

PROXY

As a shareholder of RHI AG I hereby empower

(Name of proxy in capital letters)

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.

The proxy is authorised to delegate this proxy to any other person.

(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)