

RHI AG
Vienna, FN 103123 b
ISIN AT0000676903

**Publication of a resolution adopted at the Annual General Meeting dated May 5, 2017
regarding the authorization to purchase no-par bearer shares of the Company
in accordance with § 65 para. 1(4) as well as para 1a and para 1b
Stock Corporation Act (AktG)
in connection with § 82 para 9 Stock Exchange Act and § 2 para 2 Publication Regulation**

At the 38th Annual General Meeting of RHI AG held on May 5, 2017 the following resolution was adopted:

- a) The Management Board shall be authorized in accordance with § 65 para. 1 (4) as well as para. 1a and para. 1b AktG to acquire, during a period of validity of 30 months starting on May 5, 2017, up to 12,000 no-par bearer shares of the Company by purchasing such shares both on an exchange and by off-market transactions, in each case at the stock exchange price of the day this authorization is exercised. The acquisition cannot be effected for the purpose of trading in treasury shares. The authorization may be exercised in full or in part or even in several tranches by the Company, by a subsidiary (§ 228 para. 3 UGB) or for the account of the Company by third parties.
The Management Board of RHI AG may resolve to purchase on an exchange but the Supervisory Board must be notified of this resolution afterwards. Any purchases by off-market transactions are subject to prior approval by the Supervisory Board.

- b) The Management Board shall be authorized for a period of five years as from May 5, 2017 to decide in accordance with § 65 para. 1b AktG, with the approval of the Supervisory Board, to alienate and/or use treasury shares in a way different from sale on an exchange or by way of a public offer, with the regulations governing the exclusion of the shareholders' subscription rights applying by analogy, and to determine the terms of the alienation. The authorization may be exercised in full or in part or even in several tranches by the Company, by a subsidiary (§ 228 para. 3 UGB) or for the account of the Company by third parties, for the purpose of implementing an employee stock ownership program to issue shares to employees and executives of the Company as well as to members of the management, executives and employees of Group Companies (continuation of the "employee stock ownership plan 4+1").

Vienna, May 2017

The Management Board