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INVITATION

to the 30th Annual General Meeting of the shareholders of RHI AG

**taking place on 28 May 2009, 13.00, at Studio 44 der Österr. Lotterien,
1030 Vienna, Rennweg 44**

1. Presentation of the approved financial statements, consolidated financial statements 2008 and notes, as well as the summarised management report and the report of the Supervisory Board for the financial year 2008.
2. Resolution on the allocation of accumulated profit shown in the financial statements 2008 of RHI AG.
3. Resolution on the acceptance of the report of the members of the Management Board and the Supervisory Board for the financial year 2008.
4. Resolution on the remuneration of the members of the Supervisory Board for the financial year 2008.
5. Appointment of the auditor of the financial statements and consolidated financial statements for the financial year 2009.
6. Resolution on the authorisation of the Company to acquire treasury shares in accordance with § 65 para. 1 (4) of the Stock Corporation Act (AktG) in the amount of up to 12,000 no-par shares at 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 until the next Annual General Meeting of the Company in the year 2010 and shall thus be valid for a maximum of 16 months from the day of the resolution.
7. Resolution on the authorisation of the Company to acquire treasury shares in accordance with § 65 Abs 1 (8) AktG amounting to up to 3,780,703 no-par shares, with the lowest price per share amounting to a maximum of 15% below the average share price of Company shares of the previous 20 trading days at the respective acquisition date and the highest price per share amounting to a maximum of 15% above the average share price of Company shares of the previous 20 trading days at the respective acquisition date. This authorisation shall be valid for 30 months from the day the resolution is adopted.

In addition, the Management Board is to be authorised until 28 May 2014 to resolve on a type of sale of treasury shares other than via the stock exchange or a public offer for the partial or total sale of treasury shares, excluding subscription rights of shareholders.

The Management Board is also to be authorised to lower the share capital of the Company by withdrawing up to 3,780,703 own no-par bearer shares in the amount of up to EUR 27,475,437.47 in accordance with § 65 para 1 (8) in conjunction with § 192 AktG without any further resolution by the Annual General Meeting. The Supervisory Board is to be authorised to resolve on amendments to the Articles of Association which result from the withdrawal of shares.

8. Resolution on amendments and additions to the Articles of Association as follows:

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

“§ 23

- 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 § 24, so that this provision reads as follows:

“§ 24

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, which reads:

“7. Language provisions

§ 26

- 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.”

9. Elections to the Supervisory Board

The report of the Management Board pursuant to § 65 para. 1b in conjunction with § 153 para. 4 of the Stock Corporation Act (AktG) on item 7 of the agenda regarding the exclusion of subscription rights in the sale of treasury shares can be viewed on the company’s website (www.rhi-ag.com). This report is also available to shareholders at the headquarters of the Company in 1100 Vienna, Wienerbergstraße 11. Upon request each shareholder will receive a copy free of charge.

Pursuant to § 83 para. 2 (1) Stock Exchange Act (BörseG), we announce that the Company’s share capital is split into 37,927,039 no-par bearer shares with voting rights. The Company has no voting rights from treasury shares. Therefore, 37,927,039 voting rights can currently be exercised. Shareholders entitled to participate may exercise their legal shareholder rights (in particular the right to demand information and voting rights) themselves or through an authorised person holding a written proxy.

All those shareholders are entitled to participate in the Annual General Meeting who, by 22 May 2009 deposit their shares with Erste Bank der oesterreichischen Sparkassen AG, Vienna, with another Austrian bank, with an Austrian notary public, or in Germany with Bayerische Hypo- und Vereinsbank AG, Deutsche Bank AG, Merck Finck & Co., Munich, or with the Company and keep them blocked until the end of the Annual General Meeting.

The depositing agents are obliged to submit the certificate of deposit to our Company by 25 May 2009 (in advance per fax: ++43/1/50213-6281).



In order to ensure smooth registration procedures, we request that the shareholders arrive at the location of the Annual General Meeting in time before the beginning. Shareholders will be admitted to collect certificates of proxy at 12.00 noon.

Questions whose answers require longer preparation should be submitted in writing to the Management Board well before the shareholder meeting in order to avoid that the meeting be unnecessarily prolonged.

Printed copies of the annual report 2008, which contains the financial statements and consolidated financial statements 2008, the summarised management report for the financial year 2008 and the report of the Supervisory Board and the Management Board's proposal for the allocation of accumulated profit, are available to the public at the headquarters of the Company in 1100 Vienna, Wienerbergstraße 11 and at Erste Bank der oesterreichischen Sparkassen AG, 1010 Vienna, Graben 21, as the paying agent, as well as in electronic form on the Company's website at www.rhi-ag.com.

Vienna, May 2009

The Management Board