

POWER OF ATTORNEY

As a shareholder of RHI AG, I hereby authorize

Dr. Michael Knap, Vice-president of IVA

to represent me at the 36th 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 8, 2015, 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 proposal for the allocation of the accumulated profit, of the Corporate Governance report and the report of the Supervisory Board for the financial year 2014 as well as of the consolidated financial statements 2014 and the group management report for the financial year 2014.
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 2014.
4. Resolution on the acceptance of the report of the members of the Supervisory Board for the financial year 2014.
5. Appointment of the auditor of the financial statements and consolidated financial statements for the financial year 2015.
6. Resolution on the remuneration of the members of the Supervisory Board for the financial year 2014.
7. Resolution on the creation of new authorized capital subject to compliance with the statutory subscription right, also within the meaning of the indirect subscription right pursuant to § 153 para. 6 AktG [Authorized Capital 2015]
and
resolution on the amendment of Article 5 paragraphs 2 and 3 of the Articles of Association

- 8. Resolution on the authorization of the Management Board
 - a) to acquire treasury shares in accordance with § 65 para. 1 (4) as well as para. 1a and para. 1b AktG, by purchasing up to 12,000 no-par shares both on an exchange and by off-market transactions, also subject to the exclusion of the proportionate power of alienation that may go along with such an acquisition (reverse exclusion of subscription rights),
 - b) to decide in accordance with § 65 para. 1b AktG to alienate and/or use treasury shares in a way different from sale on an exchange or by way of a public offer, with the regulations governing the exclusion of the shareholders' subscription rights applying by analogy.

I instruct the above-mentioned authorized representative to vote on agenda items 2 to 8 concerning the resolutions proposed by the Management Board and by the Supervisory Board as downloadable from the website of the Company at www.rhi-ag.com according to the convening notice as follows (mark with a cross where applicable).

Agenda Item 2

Vote FOR	Vote AGAINST	Abstain
<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

Agenda Item 3

Vote FOR	Vote AGAINST	Abstain
<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

Agenda Item 4

Vote FOR	Vote AGAINST	Abstain
<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

Agenda Item 5

Vote FOR	Vote AGAINST	Abstain
<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

Agenda Item 6

Vote FOR	Vote AGAINST	Abstain
<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

Agenda Item 7

Vote FOR	Vote AGAINST	Abstain
<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

Agenda Item 8

Vote FOR	Vote AGAINST	Abstain
<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

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

I acknowledge that the representative will not accept any instructions to request leave to speak, to raise objections against resolutions of the General Meeting, to ask questions or to make motions.

I acknowledge that evidence of shareholdings on the record date is a prerequisite for the representative to be able to exercise the voting right at the General Meeting, i.e. the Company must receive a deposit confirmation pursuant to § 10a AktG in accordance with the convening notice at one of the addresses listed in that notice, by May 5, 2015 at the latest.

(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)