

## Voting results of the 36<sup>th</sup> Annual General Meeting of RHI AG on May 8, 2015

### **Agenda item 2:**

Resolution on the appropriation of profit

**Presence** 266 shareholders with 21,322,984 votes,  
**Number of shares for which valid votes were cast: 21,274,857**  
**Percentage of share capital represented by these votes: 53.43%**  
**Total number of valid votes cast: 21,274,857**  
**Pro** 263 shareholders with 21,273,733 votes.  
**Contra** 2 shareholders with 1,124 votes.  
**Abstention** 1 shareholder with 48,127 votes.

### **Agenda item 3:**

Resolution on the discharge of the members of the Management Board for the financial year 2014

**Presence:** 267 shareholders with 21,322,929 votes.  
**Number of shares for which valid votes were cast: 21,274,802**  
**Percentage of share capital represented by these votes: 53.43%**  
**Total number of valid votes cast: 21,274,802**  
**Pro** 266 shareholders with 21,274,802 votes.  
**Contra** 0 shareholders with 0 votes.  
**Abstention** 1 shareholder with 48,127 votes.

### **Agenda item 4:**

Discharge Gusenbauer

**Presence:** 266 shareholders with 21,323,278 votes.  
**Number of shares for which valid votes were cast: 21,275,021**  
**Percentage of share capital represented by these votes: 53.43%**  
**Total number of valid votes cast: 21,275,021**  
**Pro** 217 shareholders with 21,185,469 votes.  
**Contra** 46 shareholders with 89,552 votes.  
**Abstention** 3 shareholders with 48,257 votes.

### **Agenda item 4:**

Discharge of the remaining Supervisory Board

**Presence:** 265 shareholders with 21,323,118 votes.  
**Number of shares for which valid votes were cast: 21,274,831**  
**Percentage of share capital represented by these votes: 53.43%**  
**Total number of valid votes cast: 21,274,831**  
**Pro** 236 shareholders with 21,190,561 votes.  
**Contra** 27 shareholders with 84,270 votes.  
**Abstention** 2 shareholders with 48,287 votes

**Agenda item 5:**

Election of the auditor of the consolidated financial statements for the financial year 2015

**Presence:** 266 shareholders with 21,323,158 votes.

**Number of shares for which valid votes were cast: 21,260,031**

**Percentage of share capital represented by these votes: 53.39%**

**Total number of valid votes cast: 21,260,031**

**Pro** 247 shareholders with 21,194,601 votes.

**Contra** 17 shareholders with 65,430 votes.

**Abstention** 2 shareholders with 63,127 votes.

**Agenda item 6:**

Resolution on remuneration of the Supervisory Board members for the financial year 2014

**Presence:** 264 shareholders with 21,323,155 votes.

**Number of shares for which valid votes were cast: 21,275,028**

**Percentage of share capital represented by these votes: 53.43%**

**Total number of valid votes cast: 21,275,028**

**Pro** 263 shareholders with 21,275,028 votes.

**Contra** 0 shareholders with 0 votes.

**Abstention** 1 shareholder with 48,127 votes.

**Agenda item 7:**

Resolution on the creation of new authorized capital maintaining the statutory subscription rights, including indirect subscription rights in accordance with § 153 Para. 6 AktG

[Authorized capital 2015]

and

Resolution on the amendment of the Articles of Association in § 5 para. 2 and 3

**Presence:** 262 shareholders with 21,321,975 votes.

**Number of shares for which valid votes were cast: 21,272,584**

**Percentage of share capital represented by these votes: 53.42%**

**Total number of valid votes cast: 21,272,584**

**Pro** 247 shareholders with 21,247,341 votes.

**Contra** 10 shareholders with 25,243 votes.

**Abstention** 5 shareholders with 49,391 votes.

**Agenda item 8:**

Resolution on the authorization of the Management Board

a) to acquire treasury shares in accordance with § 65 para 1 (4) and para. 1a and para. 1b AktG by purchasing up to 12,000 no-par bearer shares on an exchange and by off-market transactions, also subject to the exclusion of the proportionate power of alienation that may go along with such an acquisition (reverse exclusion of subscription rights);

b) to decide, in accordance with § 65 para. 1b AktG, to alienate and/or use treasury shares by means other than sale on an exchange or by way of a public offering, applying the regulations regarding the exclusion of shareholders' subscription rights by analogy.

**Presence:** 260 shareholders with 21,321,905 votes.

**Number of shares for which valid votes were cast: 21,258,338**

**Percentage of share capital represented by these votes: 53.39%**

**Total number of valid votes cast: 21,258,338**

**Pro** 255 shareholders with 21,258,338 votes.

**Contra** 0 shareholders with 0 votes.

**Abstention** 5 shareholders with 63,567 votes.