



RHI AG
Vienna, FN 103123 b

Resolutions proposed by the Supervisory Board
31st Annual General Meeting
30 April 2010

- 1. Presentation of the approved financial statements and notes, consolidated financial statements 2009, as well as the management report and the group management report, the Corporate Governance report and the report of the Supervisory Board for the financial year 2009.**

A resolution regarding this agenda item is not required.

- 2. Resolution on the allocation of accumulated profit.**

The financial statements of RHI AG for the financial year 2009 show a loss for the year to the amount of EUR 25,900,859.95; adding the profit carried forward from the year 2008 of EUR 268,179,548.68 the accumulated profit amounts to EUR 242,278,688.73. The Management Board proposes to carry forward the accumulated profit of EUR 242,278,688.73 in its entirety

At its meeting on 26 March 2010, the Supervisory Board agreed with the proposal by the Management Board and proposes to carry forward the accumulated profit in its entirety.

- 3. Resolution on the acceptance of the report of the members of the Management Board for the financial year 2009.**

The Supervisory Board proposes to adopt the resolution on the acceptance of the report of the members of the Management Board in office in the financial year 2009 for this period.

- 4. Resolution on the acceptance of the report of the members of the Supervisory Board for the financial year 2009.**

The Supervisory Board proposes to adopt the resolution on the acceptance of the report of the members of the Supervisory Board in office in the financial year 2009 for this period.

- 5. Appointment of the auditor of the financial statements and consolidated financial statements for the financial year 2010.**

The Supervisory Board proposes to appoint Deloitte Audit Wirtschaftsprüfungs GmbH, Vienna, auditor of the financial statements and consolidated financial statements for the financial year 2010. This proposed resolution of the Supervisory Board is based on a proposal by the Audit Committee.

6. Resolution on the remuneration of the members of the Supervisory Board for the financial year 2009.

The Supervisory Board proposes to set the remuneration for the members of the Supervisory Board of RHI AG for the financial year 2009 as follows:

- at EUR 20,000,00 for ordinary Supervisory Board members,
- at EUR 35,000,00 for the Deputy Chairman,
- at EUR 35,000,00 for the Chairman of the Audit Committee and
- at EUR 50,000,00 for the Chairman of the Supervisory Board, if necessary, on a pro rata temporis basis.

It is also proposed that the attendance fee for the financial year 2009 remains unchanged at EUR 545.00 for each Supervisory Board member per attended Supervisory Board meeting and in the same amount for each committee member per meeting attended for one of his committees.

7. Election of Supervisory Board members.

At the end of the Annual General Meeting on 30 April 2010, the period of office of Mr. Michael Gröller, Mr. Herbert Cordt, Mr. Helmut Draxler and Mr. Hubert Gorbach ends.

Mr. Glaunach has declared that he will resign from his function as a member of the Supervisory Board after the completion of the upcoming Annual General Meeting on 30 April 2010.

In accordance with § 11 para. 1 of the articles of association the Supervisory Board shall consist of at least three members.

So far, the Supervisory Board has consisted of seven members, who were elected by the Annual General Meeting.

At the upcoming Annual General Meeting, five members would have to be elected to reach this number again.

The Supervisory Board proposes to fill all five mandates to that the Supervisory Board consists of seven elected members again after the election at the Annual General Meeting on 30 April 2010.

The following proposals of the Supervisory Board are based on recommendations by the Nomination Committee. The recommendations are made on the basis of the requirements stipulated by the Code of Corporate Governance.

The Supervisory Board proposes to elect
Mr. Michael Gröller,
Mr. Herbert Cordt,
Mr. Helmut Draxler,
Mr. Hubert Gorbach,

to the Supervisory Board with effect from the end of this Annual General Meeting until the end of the Annual General Meeting which resolves on the discharge for the second financial year after the election, not counting the current financial year. If the current balance sheet date of 31 December is maintained, the period of office of the Supervisory Board members to be elected would expire at the end of the Annual General Meeting which resolves on the discharge for the financial year 2012.

In addition, the Supervisory Board proposes to elect Mr. David Schlaff to the Supervisory Board with effect from the end of this Annual General Meeting until the end of the remaining period of office of the resigning Supervisory Board Member, Mr. Ulrich Glaunach, hence until the end of the Annual General Meeting which resolves on the annual financial statements of the year 2010.

It is planned to vote individually on each of the mandates to be filled (five mandates) at the upcoming Annual General Meeting.

A ranking of the persons proposed to the individual mandates shall be reserved.

Each person proposed has issued a statement in accordance with § 87 para. 2 AktG, which is also available on the website of the Company.

At the election, the Annual General Meeting is bound to the proposals as follows: Proposals for the election of Supervisory Board members including the statements in accordance with § 87 para. 2 AktG for each person proposed for election must be published on the website of the Company by 23 April 2010 at the latest, failing which the person concerned may not be included in the election. This also applies to election proposals by shareholders in accordance with § 110 AktG, which the Company must receive in text form by 21 April 2010 at the latest. Regarding details and requirements for considering such election proposals, please refer to the “Information regarding the rights of shareholders in accordance with §§ 109, 110, 118 and 119 AktG/Draft resolutions of shareholders in accordance with § 110 AktG”.

