

RHI AG
Wien, FN 103123 b

**Resolutions proposed by the Management Board for the
33rd 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 Management 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 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 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 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 2011 for this period.

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

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 2011.**

The Management 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.

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

8. Resolution on the authorization 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 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 approximately 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 Management Board has dealt with the changed legal requirements.

These changes include:

Listed stock corporation 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 Management 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.

The Management Board