RHI AG
Vienna, commercial register number FN 103123 b

Resolutions proposed by the Supervisory Board for the
36th Annual General Meeting
May 8, 2015

1. **Presentation of the financial statements including the management report, of the proposal for the allocation of the accumulated profit, of the Corporate Governance report and the report of the Supervisory Board for the financial year 2014 as well as of the consolidated financial statements 2014 and the group management report for the financial year 2014**

   A resolution regarding this agenda item is not required.

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

   The Supervisory Board proposes to pay out a dividend of EUR 0.75 per (dividend-bearing) share (which would currently amount to a sum total of EUR 29,864,279.25) from the accumulated profit in the amount of EUR 602,860,844.82 reported in the 2014 financial statements and to carry forward the remaining amount (of EUR 572,996,565.57).

   The dividend payment date shall be May 18, 2015; the ex-dividend date shall be May 11, 2015.

3. **Resolution on the acceptance of the report of the members of the Management Board for the financial year 2014**

   The Supervisory Board proposes to accept the report of the members of the Management Board in office in the financial year 2014 for this period.

4. **Resolution on the acceptance of the report of the members of the Supervisory Board for the financial year 2014**

   The Supervisory Board proposes to accept the report of the members of the Supervisory Board in office in the financial year 2014 for this period.

5. Appointment of the auditor of the financial statements and consolidated financial statements for the financial year 2015

The Supervisory Board proposes to appoint Deloitte Audit Wirtschaftsprüfungs GmbH, Vienna, auditor of the financial statements and consolidated financial statements for the financial year 2015. 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 2014

The Management Board proposes to set the remuneration for the members of the Supervisory Board of RHI AG for the financial year 2014 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 2014 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. Resolution on the creation of new authorized capital subject to compliance with the statutory subscription right, also within the meaning of the indirect subscription right pursuant to § 153 para. 6 AktG [Authorized Capital 2015]
and
resolution on the amendment of Article 5 paragraphs 2 and 3 of the Articles of Association

The General Meeting of April 30, 2010 adopted authorized capital in the amount of approximately 15% of the share capital and authorized the Management Board pursuant to § 169 AktG to increase the share capital until April 30, 2015 in return for cash contributions by up to EUR 43,406,425.75 by issuing up to 5,972,855 no-par bearer shares. Such Authorized Capital 2010 has not been made use of so far.

RHI AG wishes to keep growing and, in the process, to also acquire other enterprises or stakes in enterprises. Authorized capital is intended to contribute to the financing of such growth opportunities.

Furthermore, it should generally facilitate broadening the shareholder base and stimulating liquidity by increasing the number of free-float shares.

Due to the fact that the existing Authorized Capital 2010 is going to expire as of April 30, 2015, new Authorized Capital 2015 is to be created in the amount of approximately 20% of the share capital, with the same utilization options (i.e., exclusively against contributions in cash and exclusively subject to compliance with the shareholders' subscription right) and with a new term.

(The Authorized Capital mentioned in Article 5 para. 2 of the Articles of Association, which was created by resolution of the General Meeting of May 29, 2008 and also provided for an authorization to exclude the subscription right, and which expired as of May 29, 2013, shall not be renewed and shall be cancelled.)

In line with the foregoing, the Supervisory Board proposes that new authorized capital [Authorized Capital 2015] be created and that, for this purpose, the General Meeting resolve as follows:

"Resolution on

a) the authorization of the Management Board pursuant to § 169 AktG to increase the share capital, with the approval of the Supervisory Board, until May 7, 2020 – possibly in several tranches – in return for cash contributions by up to a further EUR 57,875,236.75 by issuing up to 7,963,807 new ordinary (no-par) bearer shares and to determine the issue price, the issue conditions and further details regarding the implementation of the capital increase in consultation with the Supervisory Board,

b) the authorization of the Management Board to possibly offer the new shares to the shareholders for subscription by way of the indirect subscription right pursuant to § 153 para. 6 AktG,

[Authorized Capital 2015]

c) the amendment of Article 5 paragraphs 2 and 3 of the Articles of Association so that paragraph 2 shall now read as follows:

"(2) The Management Board shall be authorized until May 7, 2020 to

a) increase the share capital from its current nominal value of EUR 289,376,212.84, with the approval of the Supervisory Board, – possibly in several tranches – in return for cash contributions by up to a further EUR 57,875,236.75 by issuing up to 7,963,807 new ordinary (no-par) bearer shares and to determine the issue price, the issue conditions

and further details regarding the implementation of the capital increase in consultation with the Supervisory Board,

b) possibly offer the new shares to the shareholders for subscription by way of the indirect subscription right pursuant to § 153 para. 6 AktG.

[Authorized Capital 2015]

The Supervisory Board shall be authorized to amend Article 5 of the Articles of Association in accordance with the volume of the capital increase from the Authorized Capital."

The current paragraph 3 shall be cancelled so that Article 5 shall now consist of paragraph 1 (unchanged) and paragraph 2 (as above).

8. Resolution on the authorization of the Management Board

a) to acquire treasury shares in accordance with § 65 para. 1 (4) as well as para. 1a and para. 1b AktG, by purchasing up to 12,000 no-par shares both 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 in a way different from sale on an exchange or by way of a public offer, with the regulations governing the exclusion of the shareholders' subscription rights applying by analogy.

At the General Meeting of RHI AG held on May 9, 2014, a resolution authorizing the Management Board in accordance with § 65 AktG to acquire up to 12,000 treasury shares as part of the employee stock ownership plan was adopted in respect of agenda item 8.

This authorization is going to expire as of November 8, 2015.

The Supervisory Board therefore proposes that the General Meeting, as part of the continuation of the "employee stock ownership plan 4+1", resolve as follows regarding agenda item 8 of the Annual General Meeting of RHI AG to be held on May 8, 2015:

a) The Management Board shall be authorized in accordance with § 65 para. 1 (4) as well as para. 1a and para. 1b AktG to acquire, during a period of validity of 30 months starting on May 8, 2015, up to 12,000 no-par bearer shares of the Company by purchasing such shares both on an exchange and by off-market transactions, in each case at the stock exchange price of the day this authorization is exercised. The acquisition cannot be effected for the purpose of trading in treasury shares. The authorization may be made use of in full or in part or even in several tranches by the Company, by a subsidiary (§ 228 para. 3 UGB) or for the account of the Company by third parties.

The Management Board of RHI AG may resolve to purchase on an exchange but the Supervisory Board must be notified of this resolution afterwards. Any purchases by off-market transactions are subject to prior approval by the Supervisory Board.

b) The Management Board shall be authorized for a period of five years as from May 8, 2015 to decide in accordance with § 65 para. 1b AktG, with the approval of the Supervisory Board, to alienate and/or use treasury shares in a way different from sale on an exchange or by way of a public offer, with the regulations governing the exclusion of the shareholders' subscription rights applying by analogy, and to determine the terms of the alienation. The authorization may be made use of in full or in part or even in several tranches by the Company, by a subsidiary (§ 228 para. 3 UGB) or for the account of the Company by third parties, for the purpose of implementing an employee stock ownership program to issue shares to employees and executives of the Company as well as to members of the management, executives and employees of Group Companies (continuation of the "employee stock ownership plan 4+1").

The Supervisory Board