am Main, Germany.

**AGENDA**

1. Presentation of the approved Annual Financial Statements and the Consolidated Financial Statements for the year ended 31 December 2013, as well as the Management Reports on the situation of the Company and of the Group for financial year 2013 (including the notes on the disclosures pursuant to sections 289 (4) and (5), 315 (4) of the German Commercial Code (Handelsgesetzbuch, HGB), respectively, for financial year 2013) and the Report of the Supervisory Board for financial year 2013

The shareholders may inspect the aforementioned documents as well as the dividend proposal of the Board of Management from the date of convening the Annual General Meeting on the Company's premises in D-97616 Bad Neustadt a. d. Saale, Salzburger Leite 1. On request, every shareholder will be provided with a copy of these documents without delay and at no charge. The documents will also be displayed for inspection at the Annual General Meeting and are made available on the Internet homepage of the Company at <http://www.rhoen-klinikum-ag.com/agm> from the date of convening of the Annual General Meeting.

The aforementioned documents shall be made available at the Annual General Meeting. They will be explained by the Board of Management and – as regards the Report of the Supervisory Board – by the chairman of the Supervisory Board in the course of the Annual General Meeting. In accordance with the relevant statutory provisions, no resolution on this Agenda Item will be passed. The Supervisory Board has approved the Annual Financial Statements prepared by the Board of Management and the Consolidated Financial Statements on 29 April 2014. The Annual Financial Statements are thus adopted.

## 2. Resolution on the appropriation of the net distributable profit

The Company's Annual Financial Statements for the year ended 31 December 2013, which have been prepared by the Board of Management, approved by the Supervisory Board and thus adopted as final, show a net distributable profit of EUR 1,704,524,834.19.

The Board of Management and the Supervisory Board propose adopting the following resolution:

### 2.1 Of the net distributable profit

- (a) an amount of EUR 34,552,000.00 shall be appropriated for distribution of a dividend of EUR 0.25 per non-par share with dividend entitlement (DE0007042301), and
- (b) the remaining amount of EUR 1,669,972,834.19 shall be carried forward to new account. If the Annual General Meeting adopts the resolution pursuant to 3. on the reduction of the registered share capital through redemption of shares after purchase, the amount carried forward to new account will be available to redeem shares against the net distributable profit. In the event of distribution of an Additional Dividend (2.2), the amount to be carried to new account shall be reduced pursuant to 2.2(d).

2.2 Of that portion of net distributable profit carried forward to new account pursuant to 2.1(b), an amount of EUR 1,669,552,640.00 shall be appropriated for distribution of an additional dividend of EUR 12.08 per non-par share with dividend entitlement (DE0007042301) ("**Additional Dividend**") if one of the Dividend Conditions (2.2(a)) is met.

- (a) The resolution pursuant to this 2.2 shall take effect and the claim to payment of the Additional Dividend shall arise only if one of the two following conditions precedent has been met:
  - (i) The Annual General Meeting has not adopted the resolution pursuant to 3. on the reduction of the registered share capital through redemption of shares after purchase ("**Dividend Condition A**").or
  - (ii) The Annual General Meeting has adopted the resolution pursuant to 3. on the reduction of the registered share capital through redemption of shares after purchase and no treasury shares have been tendered to the Company based on a 2014 Public Purchase Offer by expiry of the relevant Latest Acceptance Date (3.2(e)) ("**Dividend Condition B**").

(Dividend Condition A and Dividend Condition B each individually a “**Dividend Condition**” and collectively the “**Dividend Conditions**”).

- (b) If Dividend Condition A is met, the claim to payment of the Additional Dividend shall arise on the conclusion of the Annual General Meeting. If Dividend Condition B is met, the claim to payment of the Additional Dividend shall arise on commencement of the fifth calendar day from expiry of the relevant Latest Acceptance Date (3.2(e)).
- (c) The claim to payment of the Additional Dividend shall finally fail to arise if the Annual General Meeting has adopted the resolution pursuant to 3. and no treasury shares have been tendered to the Company before expiry of the relevant Latest Acceptance Date (3.2(e)) under a 2014 Public Purchase Offer.
- (d) In derogation from 2.1(b), an amount of EUR 420,194.19 shall be carried forward to new account in the event of a Dividend Condition being met.

### 3. Resolution on the reduction of the registered share capital through redemption of shares in simplified procedure after purchase by the Company, authorisation of the Board of Management to purchase treasury shares (“**2014 Share Buy-Back**”)

The Board of Management and the Supervisory Board propose adopting the following resolution:

#### 3.1 Capital reduction through redemption of shares to be purchased in simplified procedure

- (a) The Company’s registered share capital of EUR 345,580,000.00, divided into 138,232,000 non-par bearer shares, will be reduced by a total amount of up to EUR 177,354,802.50 to up to EUR 168,225,197.50 by redemption of fully paid-up, yet to be purchased shares by way of simplified redemption pursuant to section 237 (3) no. 2, (4) and (5) of the AktG. The exact reduction amount shall be equal to the pro rata amount in the registered share capital attributable to those shares purchased by the Company under a 2014 Public Purchase Offer (3.2(b)).
- (b) The shares to be redeemed shall be purchased and redeemed by the Company within the period up to expiry of 12 December 2014 pursuant to section 71 (1) no. 6 of the AktG (“**Execution Period**”). In the event of legal action being lodged against the resolution adopted pursuant to this 3., the Execution Period shall be prolonged automatically until expiry of 12 January 2015.

- (c) The capital reduction shall take place in each case entirely for the purpose of adjusting the registered share capital to the smaller size of the Company following the transaction with Fresenius/HELIOS, thus enabling shareholders to exit the Company in a manner that limits the impact on the share price as well as partial repayment of the registered share capital to the shareholders.
- (d) Purchase of the shares shall be performed in accordance with the provisions of 3.2 below. The purchased shares shall be redeemed without undue delay. Redemption shall take place against net distributable profit or other retained earnings. The amount equal to the pro rata amount in the registered share capital attributable to the redeemed shares is to be allocated to the capital reserve.
- (e) The resolution on the capital reduction shall be filed with the commercial register without undue delay following conclusion of the Annual General Meeting.
- (f) The further details shall be stipulated by the Board of Management subject to the consent of the Supervisory Board.

### 3.2 Purchase of treasury shares pursuant to section 71 (1) no. 6 of the AktG

- (a) The Board of Management will be authorised, pursuant to section 71 (1) no. 6 of the AktG, subject to the consent of the Supervisory Board, to acquire by way of purchase within the Execution Period – as prolonged where applicable – (3.1(b)), shares of the Company with a pro rata amount in the registered share capital attributable to the same totalling up to EUR 177,354,802.50 for the purpose of redemption subject to the capital reduction resolution under 3.1.
- (b) The purchase shall take place after the capital reduction resolution has been entered into the commercial register observing the principle of equal treatment (section 53a of the AktG) by means other than on a stock exchange by way of a public purchase offer addressed to all shareholders (“**2014 Public Purchase Offer**”).
- (c) The pay-out volume available in total for the purchase of treasury shares (including ancillary purchasing costs) amounts to EUR 1,669,972,834.19 (“**Pay-Out Volume**”). The 2014 Public Purchase Offer includes the Maximum Repurchase Volume. The “**Maximum Repurchase Volume**” is the maximum number of full shares that can be purchased with the Pay-Out Volume (less ancillary purchasing costs) at the defined offer price per share.
- (d) The offer price per share offered by the Company (excluding ancillary purchase costs) may not be lower nor may be more than 7% higher than the

weighted average market price on the Frankfurt Stock Exchange as determined based on the arithmetic mean of the closing auction prices of the RHÖN-KLINIKUM share in XETRA trading (or on any comparable trading system substituting XETRA) for the three trading days immediately preceding the date on which the 2014 Public Purchase Offer is published for the first time, i.e. prior to 29 April 2014 ("**Offer Price**"). In the event that considerable price deviations from the Offer Price should arise after the first-time publication of the 2014 Public Purchase Offer, the Offer Price may be adjusted. In this case the relevant amount shall be determined by the respective price for the three trading days immediately preceding the publication of an adjustment; the 7% threshold for the exceeding of the market price shall be applied to this amount. An adjustment of the Offer Price in the course of the Acceptance Period (3.2(e)) is excluded.