8. Resolution on the creation of new authorised capital for a cash capital increase [Authorised Capital 2010], maintaining the authorised capital in accordance with the resolution of the Annual General Meeting on 29 May 2008 [Authorised Capital 2008], as follows:

“Resolution on the authorisation of the Management Board pursuant to § 169 of the Stock Corporation Act (AktG) to increase share capital, with the approval of the Supervisory Board but without further approval by the Annual General Meeting until 30 April 2015 – in several tranches – in return for a cash contribution by up to EUR 43,406,425.75 by issuing up to 5,972,855 no-par bearer shares with voting rights and to determine the issue price, the issue conditions and further details regarding the implementation of the capital increase.



The Supervisory Board shall be authorised to amend § 5 of the articles of association in accordance with the volume of the capital increase out of the authorised capital [Authorised Capital 2010].”

The Annual General Meeting of 29 May 2008 adopted authorised capital and authorised the Management Board to increase share capital, in accordance with § 169 of the Stock Corporation Act (AktG), by up to EUR 27,254,875.44 until 29 May 2013 in return for cash contribution or contribution in kind, also excluding subscription rights.

RHI wants to grow further and acquire other companies or shares in other companies to do so.

For this purpose, it will be necessary for the company to be provided with new equity, which goes beyond the adopted Authorised Capital according to the resolution adopted at the Annual General Meeting on 29 May 2008.

The existing Authorised Capital according to the resolution adopted at the Annual General Meeting on 29 May 2008 comprised (approximately) 10% of share capital at the time of authorisation and provided for issuing new shares in return for cash contributions or contributions in kind, with an exclusion of subscription rights being possible under certain circumstances. This Authorised Capital, which has already been entered in the register of companies, will be maintained unchanged and will be entirely at the disposal of the Management and Supervisory Boards on the conditions adopted at the Annual General Meeting.

At the Annual General Meeting on 30 April 2010, new authorised capital is to be created which shall amount to (approximately) 15% of share capital, however, only for cash contributions and only maintaining the subscription rights of shareholders, i.e. the possibility to exclude subscription rights is not provided for in this new authorised capital, which is to be adopted at the Annual General Meeting on 30 April 2010.

Pursuant to that, the Supervisory Board proposes the creation of new Authorised Capital for a cash capital increase [Authorised Capital 2010], maintaining the Authorised Capital according to the resolution adopted at the Annual General Meeting on 29 May 2008 [Authorised Capital 2008], and proposes that the Annual General Meeting may resolve the following for this purpose:

„Resolution on the authorisation of the Management Board pursuant to § 169 of the Stock Corporation Act (AktG) to increase share capital, with the approval of the Supervisory Board but without further approval by the Annual General Meeting until 30 April 2015 – in several tranches – in return for a cash contribution by up to EUR 43,406,425.75 by issuing up to 5,972,855 no-par bearer shares with voting rights and to determine the issue price, the issue conditions and further details regarding the implementation of the capital increase.

The Supervisory Board shall be authorised to amend § 5 of the articles of association in accordance with the volume of the capital increase from authorised capital [Authorised Capital 2010].“

9. Resolution to authorise the Company to acquire treasury shares in accordance with § 65 para. 1 (4) AktG (continuation of the employee stock ownership plan 4+1).

Within the continuation of the employee stock ownership plan the Supervisory Board proposes, as in previous years, to adopt a resolution to authorise the Company to acquire treasury shares in accordance with § 65 para. 1 (4) AktG as follows:

The Company shall be authorised 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 0.03% of the Company's share capital, at 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 continuation of the “employee stock ownership plan 4 plus 1”. The authorisation for the acquisition shall be valid for a maximum of 18 months from the day of the resolution.

10. Resolution on the amendment of the articles of association for the purpose of adapting it to the amended legal regulations – Stock Corporation Amendment Act 2009 as well as an amendment of § 5 with a view to agenda item 8.

The Supervisory Board has addressed the changed legal requirements, in particular the Stock Corporation Amendment Act 2009.

The Supervisory Board proposes to adopt amendments to the articles of association in §§ 4, 5, 7, 9, 13, 16, 17, 18, 19, 23 and 24 in accordance with the attachment, which shows the proposed amendments. The proposed amendments to the articles of association serve to adapt the articles of association to changed legal requirements, in particular the Stock Corporation Amendment Act 2009 (AktRÄG 2009) and to the Commercial Code (UGB), but also include changes, which in the opinion of the Supervisory Board are necessary or useful.

In § 5 the new Authorised Capital pursuant to the resolution provided for in agenda item 8 was taken into account.

Attachment: articles of association showing the proposed amendments.

Michael Gröller, m.p.
Chairman