



## Convening notice

We hereby invite our shareholders to the  
**33<sup>rd</sup> Annual General Meeting of RHI AG**  
on **Thursday, May 3, 2012, at 10.00 a.m.**,  
at Haus der Industrie, 1030 Vienna, Schwarzenbergplatz 4.

**ISIN AT0000676903**

## Agenda

1. Presentation of the approved annual financial statements and consolidated financial statements 2011 and notes, as well as the management report, the group management report, the Corporate Governance report and the report of the Supervisory Board on the financial year 2011.
2. Resolution on the allocation of accumulated profit.
3. Resolution on the acceptance of the report of the members of the Management Board for the financial year 2011.
4. Resolution on the acceptance of the report of the members of the Supervisory Board for the financial year 2011.
5. Appointment of the auditor of the financial statements and the consolidated financial statements for the financial year 2012.
6. Resolution on the remuneration of the members of the Supervisory Board for the financial year 2011.
7. Elections to the Supervisory Board.
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).
9. Resolution on amendments to the articles of association.

## DOCUMENTS FOR THE ANNUAL GENERAL MEETING

Especially the following documents will be available for inspection by **April 12, 2012**, on the website of the company [www.rhi-ag.com](http://www.rhi-ag.com), under the section Investor Relations, Annual General Meeting 2012, and will also be available at the Annual General Meeting:

- Annual financial statements and management report
- Corporate Governance report,
- Consolidated financial statements including the management report
- Proposal for the allocation of the accumulated profit,

- Report of the Supervisory Board,  
Each of the above for the financial year 2011;
- Draft resolutions on agenda items 2 – 9,
- Statement of the candidates for the election to the Supervisory Board regarding agenda item 7 in accordance with § 87 para. 2 AktG,
- Articles of association including indication of the proposed amendments
- Form for granting a power of attorney
- Form for the revocation of the power of attorney
- Complete text of this convening notice

### **RIGHTS OF SHAREHOLDERS IN ACCORDANCE WITH §§ 109, 110, 118 AND 119 AKTG**

Shareholders whose combined shareholdings equal **5% of the share capital** and who have held these shares for a minimum of three months prior to filing this request may request in writing that **additional items be put on the agenda** of the Annual General Meeting and published, if the Company receives this request in writing by **April 12, 2012**, exclusively at the address 1100 Vienna, Wienerbergstraße 9, Attn. Ms. G. Célia Konrad, Esq., General Counsel/Head of Legal Dept. Each agenda item thus requested has to be accompanied by a draft resolution and a justification. In case of bearer shares held in deposits, a deposit confirmation in accordance with § 10a AktG, which confirms that the shareholders filing the request have held the shares for at least three months prior to filing the request and which must not be older than seven days when presented to the Company, shall suffice to prove the shareholder status. Regarding further requirements for the deposit confirmation refer to the details on eligibility.

Shareholders whose combined shareholdings equal **1% of the share capital** may submit **draft resolutions** in text form including a justification for each agenda item and demand that these proposals, together with a justification and, if applicable, a statement by the Management Board or Supervisory Board, be published on the website of the Company, provided that this request in text form arrives at the Company on **April 20, 2012** at the latest, either per fax +43 (1) 50213 6281 or at 1100 Vienna, Wienerbergstraße 9, Attn. Ms. G. Célia Konrad, Esq., General Counsel/Head of Legal Dept., or per e-mail at [hauptversammlung@rhi-ag.com](mailto:hauptversammlung@rhi-ag.com). The request in text form, for example in PDF format, must be attached to the e-mail. In the case of a proposal regarding the 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. In the case of bearer shares held in a deposit, a deposit confirmation in accordance with § 10a AktG is sufficient as evidence of the shareholder status required to exercise this shareholder right. This deposit confirmation shall not be older than seven days when presented to the Company. Regarding further requirements for the deposit confirmation refer to the details on eligibility.

For bearer shares not deposited in a securities account, a written confirmation by a notary public, to which the above requirements for a deposit confirmation are applicable mutatis mutandis, shall be sufficient.

Each shareholder shall, upon request, be informed about the Company's activities as far as this is necessary for a proper assessment of an agenda item. Information may be refused if, based on reasonable commercial judgment, it could cause a substantial disadvantage for the Company or an affiliated company, or if providing such information constituted an offence.

Questions, which require longer preparation, should be submitted to the Management Board in time before the Annual General Meeting in order to ensure an efficient session.

Every shareholder – regardless of a specific number of shares – is entitled to make motions regarding each agenda item at the annual general meeting. Persons standing for election to the Supervisory Board (Agenda item 7: "Elections to the Supervisory Board") may only be proposed by shareholders whose combined shareholdings amount to at least 1% of the share capital. Such proposals must be submitted to the Company by **April 20, 2012** in the manner described above.

Further information regarding the rights of shareholders in accordance with §§ 109, 110, 118 and 119 AktG, is now available on the Company's website [www.rhi-ag.com](http://www.rhi-ag.com).

