

## **Employee share purchase scheme "4 plus 1"**

### **Disclosure in accordance with § 65 para. 1 (4) of the Stock Corporation Act (AktG) in conjunction with §§ 4 and 5 of the Disclosure Regulation 2002**

With a resolution of the 37<sup>th</sup> Annual General Meeting of RHI AG on May 4, 2016, the Management Board was 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 4, 2016, 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.

On December 1, 2016, the Management Board adopted the decision to buy back treasury shares up to a maximum amount of 12,000 (twelve thousand) shares via the stock exchange, corresponding to the monthly extent of the purchases by employees and executives of the company as well as members of the management, executives and employees of subsidiaries of the company, and to make them available ("to sell") to the above-mentioned group of persons within the "employee stock ownership scheme 4+1" as "bonus shares". The company gives the above-mentioned group of persons one "bonus share" for every 4 (four) shares of the company they have purchased as part of the "employee stock ownership scheme 4 + 1".

By means of this disclosure, the resolution of the Management Board is published and the intended free of charge transfer ("sale") of treasury shares to the employees and executives of the company and the members of the management, executives and employees of subsidiaries is announced.

The resolution adopted on May 4, 2016 regarding the authorization by the Annual General Meeting was published in the Official Gazette (Amtsblatt zur Wiener Zeitung) on May 6, 2016.

The share buyback program begins on December 1, 2016 and will end at the latest with the expiry of the day on November 4, 2018.

The share buyback program refers to non-par bearer shares of the company.

The intended volume of the buyback of shares amounts to a maximum of 12,000 (twelve thousand) shares, which corresponds to a maximum of 0.03% (zero point zero three percent) of the share capital of the company.

The consideration to be paid per share shall be no higher and no lower than the share price on the stock exchange on the day of exercising the authorization.

The type of buyback is an acquisition of shares via the stock exchange for the purpose of issuing the shares to employees and executives of the company as well as members of the management, executives and employees of subsidiaries within the “employee stock option scheme 4+1”.

The share buyback program will have no effect on the listing of the shares of the company.

The company intends, in accordance with § 5 para. 4 of the Disclosure Regulation 2002 (VeröffentlichungsV 2002), to fulfill the disclosure obligations in accordance with §§ 6 and 7 of the Disclosure Regulation 2002 by publishing the information on the website of the company in the Internet ([www.rhi-ag.com](http://www.rhi-ag.com)).

Vienna, December 2016

The Management Board



**Disclosure pursuant to section 7 of the Disclosure Regulation 2002 in connection with section 65 para 1 (4) Stock Corporation Act (AktG)**

**Details to the 4+1-share repurchase program (resolution of the Annual General Meeting May 4, 2016)**

Date	Total volume of shares repurchased on trading day (in units)	Total volume of shares repurchased as percentage of company's total share capital	Highest value of shares paid on trading day (in €)	Lowest value of shares paid on trading day (in €)	Weighted average price per share paid on trading day (in €)	Total value of repurchased shares paid on trading day (in €)
22.12.2016	442	0,0011	23,750	23,745	23,749	10.497,030
26.01.2017	682	0,0028	23,660	23,625	23,646	16.126,705
23.02.2017	545	0,0042	23,095	23,085	23,092	12.585,070
24.03.2017	257	0,0048	22,800	22,800	22,800	5.859,600
24.04.2017	121	0,0051	25,600	25,570	25,584	3.095,650
29.05.2017	144	0,0055	31,385	31,370	31,380	4.518,775
23.06.2017	63	0,0057	30,415	30,415	30,415	1.916,145
25.07.2017	40	0,0058	32,650	32,600	32,648	1.305,900
23.08.2017	215	0,0063	31,840	31,690	31,791	6.835,110
25.09.2017	51	0,0064	35,080	35,080	35,080	1.789,080
25.10.2017	192	0,0069	36,145	36,145	36,145	6.939,840