



**RHI AG**  
**Wien, FN 103123 b**

**Resolutions proposed by the Supervisory Board for the  
33<sup>rd</sup> Annual General Meeting  
May 3, 2012**

- 1. Presentation of the approved financial statements and notes and of the consolidated financial statements 2011 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 2011.**

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 2011 show an accumulated profit amounting to EUR 477,098,639.66.

The Supervisory Board proposes to pay out a dividend of EUR 0.75 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 2011.**

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 2011 for this period.

- 4. Resolution on the acceptance of the report of the members of the Supervisory Board for the financial year 2011.**

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 2011 for this period.

- 5. Appointment of the auditor of the financial statements and consolidated financial statements for the financial year 2012.**

The Supervisory Board proposes to appoint Deloitte Audit Wirtschaftsprüfungs GmbH, Vienna, auditor of the financial statements and consolidated financial statements for the financial year 2012. 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 2011.**

The Supervisory Board proposes to set the remuneration for the members of the Supervisory Board of RHI AG for the financial year 2011, 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 2011 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. Elections to the Supervisory Board.**

At the close of the Annual General Meeting on May 3, 2012 the term of office of Mr. Gerd Peskes and Stanislaus Prinz zu Sayn-Wittgenstein-Berleburg ends.

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, two members would have to be elected to reach this number again.

The Supervisory Board proposes to extend the Supervisory Board by another member so that the Supervisory Board consists of eight members elected by the Annual General Meeting. The Supervisory Board therefore proposes to fill three mandates so that the Supervisory Board consists of eight members elected by the Annual General Meeting after the election at the Annual General Meeting on May 3, 2012.

The following election proposal of the Supervisory Board is based on recommendations by the Nomination Committee. The recommendation is made on the basis of the requirements stipulated by the Code of Corporate Governance.

The Supervisory Board proposes to elect Mr. Gerd Peskes, Stanislaus Prinz zu Sayn-Wittgenstein-Berleburg and Mr. Wolfgang Ruttensdorfer 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 third 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 member

to be elected would expire at the end of the Annual General Meeting which resolves on the discharge for the financial year 2015.

Mr. Gerd Peskes, Stanislaus Prinz zu Sayn-Wittgenstein-Berleburg and Mr. Wolfgang Ruttensdorfer 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 April 25, 2012 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 April 20, 2012 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/proposed resolutions of shareholders in accordance with § 110 AktG".

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

As part of the continuation of the employee stock ownership plan the Supervisory Board proposes, as in the previous years, to adopt the authorization of the company to acquire treasury shares in accordance with § 65 para. 1 (4) AktG as follows:

The Company shall be authorized 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 the share price of the day this authorization 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 authorization 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.**

As of August 1, 2011 the Company Law Amendment Act 2011 (GesRÄG) entered into force, which also led to changes in the Stock Corporation Act.

The Supervisory Board has dealt with the changed legal requirements.

These changes include:



Listed stock corporations now have the obligation to certify all bearer shares in one or, if necessary, several global certificates and to deposit them with a deposit bank in accordance with § 1 para. 3 DepotG or an equivalent institution abroad. This means that all shareholders with bearer shares are subject to mandatory deposit.

In addition, interim certificates were abolished by the GesRÄG 2011.

The Supervisory Board proposes to adopt amendments to the articles of association in §§ 6, 7 and 17 in accordance with Appendix ./1, which shows the proposed changes.

Attachment: Articles of association showing the proposed amendments

Chairman of the Supervisory Board