



RHI AG

Vienna, FN [Business Register Number] 103123 b

**Proposals for resolution made by the Supervisory Board for the
38th ordinary shareholders' meeting on
5 May 2017**

- 1. Presentation of the annual financial statements including the management report, the proposal for appropriation of the profit, the corporate governance report, the report made by the Supervisory Board on the financial year 2016, the consolidated financial statements for 2016 and the group management report for the financial year 2016.**

As the documents stated above are only presented for information of the shareholders' meeting, there will be no resolution on this item on the agenda.

The annual financial statements for 2016 have already been approved by the Supervisory Board and, thus, adopted.

- 2. Resolution on appropriation of the net profit for the year.**

The Supervisory Board proposes that the net profit for the year in the amount of EUR 698,426,066.12 stated in the adopted annual financial statements as at 31 December 2016 be appropriated as follows:

- distribution of a dividend of EUR 0.75 per no-par value share entitled to a dividend, i.e. a total dividend amount of EUR 29,864,279.25
- Carryforward of the residual amount of EUR 668,561,786.87

The dividend shall be paid on 12 May 2017.

- 3. Resolution on approval of the actions of the Management Board members for the financial year 2016.**

The Supervisory Board proposes that the actions of the members of the Management Board who acted in the financial year 2016 be approved for that period.

- 4. Resolution on approval of the actions of the Supervisory Board members for the financial year 2016.**

The Supervisory Board proposes that the actions of the members of the Supervisory Board who acted in the financial year 2016 be approved for that period.

- 5. Resolution on remuneration of the Supervisory Board members for the financial year 2016.**

The Supervisory Board proposes that the remuneration of the members of the Supervisory board of RHI AG for the financial year 2016 be fixed as follows (without changes compared to 2015):

- EUR 20,000 for any Supervisory Board member,

- EUR 35,000 for the deputy chairperson,
- EUR 35,000 for the chairperson of the audit committee and
- EUR 50,000 for the chairperson of the Supervisory Board, *pro rata temporis*, if applicable.

The attendance fee for the financial year 2016 is fixed at EUR 700 for each Supervisory Board member for every Supervisory Board meeting attended and at the same amount for each committee member for every attended meeting of any of its committees.

6. Election of the auditor and group auditor for the financial year 2017.

The Supervisory Board proposes that PwC Wirtschaftsprüfung GmbH be appointed auditor and group auditor for the financial year 2017. This proposal for resolution made by the Supervisory Board is based on a proposal from the audit committee.

7. Elections to the Supervisory Board

Upon the end of the upcoming shareholders' meeting the terms of office of Dr. Herbert Cordt, d.o.b. 12 January 1947, Dr. Helmut Draxler, d.o.b. 25 April 1950, Hubert Gorbach, d.o.b. 27 July 1956, and Dr. Alfred Gusenbauer, d.o.b. 8 February 1960, as members of the Supervisory Board will expire.

According to Article 11 (1) of the Articles of Association the Supervisory Board shall be comprised of at least three members.

So far, i.e. since the last election by the shareholders' meeting, the Supervisory Board has been comprised of eight members elected by the shareholders' meeting.

Four members would have to be elected to reach the said number again.

The Supervisory Board proposes that those vacancies be filled so that, after the election at the shareholders' meeting of 5 May 2017, the Supervisory Board will again be comprised of eight members elected by the shareholders' meeting.

The Supervisory Board proposes to re-elect Dr. Herbert Cordt, d.o.b. 12 January 1947, Dr. Helmut Draxler, d.o.b. 25 April 1950, Hubert Gorbach, d.o.b. 27 July 1956, and Dr. Alfred Gusenbauer, d.o.b. 8 February 1960, to the Supervisory Board with effect from termination of the upcoming shareholders' meeting in accordance with Article 11 (2) of the Articles of Association until the end of the shareholders' meeting that resolves on approval of the actions in respect of the financial year 2017.

This short term of office is proposed in view of the envisaged relocation of RHI's registered office to the Netherlands [*technically speaking a cross border merger*].

