

**NOTARIAL RECORD OF PROCEEDINGS AT A  
MEETING:**

**RHI-MAG N.V.**

having its official seat in Arnhem, the Netherlands.

Deed dated 16 August 2017.

**Contents:**

- certified copy of the notarial record of proceedings at a meeting, executed on 16 August 2017 before G.M. Portier, civil law notary in Amsterdam, the Netherlands.



## NOTARIAL RECORD OF PROCEEDINGS AT A MEETING

(RHI-MAG N.V.)

On the sixteenth day of August two thousand and seventeen, I, Guido Marcel Portier, civil law notary in Amsterdam, the Netherlands, was present at the general meeting of **RHI-MAG N.V.**, a public company incorporated under the laws of the Netherlands (*naamloze vennootschap*), having its official seat (*statutaire zetel*) in Arnhem, the Netherlands, and its office at Wienerbergstrasse 9, 1100 Vienna, Austria, registered with the Dutch Trade Register of the Chamber of Commerce under number 68991665 (the "**Acquiring Company**"), held at my office at Zuidplein 180, 1077 XV Amsterdam, the Netherlands, at the request of the management board of the Acquiring Company, with the purpose of preparing a notarial record of the proceedings at the meeting.——

There I, civil law notary, established the following.——

Maria Cornelia Leeftang acts as chairman of the meeting, in capacity of attorney-in-fact in writing of the sole shareholder of the Acquiring Company.——

The aforementioned proxy granted to the chairman appears from a written power of attorney, a copy of which has been attached to this record (*Annex*).——

The chairman opens the meeting and states that according to information given by the management board of the Acquiring Company, no depositary receipts for shares (*certificaten van aandelen*) in the capital of the Acquiring Company have been issued with the Acquiring Company's cooperation (*medewerking*), no shares in the capital of the Acquiring Company have been pledged and no usufruct has been created on shares in the capital of the Acquiring Company and therefore, in respect of the Acquiring Company, there are no persons to whom the laws of the Netherlands attribute the rights accruing to holders of depositary receipts for shares in the capital of a company, issued with that company's cooperation (*certificaathoudersrechten*).——

The chairman establishes that the entire issued capital of the Acquiring Company is represented at the meeting so that valid resolutions may be adopted in respect of all matters coming up for discussion, provided they are adopted unanimously, even though the requirements relevant to the convening and holding of meetings have not been met. The chairman further establishes that according to information given by the management board of the Acquiring Company, all directors of the Acquiring Company have been given the opportunity to cast their advisory vote (*raadgevende stem*) within the meaning of Section 2:117, subsection 4, of the Dutch Civil Code.——

Furthermore, the chairman establishes that according to information given by or on behalf of the management board of the Acquiring Company and information given by or on behalf of the management board of RHI AG, a public company incorporated under the laws of Austria, having its official seat in Vienna, Austria, and its office at Wienerbergstrasse 9, 1100 Vienna, Austria, registered with the Commercial Court of Vienna, Austria, under number FN 103123 b (the "**Disappearing Company**" and the Acquiring Company and the Disappearing Company jointly the "**Merging Companies**"), no important changes in the assets and the liabilities (*de activa en de passiva*) of the Merging Companies that have affected the statements in the Merger Terms and the Joint Merger Report (as defined hereinafter) have become known after the Merger



Terms and the Joint Merger Report were drawn up.\_\_\_\_\_

The chairman further states that on the twenty-third day of June two thousand and seventeen, the management boards of the Merging Companies drew up (i) common merger terms (the "**Merger Terms**") in respect of the Merger (as defined hereinafter), and (ii) a joint merger report in respect of the Merger (the "**Joint Merger Report**").\_\_\_\_\_

The chairman opens the discussion on the proposal to resolve, in accordance with Section 2:333k, subsection 12, of the Dutch Civil Code, not to open negotiations with regard to arrangements of co-determination (*medezeggenschap*) as referred to in Section 1:1, subsection 1, of the Act on the Involvement of Employees at European Legal Entities (*Wet rol werknemers bij Europese rechtspersonen*).\_\_\_\_\_

The chairman establishes that the proposal is unanimously adopted by the meeting.\_\_\_\_\_