- (e) In the 2014 Public Purchase Offer, a period for acceptance of the 2014 Public Purchase Offer ("**Acceptance Period**") is to be stipulated. The Acceptance Period must end no later than upon expiry of 30 November 2014 and, in the event of the Execution Period being prolonged, no later than upon expiry of 31 December 2014 (in each case "**Latest Acceptance Date**").
- (f) The acceptance notices of the shareholders will be considered based on shareholding ratios through notification of the tender rights attributable to the shareholding as well as any tender rights additionally acquired by other shareholders.
- (g) The further terms and conditions of the 2014 Public Purchase Offer, in particular the establishment and terms of trading in tender rights, shall be determined by the Board of Management subject to the consent of the Supervisory Board.

3.3 The Supervisory Board is authorised to adjust the version of Section 4 (1) of the Articles of Association (Registered share capital) according to the extent to which the capital reduction is executed.

3.4 The resolution pursuant to this 3. shall be invalid if (i) Dividend Condition B has been met, or (ii) the purchase of the shares to be redeemed and the redemption have not been executed no later than by expiry of the Execution Period – as prolonged where applicable – (3.1(b)).

#### 4. Resolution on the authorisation to purchase treasury shares pursuant to section 71 (1) no. 8 of the AktG for the purpose of redemption ("**2015 Share Buy-Back**")

The Board of Management and the Supervisory Board propose adopting the following resolution:

##### 4.1 Authorisation to purchase treasury shares

The Board of Management is hereby authorised in the period from 12 January 2015 to 31 December 2015, subject to the consent of the Supervisory Board, to purchase treasury shares of the Company up to a total amount equal to 10% of the registered share capital amounting to EUR 345,580,000.00 existing when this resolution is adopted or of the registered share capital existing when this authorisation is exercised, whichever is lower. The shares thus purchased, together with other treasury shares which are held by the Company or which are attributable to the Company pursuant to sections 71a et seq. of the AktG, shall at no time account for more than 10% of the registered share capital. The authorisation may not be exercised for the purpose of trading in treasury shares.

##### 4.2 Types of purchase

At the election of the Board of Management, repurchases may be effected (a) on the stock market or (b) by way of a public purchase offer addressed to all shareholders ("**2015 Public Purchase Offer**").

###### (a) Purchases via stock market

If repurchases of the shares are effected via the stock market, the purchase price per share (excluding ancillary purchase costs) may not be more than 7% higher or lower than the weighted average market price on the Frankfurt Stock Exchange as determined based on the arithmetic mean of the closing auction prices of the RHÖN-KLINIKUM share in XETRA trading (or on any comparable trading system substituting XETRA) for the three trading days immediately preceding the purchase of the share.

###### (b) Purchases via 2015 Public Purchase Offer

(i) If repurchases of the shares are effected based on the 2015 Public Purchase Offer, the offer price per share offered by the Company (excluding ancillary purchase costs) may not be lower nor may be more than 7% higher than the weighted average market price on the Frankfurt Stock Exchange as determined based on the arithmetic mean of the closing auction prices of the RHÖN-KLINIKUM share in XETRA trading (or on any comparable trading system substituting XETRA) for

the three trading days immediately preceding the date on which a 2015 Public Purchase Offer is published.

- (ii) The acceptance notices of the shareholders for a 2015 Public Purchase Offer shall be considered based on shareholding ratios through notification of the tender rights attributable to the shareholding as well as any tender rights additionally acquired by other shareholders.
- (iii) The further terms and conditions of a 2015 Public Purchase Offer, in particular the establishment and terms of trading in tender rights, shall be determined by the Board of Management subject to the consent of the Supervisory Board.

#### 4.3 Redemption of repurchased treasury shares

The Board of Management, subject to approval by the Supervisory Board, is authorised to redeem part or all of the treasury shares of the Company repurchased by virtue of this authorisation without the requirement for any further resolution to be adopted by shareholders at an Annual General Meeting. The Board of Management is hereby authorised, subject to the consent of the Supervisory Board, to reduce the registered share capital in the simplified procedure by the pro rata amount of the registered share capital attributable to the redeemed shares and to amend the number of shares stated in the Articles of Association according to the extent to which the capital reduction by redemption is executed. The shares repurchased may also be redeemed by the Board of Management, subject to the consent of the Supervisory Board, in the simplified procedure without a capital reduction by adjusting the pro rata notional nominal amount of the remaining non-par shares in the Company's registered share capital. In the latter case, the Board of Management is hereby authorised to adjust the stated number of non-par shares in the Articles of Association. Use of the repurchased treasury shares based on this authorisation for purposes other than the redemption pursuant to this 4.3 is excluded.

4.4 All aforementioned authorisations may be exercised by the Company to the full extent of repurchases thereby authorised or in partial amounts, on one or on several occasions.

#### 5. Resolution on formal approval of the actions of the members of the Board of Management for financial year 2013

For financial year 2013, the Board of Management and the Supervisory Board propose that formal approval be granted to the members of the Board of Management in office in financial year 2013 for their actions.



## 6. Resolution on formal approval of the actions of the members of the Supervisory Board for financial year 2013

For financial year 2013, the Board of Management and the Supervisory Board propose that formal approval be granted to the members of the Supervisory Board in office in financial year 2013 for their actions.

## 7. Resolution on elections to the Supervisory Board

Pursuant to Section 10 (1) of the Articles of Association, sections 96 (1) and 101 (1) of the AktG and section 7 (1) sentence 1 no. 3 of the German Co-Determination Act, (Mitbestimmungsgesetz, MitBestG) of 4 May 1976, the Company's Supervisory Board is composed of 20 members, ten of whom are elected by the Annual General Meeting and ten by the employees.

For Professor Dr. Dr. sc. (Harvard) Karl W. Lauterbach, who left the Supervisory Board on 4 June 2013, Mr. Stephan Holzinger was appointed member of the Supervisory Board by decision of the Local Court of Schweinfurt – register court – of 26 June 2013 until the next Annual General Meeting.

For Mr. Caspar von Hauenschild and Dr. Rüdiger Merz, who left the Supervisory Board on 12 September 2013, Dr. Katrin Vernau as well as Mr. Reinhard Hartl were appointed members of the Supervisory Board by decision of the Local Court of Schweinfurt – register court – of 16 December 2013 until the next Annual General Meeting.

Moreover, Mr. Detlef Klimpe resigned his office as member of the Supervisory Board with effect from the conclusion of the Annual General Meeting on 12 June 2014.

For this reason, elections to the Supervisory Board are to be conducted at the Annual General Meeting taking place on 12 June 2014. Pursuant to Section 10 clause 6 of the Articles of Association, these shall take place for the period of the original term of office of Professor Dr. Dr. sc. (Harvard) Karl W. Lauterbach, Mr. Caspar von Hauenschild, Dr. Rüdiger Merz and Mr. Detlef Klimpe, and thus until the conclusion of the Annual General Meeting resolving on formal approval of actions for financial year 2014.

