

DECLARATION OF COMPLIANCE IN ACCORDANCE WITH SECTION 161 GERMAN STOCK CORPORATION ACT (AKTIENGESETZ, AKTG)

(as issued on 7 November 2012)

“The Board of Management and the Supervisory Board of RHÖN-KLINIKUM AG declare that the recommendations issued by the ‘Government Commission of the German Corporate Governance Code’ as amended on 26 May 2010 and published by the Federal Ministry of Justice in the official section of the electronic Federal Gazette (eBundesanzeiger), and the recommendations published in the version of the Code as amended on 15 May 2012, have been implemented since issuance of the last Declaration of Compliance as declared on 26 October 2011, and will be implemented, with the following exceptions:

Code Item 7.1.2
sentence 4

Period for making available the Consolidated Financial Statement

The Company's and the Group's financial year is the calendar year. The annual financial statements of the Company and the Group are published in the month of April following the end of the financial year.

The annual financial statements of the Company and the Group are completed only at the time specified in the foregoing due to the Group's special internal quality requirements.

Code Item 5.4.1 (2), (3)

Stating specific objectives regarding the composition of the Supervisory Board

The Supervisory Board does not state any specific objectives regarding its composition within the meaning of Code Item 5.4.1 (2). Consequently, it is not possible to comply with the recommendations based on this pursuant to Code Item 5.4.1 (3).

In the past the Supervisory Board, when nominating candidates for membership on the Supervisory Board, has been guided solely by the qualification of such candidates. The shareholders' representatives on the Supervisory Board are convinced that this practice has proven itself, and consequently no need to change this practice can be seen.

Code Item 5.4.6 (2)
sentence 2

Performance-linked remuneration of supervisory board

In accordance with the recommendation in Code Item 5.4.6 (2) sentence 1 in the version of the Code valid until 15 June 2012, the members of the Supervisory Board, in addition to a fixed basic remuneration (and fixed attendance fees), are granted a performance-linked remuneration pursuant to section 14 clause 3.3 para. 4 of the Articles of Association. In this connection, the performance-linked remuneration is based on the net consolidated profit of a financial year; in this regard, the Articles of Association thus do not provide for any explicit orientation on sustained corporate development within the meaning of the new Code version in Code Item 5.4.6 (2) sentence 2.

At the time when the last Annual General Meeting of the Company was convened, the new recommendation in Code Item 5.4.6 (2) sentence 2 was not yet in force. Since application of the new recommendation, it has thus not been possible to revise the relevant provision of the Articles of Association; the recommendation therefore was not and will not be implemented.

The Supervisory Board is closely following the debate on supervisory board remuneration and intends to review, in good time for the next Annual General Meeting, whether and, if so, to what extent the performance-linked component of the remuneration is to be modified and e.g. determined on an assessment basis covering several years. Depending on the result of this review, the Supervisory Board will, if applicable, submit a corresponding resolution proposal to the next Annual General Meeting.

The Board of Management and the Supervisory Board jointly decide on application of the suggestions contained in the Code on a case-by-case basis; such suggestions may be deviated from without disclosure, as set forth in both the Code and section 161 of the AktG.”

Bad Neustadt a. d. Saale, 7 November 2012

For the Supervisory Board

Eugen Münch

For the Board of Management

Wolfgang Pföhler