Dr. Herbert Cordt, Dr. Helmut Draxler, Hubert Gorbach and Dr. Alfred Gusenbauer have each made a statement in accordance with Section 87 (2) *AktG*, which may be retrieved from the company's website, and have in particular stated that

1. all circumstances in connection with Section 87 (2) of the Austrian Stock Corporations Act [*Aktiengesetz/AktG*] have been disclosed and that according to an assessment made by the person proposed there are no circumstances that could cast a doubt on his impartiality,
2. the person proposed has not been convicted in a non-appealable manner for a criminal offence, in particular for an offence that would affect his professional reliability as defined in the third sentence of Section 87 (2a) *AktG*, and

3. no impediments to his appointment as defined in Section 86 (2) and (4) *AktG* exist.

The nomination committee of the Supervisory Board has prepared the above proposal and has made the same on the basis of the requirement of the Corporate Governance Code.

For the election the shareholders' meeting will be bound by the proposals as explained hereinafter. Proposals for election of Supervisory Board members, including the statements defined in Section 87 (2) *AktG* of each person proposed, must be made available on the Company's website by 27 April 2017; otherwise the person concerned will not be allowed to stand for election. The same applies to proposals made by shareholders in accordance with Section 110 *AktG*, which must be received by the company in writing by 25 April 2017; with regard to the details and the prerequisites for such election proposals to be taken into consideration reference is made to the "Information on the shareholders' rights under Sections 109, 110, 118 and 119 *AktG*/Resolution proposals from shareholders as defined in Section 110 *AktG*".

8. Resolution on the authorisation of the Management Board

- (a) to acquire treasury shares as defined in Section 65 (1) No. 4, (1a) and (1b) of the Austrian Stock Corporations Act [*Aktiengesetz/AktG*] both via the stock exchange and over the counter in the amount of up to 12,000 no-par value shares, including by exclusion of the pro-rata right of disposal which may result from such an acquisition (reversed exclusion of subscription rights),**
- (b) to resolve for disposal or use of treasury shares, pursuant to Section 65 (1b) *AktG*, on a way to dispose of them other than via the stock exchange or by a public offering by applying the regulations on exclusion of the subscription rights of the shareholders *mutatis mutandis*.**

At the shareholders' meeting of RHI AG of 4 May 2016 a resolution was passed on item 8 on the agenda by which the Management Board was authorised to acquire up to 12,000 treasury shares in accordance with Section 65 *AktG* under the staff participation scheme. The authorisation has been fully exhausted and can therefore not be used to buy back treasury shares anymore.

Accordingly, the Supervisory Board proposes that the shareholders' meeting resolve on item 8 on the agenda of the shareholders' meeting of RHI AG of 5 May 2017 in connection with the continuation of the "4+1 staff participation scheme" as follows:

- (a) Pursuant to Section 65 (1) No. 4, (1a) and (1b) *AktG* the Management Board shall be authorised to acquire no-par value bearer shares of the Company in the amount of up to 12,000 no-par value shares at the stock market price on the day on which the authorisation is exercised both via the stock exchange and over the counter during a term of thirty (30) months from 5 May 2017. Trading in treasury shares shall be excluded as the purpose of the acquisition. The authorisation may be exercised in whole or in part or in several tranches by the Company, a subsidiary (Section 228 (3) of the Austrian Business Code [*UGB*]) or by third parties for the account of the Company. The Management Board of RHI AG can resolve on acquisition via the stock exchange, but the Supervisory Board must be notified of such resolution afterwards. Over the counter acquisition is subject to the Supervisory Board's prior approval.
- (b) Pursuant to Section 65 (1b) *AktG* the Management Board shall be authorised for a duration of five years from 5 May 2017 to resolve on a way to dispose of or use treasury shares other than via the stock exchange or a public offering subject to the Supervisory Board's approval, applying the regulations on exclusion of subscription rights of the shareholders *mutatis mutandis*, and to define the terms and conditions of such disposal. The authorisation may be exercised in whole or in part or in several tranches by the Company, a subsidiary (Section 228 (3) *UGB*) or by third parties for account of the Company for the purpose of implementation of a scheme for staff participation for issuing shares to staff and executive employees of the Company and to members of the

management, executive employees and staff of companies affiliated with the Company (continuation of the "4+1 staff participation scheme").

Vienna, 3 April 2017

The Chairman of the Supervisory Board

Dr. Herbert Cordt