



RHI AG

Memorandum and Articles of Association

as set out in the Annual General Meeting
of ~~06-03~~ May 201~~4~~2

The English language version of this document is a non-binding translation and has been prepared for the purpose of convenience only. The German language original is the only authoritative version.

1. General provisions

1) The company shall trade as "RHI AG". § 1

1) The registered offices of the company shall be in Vienna. § 2
2) The company shall be of unlimited duration.

1) The object of the company shall be to: § 3
a) acquire and invest in other enterprises and companies, especially industrial companies, with the exception of banking firms;
b) manage and represent the enterprises and companies referred to in sub-paragraph (a);
c) assume administrative and managerial duties and advise other enterprises and companies (organization, data processing, insurance etc.);
d) operate a shipping agency;
e) operate a travel agency;
f) trade in all manner of goods.

2) The company shall be entitled to effect all manner of transactions which are needed or which are advisable in order to achieve the object of the company or which are connected to it. In particular, the company shall be entitled, inter alia, to:
a) acquire and own land, plant, machinery and equipment;
b) open branches and subsidiaries at home and abroad;
c) acquire and dispose of patents and acquire and grant licences;
d) apply know-how from research, production and application techniques

both at home and abroad.

Publications of the company shall be made in the "Amtsblatt zur Wiener Zeitung" as far and as long as mandatory due to the Stock Corporation Act.. § 4

2. Share capital and shares

1) The share capital totals EUR 289,376,212.84 and is divided into 39,819,039 shares to bearer, each of which represents an equal holding in the share capital. § 5

2) The Management Board shall be authorised pursuant to § 169 Stock Corporation Act to increase share capital, with the approval of the Supervisory Board but without further approval by the Annual General Meeting, until 29 May 2013 – in several tranches – in return for a cash contribution or contribution in kind by up to EUR 27,254,875.44 by issuing up to 3,750,353 no-par bearer shares with voting rights and to determine the issue price, the issue conditions and further details regarding the implementation of the capital increase in consultation with the Supervisory Board. The Management Board shall be authorised to exclude shareholders' subscription rights with the consent of the Supervisory

Board if (i) the capital increase is carried out in return for contribution in kind, or if (ii) the capital increase is carried out in return for cash contribution and the minimum issue price of the new shares corresponds to the average of the closing prices of the RHI share (ISIN AT0000676903) on the Vienna Stock Exchange of the 30 trading days preceding the subscription day of the new shares plus a premium of a minimum of 25% or (iii) for residual amounts. The Supervisory Board shall be authorised to amend § 5 of the Articles of Association in accordance with the volume of the capital increase from authorised capital [“Authorised Capital -2008”].”

- 3) The Management Board shall be authorised pursuant to § 169 of the Stock Corporation Act to increase share capital, with the approval of the Supervisory Board but without further approval by the Annual General Meeting until 30 April 2015 – in several tranches – in return for a cash contribution by up to EUR 43,406,425.75 by issuing up to 5,972,855 no-par bearer shares with voting rights and to determine the issue price, the issue conditions and further details regarding the implementation of the capital increase. The Supervisory Board shall be authorised to amend § 5 of the articles of association in accordance with the volume of the capital increase out of the authorised capital [Authorised Capital 2010].

- 1) Shares shall be to bearer.

§ 6

~~2) Shareholders shall be entitled to demand that all or some of their shares be converted to registered shares.~~

~~2) If the share capital is increased by issuing new shares, the new shares shall also be to bearer, unless the resolution of the Annual General Meeting relating to the increase stipulates otherwise.~~

~~3) Dividends which are not claimed within three years of maturity shall lapse in favour of the company.~~

- 1) The form and content of share certificates and dividend and renewal coupons shall be decided by the Management Board in agreement with the Supervisory Board. ~~The same shall apply to interim dividend coupons and bonds and their interest and renewal coupons.~~

§ 7

~~2) Bearer shares shall be certified in one or, if necessary, several global certificates and deposited with a deposit bank in accordance with § 1 para. 3 DepotG or an equivalent institution abroad. A right of shareholders to a certification of shares shall be excluded unless it is required by the regulations applicable on the stock exchange, on which the shares are listed.~~

3. Management Board

- 1) The Management Board shall consist of two, three, four or five members. It shall be appointed by the Supervisory Board, which shall also appoint the chairman. The Supervisory Board shall be entitled to revoke appointments with good cause, as defined in § 75, paragraph (4) of the *Aktiengesetz* [Austrian Public Limited Companies Law].
- 2) Where a member of the Management Board has been appointed by the Supervisory Board as chairman of the Management Board, he shall have the casting vote in the event of a tied vote.
- 3) The Supervisory Board may appoint a member of the Management Board as deputy chairman and stipulate his powers.

