



RHI AG

Memorandum and Articles of Association

as set out in the resolution
of the Supervisory Board Meeting
of

Gelöscht: 16 December 2009

The English language version of this document is a non-binding translation and has been prepared for the purpose of convenience only. The German language original is the only authoritative version.



1. General provisions

- 1) The company shall trade as „RHI AG“. § 1
- 2) The registered offices of the company shall be in Vienna.
- 3) The company shall be of unlimited duration.

The company has been converted from a Gesellschaft m.b.H. (limited liability company) into a Aktiengesellschaft (public limited company). § 2

- 1) The object of the company shall be to: § 3
- a) acquire and invest in other enterprises and companies, especially industrial companies, with the exception of banking firms;
 - b) manage and represent the enterprises and companies referred to in sub-paragraph (a);
 - c) assume administrative and managerial duties and advise other enterprises and companies (organization, data processing, insurance etc.);
 - d) operate a shipping agency;
 - e) operate a travel agency;
 - f) trade in all manner of goods.
- 2) The company shall be entitled to effect all manner of transactions which are needed or which are advisable in order to achieve the object of the company or which are connected to it. In particular, the company shall be entitled, inter alia, to:
- a) acquire and own land, plant, machinery and equipment;
 - b) open branches and subsidiaries at home and abroad;
 - c) acquire and dispose of patents and acquire and grant licences;
 - d) apply know-how from research, production and application techniques

both at home and abroad.

Publications of the company shall be made in the „Amtsblatt zur Wiener Zeitung“ as far and as long as mandatory due to the Stock Corporation Act. Any further publications of the company shall be published in accordance with the applicable legal requirements. § 4

Gelöscht: Announcements shall be made in the „Wiener Zeitung“.

Gelöscht: 16 December 2009

2. Share capital and shares

- 1) The share capital totals EUR 289,376,212.84 and is divided into 39,819,039 shares to bearer, each of which represents an equal holding in the share capital. § 5
- 2) The Management Board shall be authorised pursuant to § 169 Stock Corporation Act to increase share capital, with the approval of the Supervisory Board but without further approval by the Annual General Meeting, until 29 May 2013 – in several tranches – in return for a cash contribution or contribution in kind by up to EUR 27,254,875.44 by issuing up to 3,750,353 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 in consultation with the Supervisory Board. The Management Board shall be authorised to exclude shareholders' subscription rights with the consent of the Supervisory Board if (i) the capital increase is carried out in return for contribution in kind, or if (ii) the capital increase is carried out in return for cash contribution and the minimum issue price of the new shares corresponds to the average of the closing prices of the RHI share (ISIN AT0000676903) on the Vienna Stock Exchange of the 30 trading days preceding the subscription day of the new shares plus a premium of a minimum of 25% or (iii) for residual amounts. 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, 2008”~~].”

Gelöscht: (

Gelöscht: II

Gelöscht:)

3) The Management Board shall be authorised pursuant to § 169 of the Stock Corporation Act 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].

- 1) Shares shall be to bearer. § 6
- 2) Shareholders shall be entitled to demand that all or some of their shares be converted to registered shares.
- 3) If the share capital is increased by issuing new shares, the new shares shall also be to bearer, unless the resolution of the Annual General Meeting relating to the increase stipulates otherwise.
- 4) Claims to dividends shall be statute-barred within three years of maturity.

1) The form and content of share certificates and dividend and renewal coupons shall be decided by the Management Board in agreement with the Supervisory Board. The same shall apply to interim dividend coupons and bonds and their interest and renewal coupons. § 7

2) A right of shareholders to a certification of shares shall be excluded unless it is required by the regulations applicable on the stock exchange, on which the shares are listed.

Gelöscht: 16 December 2009

3. Management Board

- 1) The Management Board shall consist of two, three, four or five members. It shall be appointed by the Supervisory Board, which shall also appoint the chairman. The Supervisory Board shall be entitled to revoke appointments with good cause, as defined in § 75, paragraph (4) of the *Aktiengesetz* [Austrian Public Limited Companies Law]. The appointment period of the Board members shall end on the 65th birthday. This shall be taken into account when appointing Board members for the final period.
- 2) Where a member of the Management Board has been appointed by the Supervisory Board as chairman of the Management Board, he shall have the casting vote in the event of a tied vote.
- 3) The Supervisory Board may appoint a member of the Management Board as deputy chairman and stipulate his powers.