## **RECORD DATE AND PARTICIPATION IN THE ANNUAL GENERAL MEETING**

The eligibility to participate in the Annual General Meeting and to exercise the voting rights and other shareholder rights to be exercised at the Annual General Meeting, are conditional on the shareholdings at the end of **April 23, 2012 (record date)**.

Only persons who are shareholders on this record date and provide evidence of it are eligible to participate in the Annual General Meeting.

### **Bearer shares held in a deposit**

In the case of bearer shares held in a deposit, a deposit confirmation in accordance with § 10a AktG is sufficient as evidence of shareholding on the record date. This deposit confirmation must be received by the Company at the latest on **April 27, 2012** at one of the following addresses only.

By post                      RHI AG  
(in written form) Investor Relations  
                                    Attn. Ms. Barbara Potisk-Eibensteiner  
                                    Wienerbergstraße 9  
                                    1100 Vienna

By fax:                        +43 (1) 8900 500 - 52

By e-mail:                    [anmeldung.rhi@hauptversammlung.at](mailto:anmeldung.rhi@hauptversammlung.at); the deposit confirmation in text form, for example as a PDF, must be attached to the e-mail.

RHI AG will not accept deposit confirmations and declarations in accordance with § 114 Para. 1 fourth sentence AktG via an international, especially secure communications network (SWIFT) as other electronic ways of communication (fax and e-mail) will be opened instead. This is the case because RHI AG offered SWIFT as an electronic means of communication for the two preceding Annual General Meetings, but the depository banks did not make significant use of it.

### **Bearer shares not held in a deposit**

For bearer shares not held in a deposit, a written confirmation by an Austrian notary public, which the Company must receive at one of the aforementioned addresses only, is sufficient.

For the content of the confirmation by the notary public, the following shall be applicable mutatis mutandis (except the deposit number).

### **Deposit confirmation in accordance with § 10a AktG**

The deposit confirmation must be issued by a depository 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,
- 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 as evidence of shareholdings must refer to the above-mentioned record date **April 23, 2012**.

The deposit confirmation will be accepted in German or English.

Shareholders will not be blocked by a registration for the Annual General Meeting or by submitting a deposit confirmation; therefore, shareholders may dispose freely of their shares after having registered for the Annual General Meeting or having submitted a deposit confirmation.

## REPRESENTATION BY PROXY

All shareholders eligible to participate in the Annual General Meeting have the right to appoint a representative (proxy) who attends the Annual General Meeting on behalf of the shareholder and has the same rights as the shareholder he/she represents.

The power of attorney must be granted to a specific person (natural person or legal person) in text form. It is also possible to grant power of attorney to several persons.

The power must be received by the Company at one of the following addresses only:

By post                    RHI AG  
(in written form) Investor Relations  
                                  Attn. Ms Barbara Potisk-Eibensteiner  
                                  Wienerbergstraße 9  
                                  1100 Vienna  
By fax:                    +43 (1) 8900 500 - 52  
By e-mail:                [anmeldung.rhi@hauptversammlung.at](mailto:anmeldung.rhi@hauptversammlung.at); the power of attorney in text  
                                  form, for example as a PDF, must be attached to the e-mail  
Personally:                at the registration at the venue of the Annual General Meeting.

An authorization form for a granting power of attorney and a form for revoking power of attorney will be sent to shareholders upon request and will be available on the website of the Company at [www.rhi-ag.com](http://www.rhi-ag.com).

Unless the power of attorney is handed over personally at the registration on the day of the Annual General Meeting, it must arrive at the Company by **May 02, 2012** by **16.00** at the latest.

The aforementioned provisions for granting power of attorney apply mutatis mutandis for a revocation of the power of attorney.

As a special service, a representative of the interest group Interessenverband für Anleger, IVA, 1130 Vienna, Feldmühlgasse 22, is available to shareholders as an independent representative to exercise voting rights bound by instructions at the Annual General Meeting; a special form to grant this power of attorney is available for this purpose on the website of the Company at [www.rhi-ag.com](http://www.rhi-ag.com). In addition, Dr. Wilhelm G. Rasinger of IVA can be contacted directly by phone +43 1 8763343–0, fax +43 1 8763343–49 or e-mail at [wilhelm.rasinger@iva.or.at](mailto:wilhelm.rasinger@iva.or.at).

## TOTAL NUMBER OF SHARES AND INTERIM CERTIFICATES

At the time the Annual General Meeting is convened the share capital of the Company amounts to EUR 289,376,212.84 divided into 39,819,039 no-par bearer shares (shares). Each share grants one vote. At the time of convening the Annual General Meeting, the Company holds no treasury shares, neither directly nor indirectly. The total of shares eligible to participate and vote therefore amounts to 39,819,039 no-par shares at the time of convening the Annual General Meeting. There are no other types of shares.



In order to ensure smooth registration procedures shareholders are requested to arrive at the location of the Annual General Meeting in time before its beginning. Shareholders will be admitted to collect voting cards starting at 9:00 a.m.

Shareholders who neither received admission cards nor copies of the deposit confirmation are kindly requested to bring a valid official identity document to the Annual General Meeting.

Vienna, April 2012

The Management Board