The Supervisory Board proposes electing the persons named under 7.1 to 7.4 below as members of the Supervisory Board of the shareholders with effect from conclusion of the Annual General Meeting:

7.1 **Mr. Stephan Holzinger**, managing shareholder of Holzinger Associates GmbH, Lenggries,

7.2 **Dr. Katrin Vernau**, Dean of the Roland Berger School of Strategy and Economics, Hamburg,

- 7.3 **Mr. Reinhard Hartl**, auditor and tax consultant, managing director of Dr. Kleeberg & Partner GmbH, Icking/ Irschenhausen,
- 7.4 **Professor Dr. h.c. Ludwig Georg Braun**, former chairman of the management board of B. Braun Melsungen AG, managing director of B. Braun Holding GmbH & Co. KG, Melsungen.

The appointment is made for the term of office until the conclusion of the Annual General Meeting resolving on formal approval of actions for financial year 2014. The term of office of an individual member of the Supervisory Board shall moreover end in any case upon conclusion of the Annual General Meeting prior to the commencement of which the Supervisory Board member reaches 75 years of age.

The Annual General Meeting is not bound by nominations.

The foregoing nominations by the Supervisory Board under 7.1 to 7.3 are based on a recommendation by the Nomination Committee of the Supervisory Board. In view of the nomination of the Supervisory Board under 7.4, the minutes regarding the examination by the Nomination Committee of the candidate Professor Dr. h.c. Ludwig Georg Braun on 27 March 2014 and 3 April 2014 are set out below as follows:

*“Mr. Detlef Klimpe has informed that he is considering vacating his Supervisory Board mandate at the end of the 2014 Annual General Meeting and resigning from his office. In the meantime, the major shareholder B. Braun Melsungen AG has informed that Professor Dr. h.c. Ludwig Georg Braun is running as a candidate for a Supervisory Board mandate at RHÖN-KLINIKUM AG.*

*In the judicial appointment of Dr. Katrin Vernau and Mr. Reinhard Hartl as members of the Supervisory Board, the judicial appointment of Professor Dr. h.c. Ludwig Georg Braun was already applied for by B. Braun Holding GmbH & Co. KG. However, this application was rejected in all instances. In view of the shareholder status of the company B. Braun now attained, the Nomination Committee has examined the request to propose Professor Dr. h.c. Ludwig Georg Braun as candidate for the Supervisory Board election. This is notwithstanding the fact that B. Braun filed a voidance action against a resolution adopted at the 2013 Annual General Meet by which the Supervisory Board was alleged to have deliberately falsified the result of the resolution adopted on the majority required inter alia for amendments to the Articles of Association at the Annual General Meeting of RHÖN-KLINIKUM AG on 12 June 2013. An allegation that quite simply seriously impairs a collaboration or renders it impossible. The Committee members wish to take account of the fact that in the interest of the Company it is important to overcome the past and despite these circumstances are reviewing the candidate’s suitability for the Supervisory Board office.*

*This review is taking place based on the documents from the judicial appointment proceeding from October 2013. The Nomination Committee comes to the conclusion that the personal suitability of Professor Dr. h.c. Ludwig Georg Braun on the basis of the professional experience described therein exists. The question of whether there are any obstacles to election based on corporate governance rules cannot be reviewed by the Committee. The Board of Management of the Company is to obtain the statements by Professor Dr. h.c. Ludwig Georg Braun intended for publication and prepare the resolution proposal with the then existing statements by Professor Dr. h.c. Ludwig Georg Braun for the 2014 Annual General Meeting. After conclusion of the discussion, the members of the Committee unanimously adopt the following resolution:*

*‘Provided that the Supervisory Board member Detlef Klimpe is stepping down at the end of the 2014 Annual General Meeting and the notice of resignation is available at the time of adoption of the resolution by the Supervisory Board on the Agenda of the 2014 Annual General Meeting on 29 April 2014, the Nomination Committee proposes to the Supervisory Board of RHÖN-KLINIKUM AG, in the by-election then to be held for the member having resigned from the Supervisory Board of RHÖN-KLINIKUM AG, Mr. Detlef Klimpe, submitting Professor Dr. h.c. Ludwig Georg Braun to the 2014 Annual General Meeting as a nominee. To allow the shareholders themselves to decide whether Professor Dr. h.c. Ludwig Georg Braun should represent the shareholder side on the Supervisory Board, the Supervisory Board is recommended to disclose in the Agenda, together with the nomination, the statements made by Professor Dr. h.c. Ludwig Georg Braun in respect of compliance with the applicable statutory provisions and the corresponding provisions of the German Corporate Governance Code.’*

*The Board of Management is called upon to request the declarations of Professor Dr. h.c. Ludwig Georg Braun necessary for the candidacy.”*

On request, Professor Dr. h.c. Ludwig Georg Braun made the declarations regarding his person as set out below.

**Additional information on the nominated candidates:**

Pursuant to section 125 (1) sentence 5 of the AktG:

Dr. Katrin Vernau and Mr. Reinhard Hartl are not members in other statutorily constituted supervisory boards or similar domestic or foreign supervisory bodies of commercial businesses.

Mr. Stephan Holzinger is a member of the following statutorily constituted supervisory boards or similar domestic and foreign supervisory bodies of commercial businesses:

- member of the supervisory board of  
Universitätsklinikum Gießen und Marburg GmbH, Gießen

- member of the board of directors of HCM SE, Munich

Beyond that, Mr. Stephan Holzinger is not a member in any company of statutorily constituted supervisory boards or similar domestic and foreign supervisory bodies of commercial businesses.

Professor Dr. h.c. Ludwig Georg Braun is a member of the following statutorily constituted supervisory boards:

- Stihl AG, Waiblingen
- B. Braun Melsungen AG, Melsungen (chairman of the supervisory board)
- Aesculap AG, Tuttlingen (chairman of the supervisory board)
- Aesculap Management AG, Tuttlingen
- REVIUM Rückversicherung AG, Melsungen (chairman of the supervisory board)
- B. Braun Avitum AG, Melsungen (chairman of the supervisory board)
- Frankfurter Allgemeine Zeitung GmbH

The supervisory board mandates in B. Braun Melsungen AG, Aesculap AG, Aesculap Management AG, REVIUM Rückversicherung AG and B. Braun Avitum AG relate to group companies of B. Braun Melsungen AG controlled by Professor Dr. h.c. Ludwig Georg Braun.

In addition, Professor Dr. h.c. Ludwig Georg Braun is a member of the following possibly similar domestic and foreign corporate bodies that supervise commercial businesses:

- Stihl Holding AG & Co. KG, Waiblingen (member of the advisory board)
- Landesbank Hessen-Thüringen Girozentrale, Frankfurt (member of the board of directors)
- WIKUS-Sägenfabrik Wilhelm H. Kullmann GmbH & Co. KG (member of the supervisory board)
- Wilh. Werhahn KG, Neuss (member of the board of directors – probable termination of mandate at meeting of the board of directors on 29 April 2014)
- HSBC Trinkhaus & Burkhardt AG, Düsseldorf (member of the board of directors)
- B. Braun Holding AG, Luzern, Switzerland (vice-president of the board of directors)
- B. Braun Medical AG, Luzern, Switzerland (vice-president of the board of directors)

Beyond that, Professor Dr. h.c. Ludwig Georg Braun is not a member in any company of statutorily constituted supervisory boards or similar domestic and foreign supervisory bodies of commercial businesses.

