

RHI AG
Wien, FN 103123 b

**Resolutions proposed by the Management Board for the
32th Annual General Meeting
6 May 2011**

- 1. Presentation of the approved financial statement and notes and of the consolidated financial statements 2010 and of the management report and group management report as well as the Corporate Governance report and the report of the Supervisory Board for the financial year 2010.**

A resolution regarding this agenda item is not required.

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

The financial statements of RHI for the financial year 2010 show an accumulated profit amounting to EUR 397,490,643.69.

The Management Board proposes to pay out a dividend of EUR 0.50 per share from the accumulated profit and to carry forward the remaining part.

- 3. Resolution on the acceptance of the report of the members of the Management Board for the financial year 2010.**

The Management 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 2010 for this period.

- 4. Resolution on the acceptance of the report of the members of the Supervisory Board for the financial year 2010.**

The Management 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 2010 for this period.

- 5. Appointment of the auditor of the financial statements and consolidated financial statements for the financial year 2011.**

Only the Supervisory Board shall propose a resolution regarding this agenda item.

- 6. Resolution on the remuneration of the members of the Supervisory Board for the financial year 2010.**

The Management Board proposes to set the remuneration for the members of the Supervisory Board of RHI AG for the financial year 2010 without changes as follows:

- at EUR 20,000.00 for the ordinary Supervisory Board member
- 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.

The attendance fee for the financial year 2010 is to remain unchanged at EUR 545.00 for each Supervisory Board member for each attended Supervisory Board meeting and in the same amount for each committee member for each committee meeting attended.

7. Election of a Supervisory Board member.

Only the Supervisory Board shall propose a resolution regarding this item.

8. Resolution on the authorisation of the company to acquire treasury shares in accordance with § 65 para. 1 (4) AktG (continuation of the employee stock ownership plan 4+1).

As part of the continuation of the employee stock ownership plan the Management Board proposes, as in the previous years, to adopt the authorisation of 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 approximately 0.03% of the Company's share capital, 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 continuation of the "employee stock ownership plan 4+1". The authorisation for the acquisition shall be valid for a maximum of 18 months from the day of the resolution.

9. Resolution on the amendment of the articles of association

The Management Board proposes to adopt amendments to the articles of association in §§ 1, 2, 3, 4, 5, 6, 8, 11, 12, 13, 15, 17, 19, 20, 21, 23, 24 and 26 in accordance with the appendix, which shows the proposed amendments.

Attachment: Articles of association showing the proposed amendments.

The Management Board

Henning E. Jensen, MBA, m.p.
CEO

Mark J. Eckhout, MBA, m.p.
CFO

Dr. Giorgio Cappelli, m.p.
COO Stahl

Dr. Manfred Hödl, m.p.
COO Industrial