



TRANSLATION FROM GERMAN ORIGINAL

RHI AG

Vienna, commercial register number FN 103123 b

**Resolutions proposed by the Supervisory Board for the
35th Annual General Meeting
May 9, 2014**

- 1. Presentation of the financial statements including the management report, of the Corporate Governance report and the report of the Supervisory Board for the financial year 2013 as well as of the consolidated financial statements 2013 and the group management report for the financial year 2013.**

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 2013 show an accumulated profit amounting to EUR 590,350,086.89.

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 amount.

The dividend payment date shall be May 19, 2014; the ex-dividend date shall be May 12, 2014.

- 3. Resolution on the acceptance of the report of the members of the Management Board for the financial year 2013.**

The Supervisory Board proposes to accept the report of Franz Struzl, Barbara Potisk-Ebensteiner, Franz Buxbaum, Reinhold Steiner and Manfred Hödl on their activities as members of the Management Board in the financial year 2013.

Furthermore, the Supervisory Board proposes that the resolution on the acceptance of the report of Giorgio Cappelli as member of the Management Board for the financial year 2013 shall be reserved for a future general meeting.

- 4. Resolution on the acceptance of the report of the members of the Supervisory Board for the financial year 2013.**

The Supervisory Board proposes to accept the report of the members of the Supervisory Board in office in the financial year 2013 for this period.

5. Appointment of the auditor of the financial statements and consolidated financial statements for the financial year 2014.

The Supervisory Board proposes to appoint Deloitte Audit Wirtschaftsprüfungs GmbH, Vienna, auditor of the financial statements and consolidated financial statements for the financial year 2014. 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 2013.

The Management Board proposes to set the remuneration for the members of the Supervisory Board of RHI AG for the financial year 2013 at the same amounts as in the previous year 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 2013 is to be set at EUR 700.00 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. Election of a member to the Supervisory Board

At the close of the upcoming General Meeting, the term of office of Mr. David Schlaff, born on October 8, 1978, as Supervisory Board member will expire.

In accordance with § 11 para. 1 of the articles of association, the Supervisory Board shall consist of at least three members.

So far, i.e. after its last election by the General Meeting, the Supervisory Board has consisted of eight members, who were elected by the General Meeting.

One member would have to be elected to reach this number again.

The Supervisory Board proposes to fill this position so that after the election at the General Meeting held on May 9, 2014 the Supervisory Board will again consist of eight members elected by the General Meeting.

The Supervisory Board proposes to elect Mr. David Schlaff, born on October 8, 1978, to the Supervisory Board with effect from the end of this General Meeting, in accordance with Article 11 para. 2 of the articles of association 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 2017.

Mr. David Schlaff issued a statement in accordance with § 87 para. 2 AktG, which is also available on the website of the Company, and in particular declared that

1. all circumstances related to § 87 para. 2 AktG were disclosed and that, in the opinion of the person proposed, there are no circumstances that could give rise to cause for concern of partiality,
2. the person proposed has not been finally convicted of any criminal act, in particular of no criminal act that, according to § 87 para. 2a sentence 3 AktG, would compromise his professional reliability, and
3. there are no obstacles to appointment within the meaning of § 86 paragraphs 2 and 4 AktG.

The Nomination Committee of the Supervisory Board prepared this proposal and made it on the basis of the requirement stipulated by the Code of Corporate Governance.

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 May 2, 2014 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 29, 2014 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