Pursuant to Code Item 5.4.1 (4) to (6) of the GCGC:

Apart from the fact that Mr. Stephan Holzinger, Dr. Katrin Vernau and Mr. Reinhard Hartl are already currently members of the Supervisory Board of RHÖN-KLINIKUM AG, there are no personal or business relationships of decisive importance for the election decision of the Annual General Meeting that exist between Mr. Stephan Holzinger, Dr. Katrin Vernau and Mr. Reinhard Hartl on the one hand and RHÖN-KLINIKUM AG, the corporate bodies of RHÖN-KLINIKUM AG or a shareholder holding directly or indirectly more than 10% of the voting shares in RHÖN-KLINIKUM AG on the other.

In view of the personal and business relationships between Professor Dr. h.c. Ludwig Georg Braun on the one hand and RHÖN-KLINIKUM AG, the corporate bodies of RHÖN-KLINIKUM AG or a shareholder directly or indirectly holding an interest of more than 10% of the voting shares in RHÖN-KLINIKUM AG on the other, as well as in view of any other conflicts of interests, Professor Dr. h.c. Ludwig Georg Braun has stated as follows:

*“Code Item 5.4.1 (4) of the GCGC Through the companies controlled by me, Ludwig G. Braun GmbH & Co. KG, B. Braun Holding GmbH & Co. KG as well as B. Braun Melsungen AG, I hold more than 15% of the voting rights in RHÖN-KLINIKUM AG. B. Braun Melsungen AG acts as supplier to RHÖN-KLINIKUM AG in the area of medical devices and hospital supplies.”*

## 8. Election of the statutory auditor for financial year 2014

Based on the recommendation of the Audit Committee, the Supervisory Board proposes that PricewaterhouseCoopers Aktiengesellschaft Wirtschaftsprüfungsgesellschaft, Frankfurt am Main, be elected as auditors for the Annual Financial Statements of RHÖN-KLINIKUM AG and the Consolidated Financial Statements for financial year 2014 as well as for any review of the 2014 Half-Year Financial Report.

## 9. Resolution on an amendment of Section 10 of the Articles of Association (Size and composition of the Supervisory Board)

Pursuant to Section 10 para. 1 of the Articles of Association, the size and composition of the Supervisory Board and the election of the Supervisory Board members is governed by sections 6 et seq. of the MitbestG, subject however to the modifying proviso that, in lieu of the provision of section 7 (1) sentence 1 no. 2 of the MitbestG, the provision of section 7 (1) sentence 1 no. 3 of the MitbestG applies such that the Supervisory Board is nonetheless composed of 20 members instead of 16 members also where the company

as a rule has more than 10,000 but not more than 20,000 employees (cf. section 7 (1) sentence 3 of the MitbestG).

Until now, this provision of the Articles of Association has not taken effect since the number of relevant employees significantly exceeded 20,000 (latterly roughly 43,000). However, as a result of the now largely executed transaction with Fresenius/HELIOS, the number of employees has fallen to well under 20,000 and is now over 10,000 employees. According to the statutory provision, the Supervisory Board of the Company, without any modification of the Articles of Association, would be composed of eight Supervisory Board members each of the shareholders and of the employees pursuant to section 7 (1) sentence 1 no. 2 of the MitbestG.

Against this background it is intended to amend the Articles of Association in such a way that the Supervisory Board in future, in the case of more than 10,000 but not more than 20,000 employees, can be composed of 16 members as provided by statute pursuant to section 7 (1) sentence 1 no. 2 of the MitbestG. The amendment of the Articles of Association does not automatically result in the reduction to 16 members. It is therefore intended, subsequent to the amendment of the Articles of Association, to conduct a status proceeding (*Statusverfahren*) pursuant to sections 97 et seq. of the AktG with the aim of implementing the reduction as smoothly as possible at the next Annual General Meeting in 2015 at which the regular re-election of the Supervisory Board is to take place anyway.

The Board of Management and the Supervisory Board therefore propose deleting Section 10 clause 1 subpara. 1 half-sentence 3 to 5 of the Articles of Association and amending Section 10 clause 1 sub-para. 1 in its entirety as follows:

*“1. To the extent the employees of the Company are entitled to a right of co-determination pursuant to the provisions of the German Co-Determination Act of 4 May 1976 (Mitbestimmungsgesetz vom 4. Mai 1976) (hereinafter: MitbestG 1976), the size and composition of the Supervisory Board and the election of the Supervisory Board members shall be governed by sections 6 et seq. of the MitbestG 1976.”*

#### **10. Resolution on an amendment of Section 14 of the Articles of Association (Remuneration of the Supervisory Board)**

Until now, the Declaration of Compliance has contained a derogation from Code Item 5.4.6 (2) sentence 2 of the German Corporate Governance Code (GCGC). The Supervisory Board initially closely followed the discussion on supervisory board remuneration since amendment of the GCGC and has now decided that no longer any performance-linked remuneration components are to be granted as of financial year 2015. In the view of the Supervisory Board, this is accompanied by a reasonable increase in fixed remuneration components. The instrument of attendance fees and its distribution according to the

individually assumed responsibility and time expenditure will be maintained. The Supervisory Board holds the view that this practice has proven itself.

The Board of Management and the Supervisory Board therefore propose amending Section 14 clauses 2, 3 and 3.1 of the Articles of Association and replacing them by the following clauses 2, 2.1, 2.2, 2.3 as well as 3.1 which in the entirety are worded as follows:

*“2. For their work the members of the Supervisory Board shall receive from 1 January 2015 onwards a remuneration comprising a fixed basic remuneration, a fixed attendance fee and a share in the fixed total remuneration for the Supervisory Board.*

*2.1 The fixed basic remuneration shall be € 40,000 for each full financial year, and shall fall due following the end of the financial year.*

*Members who have not belonged to the Supervisory Board during the entire year shall receive the fixed basic remuneration pro rata temporis. The chairman of the Supervisory Board shall receive three times, and the deputy chairmen of the Supervisory Board twice the amount of the fixed basic remuneration. A share of € 20,000 of the fixed basic remuneration shall be conditional on attendance of the plenary meetings and the Annual General Meeting. In the event of non-attendance, it shall be reduced by one fifth of this amount in each case. For members who have not belonged to the Supervisory Board during the entire year, the share conditional on attendance of the plenary meetings and the Annual General Meeting shall be reduced pro rata temporis.*

*2.2 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 from 1 January 2015 shall receive a fixed attendance fee of € 2,000. Attendance by means of activated videoconferencing connection shall also be deemed attendance in person. 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, only for the 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. Chairmen of Supervisory Board committees with power to adopt resolutions on behalf of the Supervisory Board shall also receive double the aforementioned amount unless they hold office as chairman of the Supervisory Board or deputy chairman of the Supervisory Board at the same time. If a Supervisory Board member chairs several committees with power to adopt resolutions, he shall receive double the amount only once.*

*The fixed attendance fee shall fall due within four weeks of the end of a meeting or, as the case may be, the Annual General Meeting.*

- 2.3 *In addition to the fixed basic remuneration and the fixed attendance fee, the Supervisory Board shall receive a fixed total remuneration in the amount of € 1,000,000. This fixed total remuneration shall be distributed to the members of the Supervisory Board in accordance with a remuneration scheme to be issued by the Supervisory Board and on terms according to Supervisory Board's reasonable discretion. The remuneration scheme is to be graduated to duly reflect the functional responsibility assumed within the Supervisory Board based on membership in one or more committees, on the position as chairman of committees or the position as chairman or deputy chairman of the Supervisory Board. In addition to the responsibility assumed, the remuneration scheme is in particular also to duly reflect the time devoted by the individual member as well as the fluctuating workload of the members of the Supervisory Board within the year. The principles of reasonableness pursuant to section 113 (1) sentence 3 of the AktG shall also be observed with respect to the remuneration for the individual Supervisory Board member.*

