

Joint resolution of the Supervisory Board and the Board of Management of Rhön-Klinikum AG, in accordance with § 161 AktG (Stock Corporation Act) and § 15 EGAktG (European Stock Corporation Act), relating to the application of the German Corporate Governance Code during financial year 2002

The **Board of Management** has passed and signed off the following **Resolution**, in accordance with § 161 AktG Stock Corporation Act) and § 15 EGAktG (European Stock Corporation Act):

„The Board of Management and the Supervisory Board of Rhön-Klinikum AG declare that the Company has in 2002 adopted the recommendations made by the „Government Commission German Corporate Governance Code“ and published by the Federal Minister of Justice in the official section of the electronic Federal Gazette (Bundesanzeiger), with the exception of the following:

- Item 2.1 Rhön-Klinikum AG has issued a total of 17,280,000 ordinary shares and 8,640,000 non-voting preference shares.
- Item 2.3.3 No representative to exercise shareholders' voting rights in accordance with instructions was appointed by the Board of Management for the 2002 General Meeting.
- Item. 3.8 The Supervisory Board will pay the Company the share proportionate to its members in the annual contribution to the D&O liability insurance taken out by the Board of Management for the Company; a deductible (self-retention) has been agreed.
- Item 4.2.3 No stock option programmes or similar schemes have been agreed to form part of the compensation for the members of the Board of Management.
- Item 5.1.3 The tasks of the Supervisory Board are laid down in detail in the Company's Articles of Association, §§ 10 - 14; the Supervisory Board has therefore refrained from issuing additional Terms of Reference to define its tasks.

Item 5.3.2 The Supervisory Board handles issues of accounting, risk management, the necessary independence required of the auditors, the issuing of the audit mandate to the auditors, and the determination of auditing focal points, all this being a direct responsibility of the full Supervisory Board. Therefore, no Audit Committee has been set up.

Item 5.4.1 The members of the Supervisory Board, who are elected by shareholders at the General Meeting, have the required knowledge, abilities and industry experience to properly complete their tasks, with their combined expertise covering all business fields of importance to the Company; no age limits have been specified for the members of the Supervisory Board.

Item 5.4.5 The compensation for members of the Supervisory Board is ruled by the Company's Articles of Association, § 14. Exercising of the chair position as well as membership in committees has been considered in the general compensation provisions, as laid down in § 14, Item 2, of the Company's Articles of Association; these do not provide any specific consideration for such functions.

The compensation for the members of the Supervisory Board is shown in the notes to the annual consolidated financial statements on an individualised basis and broken down by its components. Equally, any amounts paid or benefits granted by the Company to members of the Supervisory Board for personal services rendered, particularly consulting and intermediary or similar services, are recorded as a separate item in the notes to the annual consolidated financial statements, with the exception of the compensation, particularly the wages and salaries, of employee representatives appointed to the Supervisory Board in accordance with the provisions of the German co-determination law.

Item 5.6 The Supervisory Board monitors the observance of its resolutions and recommendations by the Board of Management. For the rest, the Board will not apply Item 5.6 of the Code.

- Item 6.6 The Board of Management and the Supervisory Board will report to the Company any purchase or sale of shares in the Company or any of its subsidiaries or of any options or other derivatives, in accordance with the provisions of the Securities Trading Act (WpHG). Item 6.6 of the Code will not be applied.
- Item 7.1.2 The Company's and the Group's financial year is identical with the calendar year. The annual financial statements of the Company and the Group are regularly published in the month of May following the end of the financial year.

The above item numbering is as applied in the German Corporate Governance Code, as published by the Federal Minister of Justice on 20 August 2002.

The Board of Management and the Supervisory Board will decide on the application of the recommendations contained in the Code as the case may be selective; neither the Code itself nor § 161 AktG (Stock Corporation Act) provide compulsory disclosure in case of non-compliance or deviations from the recommendations of the Code.”

Bad Neustadt, 22 November 2002

RHÖN-KLINIKUM AG

The Board of Management

Andrea Aulkemeyer

Wolfgang Kunz

Joachim Manz

Gerald Meder

Eugen Münch

Manfred Wiehl