§ 8

- 1) The company shall be represented by two members of the Management Board jointly or by one member of the Management Board together with a commercial attorney [*Prokurist*].
- 2) A declaration by two commercial attorneys shall also be sufficient to commit the company, subject to the limitation set out in § 49 of the [UGB](#) [Austrian Commercial Code].
- 3) The Supervisory Board may decide that individual members of the Management Board should be authorized to represent the company alone.
- 4) Deputy members of the Management Board shall qualify as ordinary members of the Management Board for the purpose of powers of representation.

§ 9

Gelöscht: Handelsgesetzbuch

The Management Board shall conduct the business of the company in accordance with the law, the memorandum and articles of association and the rules of procedure approved by the Supervisory Board.

§ 10

Gelöscht: 16 December 2009

4. Supervisory Board

- 1) The Supervisory Board shall consist of at least three members. An appointment to become a Supervisory Board Member shall last be possible before the 70th birthday.
- 2) Their term of office shall expire at the close of the Annual General Meeting convened to approve their decisions during the second financial year following their election, not counting the financial year in which they were elected. Members may be re-elected.
- 3) Replacement members of the Supervisory Board need only be elected if the number of members of the Supervisory Board drops below three.
- 4) Each member of the Supervisory Board shall be entitled to resign office at any given time, even without good cause, subject to four weeks' written notice to the chairman of the Supervisory Board.

§ 11

The Supervisory Board shall elect one of its members as chairman and, if the Supervisory Board deems expedient, one or two deputies. Elections shall be held during a meeting held at the close of the ordinary Annual General Meeting. No special invitation to attend shall be required. Elections shall be repeated as soon as possible on expiry of the chairman's term of office and when the Supervisory Board deems expedient on expiry of the deputies' term of office.

§ 12

- 1) The Supervisory Board shall decide on its own rules of procedure.
- 2) The Supervisory Board shall have a quorum if the members are invited to attend by the chairman or one of his deputies in writing or by telephone, by fax or e-mail and at least three members are present. The meeting shall be chaired by the chairman or a deputy chairman elected in accordance with § 12 or, where no such deputy is present, the oldest member of the Supervisory Board present.
- 3) Resolutions shall be passed by simple majority. In the event of a tied vote, the chairman of the meeting shall have the casting vote, including during elections.
- 4) A resolution may be passed or an election held in writing or by telephone, by fax or e-mail, without convening a meeting, if the chairman of the Supervisory Board or one of his deputies so orders and no member of the Supervisory Board objects to the procedure, in which case the provisions of the preceding paragraphs shall apply mutatis mutandis.
- 5) A member of the Supervisory Board may instruct another member of the Supervisory Board in writing to act as his proxy at a single meeting. The proxy shall not be counted for the purposes of determining if the meeting has a quorum (paragraph 2). The right to chair the meeting may not be transferred.
- 6) Minutes shall be kept of the discussions and resolutions of the Supervisory Board and signed by the chairman of meeting.
- 7) Meetings of Supervisory Board committees may only be attended by the members of the said committees unless the chairman of the committee in question or a deputy decides otherwise. For the rest, the preceding paragraphs (2) to (6) shall apply mutatis mutandis, especially paragraph (4) regulating resolutions or elections in writing or by telegram or telex. If a committee only consists of two members, it shall only have a quorum if both members are present.

§ 13

Gelöscht: telegram or telex

Gelöscht: telegram or telex

Gelöscht: 16 December 2009



8) Declarations by the Supervisory Board and its committees shall be made by the chairman of the Supervisory Board or one of his deputies.

- 1) The Supervisory Board may stipulate certain transactions or certain types of transaction which require its approval. In stipulating the said transactions or types of transaction, the Supervisory Board shall take due account of statutory provisions.
- 2) The Supervisory Board shall have an unlimited right of supervision, including over matters which do not require its approval in accordance with the foregoing.

§ 14

In addition to reimbursement of their expenses, the members of the Supervisory Board shall receive remuneration payable at the close of the financial year, the amount of which shall be decided by the Annual General Meeting. In addition, those members of the Supervisory Board who, in their capacity as member of the Supervisory Board, have undertaken extraordinary duties in the interests of the Company, shall receive separate remuneration, to be set by the Annual General Meeting.

§ 15

Gelöscht: 16 December 2009

5. Annual General Meeting

- 1) The Annual General Meeting shall be convened by the Management Board or the Supervisory Board. The venue of the Annual General Meeting shall be stipulated in the invitation to attend and may be Vienna, Radenthein, Hochfilzen or a capital of one of the Austrian Länder.

§ 16

The invitation to attend shall be published at the latest on the 28th day prior to an Annual General Meeting, otherwise at the latest on the 21st day before the general meeting. 3) The announcement of the invitation to attend shall be published in accordance with § 4 of the articles of association.