*The fixed total remuneration shall be reduced to the amount of € 800,000 in the event that the Supervisory Board is no longer composed of 20 members but instead only 16 members. During the financial year in which the size of the Supervisory Board is reduced, the fixed total remuneration shall be calculated pro rata temporis.*

*The remuneration scheme shall be published by the Company in the same way as the principles of remuneration of the members of the Board of Management, without prejudice to the duty to publish the remuneration of the individual members of the Supervisory Board. The share of the Supervisory Board member in the fixed total remuneration shall fall due following the end of the financial year.*

- 3.1 *Transitional provision for 2014: The provisions of clause 3.2 and clause 3.3 applicable until now shall continue to apply to financial year 2014 (with the exception of the obsolete references in clause 3.2 subpara. 1 sentence 3 and clause 3.3 subpara. 5) and shall lapse thereafter."*



## 11. Resolution on the limitation of performance-linked remuneration of the Supervisory Board in financial year 2014

In view of the extraordinary profit in the Consolidated Financial Statements for financial year 2014 expected to be realised according to IFRS as a result of the largely executed Fresenius/HELIOS transaction, the Supervisory Board has decided to limit the assessment basis “net consolidated profit” within the meaning of Section 14 clause 3.3 subpara. 3 sentence 1 of the Articles of Association with reference to financial year 2014 to the amount of EUR 150,000,000.00 and not to include any amount in excess thereof when calculating the performance-linked remuneration. Pursuant to Section 14 clause 5 of the Articles of Association, the Annual General Meeting may lower or raise the remuneration of the Supervisory Board, stipulate a fixed sum for such remuneration or modify the nature and composition of the same outside the Articles of Association by simple majority in derogation from the provisions of the Supervisory Board’s remuneration in the Articles of Association.

The Board of Management and the Supervisory Board therefore propose adopting the following resolution:

*“The assessment basis “net consolidated profit” provided for calculation of the performance-linked remuneration of the Supervisory Board in Section 14 clause 3.3 subpara. 3 sentence 1 of the Articles of Association shall be limited with reference to financial year 2014 to the amount of € 150,000,000 (“Cap”). A net consolidated profit exceeding the Cap shall not be included in the calculation of the performance-linked remuneration of the Supervisory Board for financial year 2014.”*

## 12. Resolution on the cancellation of the amendment of the Articles of Association relating to Section 17 clause 4 first subparagraph of the Articles of Association adopted but not yet filed with the commercial register

The Board of Management and the Supervisory Board continue to be convinced that the resolution by the Annual General Meeting on 12 June 2013 on the repeal of the so-called “90% clause” was duly and properly adopted. The motion for the deletion of the corresponding passage in the Articles of Association of the Company (deletion of Section 17 clause 4 first subparagraph) was voted on at the request of a shareholder at that time at the 2013 Annual General Meeting and (*inter alia*) justified by the potential restriction of the Company’s scope for development.

As is known, various shareholders challenged this resolution by the 2013 Annual General Meeting. These actions have since been pending before the Nürnberg-Fürth District Court.

In view of the advanced development of the Company that has actually taken place since then and to avoid any continuation of the legal disputes in this regard lasting many years

and incurring high costs, the Board of Management and the Supervisory Board – in the interest of the Company – deem it reasonable and appropriate to again call upon the shareholders, who have the final say in matters pertaining to the Company, to once again be heard on this matter. It is therefore left to the 2014 Annual General Meeting to now set aside by simple majority the motion to amend the Articles of Association from the 2013 Annual General Meeting. To make that possible, the following resolution proposal is submitted.

The Board of Management and the Supervisory Board therefore propose adopting the following resolution:

*“The resolution adopted at the Annual General Meeting on 12 June 2013 under Agenda Item 7 regarding the amendment of the Articles of Association by deletion of Section 17 clause 4 first subparagraph is cancelled.”*

### **Voluntary report of the Board of Management to the Annual General Meeting regarding Item 2, 3 and 4 of the Agenda**

The Board of Management hereby remits this voluntary report regarding the reasons for the following resolution proposals regarding Item 2, 3 and 4 of the Agenda. The report, as an integral part of this Invitation, is accessible at the Internet address <http://www.rhoen-klinikum-ag.com/agm> and shall be available for inspection during the Annual General Meeting:

With regard to Item 2, 3 and 4 of the Agenda of the Annual General Meeting on 12 June 2014, the Board of Management and the Supervisory Board propose

- reducing the registered share capital through redemption of shares yet to be purchased in the simplified procedure (Item 3 of the Agenda),
- – alternatively – subject to certain conditions, appropriating from the net distributable profit for 2013 an amount of EUR 1,669,552,640.00 for distribution of an additional dividend of EUR 12.08 per non-par share with dividend entitlement (Item 2 of the Agenda), and
- authorising the Board of Management to repurchase treasury shares in 2015 for the purpose of redemption (Item 4 of the Agenda).

#### **1. Background**

In preparation for a structural reorientation of the Company, the Company has sold 40 hospitals and their related medical care centres (MVZs) as well as other affiliated companies,

i.e. roughly two thirds of the hospitals and MVZs operated by it, to Fresenius/HELIOS. The portfolio sold covers about two thirds of the average total revenues hitherto generated by the Group.

The Board of Management and the Supervisory Board propose appropriating part of the liquidity available in the Company resulting from the execution of the transaction in 2014 to reduce the registered share capital by redeeming shares yet to be purchased and in this way disbursing the same to the shareholders (see 2. below).

Only in the event that the proposed repurchase of treasury shares should not be performed or should not be performed within the period stipulated for that purpose in 2014, the Board of Management and the Supervisory Board propose with regard to Item 2.2 of the Agenda distributing an additional dividend to the shareholders out of the transaction proceeds (in this regard, see 3. below).

Parts of the transaction proceeds will be recognised in the income statement only in financial year 2014 and will thus not be available as part of the 2014 Share Buy-Back proposed under Item 3 of the Agenda. For this reason, the Board of Management and the Supervisory Board propose authorising the Board of Management already now to perform a share buy-back in 2015 followed by redemption of the shares thus repurchased (see 4. below).

## **2. Capital reduction by redemption in the simplified procedure and purchase of treasury shares ("2014 Share Buy-Back") (Item 3 of the Agenda)**

### *Purposes of the capital reduction*

The capital reduction shall take place in each case entirely for the purpose of adjusting the registered share capital to the smaller size of the Company following the transaction with Fresenius/HELIOS, thus enabling shareholders to exit the Company in a manner that limits the impact on the share price as well as partial repayment of the registered share capital to the shareholders. The Board of Management and the Supervisory Board prefer the purchase of treasury shares and reduction of the registered share capital to distribution of a dividend out of the transaction proceeds because in addition to the disbursement to the shareholders this enables achievement of the other purposes set out in the foregoing that are in the Company's interest. It would not be possible to achieve these purposes by distributing the Additional Dividend because this would leave the registered share capital unchanged and not allow for the possibility of an exit having a limited impact on the share price.

Redemption in simplified procedure against net distributable profit or other retained earnings

Pursuant to section 237 (3) no. 2 of the AktG, redemption is to take place against net distributable profit or other retained earnings. The amount equal to the pro rata amount in

the registered share capital attributable to the redeemed shares is to be allocated to the capital reserve.

#### *Redemption obligation*

The shares repurchased based on a resolution pursuant to Item 3 of the Agenda must be redeemed and thus cancelled. The decision on the redemption is not within the discretion of the Board of Management. The repurchased shares will not be available for a use other than their redemption.

