

**Form for Representation by Proxies**

This Form does not replace proper registration for the Annual General Meeting.  
Please observe the instructions on the following page.

**Identity of declaring party**

XXX  
Last name or company name\*

XXX  
Number of shares\*

XXX  
First name\*

■ ■ ■ ■ ■ ■  
Admission ticket no.\*

XXX  
Postal code / city\*

\*Mandatory fields (Please take this information from the admission ticket that will be sent to you after proper registration.)

**Authorisation/instructions to proxies of the Company**

I/We hereby authorise Dr. Christoph Heller, Bad Neustadt a.d. Saale, and Dr. Kai Gregor Klinger, Frankfurt am Main (proxies of the Company), disclosing my/our name/names, in each case individually and with the right to delegate such authorisation, to represent me/us at the Annual General Meeting of RHÖN-KLINIKUM Aktiengesellschaft on 7 June 2017 and to exercise the voting right on my/our behalf in accordance with my instructions as set out hereinafter. This authorisation/these instructions shall be revoked if the grantor of the authorisation or his representative attends the Annual General Meeting in person.

**Proposed resolutions pursuant to the Federal Gazette (Bundesanzeiger)**

With respect to all items of the agenda I/we vote for the proposed resolutions as published in the Federal Gazette (Bundesanzeiger) unless I/we give instructions (by marking accordingly) to vote with "No" for one or more of the items of the agenda below.

2 Resolution on the appropriation of the net distributable profit .....  YES  NO

3 Resolution on formal approval of the actions of the members of the Board of Management for financial year 2016

	<b>YES</b>	<b>NO</b>		<b>YES</b>	<b>NO</b>		<b>YES</b>	<b>NO</b>
3.1	<input type="checkbox"/>	<input type="checkbox"/>	Dr. Dr. Martin Siebert .....	<input type="checkbox"/>	<input type="checkbox"/>	3.2	<input type="checkbox"/>	<input type="checkbox"/>
			Prof. Dr. Bernd Griewing .....			3.3	<input type="checkbox"/>	<input type="checkbox"/>
						Martin Menger .....		

4 Resolution on formal approval of the actions of the members of the Supervisory Board for financial year 2016

	<b>YES</b>	<b>NO</b>		<b>YES</b>	<b>NO</b>		<b>YES</b>	<b>NO</b>
4.1	<input type="checkbox"/>	<input type="checkbox"/>	Eugen Münch .....	<input type="checkbox"/>	<input type="checkbox"/>	4.9	<input type="checkbox"/>	<input type="checkbox"/>
4.2	<input type="checkbox"/>	<input type="checkbox"/>	Georg Schulze-Ziehaus .....	<input type="checkbox"/>	<input type="checkbox"/>	4.10	<input type="checkbox"/>	<input type="checkbox"/>
4.3	<input type="checkbox"/>	<input type="checkbox"/>	Wolfgang Mündel .....	<input type="checkbox"/>	<input type="checkbox"/>	4.11	<input type="checkbox"/>	<input type="checkbox"/>
4.4	<input type="checkbox"/>	<input type="checkbox"/>	Peter Berghöfer .....	<input type="checkbox"/>	<input type="checkbox"/>	4.12	<input type="checkbox"/>	<input type="checkbox"/>
4.5	<input type="checkbox"/>	<input type="checkbox"/>	Bettina Böttcher .....	<input type="checkbox"/>	<input type="checkbox"/>	4.13	<input type="checkbox"/>	<input type="checkbox"/>
4.6	<input type="checkbox"/>	<input type="checkbox"/>	Björn Borgmann .....	<input type="checkbox"/>	<input type="checkbox"/>	4.14	<input type="checkbox"/>	<input type="checkbox"/>
4.7	<input type="checkbox"/>	<input type="checkbox"/>	Professor Dr. h. c. Ludwig Georg Braun .....	<input type="checkbox"/>	<input type="checkbox"/>	4.15	<input type="checkbox"/>	<input type="checkbox"/>
4.8	<input type="checkbox"/>	<input type="checkbox"/>	Professor Dr. Gerhard Ehninger .....	<input type="checkbox"/>	<input type="checkbox"/>	4.16	<input type="checkbox"/>	<input type="checkbox"/>
							<input type="checkbox"/>	<input type="checkbox"/>

5 Resolution on the by-election to the Supervisory Board: Dr. Annette Beller .....  YES  NO

6 Resolution on an authorisation to purchase and to use treasury shares pursuant to section 71 (1) no. 8 of the AktG also to the exclusion of subscription rights .....  YES  NO

7 Election of the statutory auditor for financial year 2017 .....  YES  NO

XXX  
Date, signature(s) or name of declarant (legible)

**Grant of authorisation to a third party**

I/We hereby authorise

XXX  
Last name or company name

XXX  
First name

XXX  
Place

to represent me/us at the aforementioned Annual General Meeting. The authorisation shall cover the revocation of any other authorisations granted and the exercise of all rights pertaining to the Annual General Meeting including, the delegation of authorisation. It shall be revoked if the grantor of authorisation attends the Annual General Meeting in person.

