



TRANSLATION FROM GERMAN ORIGINAL

MORE INFORMATION ON THE SHAREHOLDERS' RIGHTS AS DEFINED IN SECTIONS 109, 110, 118 and 119 of the Austrian Stock Corporations Act [Aktengesetz/AktG]

Amendment to the agenda by shareholders as defined in Section 109 AktG

Shareholders whose shares collectively account for **5% of the registered capital** may request in writing that **additional items be included in the agenda** of this shareholders' meeting and that they be published. With every item on the agenda a proposal for a resolution including a statement of the reasons must be enclosed. The persons filing the motion must have held those shares for at least three months prior to the date of the motion. Such a shareholder request shall only be taken into consideration if received by the Company in writing by **13 April 2016**.

Such shareholder motions shall exclusively be addressed to

RHI AG
Legal & Compliance
Attn. Mr. Robert Ranftler
Wienerbergstrasse 9
1100 Vienna

The text of the item to be included in the agenda and the resolution proposal must be submitted in German.

The number of shares required for exercising this shareholder right must be evidenced by presentation of a deposit receipt as defined in Section 10a AktG.

Proposals for resolution made by shareholders as defined in Section 110 AktG

Shareholders whose shares collectively account for **1% of the registered capital** may submit **proposals for resolution** regarding any item on the agenda of this shareholders' meeting in text format and demand that such proposals be made available on the Company's website including the names of the shareholders concerned, a statement of the reasons for the same, which has to be included, and an opinion of the Management Board or the Supervisory Board, if any. Please note that a statement of reasons must be attached to or enclosed with every resolution



proposal. Such a shareholder request shall be taken into account only if it is received by the Company in writing by **25 April 2016**.

In the case of a **proposal for election of a Supervisory Board member** a statement of the proposed person as defined in Section 87 (2) *AktG* shall replace the statement of reasons.

Such shareholder motions shall exclusively be addressed to

RHI AG

Legal & Compliance

Attn. Mr. Robert Ranftler

Wienerbergstrasse 9

1100 Vienna

or

by fax to + 43 50213 6281

or

by email to robert.ranftler@rhi-ag.com, with such shareholder request to be attached in text format to the email message, for example as a PDF file.

Every proposal for resolution must also be submitted in a German-language version.

The number of shares required for exercising this shareholder right must be evidenced by presentation of a deposit receipt as defined in Section 10a *AktG*.

Deposit receipt as defined in Section 10a *AktG*

The deposit receipt must be issued by the bank keeping the securities account, whose registered office shall be in a Member State of the European Economic Area or in a full Member State of the OECD.

The deposit receipt as defined in Section 10a *AktG* must contain the following information:

- information on the issuer: name and address or a standard code used for transactions between banks (BIC),
- information on the shareholder: name, address, date of birth in the case of individuals, register and register number in the case of legal entities, if applicable
- information on the shares: number of shares held by the shareholder, ISIN AT0000676903,



- securities account number or any other identification,
- time or period to which the deposit receipt refers.

Deposit receipts must be in German or English. They must be issued in writing. Deposit receipts shall exclusively be sent to one of the addresses stated below:

By post or courier service	RHI AG Legal & Compliance Attn. Mr. Robert Ranftler Wienerbergstrasse 9 1100 Vienna
By fax:	+43 8900 500 - 52
By email	anmeldung.rhi@hauptversammlung.at with the deposit receipt to be attached to the email message in text format, e.g. as a PDF file
Via SWIFT	GIBAATWGGMS – Message type MT598; please ensure that ISIN AT0000676903 is stated in the text

The deposit receipt required as evidence of the shareholding in connection with exercise of the shareholder rights as defined in Section 109 *AktG* (amendment to the agenda) and Section 110 *AktG* (proposals for resolution made by shareholders) must not be older than seven days at the time of presentation to the Company.

The deposit receipt required as evidence of the shareholding in connection with exercise of the shareholder right as defined in Section 109 *AktG* (amendment to the agenda) must confirm that the persons filing the motion have been shareholders for an uninterrupted period of at least three months prior to filing the motion.

In the case of several shareholders who only reach the threshold together the receipts must refer to the same date.

Information on the right to information as defined in Section 118 *AktG*

At the shareholders' meeting any shareholder shall at his/her request be informed about company matters to the extent that such information is required for proper assessment of an item on the agenda. The duty to provide information also includes the legal and business relationships of the Company with an affiliate. If consolidated financial statements and a group management report are presented at the shareholders' meeting of a parent company (Section 244 of the Austrian Business Code [*Unternehmensgesetzbuch/UGB*]), the duty to provide information also includes



the situation of the group and of the entities included in the consolidated financial statements.

The information must comply with the principles of conscientious and accurate rendering of account. The information must be provided at the shareholders' meeting. The Company may refuse to provide such information if

1. according to the reasonable judgement of an entrepreneur, disclosure of such information might cause a material disadvantage to the Company or an affiliate or
2. disclosure of the same were punishable.

Every shareholder attending the shareholders' meeting is entitled to such information. Not only the shareholder him/herself but also his/her legal or authorised representative is entitled to information.

For reasons of procedural economy please submit any questions the answering of which will require an extended period of preparation in text format to the Management Board timely before the shareholders' meeting. Questions may be submitted to the Company by post to 1100 Vienna, Wienerbergstrasse 9, Attn. Mr. Robert Ranftler, Head of Legal & Compliance, or by email to robert.ranftler@rhi-ag.com.

Information on the shareholders' right to file motions at the shareholders' meeting as defined in Section 119 AktG

Irrespective of the number of shares s/he holds, any shareholder is entitled to file motions at the shareholders' meeting with respect to any item on the agenda. For that purpose evidence of the right to attend the meeting in line with the invitation to the shareholders' meeting is required. Not only the shareholder him/herself but also his/her legal or authorised representative attending the shareholders' meeting has the right to file motions.

Pursuant to Section 110 *AktG* a **motion of a shareholder regarding election of a Supervisory Board member** is subject to the mandatory requirement of timely transmission of a proposal for resolution. Candidates for election to the Supervisory Board may only be proposed by shareholders whose shares collectively account for 1% of the registered capital. Such proposals for election must be received by the Company in the manner described above by **25 April 2016**. A statement of the proposed person as defined in Section 87 (2) *AktG* regarding his/her work-related qualification, professional or similar positions and all circumstances that might cast



doubt on his/her impartiality has to be attached to or enclosed with every proposal for election. Proposals for election of Supervisory Board members, including the statements as defined in Section 87 (2) *AktG* of each person proposed, must be made available on the Company's website by **27 April 2016**; otherwise the person concerned will not be allowed to stand for election.