

**FURTHER INFORMATION ON THE SHAREHOLDERS' RIGHTS AS DEFINED IN SECTIONS 109, 110, 118 and 119 of the Austrian Stock Corporations Act [Aktiengesetz/AktG]**

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

Shareholders whose shares collectively account for **5% of the share 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 this shareholders' meeting and that they be published, provided that the request is received in writing by the Company exclusively at the address 1100 Vienna, Wienerbergstrasse 9, Attn. Mr. Robert Ranftler, Head of Legal & Compliance, by 16 July 2017, 24:00 (CEST), Vienna time. With every item so requested to be included in the agenda, a proposal for a resolution including a statement of the reasons for the same must be enclosed (including in German).

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. In the case of several shareholders who only in the aggregate reach the required shareholding of 5% of the share capital or in the case of several deposit receipts for shares which only in the aggregate amount to 5% of the shares, deposit receipts must refer to the same date. As regards the other deposit receipt requirements reference is made to the information about the right to attend shareholders' meetings.

**Proposals for resolution made by shareholders as defined in Section 110 AktG**

Shareholders whose shares collectively account for **1% of the share capital** may submit **proposals for resolution** including a statement of the reasons regarding any item on the agenda in text format (including in German) and may request that such proposals including the statement of the reasons be made available on the Company's website, provided that such request in text format is received by the Company by **26 July 2017**, 24:00 (CEST), Vienna time, either by fax to +43 50213 6281 or at the address 1100 Vienna, Wienerbergstrasse 9, Attn. Mr. Robert Ranftler, Head of Legal & Compliance, 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.

The shareholder status enabling a person to exercise this shareholder right 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. In the case of several shareholders who only in the aggregate reach the required shareholding of 1% of the share capital or in the case of several deposit receipts for shares which

only in the aggregate amount to 1% of the shares, deposit receipts must refer to the same date. As regards the other deposit receipt requirements reference is made to the information about the right to attend shareholders' meetings.

### **Evidence date and 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 at the shareholders' meeting, depends on the number of shares held on 25 July 2017, 24:00 (CEST), Vienna time (**Evidence Date**).

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

### **Evidence of the shares held**

The number of shares held at the Evidence Date must be evidenced by a deposit receipt as defined in Section 10a *AktG*, which must be received by the Company by 1 August 2017, 24:00 (CEST), Vienna time, exclusively at one of the addresses stated below.

(i) For delivery/transmission of the deposit receipt in writing:

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

By email: an electronic document in PDF format bearing a qualified electronic signature  
[anmeldung.rhi@hauptversammlung.at](mailto:anmeldung.rhi@hauptversammlung.at)

Via SWIFT: GIBAATWGGMS  
(message type MT598 or MT599; please ensure that ISIN AT0000676903 is stated in the text by all means)

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

By fax: +43 (1) 8900 500-52  
By email: anmeldung.rhi@hauptversammlung.at  
(please transmit the deposit receipt in PDF format)

### **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:

- details on the issuer: (company) name and address or a standard code used for transactions between banks (BIC, SWIFT),
- information on the shareholder: (company) name, address, date of birth in the case of natural persons; register and register number in the case of legal entities as applicable,
- 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 shareholding for attendance at the shareholders' meeting must refer to the Evidence Date stated above, i.e. 25 July 2017, 24:00 (CEST), Vienna time.

Deposit receipts will be accepted in German or English.

### **Information on the right to information as defined in Section 118 AktG**

At the shareholders' meeting every shareholder shall, upon request, be informed about Company matters to the extent such information is required for proper assessment of an item on the agenda. The duty to provide information also includes the legal and business relationships of the Company with an affiliate. If consolidated financial statements and the group management report are presented at the shareholders' meeting of a parent company (Section 189a No. 6 of the Austrian Business Code [*Unternehmensgesetzbuch/UGB*]), the duty to provide information also includes the situation of the group and of the entities included in the consolidated financial statements.

The information must comply with the principles of conscientious and accurate rendering of account.

The Company may refuse to provide such information if

1. according to the reasonable judgement of an entrepreneur, disclosure of such information might cause a material disadvantage to the Company or an affiliate or
2. disclosure of the same were punishable.

Every shareholder attending the shareholders' meeting is entitled to such information. Not only the shareholder him/herself but also his/her legal or authorised representative/proxy is entitled to information.

For reasons of procedural economy please submit any questions the answering of which will require an extended period of preparation to the Management Board in text format timely before the shareholders' meeting. Questions may be submitted to the Company by post to 1100 Vienna, Wienerbergstrasse 9, Attn. Mr. Robert Ranftler, Head of Legal & Compliance, or by email to [robert.ranftler@rhi-ag.com](mailto:robert.ranftler@rhi-ag.com).

**Information on the shareholders' right to file motions at the shareholders' meeting as defined in Section 119 AktG**

Irrespective of a certain shareholding, any shareholder is entitled to file motions at the shareholders' meeting with respect to any item on the agenda. For that purpose evidence of the right to attend the meeting in line with the invitation to the shareholders' meeting is required. Not only the shareholder him/herself but also his/her legal or authorised representative/proxy attending the shareholders' meeting has the right to file motions.