- 1) The right to participate in the Annual General Meeting and to exercise the voting right § 17 and the other shareholder rights to be exercised at the Annual General Meeting is conditional on the shareholdings in the case of bearer shares and on the entry in the share register in the case of registered shares, at the end of the tenth day before the day of the Annual General Meeting (record date).
- 2) In the case of bearer shares held in a deposit, a deposit confirmation in accordance with § 10a AktG shall suffice as evidence of shareholdings on the record date. The company must receive this deposit confirmation at the latest on the third working day before the Annual General Meeting at the address stated in the invitation to attend.
- 3) In the case of bearer shares not held in a deposit, a written confirmation of the company or an Austrian notary public, for which the above-mentioned requirements for the deposit confirmation shall apply mutatis mutandis, shall suffice.

1) -

- 1) The voting rights attached to a share may be exercised once the minimum statutory contribution has been paid up on the share.
- 2) Each share shall carry one vote at the Annual General Meeting.
- 3) The voting right may also be exercised by authorised representatives. The power of attorney shall be granted in text form to a specific person. The power of attorney shall be submitted to the company and stored or verifiably recorded by the Company. It is also possible to authorise several persons. If the shareholder has authorised the depositary bank (§ 10a AktG) to represent him, it shall be sufficient if the bank declares, in addition to the deposit confirmation, that it has been granted the power of attorney; § 10a para. 3 AktG shall be applicable mutatis mutandis. Powers of attorney may also be submitted to the company by electronic means of communication to be specified by the company. The details regarding granting a power of attorney shall be published together with the invitation to attend the Annual General Meeting.

§ 18

- 1) The chairman of the Supervisory Board or one of his deputies shall chair the Annual General Meeting or, if they are not present or prepared to chair the meeting, the notary public instructed to take the minutes of the meeting shall conduct the meeting until the election for a chairman.
- 2) The chairman of the Annual General Meeting shall direct the discussions and determine the order of the items on the agenda and how resolutions are to be passed as well as the form of exercising the voting right and the procedure of counting votes.

§ 19

Gelöscht: The invitation to attend must be published in the „Wiener Zeitung“ at least 21 days before the meeting, not counting the day of publication or the day on which the meeting is held.

Gelöscht: ¶

Formatiert: Nummerierung und Aufzählungszeichen

Formatiert: Nummerierung und Aufzählungszeichen

Gelöscht: <#>Shareholders who deposit their shares with the company, a notary public in § 17

Austria, a bank in Austria or some other agency stipulated in the invitation to attend by the deadline stipulated in the following paragraph until the close of the meeting shall be entitled to attend the Annual General Meeting.¶

<#>Shares shall be deposited so that there are at least three clear working days before the meeting.¶

<#>Shares shall be deemed to have been duly deposited if they are held on the shareholder's behalf until the close of the meeting in blocked account at

another bank agreed by one of the agencies stipulated in the invitation to attend or the articles of association and the shareholder submits a certificate of deposit from the said other bank or, if they have been deposited with a notary public, an original or certified copy of a certificate of deposit from the notary public, within one day of expiry of the date by which they must be deposited with the company.¶

<#>The invitation to attend the Annual General Meeting may stipulate that share- ... [1]

Formatiert: Nummerierung und Aufzählungszeichen

Gelöscht: Shareholders may arrange to be represented by a person in possession of a written proxy, especially for the purposes of voting. The v ... [2]

Gelöscht: an

Gelöscht: for

Formatiert: Nummerierung und Aufzählungszeichen

Gelöscht: 16 December 2009



- 3) If announced in the invitation to attend the Annual General Meeting, the Management Board may, with the approval of the Supervisory Board, permit an audiovisual broadcast of the Annual General Meeting via electronic media in a manner to be specified in detail by the Management Board. The broadcast may also be conducted in such a form that the public has unrestricted access.

Gelöscht: .

Gelöscht: 16 December 2009



Resolutions by the Annual General Meeting shall be taken by simple majority of the votes cast, unless the law or the articles of association stipulate otherwise in a compulsory way.

§ 20

If no majority is obtained during the first round of elections, a second round shall be held between the two candidates who obtained the most votes. In the event of a tied vote, the chairman shall have the casting vote.

§ 21

Gelöscht: 16 December 2009

6. Annual accounts and allocation of profit

Gelöscht: appropriation

The financial year shall be the calendar year.

§ 22

- 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 allocation 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.

Gelöscht: appropriation

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.

§ 24

The Supervisory Board shall be entitled to make amendments of a merely editorial nature to the articles of association.

§ 25

Gelöscht: 16 December 2009



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.

§ 26

Gelöscht: 16 December 2009