



RHI AG

Vienna, FN [Business Register Number] 103123 b
ISIN AT0000676903

Invitation to the ordinary shareholders' meeting

This is to invite our shareholders to

the 38th ordinary shareholders' meeting of RHI AG,

which will be held on **Friday, 5 May 2017**, at 10 a.m.

at the Haus der Industrie, 1030 Vienna, Schwarzenbergplatz 4.

I. AGENDA

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
2. Resolution on appropriation of the net profit for the year
3. Resolution on approval of the actions of the Management Board members for the financial year 2016
4. Resolution on approval of the actions of the Supervisory Board members for the financial year 2016
5. Resolution on remuneration of the Supervisory Board members for the financial year 2016
6. Election of the auditor and group auditor for the financial year 2017
7. Elections to the Supervisory Board
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 right),
 - b) pursuant to Section 65 (1b) *AktG* for disposal or use of treasury shares to resolve 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 shareholders' subscription right *mutatis mutandis*.

II. DOCUMENTS FOR THE SHAREHOLDERS' MEETING; PROVISION OF INFORMATION ON THE WEBSITE

In particular, the following documents will be available on the Company's website at **www.rhi-ag.com** under Investor Relations, Shareholders' Meeting 2017, not later than from **14 April 2017**.

- annual financial statements including the management report,
- corporate governance report,
- consolidated financial statements including group management report,
- proposal for appropriation of the profit,
- report of the Supervisory Board, each for the financial year 2016;
- proposals for resolutions on items 2 to 8 on the agenda,

- report of the Management Board as defined in Section 65 (1b) *AktG* in conjunction with Section 170 (2) *AktG* and the second sentence of Section 153 (4) *AktG* on item 8 on the agenda
- statements of the candidates for elections to the Supervisory Board regarding item 7 on the agenda as defined in Section 87 (2) *AktG*, including curriculum vitae,
- form for granting proxy,
- form for revocation of proxy,
- full text of this invitation to the shareholders' meeting.

III. EVIDENCE DATE AND PREREQUISITES FOR ATTENDANCE AT THE SHAREHOLDERS' MEETING

The right to attend the shareholders' meeting and to exercise the voting right and other shareholder rights, which must be claimed in the shareholders' meeting, depends on the number of shares held on **25 April 2017, midnight** (Evidence Date).

Only persons who are shareholders at the Evidence Date and provide evidence thereof to the Company are entitled to attend the shareholders' meeting.

A deposit receipt as defined in Section 10a *AktG*, which must be received by the Company by **2 May 2017**, midnight, exclusively through one of the following communication channels at the following addresses, shall be required as evidence of the shares held at the Evidence Date:

(i) for transmission of the deposit receipt in the form of a letter:

By post or courier service RHI AG
 Legal & Compliance
 Attn. Mr. Robert Ranftler
 Wienerbergstrasse 9
 1100 Vienna

By email of an electronic document in PDF format including a qualified electronic signature

anmeldung.rhi@hauptversammlung.at

Via SWIFT GIBAATWGGMS
 (message type MT598; please state ISIN AT0000676903 in the text)

(ii) for transmission of the deposit receipt in text format as deemed sufficient by Article 17 (3) of the Articles of Association:

By fax: +43 (1) 8900 500-52

By email anmeldung.rhi@hauptversammlung.at
 (This includes deposit receipts in PDF format.)

The shareholders are requested to contact the bank keeping the securities account and to have the same issue and transmit a deposit receipt.

The Effective Date has no effects on saleability of the shares and has no significance for the entitlement to dividends.

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, and shall contain the following information:

- information on the issuer: company name and address or a standard code used for transactions between banks,

- information on the shareholder: name/company name and address; in the case of natural persons also the date of birth; in the case of legal entities the register and the number under which the legal entity is registered in its home state,
- information on the shares: number of shares held by the shareholder, ISIN AT0000676903,
- securities account number or any other identification,
- time to which the deposit receipt refers.

Deposit receipts as evidence of the shares held for attendance at shareholders' meetings must refer to the Evidence Date, i.e. **25 April 2017**, midnight (CEST, Vienna time).

Deposit receipts will be accepted in German or English.

Proof of identity

The shareholders and their proxies are asked to have a valid official identity card ready at the registration desk.

IV. POSSIBILITY OF APPOINTING A REPRESENTATIVE AND PROCEDURE TO BE COMPLIED WITH

Any shareholder who is entitled to attend the shareholders' meeting and has provided evidence of that fact to the Company according to the requirements laid down in Clause III of this Invitation has the right to appoint a proxy, who shall attend the shareholders' meeting on behalf of the shareholder and who shall have the same rights as the shareholder s/he represents.

A proxy must be granted to a specific person (a natural or a legal person) in text format (Section 13 (2) *AktG*), and also several persons may be granted proxy.

Proxy may be granted both prior to and during the shareholders' meeting.

We are offering the following communication channels and addresses for transmission of proxies:

By post or courier service	RHI AG Legal & Compliance Attn. Mr. Robert Ranftler Wienerbergstrasse 9 1100 Vienna
By fax:	+43 (1) 8900 500-52
By email	anmeldung.rhi@hauptversammlung.at (This includes proxies in PDF format.)

The proxies must be received by **4 May 2017**, 4:00 p.m., at any of the addresses stated above, unless they are handed over on the day of the shareholders' meeting at the entrance where persons coming and leaving are being checked.

A proxy form and a form for revocation of proxy are available on the Company's website at www.rhi-ag.com. In the interest of smooth processing we kindly ask you to use the provided forms at all times.

