



## **DETAILED INFORMATION REGARDING THE RIGHTS OF SHAREHOLDERS IN ACCORDANCE WITH §§ 109, 110, 118 AND 119 OF THE AUSTRIAN STOCK CORPORATION ACT (AKTG)**

### **Additions to the agenda in accordance with § 109 AktG**

Shareholders whose combined shareholdings equal **5% of share capital** may request in writing that **additional items** be put **on the agenda** of this Annual General Meeting and published. Each agenda item must be accompanied by a draft resolution and a justification. The shareholders must have owned the shares for at least three months prior to filing the request. Such a shareholder request shall only be considered if the Company receives this request in writing by **09 April 2010** at the latest.

Such requests must be addressed exclusively to

RHI AG  
General Counsel/Head of Legal Dept.  
Attn. Ms G. Célia Konrad, Esq.  
Wienerbergstraße 11  
1100 Vienna.

The wording of the agenda item and the draft resolution must also be presented in a German-language version.

In case of bearer shares held in deposits, a deposit confirmation in accordance with § 10a AktG shall suffice as evidence of shareholdings for exercising this shareholder right.

### **Draft resolutions of shareholders in accordance with § 110 AktG**

Shareholders whose combined shareholdings equal **1% of share capital** may submit **draft resolutions** in text form for each agenda item and demand that these proposals, together with the names of the shareholders concerned, a justification and, if applicable, a statement by the Management Board or Supervisory Board, are published on the website of the Company. It is pointed out that a justification must be attached to each draft resolution. Such a request shall only be considered if it is received by the Company in text form by **21. April 2010**. In the case of a proposal regarding the election of a Supervisory Board member [agenda item 7 "Election of Supervisory Board members"] the justification shall be replaced with a statement of the person proposed in accordance with § 87 para. 2 AktG. The person proposed shall state his/her qualification, professional or comparable functions as well as any



circumstances which may raise concern regarding the impartiality of this person. Such draft resolutions must be addressed exclusively to

RHI AG

General Counsel/Head of Legal Dept.

Attn. Ms. G. Célia Konrad, Esq.

Wienerbergstraße 11

1100 Vienna

or

per fax to +43 (1) 50213 6281

or

per e-mail [hauptversammlung@rhi-ag.com](mailto:hauptversammlung@rhi-ag.com); the shareholder request in text form, for example as PDF, must be attached to the e-mail.

Each draft resolution must also be presented in a German-language version.

In case of bearer shares held in deposits, a deposit confirmation in accordance with § 10a AktG shall suffice as evidence of shareholdings for exercising this shareholder right.

### **Deposit confirmation in accordance with § 10a AktG**

The deposit confirmation must be issued by a depositary bank domiciled in a member state of the European Economic Area or a full member state of the OECD.

The deposit confirmation must be issued by a depositary bank domiciled in a member state of the European Economic Area or a full member state of the OECD and must contain the following details:

- Details of the issuer: name/company and address or a code commonly used in dealings between banks (SWIFT-Code),
- Details of the shareholder: name/company, address, date of birth for natural persons; for legal entities, if applicable, register and register number,
- Information regarding shares: number of shares held by the shareholder; ISIN AT0000676903,
- Deposit number or other description,
- Point of time which the deposit confirmation refers to.

The deposit confirmation must be issued in German or English. The deposit confirmation must be in writing.



Deposit confirmations must be addressed exclusively to

Per post           RHI AG  
Investor Relations  
Attn. Ms Barbara Potisk-Eibensteiner  
Wienerbergstraße 11  
1100 Vienna

Per SWIFT        GIBAATWGGMS  
(Message Type MT598; please indicate ISIN AT0000676903 in text)

Per fax:           +43 (1) 8900 500 - 52

Per e-mail:       [anmeldung.rhi@hauptversammlung.at](mailto:anmeldung.rhi@hauptversammlung.at); the deposit confirmation in text form, for example as PDF, must be attached to the e-mail.

The deposit confirmation as evidence for shareholdings in the context of exercising shareholder rights in accordance with § 109 AktG (Additions to the agenda) and § 110 AktG (draft resolutions of shareholders) shall not be older than seven days when presented to the Company.

The deposit confirmation as evidence for shareholdings in the context of exercising shareholder rights in accordance with § 109 AktG (Additions to the agenda) must confirm that the shareholders filing the request have held the shares for a minimum of three successive months prior to filing the request.

In the case of several shareholders who only reach the shareholding threshold together, the confirmations must refer to the same record date.

### **Further evidence of the shareholder status**

For bearer shares not held in a deposit, a written confirmation by a notary public, to which the above requirements for a deposit confirmation apply, shall be sufficient.

### **Right of information in accordance with § 118 AktG**

Each shareholder shall, upon request, be informed about the Company's activities as far as this is necessary for a proper assessment of an agenda item. The right of information also extends to the legal and business relationships of the Company with affiliated companies. If the consolidated financial statements and group management report are presented at the Annual General Meeting of a parent company (§ 244 UGB), the right of information also extends to the position of the group and companies included in the consolidated financial statements.



The information provided must correspond with the principles of a true and fair account. The information must be provided at the Annual General Meeting.

Information may be refused if

1. based on reasonable commercial judgement, it could cause a substantial disadvantage for the Company or an affiliated company, or
2. providing such information constituted an offence.

Each shareholder who participates in the Annual General Meeting has the right to receive information. Not only the shareholders themselves, but also their legal or authorised representatives, have the right to receive information. Shareholders whose membership rights are suspended (§§ 51 para. 3, 65 para. 5 AktG) have no right receive information.

#### **INFORMATION ABOUT THE RIGHT OF SHAREHOLDERS TO PRESENT MOTIONS AT THE ANNUAL GENERAL MEETING IN ACCORDANCE WITH § 119 AKTG**

Each shareholder – regardless of specific shareholdings – is entitled to present motions regarding any agenda item at the Annual General Meeting. The prerequisite for this is the evidence of the right to participate pursuant to the convening notice.

The following is pointed out explicitly: persons to be elected to the Supervisory Board (Item 7 of the agenda) may only be proposed by shareholders whose combined shareholdings amount to at least 1% of share capital. Such proposal must arrive at the Company by **21 April 2010** at the latest in the above-mentioned ways. Each proposal for election must be accompanied by a statement in accordance with § 87 para. 2 AktG by the person proposed for election regarding his/her qualification, professional or comparable functions as well as all circumstances which may raise concern regarding the impartiality of this person. Any shareholder may present motions regarding any other agenda item at the Annual General Meeting, which do not require prior.