The chairman opens the discussion on the proposals to resolve to approve and to accept – in the sense of respective declarations of submission (*Unterwerfungserklärungen*) according to the specific provisions of Sections 11 and 12 of the Austrian EU Merger Act and as an integrated part of the Merger approval (*Verschmelzungsbeschluss*) of this meeting – that (a) the shareholders of the Disappearing Company shall be entitled to initiate proceedings for review of the share exchange ratio according to Sections 225 *et sequens* of the Austrian Stock Corporation Act, and that (b) the withdrawing shareholders of the Disappearing Company (RHI AG, FN 103123 b) shall be entitled to initiate proceedings according to Section 11 of the Austrian EU Merger Act for review of the amount of the cash compensation to be paid pursuant to Section 10 of the Austrian EU Merger Act, in each case before the Commercial Court of Vienna (*Handelsgericht Wien*). These declarations of submission are provided for in the Merger Terms. Hence the shareholders of the Disappearing Company (RHI AG, FN 103123 b) shall, according to the specific provisions of Sections 11 and 12 of the Austrian EU Merger Act, in each case in conjunction with Sections 225c *et sequens* of the Austrian Stock Corporation Act, in connection with this Merger have the right to request at the Commercial Court of Vienna review of the share exchange ratio and/or the amount of the cash compensation to be paid to the withdrawing shareholders.\_\_\_\_\_

The chairman establishes that the proposals are unanimously adopted by the meeting. (In German: *Der Vorsitzende eröffnet die Debatte über die Anträge betreffend die Genehmigung und die Zustimmung im Sinne der Unterwerfungserklärungen nach den näheren Bestimmungen der §§ 11 und 12 EU-VerschG und als integrierter Bestandteil des Verschmelzungsbeschlusses dieser Gesellschafterversammlung, dass (a) die Aktionäre der RHI AG ein Verfahren gemäß §§ 225c ff AktG zur Überprüfung des Umtauschverhältnisses, sowie (b) dass die widersprechenden Aktionäre der Übertragenden Gesellschaft (RHI AG, FN 103123 b) ein Verfahren gemäß § 11 EU-VerschG zur Überprüfung der gemäß § 10 EU-VerschG zu gewährenden Barabfindung, jeweils vor dem Handelsgericht Wien einleiten können. Diese Unterwerfungserklärungen sind im gemeinsamen Verschmelzungsplan vorgesehen. Folglich haben die Aktionäre der Übertragenden Gesellschaft (RHI AG, FN 103123 b) nach den näheren Bestimmungen der §§ 11 und 12 EU-VerschG, jeweils in Verbindung mit §§ 225c ff AktG, die Möglichkeit, im Zusammenhang mit dieser Verschmelzung beim Handelsgericht eine Überprüfung des Umtauschverhältnisses und/oder der Höhe der Barabfindung für die widersprechenden Aktionäre zu verlangen.*\_\_\_\_\_



*Der Vorsitzende stellt fest, dass die Anträge von der Gesellschafterversammlung einstimmig angenommen wurden.)*\_\_\_\_\_

The chairman opens the discussion on the proposal to resolve to effect a statutory merger in accordance with (i) the Council Directive no. 2005/56/EC dated the twenty-sixth day of October two thousand and five on cross-border mergers of limited liability companies, (ii) Section 2:309 in connection with Section 2:333c of the Dutch Civil Code and (iii) Section 3, paragraph 2, of the Austrian EU Mergers Act in connection with Section 225a, paragraph 3, of the Austrian Stock Corporation Act between the Merging Companies, (i) as a result of which the Disappearing Company will cease to exist; (ii) as a result of which the Acquiring Company will acquire the assets and liabilities of the Disappearing Company under universal succession of title; and (iii) by which the Acquiring Company will grant shares in its capital to each shareholder of the Disappearing Company (the "**Merger**"), in accordance with the Merger Terms.\_\_\_\_\_

The chairman establishes that the proposal is unanimously adopted by the meeting.\_\_\_\_\_  
No more business being before the meeting, the chairman closes the meeting.\_\_\_\_\_

**Close**\_\_\_\_\_

This record of proceedings at a meeting was executed in Amsterdam, the Netherlands, on the sixteenth day of August two thousand and seventeen.\_\_\_\_\_

Before reading out, a concise summary and an explanation of the contents of this record were given to the chairman of the meeting. The chairman then declared that she had taken note of and agreed to the contents of this record and did not want the complete record to be read to her. Thereupon, after limited reading, this record was signed by the chairman and by me, civil law notary.\_\_\_\_\_

(Signed by: M.C. Leeftang; G.M. Portier)

TRUE COPY:



A large, stylized handwritten signature in black ink, appearing to be the signature of G.M. Portier.