#### *2014 Public Purchase Offer*

If the Annual General Meeting has adopted the resolution pursuant to Item 3 of the Agenda, the capital reduction resolution will be filed with the commercial register without undue delay following conclusion of the Annual General Meeting.

After the capital reduction resolution has been recorded, the purchase of treasury shares will take place observing the principle of equal treatment (section 53a of the AktG) by means other than on a stock exchange by way of a public purchase offer addressed to all shareholders ("**2014 Public Purchase Offer**"). Given the large volume of the planned repurchase, the repurchase by means of the 2014 Public Purchase Offer, in the assessment of the Board of Management, promises to be executed more rapidly and to be more likely to succeed than a purchase over the stock market.

#### *Period for executing the purchase and redeeming treasury shares*

The shares to be redeemed shall be purchased and redeemed by the Company within the period up to expiry of 12 December 2014 pursuant to section 71 (1) no. 6 of the AktG ("**Execution Period**"). In the event of legal action being lodged against the resolution adopted pursuant to Item 3 of the Agenda, the Execution Period shall be prolonged automatically until expiry of 12 January 2015.

#### *Reduction amount*

The Company's registered share capital of EUR 345,580,000.00, divided into 138,232,000 non-par bearer shares, is to be reduced by a total amount of up to EUR 177,354,802.50 to up to EUR 168,225,197.50 by redemption of fully paid-up, yet to be purchased shares by way of simplified redemption pursuant to section 237 (3) no. 2, (4) and (5) of the AktG. The Board of Management will therefore, pursuant to section 71 (1) no. 6 of the AktG, be authorised, subject to the consent of the Supervisory Board, to purchase within the Execution Period – as prolonged where applicable – shares of the Company with a pro rata amount in the registered share capital attributable to the same totalling up to EUR 177,354,802.50 for the purpose of redemption subject to the capital reduction resolution. The exact reduction amount will be equal to the pro rata amount in the registered share capital attributable to those shares purchased by the Company under a 2014 Public Purchase Offer.

### *Pay-out volume and maximum repurchase volume*

The pay-out volume available in total for the purchase of treasury shares (including ancillary purchasing costs) amounts to EUR 1,669,972,834.19 ("**Pay-Out Volume**"). The 2014 Public Purchase Offer includes the Maximum Repurchase Volume. The "**Maximum Repurchase Volume**" is the maximum number of full shares that can be purchased with the Pay-Out Volume (less ancillary purchasing costs) at the defined offer price per share.

### *Offer price per share*

The offer price per share offered by the Company (excluding ancillary purchase costs) may not be lower nor may be more than 7% higher than the weighted average market price on the Frankfurt Stock Exchange as determined based on the arithmetic mean of the closing auction prices of the RHÖN-KLINIKUM share in XETRA trading (or on any comparable trading system substituting XETRA) for the three trading days immediately preceding the date on which the 2014 Public Purchase Offer is published for the first time, i.e. prior to 29 April 2014 ("**Offer Price**").

In the event that considerable price deviations from the Offer Price should arise after the first-time publication of the 2014 Public Purchase Offer, the Offer Price may be adjusted. In this case the relevant amount shall be determined by the respective price for the three trading days immediately preceding the publication of an adjustment of the Offer Price; the 7% threshold for the exceeding of the market price shall be applied to this amount. An adjustment of the Offer Price in the course of the Acceptance Period (Item 3.2(e) of the Agenda) is excluded.

### *Acceptance period, latest acceptance date*

In the 2014 Public Purchase Offer, a period for acceptance of the 2014 Public Purchase Offer ("**Acceptance Period**") is to be stipulated. The date of publication of the 2014 Public Purchase Offer and the period of the Acceptance Period shall be determined by the Board of Management subject to the consent of the Supervisory Board. In this regard the Acceptance Period must be defined such that it ends no later than upon expiry of 30 November 2014 and, in the event of the Execution Period being prolonged, no later than upon expiry of 31 December 2014 (in each case "**Latest Acceptance Date**").

### *Tender rights, consideration by shareholding ratios*

Each shareholder will be entitled to tender rights under the 2014 Public Purchase Offer and thus the right to participate in the repurchase by the Company on the basis of their pro rata shareholding in the repurchase. The acceptance notices of the shareholders will be considered based on shareholding ratios through notification of the tender rights attributable to the shareholding as well as any tender rights additionally acquired by other shareholders.

### *Trading in tender rights*

During the Acceptance Period defined for the 2014 Public Purchase Offer, the Board of Management intends to establish stock exchange trading in tender rights. The trade in tender rights is to enable shareholders to realise the value of their tender rights by way of sale to other shareholders without being forced to tender the shares to the Company. Conversely, shareholders who would like to tender more shares than their shareholding ratio would allow are given the opportunity to purchase additional tender rights for this purpose. Shareholders who would not be able to tender full shares because of the defined tender ratio can realise the value of the tender rights to which they are entitled by selling the same in tender rights trading or, conversely, may purchase additional tender rights in order to tender an integer of shares.

The shareholders have no claim to establish trading in tender rights. The possibility of shareholders to sell the tender rights to which they are entitled to other shareholders outside a trade in tender rights established by the Company shall not be affected thereby.

### *Offer document*

The further details of the repurchase shall be defined in the offer document for the 2014 Public Purchase Offer and published together with the same.

### **3. Distribution of an Additional Dividend subject to condition precedent (Item 2 of the Agenda)**

#### *Condition precedent*

With regard to Item 2.2. of the Agenda, the Board of Management and the Supervisory Board propose appropriating from that portion of net distributable profit carried forward to new account pursuant to Item 2.1(b) an amount of EUR 1,669,552,640.00 for distribution of an additional dividend of EUR 12.08 per non-par share with dividend entitlement ("**Additional Dividend**").

However, the resolution pursuant to Item 2.2 is only to take effect, and consequently the claim to payment of the Additional Dividend only arise, if one of the two following conditions precedent has been met:

- (a) The Annual General Meeting has not adopted the resolution pursuant to Item 3 of the Agenda on the reduction of the registered share capital through redemption of shares after purchase ("**Dividend Condition A**").

or

- (b) The Annual General Meeting has adopted the resolution pursuant to Item 3 of the Agenda on the reduction of the registered share capital through redemption of shares after purchase and no treasury shares have been tendered to the Company based on a 2014 Public Purchase Offer by expiry of the relevant Latest Acceptance Date (Item 3.2(e) of the Agenda) (“**Dividend Condition B**”).

(Dividend Condition A and Dividend Condition B each individually a “**Dividend Condition**” and collectively the “**Dividend Conditions**”).

The Dividend Conditions are to ensure that the resolution on the distribution of an Additional Dividend shall only take effect and consequently the claim to payment of the Additional Dividend only arise if it has been finally established that the Company is not subject to any obligation to purchase tendered shares based on a 2014 Public Purchase Offer.

In this way it is ensured that an Additional Dividend is distributed only if it has been established that the net distributable profit required for this is not already tied for the purpose of covering the costs of repurchase of treasury shares. Conversely, the Dividend Conditions ensure, in the event that the capital reduction proposed pursuant to Item 3 of the Agenda through redemption against net distributable profit (section 237 (3) no. 2 of the AktG) is adopted and executed, that the net distributable profit required for this is not tied to any other purpose by reason of an already valid distribution resolution.

#### *Creation of the payment claim*

If Dividend Condition A is met, the claim to payment of the Additional Dividend shall arise on the conclusion of the Annual General Meeting. If Dividend Condition B is met, the claim to payment of the Additional Dividend shall arise on commencement of the fifth calendar day from expiry of the relevant Latest Acceptance Date (Item 3.2(e) of the Agenda).

