

TRANSLATION FROM GERMAN ORIGINAL

**FURTHER INFORMATION REGARDING THE RIGHTS OF
SHAREHOLDERS IN ACCORDANCE WITH §§ 109, 110, 118 and 119
OF THE AUSTRIAN STOCK CORPORATION ACT (Aktg)**

Supplementation of the agenda by shareholders in accordance with § 109 AktG

Shareholders whose combined shareholdings equal **5% of the share capital** may request in writing that **additional items be put on the agenda** of this General Meeting and published. Each agenda item must be accompanied by a draft resolution and a justification. The shareholders filing the request must have owned the shares for at least three months prior to filing the request. Such a shareholder request shall only be considered if the Company receives this request in writing by **April 17, 2015**.

Such requests must be addressed exclusively to

RHI AG
Head of Legal & Compliance
Attn. Mr. Robert Ranftler
Wienerbergstraße 9
1100 Vienna

The wording of the agenda item and the draft resolution must be presented in a German-language version.

Proof of the shareholdings required for exercising this shareholder right has to be furnished by means of a deposit confirmation in accordance with § 10a AktG.

Proposed resolutions by shareholders in accordance with § 110 AktG

Shareholders whose combined shareholdings equal **1% of the share capital** may submit **draft resolutions** in text form for each agenda item and demand that these proposals, together with the names of the shareholders concerned, a justification and, if applicable, a statement by the Management Board or Supervisory Board, be published on the website of the Company. It is pointed out that a justification must be attached to each draft resolution. Such a request shall only be considered if it is received by the Company in text form by **April 28, 2015**.

In the case of a **proposal regarding the election of a Supervisory Board member**, the justification shall be replaced with a statement in accordance with § 87 para. 2 AktG of the person proposed.

Such proposals must be addressed exclusively to

RHI AG

Head of Legal & Compliance

Attn. Mr. Robert Ranftler

Wienerbergstraße 9

1100 Vienna

or

by fax to +43 (1) 50213 6281

or

by e-mail to robert.ranftler@rhi-ag.com; the request in text form, for example as a PDF, must be attached to the e-mail.

Each proposed resolution must also be presented in a German-language version.

Proof of the shareholdings required for exercising this shareholder right has to be furnished by means of a deposit confirmation in accordance with § 10a AktG.

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.

The Deposit confirmation in accordance with § 10a AktG 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 or period of time which the deposit confirmation refers to.

The deposit confirmation must be issued in German or English. The deposit confirmation must be in written form.

Deposit confirmations must be addressed to 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

The deposit confirmation as evidence of shareholdings, which is required in the context of exercising the shareholder rights in accordance with § 109 AktG (supplementation of the agenda) and with § 110 AktG (resolutions proposed by shareholders), shall not be older than seven days when presented to the Company.

The deposit confirmation as evidence of shareholdings, which is required in the context of exercising the shareholder right in accordance with § 109 AktG (additions to the agenda), must confirm that the shareholders filing the request have held the shares for a minimum of three successive months prior to filing the request.

In the case of several shareholders who only reach the shareholding threshold together, the confirmations must refer to the same record date.

Right to receive information in accordance with § 118 AktG

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. The duty to provide information also extends to the legal and business relationships of the Company with affiliated companies. If the consolidated financial statements and group management report are presented at the General Meeting of a parent company (§ 244 UGB), the duty to provide information also extends to the situation of the group and of the companies included in the consolidated financial statements.

The information provided must correspond with the principles of a true and fair account. The information must be provided at the General Meeting.

Information may be refused if

1. based on reasonable commercial judgment, it could cause a substantial disadvantage for the Company or an affiliated company, or
2. providing such information constitutes an offence.

Each shareholder who participates in the General Meeting has the right to receive information. Not only the shareholders themselves, but also their legal or authorized representatives, have the right to receive information.

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.

Information regarding the right of shareholders to make motions at the General Meeting in accordance with § 119 AktG

Each shareholder – regardless of a specific number of shares – is entitled to make motions regarding any agenda item at the General Meeting. The prerequisite for this is the evidence of eligibility pursuant to the convening notice. Not only the shareholders themselves, but also their legal or authorized representatives who participate in the General Meeting have the right to make motions.

But a **motion by a shareholder for the election of a Supervisory Board member** mandatorily requires that the draft resolution proposed be sent in time in accordance with § 110 AktG. Persons to be elected to the Supervisory Board may only be proposed by shareholders whose combined shareholdings reach 1% of the share capital. Such proposals must arrive at the Company by **April 28, 2015** at the latest in the above-mentioned ways. Any proposal for election must be accompanied by a statement in accordance with § 87 para. 2 AktG by the person proposed for election regarding his or her expert qualification, his or her professional or similar functions and all circumstances that could give rise to cause for concern of partiality. 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 **April 30, 2015** at the latest, failing which the person concerned may not be included in the election.