

TRANSLATION FROM GERMAN ORIGINAL

**RHI AG**

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

**Resolutions proposed by the Management Board for the  
35<sup>th</sup> 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 Management 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 Management 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 Management 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 Management Board proposes to accept the report of the members of the Supervisory Board in office in the financial year 2013 for that period.

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

Only the Supervisory Board shall propose a resolution regarding this agenda item.

**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.**

Only the Supervisory Board shall propose a resolution regarding this item.

**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 Management 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.

The Management Board