



**Convening notice
for the Annual General Meeting**

We hereby invite our shareholders to the
36th Annual General Meeting of RHI AG
on **Friday, May 8, 2015, at 10.00 a.m.**,
at Haus der Industrie, 1030 Vienna, Schwarzenbergplatz 4.

ISIN AT0000676903

Agenda

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
2. Resolution on the allocation of accumulated profit
3. Resolution on the acceptance of the report of the members of the Management Board for the financial year 2014
4. Resolution on the acceptance of the report of the members of the Supervisory Board for the financial year 2014
5. Appointment of the auditor of the financial statements and the consolidated financial statements for the financial year 2015
6. Resolution on the remuneration of the members of the Supervisory Board for the financial year 2014
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 [2015 Authorized Capital]
and
resolution on the amendment of Article 5 paragraphs 2 and 3 of the articles of association

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.

DOCUMENTS FOR THE GENERAL MEETING

Especially the following documents will be available for inspection by **April 17, 2015**, on the website of the company at www.rhi-ag.com, under the section Investor Relations, Annual General Meeting 2015:

- Annual financial statements and management report
- Corporate Governance report,
- Consolidated financial statements including the group management report
- Proposal for the allocation of the accumulated profit,
- Report of the Supervisory Board,
- each of the above for the financial year 2014;
- Draft resolutions on agenda items 2 – 8,
- Report of the Management Board pursuant to § 65 para. 1b AktG in connection with § 170 para. 2 AktG and § 153 para. 4 sentence 2 AktG concerning agenda item 8,
- Form for granting a power of attorney
- Form for the revocation of the power of attorney
- Complete text of this convening notice.

RIGHTS OF SHAREHOLDERS IN ACCORDANCE WITH §§ 109, 110, 118 AND 119 AKTG

Supplementation of the agenda by shareholders

Shareholders whose combined shareholdings equal **5% of the share capital** and who have held these shares for a minimum of three months prior to filing this request may request in writing that **additional items be put on the agenda** of the General Meeting and published, if the Company receives this request in writing by **April 17**,

2015, exclusively at the address 1100 Vienna, Wienerbergstraße 9, Attn. Mr. Robert Ranftler, Head of Legal & Compliance. Each agenda item thus requested has to be accompanied by a draft resolution and a justification. Proof of the shareholder status has to be furnished by means of a deposit confirmation in accordance with § 10a AktG which confirms that the shareholders filing the request have held the shares for at least three months prior to filing the request and which must not be older than seven days when presented to the Company. Regarding further requirements for the deposit confirmation refer to the details on eligibility.

Draft resolutions proposed by shareholders for inclusion on the agenda

Shareholders whose combined shareholdings equal **1% of the share capital** may submit **draft resolutions** in text form including a justification for each agenda item and demand that these proposals, together with a justification, be published on the website of the Company, provided that this request in text form arrives at the Company on **April 28, 2015** at the latest, either per fax + 43 (0) 50213 6281 or at 1100 Vienna, Wienerbergstraße 9, Attn. Mr. Robert Ranftler, Head of Legal & Compliance, or by e-mail at robert.ranftler@rhi-ag.com. The request in text form, for example in PDF format, must be attached to the e-mail. Proof of the shareholder status required to exercise such shareholder right has to be furnished by means of a deposit confirmation in accordance with § 10a AktG which must not be older than seven days when presented to the Company. Regarding further requirements for the deposit confirmation refer to the details on eligibility.

Right to receive information

At the General Meeting, each shareholder shall, upon request, be informed about the Company's activities as far as this is necessary for a proper assessment of an agenda item.

Information may be refused if, based on reasonable commercial judgment, it could cause a substantial disadvantage for the Company or an affiliated company, or if providing such information constituted an offence.

Questions which require longer preparation should be sent to the Management Board in text form in time before the General Meeting in order to ensure an efficient session. Such questions can be sent to the Company by post, addressed to 1100 Vienna, Wienerbergstraße 9, Attn. Mr. Robert Ranftler, Head of Legal & Compliance, or by e-mail to robert.ranftler@rhi-ag.com.

Motions at the General Meeting

Every shareholder – regardless of a specific number of shares – is entitled to make motions regarding each agenda item at the General Meeting.

Information provided on the website

Further information regarding the rights of shareholders in accordance with §§ 109, 110, 118 and 119 AktG, is now available on the Company's website www.rhi-ag.com.

RECORD DATE AND PARTICIPATION IN THE GENERAL MEETING

The eligibility to participate in the General Meeting and to exercise the voting rights and other shareholder rights to be exercised at the General Meeting, are conditional on the shareholdings at the end of **April 28, 2015 (record date)**.

Only persons who are shareholders on this record date and provide evidence of it are eligible to participate in the General Meeting.

A deposit confirmation in accordance with § 10a AktG is required as evidence of shareholding on the record date. This deposit confirmation must be received by the Company at the latest on **May 5, 2015** at one of the following addresses only.

By post or courier 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 a PDF, must be attached to the e-mail.

By SWIFT: GIBAATWGGMS - Message Type MT598; always specify ISIN AT0000676903 in the text

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 (BIC),

- 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 as evidence of shareholdings required to participate in the General Meeting must refer to the above-mentioned record date **April 28, 2015**.

The deposit confirmation will be accepted in German or English.

REPRESENTATION BY PROXY

All shareholders eligible to participate in the General Meeting have the right to appoint a representative (proxy) who attends the General Meeting on behalf of the shareholder and has the same rights as the shareholder he/she represents.

The power of attorney must be granted to a specific person (natural person or legal person) in text form. It is also possible to grant power of attorney to several persons.

The power must be received by the Company at one of the following addresses only:

By post or courier 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 power of attorney in text form, for example as a PDF, must be attached to the e-mail

Personally: at the registration at the venue of the General Meeting.

An authorization form for granting power of attorney and a form for revoking power of attorney will be sent to shareholders upon request and will be available on the website of the Company at www.rhi-ag.com.



Unless the power of attorney is handed over personally at the registration on the day of the General Meeting, it must arrive at the Company by **May 7, 2015 by 4.00 p.m.** at the latest.

The aforementioned provisions for granting power of attorney apply mutatis mutandis for a revocation of the power of attorney.

As a special service, a representative of the interest group Interessenverband für Anleger, IVA, 1130 Vienna, Feldmühlgasse 22, is available to shareholders as an independent representative to exercise voting rights bound by instructions at the General Meeting; a special form to grant this power of attorney is available for this purpose on the website of the Company at www.rhi-ag.com. In addition, Dr. Michael Knap of IVA can be contacted directly by phone +43 (1) 8763343-0, fax +43 (1) 8763343-39 or e-mail at michael.knap@iva.or.at.

TOTAL NUMBER OF SHARES AND VOTING RIGHTS

At the time the General Meeting is convened the share capital of the Company in the amount of EUR 289,376,212.84 is divided into 39,819,039 no-par shares. Each share grants one vote. At the time of convening the General Meeting, the Company holds no treasury shares. It can derive no rights therefrom. 10,073 no-par shares have been invalidated in accordance with § 67 in connection with § 262 para. 29 AktG. The total of shares eligible to participate and vote amounts to 39,808,966 at the time of convening the General Meeting.

We kindly request you to schedule your arrival so as to allow for sufficient time for the security checks new customary and to have a valid official photo ID ready for registration.

Shareholders will be admitted to collect voting cards starting at 9:00 a.m.

Vienna, March 2015

The Management Board