

RHI

Voting results of the Extraordinary Shareholders' Meeting of RHI AG on 4 August 2017

Item 1 on the agenda:

Resolution on the demerger, namely

- (a) Consent to the transfer of the entire business operations of RHI AG, including the equity interests listed in section 4.10.1 of the Demerger and Acquisition Agreement, by means of a demerger by absorption pursuant to Section 1 para. 2 no. 2 in conjunction with Section 17 of the Demerger Act, taking advantage of the tax benefits provided for under Article VI of the Reorganisation Tax Act, from RHI AG as the transferring company to RHI Feuerfest GmbH, with its registered office in Vienna, FN 442121 d, as the acquiring company under the terms of the Demerger and Acquisition Agreement of 23 June 2017, as at the effective date of the demerger, 31 December 2016 (24:00 CET), and
- (b) Consent to the conclusion of the Demerger and Acquisition Agreement relating thereto.

Presence: 385 shareholders with 22,698,246 votes.

Number of shares for which valid votes were cast: 22,689,794

Share in the share capital represented by those votes: 56.98 %

Total number of valid votes cast: 22,689,794

Yes 281 shareholders with 22,635,736 votes.

No 102 shareholders with 54,055 votes.

Abstention 2 shareholders with 8,632 votes.

Item 2 on the agenda:

Resolution on the cross-border merger, namely

- (a) Consent to the cross-border merger by absorption of RHI AG as the transferring company by way of universal succession through the transfer of its assets in their entirety, including all assets and liabilities, rights and obligations and excluding liquidation, to RHI-MAG N.V., with its registered office in Arnhem, the Netherlands, registered with the Commercial Register of the Dutch Chamber of Commerce under registration no. 68991665, as the acquiring company in accordance with the statutory provisions of the EU Mergers Act and the Dutch Civil Code and pursuant to the provisions of the merger terms dated 23 June 2017, subject to the acquiring company giving its explicit consent that the shareholders of RHI AG can initiate proceedings under Section 225c et seq. of the Stock Corporation Act regarding a review of the exchange ratio and that the shareholders of RHI AG who have objected can initiate review proceedings under Section 11 of the EU Mergers Act concerning the cash settlement, in each case before the Commercial Court of Vienna (declarations of submission), and by taking advantage of the tax benefits provided for under Article I of the Reorganisation Tax Act, as at the effective date of the merger, 31 December 2016 (24:00 CET), and
- (b) Consent to the merger terms dated 23 June 2017, and
- (c) Consent to the application of the standard rules applicable to employee participation, as provided for in Article 1:31 paragraphs 2 and 3 of the Dutch Act on Employee Participation in European Companies (Wet rol werknemers bij de Europese vennootschap) (standard rules) in accordance with Section 2:333k para. 12 of the Dutch Civil Code.

Presence: 385 shareholders with **22,698,426** votes

Number of shares for which valid votes were cast: 22,689,794

Share in the share capital represented by those votes: 56.98%

Total number of valid votes cast: 22,689,794

Yes 281 shareholders with **22,635,739** votes.,

No 102 shareholders with **54,055** votes.

Abstention 2 shareholders with **8,632** votes.

Item 3 on the agenda:

Resolution on the formal approval of the actions of the members of the management board for the period from 1 January 2017 up to and including 4 August 2017.

Presence: 385 shareholders with **22,698,426** votes.

Number of shares for which valid votes were cast: 22,660,993

Share in the share capital represented by those votes: 56.91%

Total number of valid votes cast: 22.660.993

Yes 296 shareholders with **22,617,651** votes.

No 78 shareholders with **43,342** votes.

Abstention 11 shareholders with **37,433** votes.

Item 4 on the agenda:

Approval of the actions of the shareholders' representatives.

Presence: 384 shareholders with **22,549,426** votes.

Number of shares for which valid votes were cast: 22,513,850

Share in the share capital represented by those votes: 56.54%

Total number of valid votes cast: 22,513,850

Yes 261 shareholders with **22,340,983** votes.

No 119 shareholders with **172,867** votes.

Abstention 4 shareholders with **35,576** votes.

Item 4 on the agenda:

Approval of the actions of the members of the works council.

Presence: 385 shareholders with **22,698,426** votes.

Number of shares for which valid votes were cast: 22,662,850

Share in the share capital represented by those votes: 56.91%

Total number of valid votes cast: 22,662,850

Yes 352 shareholders with **22,539,622** votes.

No 29 shareholders with **123,228** votes.

Abstention 4 shareholders with **35,576** votes.

Item 5 on the agenda:

Resolution on remuneration for the supervisory board for the 2017 financial year.

Presence: 384 shareholders with **22,697,426** votes.

Number of shares for which valid votes were cast: 22,689,716

Share in the share capital represented by those votes: 56.98%

Total number of valid votes cast: 22,689,716

Yes 301 shareholders with **22,640,976** votes.

No 81 shareholders with **48,740** votes.

Abstention 2 shareholders with **7,710** votes.
