

# Report of the Supervisory Board

The Supervisory Board of RHI AG, Vienna, held seven meetings in the year 2012. At these meetings and on other occasions, the Management Board informed the Supervisory Board about important matters relating to the management, operating activities and the situation of the company. The Supervisory Board therefore had ample opportunity to fulfill its obligation to remain informed of and to monitor company operations. The Supervisory Board saw no reason to raise objections to the activities and operations of the Management Board.

The financial statements of RHI AG and the consolidated financial statements for the year 2012 were audited and certified without qualification by Deloitte Audit Wirtschaftsprüfungs GmbH, Vienna, duly appointed auditors at the 33rd Annual General Meeting. Furthermore, the auditors confirmed that the management reports prepared by the Management Board are in accordance with the financial statements of RHI AG and the consolidated financial statements. The auditor's report was submitted to the members of the Supervisory Board in accordance with § 273 para. 4 UGB (Austrian Commercial Code).

At the meeting of the audit committee held on March 07, 2013 the financial statements of RHI AG and the RHI Group were examined and preparations made for their approval.

The Supervisory Board examined the financial statements of RHI AG submitted by the Management Board, the management report and the Corporate Governance Report for the year 2012 and approved the annual financial statements for 2012 at its meeting on April 4, 2013. The financial statements of RHI AG have thus been approved in accordance with § 96 para. 4 AktG (Stock Corporation Act). At the same meeting, the Supervisory Board reviewed and approved the RHI consolidated financial statements and the management report.

The Supervisory Board approved the Management Board's proposed appropriation of earnings.

The audit committee held four meetings in 2012. The presidium (at the same time nomination and compensation committee) held ten meetings, with two meetings being held in the function of the nomination committee and five in the function of the compensation committee. In addition to the audit of the financial statements, the audit of the quarterly financial statements, monitoring of the accounting process, strategy, organization, compliance, internal auditing, risk management, internal controlling system, personnel, status of important investment projects and current developments were discussed at these meetings.

Vienna, April 4, 2013



Herbert Cordt  
Chairman