



**RHI AG**

**Vienna, commercial register number FN 103123 b**

**Resolutions proposed by the Supervisory Board for the  
34<sup>th</sup> Annual General Meeting  
May 3, 2013**

- 1. Presentation of the approved financial statements and notes and of the consolidated financial statements 2012 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 2012.**

A resolution regarding this agenda item is not required.

- 2. Resolution on the allocation of accumulated profit.**

The financial statements of RHI AG for the financial year 2012 show an accumulated profit amounting to EUR 546,184,459.22.

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 2012.**

The Supervisory Board proposes to accept the report of the members of the Management Board in office in the financial year 2012 for this period.

- 4. Resolution on the acceptance of the report of the members of the Supervisory Board for the financial year 2012.**

The Supervisory Board proposes to accept the report of the members of the Supervisory Board in office in the financial year 2012 for this period.

- 5. Appointment of the auditor of the financial statements and consolidated financial statements for the financial year 2013.**

The Supervisory Board proposes to appoint Deloitte Audit Wirtschaftsprüfungs GmbH, Vienna, auditor of the financial statements and consolidated financial statements for the financial year 2013. 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 2012.**

The Supervisory Board proposes to set the remuneration for the members of the Supervisory Board of RHI AG for the financial year 2012 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 2012 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 General Meeting on May 3, 2013, the term of office of Mr. Herbert Cordt, Mr. Helmut Draxler, Mr. Hubert Gorbach as well as Mr. Michael Gröller 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 eight members, who were elected by the General Meeting.

At the upcoming General Meeting, four members would have to be elected to reach this number again.

The Supervisory Board proposes to fill four vacancies again so that the Supervisory Board will consist of eight members elected by the General Meeting, as before.

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

The Supervisory Board proposes to elect Mr. Herbert Cordt, Mr. Helmut Draxler, Mr. Hubert Gorbach and Mr. Alfred Gusenbauer with effect from the end of this General Meeting until the end of the General Meeting which resolves on the acceptance of the Supervisory Board's report 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 term of office of the Supervisory Board member to be elected would expire at the end of the General Meeting which resolves on the acceptance of the Supervisory Board's report for the financial year 2016.

Mr. Herbert Cordt, Mr. Helmut Draxler, Mr. Hubert Gorbach and Mr. Alfred Gusenbauer issued a statement in accordance with § 87 para. 2 AktG, which is also available on the website of the Company.

When electing the Supervisory Board, the General Meeting is bound by nominations 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, 2013 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 23, 2013 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 (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 approximately 0.03% of the Company's share capital, at the stock exchange price of the day this authorization to issue shares to employees and executives of the Company as well as to members of the management, executives and employees of Group Companies, is exercised as part of 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.

Dr. Herbert Cordt  
Chairman of the Supervisory Board