

## POWER OF ATTORNEY

As a shareholder of RHI AG, I hereby authorize

\_\_\_\_\_  
(Name of the authorized representative in capital letters)

to represent me at the 33<sup>rd</sup> Annual General Meeting of RHI AG, Vienna, FN 103123 b, on Thursday, May 3, 2012, at 10.00 a.m. at Haus der Industrie, 1030 Wien, 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 authorize the above-mentioned authorized representative to exercise the voting right regarding the following agenda and to pass resolutions:

1. Presentation of the approved annual financial statements and consolidated financial statements 2011 and notes, as well as the management report and group management report, the Corporate Governance report and the report of the Supervisory Board on the financial year 2011.
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 2011.
4. Resolution on the acceptance of the report of the members of the Supervisory Board for the financial year 2011.
5. Appointment of the auditor of the financial statements and the consolidated financial statements for the financial year 2012.
6. Resolution on the remuneration of the members of the Supervisory Board for the financial year 2011.
7. Elections to the Supervisory Board.
8. Resolution on the authorization of the company to acquire treasury shares in accordance with § 65 para.1 (4) AktG (continuation of the employee stock ownership plan 4+1).
9. Resolution on amendments to the articles of association.

The authorized representative is authorized to transfer the power of attorney to other persons.

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

\_\_\_\_\_  
Date, signature of the shareholder or facsimile of the signature)

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

\_\_\_\_\_  
(Number of shares)