#### *Final failure of creation of claim*

The claim to payment of the Additional Dividend pursuant to Item 2.2 of the Agenda shall be deemed to have finally failed to arise if both Dividend Conditions lapse. This is the case if the Annual General Meeting has adopted the resolution pursuant to Item 3 of the Agenda and no treasury shares have been tendered to the Company before expiry of the relevant Latest Acceptance Date (see Item 3.2(e) of the Agenda) under a 2014 Public Purchase Offer.

#### *Sale of shares before Dividend Condition B is met*

If the resolution pursuant to Item 2.2 of the Agenda has been adopted and shareholders sell shares via the stock market before Dividend Condition B has been met, the right to payment of the Addition Dividend subject to condition precedent shall be transferred to the purchaser together with title to the sold shares. Shareholders having previously sold their shares via

the stock market shall consequently have no claim to payment of the Additional Dividend in the event of Dividend Condition B being met.

In the event of a sale of shares by means other than via the stock market, the individual agreements entered into between the selling shareholder and the purchaser shall apply.

#### **4. Authorisation of the Board of Management to purchase and redeem shares (“2015 Share Buy-Back”) (Item 4 of the Agenda)**

Parts of the proceeds from the transaction with Fresenius/HELIOS will be recognised in the income statement only in financial year 2014 and will thus not be available as part of the 2014 Share Buy-Back proposed under Item 3 of the Agenda. The Board of Management and the Supervisory Board therefore propose creating the basis already at this year’s Annual General Meeting for the Board of Management, subject to the consent of the Supervisory Board, to be able to appropriate the liquidity payable only in 2015 as a result of the further execution of the transaction for redemption of shares yet to be purchased. In this way these funds also can be distributed to the shareholders as far as possible.

The Board of Management is therefore to be authorised in the period from 12 January 2015 to 31 December 2015, subject to the consent of the Supervisory Board, to purchase treasury shares of the Company up to a total amount equal to 10% of the registered share capital amounting to EUR 345,580,000.00 existing when this resolution is adopted or of the registered share capital existing when the authorisation is exercised, whichever is lower.

At the election of the Board of Management, repurchases may be effected on the stock market or by way of a public purchase offer addressed to all shareholders (“**2015 Public Purchase Offer**”).

If repurchases of the shares are effected via the stock market, the purchase price per share (excluding ancillary purchase costs) may not be more than 7% higher or lower than the weighted average market price on the Frankfurt Stock Exchange as determined based on the arithmetic mean of the closing auction prices of the RHÖN-KLINIKUM share in XETRA trading (or on any comparable trading system substituting XETRA) for the three trading days immediately preceding the purchase of the share.

If repurchases of the shares are effected based on the 2015 Public Purchase Offer, the offer price per share offered by the Company (excluding ancillary purchase costs) may not be lower nor may be more than 7% higher than the weighted average market price on the Frankfurt Stock Exchange as determined based on the arithmetic mean of the closing auction prices of the RHÖN-KLINIKUM share in XETRA trading (or on any comparable trading system substituting XETRA) for the three trading days immediately preceding the date on which the 2015 Public Purchase Offer is published.

If a 2015 Public Purchase Offer is executed, the acceptance notices shall be considered based on shareholding ratios through notification of the tender rights attributable to the



shareholding as well as any tender rights additionally acquired by other shareholders. During the Acceptance Period defined for a 2015 Public Purchase Offer, the Board of Management intends to establish stock exchange trading in tender rights (in this regard reference is made to the explanations provided with regard to trading in tender rights under 2.).

The Board of Management is to be authorised, subject to the consent of the Supervisory Board, to redeem the treasury shares of the Company purchased on the basis of this authorisation without the execution of the redemption requiring a further resolution by the Annual General Meeting, and to reduce the registered share capital in the simplified procedure by the pro rata amount of the registered share capital attributable to the redeemed shares and to amend the number of shares stated in the Articles of Association according to the extent to which the capital reduction by redemption is executed. The shares repurchased may also be redeemed by the Board of Management, subject to the consent of the Supervisory Board, in the simplified procedure without a capital reduction by adjusting the pro rata notional nominal amount of the remaining non-par shares in the Company's registered share capital. In the latter case, the Board of Management is hereby authorised to adjust the stated number of non-par shares in the Articles of Association. Use of the repurchased treasury shares based on this authorisation for purposes other than the redemption is excluded.

There is currently the intention to exercise the authorisation for the 2015 Share Buy-Back as far as possible.

The Board of Management will report to the next Annual General Meeting on an exercise of the authorisation.

## FURTHER INFORMATION ON THE CONVENING OF THE ANNUAL GENERAL MEETING AND ON THE ANNUAL GENERAL MEETING

We have asked the credit institutions to forward the convening notice for the Annual General Meeting to all shareholders for whom they hold the shares in RHÖN-KLINIKUM AG in custody. Shareholders who do not receive this information by two weeks before the Annual General Meeting are requested to order these documents from their respective custodian bank.

### Conditions for attending the Annual General Meeting and exercising voting rights

Those shareholders shall be entitled to participate in the Annual General Meeting and to exercise their voting rights who register with the Company under the following address and submit special proof of their shareholding issued by their custodian institution to the following address:

RHÖN-KLINIKUM AG  
c/o Computershare Operations Center  
80249 Munich, Germany; or  
by fax: 089-3090374675; or  
by e-mail: [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)

The proof of shareholding must refer to the commencement of the 21<sup>st</sup> day before the Annual General Meeting, that is 22 May 2014, 00.00 hrs, ("**Record Date**") and be received by the Company together with the registration no later than 5 June 2014 (24.00 hrs) at the address specified. The proof of shareholding with respect to shares not held in a securities account of a credit institution or in collective custody may also be issued by a German notary, the Company or a credit institution against presentation of the shares. The registration and the proof of shareholding must be in text form (section 126b German Civil Code (BGB)) and in the German or English language.

After receipt of the registration and the proof of shareholding, the shareholders will be sent an admission ticket for the Annual General Meeting bearing their name, stating the number of shares for which proof has been furnished and at the same time serving as a ticket of admission to the Annual General Meeting for a representative presenting proper proof of identification. To ensure that they receive the admission tickets on time, we kindly ask the shareholders to make early arrangement for their registration and proof to be submitted.

As regards the participation in the meeting or the exercise of voting rights, only such person is deemed to be a shareholder in relation to the Company who has furnished special proof of shareholding. The entitlement to participate or the scope of the voting right is exclusively based on the shareholding as at the Record Date. The Record Date does not entail a lock-up on the disposal of shares. Even in the event of a complete or partial disposal of the shareholding after the Record Date, only the shareholding of the registered person as at the

Record Date will be relevant for the participation and the scope of the voting right; this means that sales of shares after the Record Date do not have any effect on the entitlement to participate in the Annual General Meeting and the scope of voting rights. The same shall apply if shares are newly or additionally acquired after the Record Date. Persons who do not yet hold any shares at the Record Date and become shareholders only after that date, as well as registered persons who additionally acquire further shares after the Record Date, will be entitled to participate in the meeting and in voting only with respect to the shares acquired by them after the Record Date insofar as they are appointed as proxy or are granted authorisation to participate and exercise these rights.

### Representation for voting by proxy

Shareholders not wishing to participate in the Annual General Meeting in person may exercise their voting rights by appointing a proxy, e.g. a credit institution, a shareholders' association, third parties or proxies appointed by the Company. Also in this case, timely registration together with the submission of the proof of shareholding will be required.