Details on granting proxy, including but not limited to details on the text format and contents of the proxy, are included in the proxy form provided to the shareholders.

If a shareholder has issued a proxy to the bank that keeps his/her securities account (Section 10a *AktG*), a confirmation of the bank that is sent in the way provided for transmission of the same to the Company to the effect that it was granted proxy in addition to the deposit receipt shall suffice.

Shareholders may exercise the rights at the shareholders' meeting in person also after proxy has been granted. Personal appearance shall be deemed a revocation of a proxy that has been granted before.

The above regulations on the granting of proxy shall apply *mutatis mutandis* to revocation of proxy.

As a special service a representative of *Interessenverband für Anleger* (Investor's Association), IVA, 1130 Vienna, Feldmühlgasse 22, will be available to the shareholders as an independent proxy for exercise of voting rights at the shareholders' meeting according to the shareholder's instructions; for this purpose a special proxy form is available on the Company's website at www.rhi-ag.com. In addition, Dr. Michael Knap of IVA may be contacted directly on +43 1 8763343-0 (phone), +43 1 8763343-49 (fax) or michael.knap@iva.or.at (email).

V. INFORMATION ON THE SHAREHOLDERS' RIGHTS AS DEFINED IN SECTIONS 109, 110, 118 AND 119 AKTG

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

Shareholders whose shares collectively account for 5% of the registered capital and who have held those shares for at least three months prior to the motion may request in writing that **additional items** be included **in the agenda** of the shareholders' meeting and that they be published, provided that the request is received as a letter by post or courier by the Company exclusively at the address RHI AG, attn. Mr. Robert Ranftler, Head of Legal & Compliance, 1100 Vienna, Wienerbergstrasse 9 by **14 April 2017** (midnight). With every item so requested to be included in the agenda a proposal for a resolution including a statement of the reasons must be enclosed. The shareholder status must be evidenced by presentation of a deposit receipt as defined in Section 10a AktG which certifies that the requesting shareholders have held their shares for at least three months prior to the motion and such evidence must not be older than seven days at the time of presentation to the Company. As regards the other deposit receipt requirements reference is made to the information about the right to attend shareholders' meetings (Clause III).

2. Shareholders' proposals for resolution regarding the agenda as defined in Section 110 AktG

Shareholders whose shares collectively account for 1% of the registered capital may submit **proposals for resolution** including a statement of the reasons regarding any item on the agenda in text format and may request that such proposals including the name of the shareholders concerned, the 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, be made available on the Company's website that is registered in the Business Register, provided that such request is received by the Company in text format by **25 April 2017** (midnight) either by fax to +43 50213 6281 or at the address RHI AG, attn. Mr. Robert Ranftler, Head of Legal & Compliance, 1100 Vienna, Wienerbergstrasse 9, or by email to robert.ranftler@rhi-ag.com, with such request to be attached in text format to the email message, for example as a PDF file.

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.

The shareholder status must be evidenced by presenting a deposit receipt as defined in Section 10a *AktG* which must not be older than seven days at the time of presentation to the Company. As regards the other deposit receipt requirements reference is made to the information about the right to attend shareholders' meetings (Clause III).

3. Shareholders' right to information as defined in Section 118 *AktG*

At the shareholders' meeting any shareholder shall, upon 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 relationships of the Company with an affiliate and the situation of the group and of the entities included in the consolidated financial statements.

Such information may be denied if, according to the reasonable judgement of an entrepreneur, disclosure of the same might cause a material disadvantage to the Company or an affiliated enterprise or might be punishable by law.

The person chairing the shareholders' meeting may provide for a reasonable time limit for the shareholders' right to ask questions and to speak. S/he may provide for general or individual time limits for the shareholders' right to speak and to ask questions, in particular at the beginning, but also during the shareholders' meeting.

At the shareholders' meeting information must, in principle, be requested orally, but we will also be pleased to accept requests in text format.

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 sent to the Company by fax to +43 50213 6281 or by email to robert.ranftler@rhi-ag.com.

4. Shareholder motions at the shareholders' meeting as defined in Section 119 *AktG*

Irrespective of a certain 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. If several motions have been received regarding a specific item on the agenda, the chairperson shall determine the order in which those motions shall be resolved on in accordance with Section 119 (3) *AktG*. Pursuant to Section 110 *AktG* a **motion of a shareholder regarding election of a Supervisory Board member** is, however, subject to the mandatory requirement of timely transmission of a proposal for resolution. Candidates for election to the Supervisory Board (item 7 on the agenda) may only be proposed by shareholders whose shares together account for at least 1% of the registered capital. Such proposals for election must be received by the Company in the manner described above (Clause V (2)) by **25 April 2017**. 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. Otherwise the motion of a shareholder regarding election of a Supervisory Board member may not be taken into account in the vote.

5. Information on the website

More information on these shareholders' rights as defined in Sections 109, 110, 118 and 119 *AktG* are available on the Company's website at www.rhi-ag.com.

VI. ADDITIONAL INFORMATION**Total number of shares and voting rights**

At the time the shareholders' meeting is convened the Company's share capital amounts to EUR 289,376,212.84 and is divided into 39,819,039 no-par value bearer shares. Every share entitles the holder to one vote. Therefore, the total number of voting rights amounts to 39,819,039 voting rights at the time the shareholders' meeting is convened. At the time the shareholders' meeting is convened the Company neither directly nor indirectly holds any treasury shares. Pursuant to Section 67 in conjunction with Section 262 (29) *AktG* 10,073 no-par value shares have been invalidated.

Vienna, April 2017

The Management Board