



FURTHER 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 the 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 filing the request 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 **15 April 2011**.

Such requests must be addressed exclusively to

RHI AG
General Counsel/Head of Legal Dept.
Attn. Ms. G. Célia Konrad, Esq.
Wienerbergstraße 9
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.

Proposed resolutions by shareholders in accordance with § 110 AktG

Shareholders whose combined shareholdings equal **1% of the 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, be 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 **27 April 2011**. In the case of a proposal regarding the election of a Supervisory Board member [agenda item 7 "Election of a Supervisory Board member"] 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 proposals must be addressed exclusively to



RHI AG
General Counsel/Head of Legal Dept.
Attn. G. Célia Konrad, Esq.
Wienerbergstraße 9
1100 Vienna
or
by fax to +43 (1) 50213 6281
or
by e-mail to hauptversammlung@rhi-ag.com; the shareholder request in text form, for example as PDF, must be attached to the e-mail.

Each proposed 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 written form.

Deposit confirmations must be addressed exclusively to:

By post	RHI AG Investor Relations Ms Barbara Potisk-Eibensteiner Wienerbergstraße 9 1100 Vienna
By SWIFT	GIBAATWGGMS (Message Type MT598; please indicate ISIN AT0000676903 in text)
By fax:	+43 (1) 8900 500 - 52



By e-mail: 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 of shareholdings, which is required 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 of shareholdings, which is required 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, it is required that the confirmations 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 shall be applicable mutatis mutandis, shall be sufficient.

Right of information in accordance with § 118 AktG

Each shareholder shall, upon request, be informed about the Company's activities at the Annual General Meeting, 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 constitutes 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 REGARDING 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 eligibility pursuant to the convening notice.

The following is pointed out explicitly: persons to be elected to the Supervisory Board (Item 7 of the agenda, “Election of a member to the Supervisory Board”) may only be proposed by shareholders whose combined shareholdings amount to at least 1% of share capital. Such proposals must arrive at the Company by **27 April 2011** 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 announcement.