XXX  
Date, signature(s) or name of declarant (legible)

## Instructions

### Registration for the Annual General Meeting

You may attend the Meeting and/or exercise your voting right only if you have properly registered and sent in proof of your shareholding with reference to the 21<sup>st</sup> day prior to the Annual General Meeting, i.e. with reference to **17 May 2017 (00.00 hrs. CEST)**.

The registration and proof of shareholding must be received by no later than **31 May 2017 (24.00 hrs. CEST)** at the following address:

#### **RHÖN-KLINIKUM AG**

**c/o Computershare Operations Center**

**80249 München,**

**Germany; or**

**by fax: + 49 (0) 89 3090374675; or**

**by e-mail: [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)**

Where applicable, the registration shall be performed by your custodian bank. Receipt of your registration documents by custodian bank shall not be deemed proper registration for the Annual General Meeting; for this, solely the receipt of the registration and the proof of shareholding at the above address shall be decisive.

### Assignment to a registration

This Form may be considered only if it can be clearly assigned to a registration. In the event that such assignment should not be possible due to failure to register or failure to register properly, or because the information provided on this Form is incomplete and/or illegible, the voting right may not be exercised by proxies of the Company or, as the case may be, the right to attend and to vote may not be exercised by an authorised representative.

### Relationship to other forms

To grant authorisation you may also use the forms printed on the admission ticket. The admission ticket will be sent to you following proper registration. By using this Form, the assignment to the registration is ensured.

### Notes regarding this Form

Please fill out this Form completely and legibly. Please take the required particulars on the identity of the declaring party from your admission ticket that will be sent to you after proper registration.

This Form is not mandatory. You may also use another declaration in text form, in which case the statements regarding the assignment of the authorisation to a registration apply.

For their own authorisation as representatives, credit institutions, shareholders' associations or persons deemed equivalent to them pursuant to section 135 (8) of the German Stock Corporation Act (Aktiengesetz, AktG) may stipulate other provisions regarding the form of authorisation. In such case shareholders are requested to agree with the authorising person beforehand in due time regarding the form of the authorisation.

### Personal attendance at the Annual General Meeting or representation by a third party

With the admission ticket sent to you following proper registration, you or a third person authorised by you as representative may attend the Annual General Meeting in person. If you wish to authorise a third party to represent you, you may use this Form for Representation by Proxies or use the Authorisation to Third Party on the upper third portion of the admission ticket (reverse). Please submit to your authorised representative the admission ticket with this filled out Form for Representation by Proxies or the admission ticket with filled out Authorisation to Third Party. You may also give the admission ticket to your authorised representative and send in the authorisation and/or proof thereof to the address specified below. In this regard, please expressly point out this matter to your authorised representative.

### Authorisation/instructions to proxies of the Company

If you do not attend the Annual General Meeting yourself and do not authorise a third party to represent you either, you may use this Form to exercise your voting right through a proxy appointed by the Company for this purpose. For this purpose, you may also use the form printed on the admission ticket.

Please issue an instruction for all proposed resolutions. Your instruction in each case shall relate to the proposed resolution published in the Federal Gazette of 24 April 2017. Please tick the YES field in the case of approval or, if you wish to approve all the items of the agenda, the corresponding field for all the proposed resolutions and the NO field in the case of rejection. If you do not tick any field, this shall be deemed abstention; if both boxes are ticked, this shall be discarded as invalid. If separate votes are held under an agenda item regarding aggregated resolution proposals, your instruction shall in each case apply analogously to the specific proposed resolutions. If so desired, you can sign the powers of proxy/instructions to the proxy appointed by the company or state your name.

We kindly ask authorisation/instructions to proxies of the Company to be submitted no later than **6 June 2017 (24.00 hrs. CEST)** to:

#### **RHÖN-KLINIKUM AG**

**c/o Computershare Operations Center**

**80249 München,**

**Germany; or**

**by fax: + 49 (0) 89 3090374675; or**

**by e-mail: [rka-hv2017@computershare.de](mailto:rka-hv2017@computershare.de)**

In the event that authorisation/instructions are received by different transmission means with deviating declarations, granted authorisation/instructions shall be taken into consideration in the order they are received by the Company. I.e.: what is last received by the Company prior to commencement of voting is what will be taken into consideration.

Proxies of the Company may exercise the voting right on your behalf only as they are bound by instructions for this purpose. Any instructions beyond that, such as for submitting motions, asking questions or making declarations, cannot be granted by means of authorisation/instructions to proxies of the Company. If you therefore wish to exercise your shareholder rights above and beyond the aforementioned scope, you can exercise your rights yourself or authorise a third party for this purpose.

Even after granting authorisation/instructions, you are entitled to attend the Annual General Meeting in person. Authorisation/instructions are revoked if you or your representative attends the Annual General Meeting in person.

You may view any proposals and/or nominations by shareholders (counterproposals) in the Internet at:

<http://www.rhoen-klinikum-ag.com/agm>

You may support a counterproposal whose sole aim is the rejection of a proposed resolution by voting against the proposed resolutions printed on the form. By way of authorisation/instructions to proxies of the Company, further-reaching proposals such as material counterproposals or proposals of procedure may not be voted on unless express instruction has been issued for this purpose.