

TRANSLATION FROM GERMAN ORIGINAL

**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 35<sup>th</sup> Annual General Meeting of RHI AG, Vienna, commercial register number FN 103123 b, to be held at "Haus der Industrie", 1030 Vienna, Schwarzenbergplatz 4, on Friday, May 9, 2014, at 10:00 a.m., 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 and adopt resolutions regarding the following agenda:

1. Presentation of the financial statements including the management report, of the Corporate Governance report and the report of the Supervisory Board for the financial year 2013 as well as of the consolidated financial statements 2013 and the group management report for the financial year 2013.
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 2013.
4. Resolution on the acceptance of the report of the members of the Supervisory Board for the financial year 2013.
5. Appointment of the auditor of the financial statements and the consolidated financial statements for the financial year 2014.
6. Resolution on the remuneration of the members of the Supervisory Board for the financial year 2013.
7. Election of a member 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).

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)

\_\_\_\_\_  
Depository bank / (Number of no-par shares)