

FURTHER INFORMATION REGARDING THE RIGHTS OF SHAREHOLDERS IN ACCORDANCE WITH §§ 109, 110, 118 AND 119 OF THE AUSTRIAN STOCK CORPORATION ACT (AKTG)

Additions to the agenda in accordance with § 109 AktG

Shareholders whose combined shareholdings equal **5% of the share capital** may request in writing that **additional items be put on the agenda** of this Annual General Meeting and published. Each agenda item must be accompanied by a draft resolution and a justification. The shareholders filing the request must have owned the shares for at least three months prior to filing the request. Such a shareholder request shall only be considered if the Company receives this request in writing by **April 12, 2013**.

Such requests must be addressed exclusively to

RHI AG
Legal Dept.
Attn. Mr. Robert Ranftler
Wienerbergstraße 9
1100 Vienna

The wording of the agenda item and the draft resolution must also be presented in a German-language version.

In case of bearer shares held in deposits, a deposit confirmation in accordance with § 10a AktG as evidence of shareholdings for exercising this shareholder right has to be produced.

Proposed resolutions by shareholders in accordance with § 110 AktG

Shareholders whose combined shareholdings equal **1% of the share capital** may submit **draft resolutions** in text form for each agenda item and demand that these proposals, together with the names of the shareholders concerned, a justification and, if applicable, a statement by the Management Board or Supervisory Board, be published on the website of the Company. It is pointed out that a justification must be attached to each draft resolution. Such a request shall only be considered if it is received by the Company in text form by **April 23, 2013**. In the case of a proposal regarding the election of a Supervisory Board member on agenda item 7 "Elections to the Supervisory Board", the justification shall be replaced with a statement of the person proposed in accordance with § 87 para. 2 AktG. The person proposed shall state his/her qualification, professional or comparable functions as well as any circumstances which may raise concern regarding a possible conflict of interests of this person. Such proposals must be addressed exclusively to

RHI AG
Legal Dept.
Attn. Mr. Robert Ranftler
Wienerbergstraße 9
1100 Vienna
or
by fax to +43 (1) 50213 6281
or
by e-mail to robert.ranftler@rhi-ag.com request in text form, for example as PDF,
must be attached to the e-mail.

Each proposed resolution must also be presented in a German-language version.

In case of bearer shares held in deposits, a deposit confirmation in accordance with § 10a AktG as evidence of shareholdings for exercising this shareholder right has to be produced.

Invalidation of physical share certificates

At the 33rd Annual General Meeting of RHI AG it was reported that RHI AG is obligated to substitute all outstanding bearer share certificates (physical share certificates) by a global certificate and to deposit the latter with OeKB. Based on the corresponding approval granted by the Commercial Court of Vienna on September 20, 2012, all shareholders of the company holding ordinary bearer shares in the form of physical share certificates were requested by means of a notice published three times in the Official Gazette *Amtsblatt zur Wiener Zeitung* to hand in the share certificates by January 30, 2013, at the latest, and the Management Board by its resolution of April 2, 2013 invalidated all physical bearer share certificates that had not been handed in; the invalidation notice was published in the Official Gazette *Amtsblatt zur Wiener Zeitung* on April 4, 2013.

Due to their invalidation, these physical share certificates have ceased to qualify as securities and no longer entitle their holders to participate in and exercise voting rights at the Annual General Meeting of RHI AG. Any shareholders concerned that still hold physical share certificates may during customary business hours hand in the invalidated share certificates at Erste Group Bank AG, Tresor, 1010 Vienna, Neutorgasse 17, 1st floor, as the submission agent, or by way of the depository banks. and request that a credit note corresponding to the number of ordinary shares handed in by the respective shareholder be entered in a securities account designated by the latter. In order to safeguard the shareholder's right to participate in the Annual General Meeting to come, the shareholder has to make the necessary arrangements in due time so that the credit entry in the securities account will have been effected by the record date, *i.e.*, April 23, 2013, at the latest.

Deposit confirmation in accordance with § 10a AktG

The deposit confirmation must be issued by a depositary 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 must be issued in German or English. The deposit confirmation must be in written form.

Deposit confirmations must be addressed exclusively to:

By post RHI AG
Investor Relations
attn. Mr. Simon Kuchelbacher
Wienerbergstraße 9
1100 Vienna

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

By e-mail: anmeldung.rhi@hauptversammlung.at; the deposit confirmation in text form, for example as 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 depositary banks did not make significant use of it.

The deposit confirmation as evidence of shareholdings, which is required in the context of exercising shareholder rights in accordance with § 109 AktG (additions to the agenda) and § 110 AktG (draft resolutions of shareholders), shall not be older than seven days when presented to the Company.

The deposit confirmation as evidence of shareholdings, which is required in the context of exercising shareholder rights in accordance with § 109 AktG (additions to the agenda), must confirm that the shareholders filing the request have held the shares for a minimum of three successive months prior to filing the request.

In the case of several shareholders who only reach the shareholding threshold together, it is required that the confirmations refer to the same record date.

Right of information in accordance with § 118 AktG

Each shareholder shall, upon request, be informed about the Company's activities at the Annual General Meeting, as far as this is necessary for a proper assessment of an agenda item. The right of information also extends to the legal and business relationships of the Company with affiliated companies. If the consolidated financial statements and group management report are presented at the Annual General Meeting of a parent company (§ 244 UGB), the right of information also extends to the position of the group and companies included in the consolidated financial statements.

The information provided must correspond with the principles of a true and fair account. The information must be provided at the Annual General Meeting.

Information may be refused if

1. based on reasonable commercial judgment, it could cause a substantial disadvantage for the Company or an affiliated company, or
2. providing such information constitutes an offence.

Each shareholder who participates in the Annual General Meeting has the right to receive information. Not only the shareholders themselves, but also their legal or authorized representatives, have the right to receive information. Shareholders whose membership rights are suspended (§§ 51 para. 3, 65 para. 5 AktG) have no right receive information.

INFORMATION REGARDING THE RIGHT OF SHAREHOLDERS TO PRESENT MOTIONS AT THE ANNUAL GENERAL MEETING IN ACCORDANCE WITH § 119 AKTG

Each shareholder – regardless of specific shareholdings – is entitled to present motions regarding any agenda item at the Annual General Meeting. The prerequisite for this is the evidence of eligibility pursuant to the convening notice.

The following is pointed out explicitly: When electing the Supervisory Board, the General Meeting is bound by nominations in the manner specified below. The proposals concerning the persons standing for election to the Supervisory Board, together with the statements pursuant to § 87 para. 2 AktG to be submitted for each of these individuals, must be made available on the website of the Company by April 25, 2013, at the latest; otherwise, the person in question shall not be eligible for election. Persons to be elected to the Supervisory Board (Item 7 of the agenda, "Elections to the Supervisory Board") may only be proposed by shareholders whose combined shareholdings amount to at least 1% of share capital. Such proposals must arrive at the Company by **April 23, 2013** at the latest in the above-mentioned ways. Each proposal for election must be accompanied by a statement in accordance with § 87 para. 2 AktG by the person proposed for election regarding his/her qualification, professional or comparable functions as well as all circumstances which may raise concern regarding the impartiality of this person. Any shareholder may present motions regarding any other agenda item at the Annual General Meeting, which do not require prior announcement.