

**Motions presented for the 30th Annual General Meeting of RHI AG on
28 May 2008, insofar as they are known to RHI AG:**

Regarding Item 2. of the Agenda:

The Management Board has proposed to carry forward the accumulated profit of RHI AG in the amount of € 268,179,548.68 in its entirety.

At its meeting on 22 April 2009, the Supervisory Board agreed with the proposal of the Management Board. The Chairman of the Supervisory Board will therefore make a motion at the Annual General Meeting on 28 May 2009 to carry forward the accumulated profit of RHI AG in the amount of € 268,179,548.68 in its entirety.

Regarding Item 3. of the Agenda:

A motion has been presented to accept the report of the members of the Supervisory Board for the financial year 2008.

The Chairman of the Supervisory Board will make a motion to accept the report of the members of the Management Board for the financial year 2008.

Regarding Item 4. of the Agenda:

A motion has been presented to set the remuneration for members of the Supervisory Board of RHI AG for the financial year 2008 at € 20,000 for an ordinary Board member, at € 35,000 for the Deputy Chairman, € 35,000 for the Chairman of the Audit Committee and at € 50,000 for the Chairman of the Supervisory Board, on a pro rata temporis basis if required.

The motion also provides for a and attendance fee for the financial year 2008 in the amount of € 545 for each Supervisory Board member per meeting attended, and in the same amount for each committee member for each committee session attended.

Regarding Item 5. of the Agenda:

The Chairman of the Supervisory Board will make a motion to appoint Deloitte Audit Wirtschaftsprüfungs GmbH, Vienna, auditor of both the financial statements of RHI AG and the consolidated financial statements for the financial year 2008.

Regarding Item 6. of the Agenda:

The Management Board will present a motion to authorise the Company to acquire treasury shares in accordance with § 65 para. 1 (4) AktG in the amount of up to 12,000 no-par shares, which corresponds to approx. 0.032% of the Company's share capital, at a maximum price of the share price of the day this authorisation to issue shares to employees and executives of the Company as well as to members of management, executives and employees of Group Companies, is exercised within the framework of the continuation of the "employee stock ownership plan 4 plus 1". The authorisation for the acquisition shall be valid for a maximum of 16 months from the day of the resolution.

Regarding Item 7. of the Agenda:

Management does not intend to submit a proposal in connection with Agenda Item 7 at the Annual General Meeting.

Regarding Item 8. of the Agenda:

The Chairman of the Supervisory Board will make a motion to amend the articles of association of RHI AG as follows:

a) Amendment to the Articles of Association in **§ 23**, so that this provision reads as follows:

- “1) The Management Board shall in the first five months of a financial year prepare annual financial statements and notes, a management report and a corporate governance report for the previous financial year, and shall submit them to the members of the Supervisory Board. The annual financial statements, the management report and the corporate governance report shall be signed by all members of the Management Board.
- 2) The Annual General Meeting shall take place in the first eight months of the financial year. It shall be incumbent on the Annual General Meeting to:
1. receive the annual financial statements and management report prepared by the Management Board and, if applicable, the corporate governance report, the consolidated financial statements and management report, the report of the Supervisory Board as well as the approval of the annual financial statements,
 2. resolve on the appropriation of accumulated profit,
 3. resolve on the acceptance of the reports of the members of the Management Board and the members of the Supervisory Board,
 4. appoint the auditor for the current financial year.”

b) Amendment to the Articles of Association in **§ 23**, so that this provision reads as follows:

“The Annual General Meeting resolves on the allocation of accumulated profit every year. The Annual General Meeting may, contrary to the proposed allocation of profits, completely or partially exclude accumulated profits from distribution. The resulting changes to the annual financial statements shall be made by the Management Board.”

c) Addition of **§ 26** to the Articles of Association. The provision shall read as follows:

“7. Language provisions

- 1) Deposit certificates shall be in German or English language.
- 2) Legally effective written notes by shareholders or banks addressed to the Company shall also be in German or English.
- 3) The language of communication at the Annual General Meeting shall be German.”

Regarding Item 9. of the Agenda:

The Chairman of the Supervisory Board will, based on the proposal of the nomination committee of the Supervisory Board propose

- to re-elect Gerd Peskes and
- to re-elect Stanislaus Prinz zu Sayn-Wittgenstein-Berleburg, CFA, MBA

members of the Supervisory Board of the Company until the end of the Annual General Meeting which decides on the acceptance of the management report of the second year after the election, i.e. the financial year 2011.

The CVs of the candidates can be found on the website of the Company.