

## **POWER OF ATTORNEY**

As a shareholder of RHI AG, I hereby authorise

**Dr. Wilhelm G. Rasinger, President of IVA**

to represent me at the 31<sup>st</sup> Annual General Meeting of RHI AG, Vienna, FN 103123 b, on Friday, 30 April 2010, at 10:00 a.m, which is held at Haus der Industrie, 1030 Vienna, Schwarzenbergplatz 4, and to exercise all rights which I am entitled to as a shareholder of RHI AG, in particular the voting right.

In particular, I authorise the above-mentioned authorised representative to exercise the voting right on the following agenda and to pass resolutions:

1. Presentation of the approved financial statements and notes, consolidated financial statements 2009, as well as the management report and the group management report, the Corporate Governance report and the report of the Supervisory Board for the financial year 2009.
2. Resolution on the allocation of accumulated profit.
3. Resolution on the acceptance of the report of the members of the Management Board for the financial year 2009.
4. Resolution on the acceptance of the report of the members of the Supervisory Board for the financial year 2009.
5. Appointment of the auditor of the financial statements and consolidated financial statements for the financial year 2010.
6. Resolution on the remuneration of the members of the Supervisory Board for the financial year 2009.
7. Election of Supervisory Board members
8. Resolution on the creation of new authorised capital for a cash capital increase [Authorised Capital 2010], maintaining the authorised capital in accordance with the resolution of the Annual General Meeting on 29 May 2008 [Authorised Capital 2008], as follows:  
“Resolution on the authorisation of the Management Board pursuant to § 169 of the Stock Corporation Act (AktG) to increase share capital, with the approval of the Supervisory Board but without further approval by the Annual General Meeting until 30 April 2015 – in several tranches – in return for a cash contribution by up to EUR 43,406,425.75 by issuing up to 5,972,855 no-par bearer shares with voting rights and to determine the issue price, the issue conditions and further details regarding the implementation of the capital increase.  
The Supervisory Board shall be authorised to amend § 5 of the articles of association in accordance with the volume of the capital increase from authorised capital [Authorised Capital 2010].”
9. Resolution to authorise the Company to acquire treasury shares in accordance with § 65 para. 1 (4) AktG (continuation of the employee stock ownership plan 4+1).
10. Resolution on the amendment of the articles of association for the purpose of adapting it to the amended legal regulations – Stock Corporation Amendment Act 2009 as well as an amendment of § 5 with a view to agenda item 8.

I instruct the above-mentioned authorised representative to vote on agenda items 2 to 10 as follows (mark with a cross where applicable; if no instructions are given, the authorised representatives will vote for the motions of the management).

**Agenda Item 2**

Vote FOR	Vote AGAINST	Abstain
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**Agenda Item 3**

Vote FOR	Vote AGAINST	Abstain
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**Agenda Item 4**

Vote FOR	Vote AGAINST	Abstain
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**Agenda Item 5**

Vote FOR	Vote AGAINST	Abstain
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**Agenda Item 6**

Vote FOR	Vote AGAINST	Abstain
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**Agenda Item 7**

Vote FOR	Vote AGAINST	Abstain
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**Agenda Item 8**

Vote FOR	Vote AGAINST	Abstain
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**Agenda Item 9**

Vote FOR	Vote AGAINST	Abstain
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**Agenda Item 10**

Vote FOR	Vote AGAINST	Abstain
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The authorised representative is authorised to transfer the power of attorney to other persons.

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(Name/company and address of the shareholder in capital letters)

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(Date, signature of the shareholder or facsimile of the signature)

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(Name of the bank at which the deposit is held)

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(Number of shares)