



**RHI AG**

**Vienna, FN [Business Register Number] 103123 b**

**Proposals for resolution made by the Management Board for the  
38<sup>th</sup> 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 Management 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:

- |  |                    |
|--|--------------------|
| (i) distribution of a dividend of EUR 0.75 per no-par value share entitled to a dividend,<br>i.e. a total dividend amount of | EUR 29,864,279.25  |
| (ii) 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 Management 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 Management 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 Management 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.

For this item on the agenda only the Supervisory Board shall make a resolution proposal.

#### 7. Elections to the Supervisory Board

For this item on the agenda only the Supervisory Board shall make a resolution proposal.

#### 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 Management 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 plan for staff participation for issuing shares to staff and executive employees of the Company and to members of the man-

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

Vienna, 3 April 2017

The Management Board