§ 8

- 1) The company shall be represented by two members of the Management Board jointly or by one member of the Management Board together with a commercial attorney [*Prokurist*]. **§ 9**
- 2) A declaration by two commercial attorneys shall also be sufficient to commit the company, subject to the limitation set out in § 49 of the UGB [Austrian Commercial Code].
- 3) The Supervisory Board may decide that individual members of the Management Board should be authorized to represent the company alone.
- 4) Deputy members of the Management Board shall qualify as ordinary members of the Management Board for the purpose of powers of representation.

The Management Board shall conduct the business of the company in accordance with the law, the memorandum and articles of association and the rules of procedure approved by the Supervisory Board. **§ 10**

4. Supervisory Board

- 1) The Supervisory Board shall consist of at least three members. **§ 11**
- 2) Unless the Annual General Meeting adopts a different term of office, the term of office shall expire at the close of the Annual General Meeting convened to approve the decisions during the third financial year following their election, not counting the financial year in which they were elected. Members may be re-elected.
- 3) Replacement members of the Supervisory Board need only be elected if the number of elected members of the Supervisory Board drops below three. The replacement member shall be elected for the remaining term of office of the retired member.
- 4) Each member of the Supervisory Board shall be entitled to resign office at any given time, even without good cause, subject to four weeks' written notice to the chairman of the Supervisory Board.

The Supervisory Board shall elect one of its members as chairman and one or two deputies. Elections shall be held during a meeting held at the close of the ordinary Annual General Meeting. No invitation to attend shall be required. Unless the Supervisory Board resolves otherwise, the members shall be elected for the entire term of office of Supervisory Board members. **§ 12**

- 1) The Supervisory Board shall decide on its own rules of procedure. **§ 13**
- 2) The Supervisory Board shall have a quorum if the members are invited to attend by the chairman or one of his deputies in writing or by telephone, by fax or e-mail and at least three members, including the chairman or a deputy chairman, are present. The meeting shall be chaired by the chairman or a deputy chairman if the chairman is unable to attend. The person chairing the relevant meeting shall decide on the form of voting.
- 3) Resolutions shall be passed by simple majority. In the event of a tied vote, the chairman or the deputy chairman shall have the casting vote, including during elections.
- 4) A resolution may be passed or an election held in writing or by telephone, by fax or e-mail, without convening a meeting, if the chairman of the Supervisory Board or one of his deputies so orders and no member of the Supervisory Board objects to the procedure, in which case the provisions of the preceding paragraphs shall apply *mutatis mutandis*.

- 5) A member of the Supervisory Board may instruct another member of the Supervisory Board in writing to act as his proxy at a single meeting. The proxy shall not be counted for the purposes of determining if the meeting has a quorum (paragraph 2). The right to chair the meeting may not be transferred.
- 6) Minutes shall be kept of the discussions and resolutions of the Supervisory Board and signed by the chairman of meeting.
- 7) The Supervisory Board may form committees from its members. Their tasks and authority shall be determined by the Supervisory Board. Meetings of Supervisory Board committees may only be attended by the members of the said committees unless the chairman of the committee in question or a deputy decides otherwise. For the rest, the preceding paragraphs (2) to (6) shall apply mutatis mutandis, especially paragraph (4) regulating resolutions or elections in writing or by telegram or telex. If a committee only consists of two members, it shall only have a quorum if both members are present.
- 8) Declarations by the Supervisory Board and its committees shall be made by the chairman of the Supervisory Board or one of his deputies.

- 1) The Supervisory Board may stipulate certain transactions or certain types of transaction which require its approval. In stipulating the said transactions or types of transaction, the Supervisory Board shall take due account of statutory provisions. **§ 14**
- 2) The Supervisory Board shall have an unlimited right of supervision, including over matters which do not require its approval in accordance with the foregoing.

In addition to reimbursement of their expenses, the members of the Supervisory Board shall receive remuneration payable at the close of the financial year, the amount of which shall be decided by the Annual General Meeting. In addition, those members of the Supervisory Board who, in their capacity as member of the Supervisory Board, have undertaken extraordinary duties in the interests of the Company shall receive separate remuneration, to be set by the Annual General Meeting. **§ 15**

5. Annual General Meeting

- 1) The Annual General Meeting shall be convened by the Management Board or the Supervisory Board. The venue of the Annual General Meeting shall be stipulated in the invitation to attend and may be Vienna, Radenthein, Hochfilzen or a capital of one of the Austrian Länder. **§ 16**
- 2) The invitation to attend shall be published at the latest on the 28th day prior to an Annual General Meeting, otherwise at the latest on the 21st day before the general meeting.
- 3) The announcement of the invitation to attend shall be published in accordance with § 4 of the articles of association.

