

PROXY

As a shareholder of RHI AG I hereby empower

Dr. Wilhelm Rasinger, President of the Austrian Shareholder Association [IVA]

to represent me at the 37th ordinary shareholders' meeting of RHI AG, Vienna, FN [Business Register Number] 103123 b, on Wednesday, 4 May 2016, at 10:00 a.m., at Haus der Industrie, 1030 Vienna, Schwarzenbergplatz 4, and to exercise all of my rights as a shareholder of RHI AG, including but not limited to the voting right.

In particular, I empower the proxy stated above to exercise the voting right and to pass resolutions on the following agenda:

1. Presentation of the annual financial statements including the management report, the proposal for appropriation of the profit, the corporate governance report, the report made by the Supervisory Board for the financial year 2015, the consolidated financial statements for 2015 and the group management report for the financial year 2015.
2. Resolution on appropriation of the net profit for the year.
3. Resolution on approval of the actions of the Management Board members for the financial year 2015.
4. Resolution on approval of the actions of the Supervisory Board members for the financial year 2015.
5. Election of the auditor and group auditor for the financial year 2016.
6. Resolution on remuneration of the Supervisory Board members for the financial year 2015.
7. Elections to the Supervisory Board.
8. Resolution on the authorisation of the Management Board
 - (a) to acquire treasury shares as defined in Section 65 (1) No. 4, (1a) and (1b) of the Austrian Stock Corporations Act [*Aktiengesetz/AktG*] both via the stock exchange and over the counter in the amount of up to 12,000 no-par value shares, including by exclusion of the pro-rata right of disposal which may result from such an acquisition (reversed exclusion of subscription right),
 - (b) to resolve for disposal or use of treasury shares, pursuant to Section 65 (1b) *AktG*, on a way to dispose of them other than via the stock exchange or by a public offering by applying the regulations on exclusion of the subscription right of the shareholders *mutatis mutandis*.
9. Resolution on the amendment to Article 8 (1) 1st sentence of the Articles of Association.

I instruct the aforementioned proxy to vote as follows on items 2 to 9 on the agenda regarding the proposals of the Management Board and of the Supervisory Board for resolution as they are available for download from the company's website under www.rhi-ag.com in accordance with the invitation (please check as appropriate):

Item 2 on the agenda

YES	NO	Abstention
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Item 3 on the agenda

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YES	NO	Abstention
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Item 4 on the agenda

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YES	NO	Abstention
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Item 5 on the agenda

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YES	NO	Abstention
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Item 6 on the agenda

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YES	NO	Abstention
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Item 7 on the agenda

Election of Gerd Peskes

YES	NO	Abstention
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Election of Stanislaus Prinz zu Sayn-Wittgenstein-Berleburg

YES	NO	Abstention
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Election of Dr. Wolfgang Rutenstorfer

YES	NO	Abstention
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Item 8 on the agenda

YES	NO	Abstention
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Item 9 on the agenda

YES	NO	Abstention
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The proxy is authorised to delegate this proxy to any other person.

I acknowledge that the proxy will accept no instructions to ask for the floor, to raise objections to resolutions of the shareholders' meeting or to ask questions or file motions.

I acknowledge that evidencing the number of shares held at the evidence date is a prerequisite for the proxy to exercise the voting right at the shareholders' meeting, i.e. a deposit receipt as defined in Section 10a AktG must be received by the Company by 29 April 2016 in accordance with the provisions of the invitation at one of the addresses stated therein.

(Business) Name and address of the shareholder in capitals

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

(Bank that keeps the securities account) / (Number of no-par value shares)