The shareholders who have registered for the Annual General Meeting in due time receive a proxy form together with the admission ticket form. Furthermore, a form for granting of proxy voting rights as well as a form for revoking such grant will be available on the Internet homepage of the Company at <http://www.rhoen-klinikum-ag.com/agm> shortly after the convening of the Annual General Meeting. Shareholders wishing to appoint a proxy are requested to preferably use the proxy form sent along with the admission ticket in order to issue such authorisation.

Generally, the grant of authorisation, the revocation and proof of such authorisation to the Company needs to be in text form if the proxy for the exercise of voting rights is neither a credit institution nor a shareholders' association nor any other institution or legal entity which is deemed equivalent to them pursuant to sections 135 (8) and (10) of the AktG.

If an authorisation to exercise voting rights is granted to credit institutions, institutions or corporations deemed equivalent to them (sections 135 (10), 125 (5) of the AktG) and to shareholders' associations or legal entities within the meaning of section 135 (8) of the AktG, some specific features usually have to be taken into account: text form is not required, but the proxy must record the authorisation in a verifiable form; in addition, it has to be complete and may only include statements related to the exercise of voting rights. We therefore request our shareholders to consult on this issue with the credit institutions, shareholders' associations or legal entities or institutions deemed equivalent to such credit institutions and shareholders' associations.

If a shareholder appoints more than one person as proxy, the Company may reject one or several of them.

Any authorisation must be evidenced by the proxy at the date of the Annual General Meeting; it is also possible to issue an authorisation and provide the respective evidence by

way of a declaration to the Company, which may be sent by post, fax or electronically by e-mail and must be received at the following address:

RHÖN-KLINIKUM AG  
c/o Computershare Operations Center  
80249 Munich, Germany; or  
by fax: 089-3090374675; or  
by e-mail: rka-hv2014@computershare.de

We offer our shareholders the possibility of authorising proxies, who are appointed by the Company and bound by instructions, prior to the Annual General Meeting. A form for granting of proxy voting rights and issuing of instructions for representation by proxies appointed by the Company will be provided to the shareholders on the admission ticket form for the Annual General Meeting. The form for granting of authorisation to the proxies appointed by the Company will also be available on the Internet homepage of the Company at <http://www.rhoen-klinikum-ag.com/agm> shortly after convening of the Annual General Meeting. However, there is no obligation to use the form offered by the Company in order to authorise, or issue instructions to, proxies appointed by the Company. All proxies appointed by the Company, however, require in each case clear voting instructions by shareholders regarding the individual items of the Agenda which are subject to resolution. If no such instructions are given, the proxies appointed by the Company cannot represent the votes. They are obliged to vote in accordance with the instructions given by the shareholders.

Shareholders wishing to take advantage of the opportunity to authorise a proxy or proxies appointed by the Company are kindly asked to order their admission ticket as soon as possible to ensure that their admission ticket is available in due time.

The authorisation of proxies appointed by the Company, the revocation and the proof of such authorisation to be furnished to the Company also need to be in text form. However, we kindly ask you to also sign the authorisation of proxies appointed by the Company before you submit it to us; this is to ensure that we can record the authorisation in a verifiable form. Further details regarding the appointment of proxies and voting instructions to proxies appointed by the Company prior to the Annual General Meeting are provided on the admission ticket form. The authorisation of and voting instructions to proxies appointed by the Company must be received by the Company by post, fax or electronically by e-mail at the following address no later than 11 June 2014, 24.00 hrs:

RHÖN-KLINIKUM AG  
c/o Computershare Operations Center  
80249 Munich, Germany; or  
by fax: 089-3090374675; or  
by e-mail: rka-hv2014@computershare.de

By way of precaution it is pointed out that the Company, should it have any doubts as to the correctness or authenticity of the proof of entitlement, is entitled to request suitable further proof (Section 16 (2) subpara. 2 of the Articles of Association).

### Shareholder motions and nominations, right to obtain information

#### *a) Supplemental Items upon request of a minority (section 122 (2) of the AktG)*

Shareholders whose shares together reach the pro-rata portion of the registered share capital of € 500,000.00 (this corresponds to 200,000 shares) may request items to be put on the Agenda and announced. Each new agenda item has to be submitted with a statement of reasons or a resolution proposal. The request is to be addressed to the Board of Management in writing and must be received by the Company at the address below at least 30 days prior to the meeting, i.e. no later than 12 May 2014, 24.00 hrs:

RHÖN-KLINIKUM AG  
- Board of Management -  
Schlossplatz 1  
97616 Bad Neustadt a. d. Saale  
Germany

#### *b) Shareholder motions and nominations (sections 126 (1) and 127 of the AktG)*

Pursuant to section 126 (1) of the AktG, each shareholder is entitled to submit counterproposals to the resolutions proposed by the Board of Management and the Supervisory Board regarding Agenda Items. The same applies to counterproposals for nominations regarding the election of members of the Supervisory Board and auditors (section 127 of the AktG). Such counterproposals are to be directed exclusively to:

RHÖN-KLINIKUM AG  
- Board of Management -  
Schlossplatz 1  
97616 Bad Neustadt a. d. Saale  
Germany; or  
by fax: 09771-991736; or  
by e-mail: hv@rhoen-klinikum-ag.com

The Company – subject to sections 126 (2) and (3), 127 of the AktG – will immediately make all counterproposals and nominations by other shareholders which are submitted to this address at least 14 days prior to the Annual General Meeting, i.e. no later than 28 May 2014, 24.00 hrs available to all shareholders on the Company's Internet homepage at <http://www.rhoen-klinikum-ag.com/agm>. Any statements by the Management will also be published at the above Internet address subsequently.

*c) Shareholder's right to obtain information (section 131 (1) of the AktG)*

Upon request, each shareholder is entitled to obtain information from the Board of Management regarding the matters of the Company in the Annual General Meeting, including the legal and business relations with affiliated companies as well as information on the situation of the Group and the companies included in the Consolidated Financial Statements, provided that such information is required for a proper assessment of the relevant Agenda Item and no right to refuse to provide information exists.

*d) Further explanations on shareholder rights*

Further explanations on the shareholders' rights pursuant to sections 122 (2), 126 (1), 127, 131 (1) of the AktG are available on the Company's Internet homepage at <http://www.rhoen-klinikum-ag.com/agm> from the date of convening of the Annual General Meeting.

**Total number of shares and voting rights**

At the date of convening of the Annual General Meeting, the registered share capital of RHÖN-KLINIKUM AG is divided into a total of 138,232,000 non-par bearer shares in the aggregate each conferring one vote. The total number of voting rights thus amounts to 138,232,000 voting rights. Upon convening of the Annual General Meeting, the company holds 24,000 treasury shares that do not grant it any voting rights.

**Documents in connection with the Annual General Meeting and further information**

This invitation to the Annual General Meeting, all documents to be made available at the Annual General Meeting, in particular the documents regarding Agenda Item 1 as well as any further information in connection with the Annual General Meeting, particularly pursuant to Section 124a of the AktG, are available for inspection on the Internet homepage of the Company at <http://www.rhoen-klinikum-ag.com/agm> from the date of convening of the Annual General Meeting.

The documents to be made available will also be displayed for inspection at the Annual General Meeting on 12 June 2014. Any counterproposals, nominations and supplemental requests of shareholders which are received by the Company and are subject to publication will also be made available on the aforementioned Internet homepage.

The invitation to the Annual General Meeting with Agenda is published in the Federal Gazette on 5 May 2014.

Bad Neustadt a. d. Saale, 5 May 2014

RHÖN-KLINIKUM AG  
The Board of Management