1) The right to participate in the Annual General Meeting and to exercise the voting right and the other shareholder rights to be exercised at the Annual General Meeting is conditional on the shareholdings ~~in the case of bearer shares and on the entry in the share register in the case of registered shares,~~ at the end of the tenth day before the day of the Annual General Meeting (record date). **§ 17**

2) In the case of bearer shares held in a deposit, shareholdings on the record date shall be evidenced by a deposit confirmation in accordance with § 10a AktG ~~shall suffice as evidence of shareholdings on the record date.~~ The company must receive this deposit confirmation at the latest on the third working day before the Annual General Meeting at the address stated in the invitation to attend, unless a later point of time is determined in the convening notice.

3) The details for submitting deposit confirmations to the company, especially the electronic communication channels (for example fax, e-mail), shall be set forth in the convening notice. In the case of bearer shares not held in a deposit, a written confirmation of the company or an Austrian notary public, for which the above-mentioned requirements for the deposit confirmation shall apply mutatis mutandis, shall suffice.

1) The voting rights attached to a share may be exercised once the minimum statutory contribution has been paid up on the share. **§ 18**

2) Each share shall carry one vote at the Annual General Meeting.

3) The voting right may also be exercised by authorised representatives. The power of attorney shall be granted in text form to a specific person. The power of attorney shall be submitted to the company and stored or verifiably recorded by the Company. It is also possible to authorise several persons. If the shareholder has authorised the depository bank (§ 10a AktG) to represent him, it shall be sufficient if the bank declares, in addition to the deposit confirmation, that it has been granted the power of attorney; § 10a para. 3 AktG shall be applicable mutatis mutandis. Powers of attorney may also be submitted to the company by electronic means of communication to be specified by the company. The details regarding granting a power of attorney shall be published together with the invitation to attend the Annual General Meeting.

1) The chairman of the Supervisory Board or one of his deputies shall chair the Annual General Meeting or, if they are not present or prepared to chair the meeting, the notary public instructed to take the minutes of the meeting shall conduct the meeting until the election -for a chairman. **§ 19**

2) The chairman of the Annual General Meeting shall direct the meeting and determine in particular the order of dealing with the items on the agenda and the order of the speakers, and, for each agenda item, the form and order of voting on proposed resolutions and the procedure of counting votes, unless the law stipulates otherwise.

3) If announced in the invitation to attend the Annual General Meeting, the Management Board may, with the approval of the Supervisory Board, permit an audiovisual broadcast of the Annual General Meeting via electronic media in a manner to be specified in detail by the Management Board. The broadcast may also be conducted in such a form that the public has unrestricted access.

Unless the law or the articles of association stipulate another mandatory majority, resolutions by the Annual General Meeting shall be taken by simple majority of the votes cast, and in cases in which a capital majority is required, also with a simple majority of the share capital represented during the vote. **§ 20**

If no simple majority is obtained during the first round of elections, a second round shall be held between the two candidates who obtained the most votes. In the event of a tied vote, the chairman shall have the casting vote. § 21

6. Annual accounts and allocation of profit

The financial year shall be the calendar year. § 22

1) The Management Board shall in the first five months of a financial year prepare annual financial statements and notes, the management report, the consolidated financial statements and the group management report for the previous financial year and, following the review of the auditor, shall submit these documents, together with the corporate governance report and the proposal for the allocation of accumulated profit, to the members of the Supervisory Board. The annual financial statements, the management report and the corporate governance report shall be signed by all members of the Management Board. § 23

2) The Annual General Meeting shall take place in the first eight months of the financial year. It shall be incumbent on the Annual General Meeting to:

1. receive the documents prepared by the Management Board in accordance with § 23 item 1 and the report of the Supervisory Board as well as the approval of the annual financial statements,
2. resolve on the allocation of accumulated profit,
3. resolve on the acceptance of the reports of the members of the Management Board and the members of the Supervisory Board,
4. appoint the auditor for the current financial year.

1) The Annual General Meeting resolves on the allocation of accumulated profit every year. The Annual General Meeting may, contrary to the proposed allocation of profits, completely or partially exclude accumulated profits from distribution. The resulting changes to the annual financial statements shall be made by the Management Board. § 24

2) A dividend payment adopted by the Annual General Meeting shall be due ten days after the adoption of the resolution by the Annual General Meeting, unless the Annual General Meeting resolves otherwise.

The Supervisory Board shall be entitled to make amendments of a merely editorial nature to the articles of association. § 25

7. Language provisions

1) Deposit certificates shall be in German or English language. The company shall not be obliged to verify the correctness of the deposit certificates, unless stipulated otherwise by mandatory law. § 26

2) Proposed resolutions, justifications, statements in accordance with § 87 para. 2 AktG and



other notes by shareholders and banks addressed to the Company shall also be exclusively in German or English. Insofar as the law does not stipulate mandatory written form, deposit certificates, proposed resolutions, justifications and other statements made to the company in text form shall be addressed exclusively to the address indicated in the convening notice to the respective Annual General Meeting, otherwise exclusively to the address of the company indicated on the company website. The company may provide transmission per fax or e-mail and define the electronic format in greater detail.

- 3) The language of communication at the Annual General Meeting shall be German.