

PROXY

As a shareholder of RHI AG I hereby empower

Dr. Michael Knap, Vice President of IVA (Investor's Association)

to represent me at the 38th ordinary shareholders' meeting of RHI AG, Vienna, FN [Business Register Number] 103123 b, on Friday, 5 May 2017, 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 management report, the proposal for appropriation of the profit, the corporate governance report, the report made by the Supervisory Board on the financial year 2016, the consolidated financial statements for 2016 and the group management report for the financial year 2016
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 2016
4. Resolution on approval of the actions of the Supervisory Board members for the financial year 2016
5. Resolution on remuneration of the Supervisory Board members for the financial year 2016
6. Election of the auditor and group auditor for the financial year 2017
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 rights),
 - b) pursuant to Section 65 (1b) *AktG* for disposal or use of treasury shares to resolve 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 shareholders' subscription rights *mutatis mutandis*.

I instruct the aforementioned proxy to vote as follows on items 2 to 8 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 at www.rhi-ag.com as stated in the invitation (please check as appropriate):

Item 2

AYE	NO	Abstention
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Item 3

<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
AYE	NO	Abstention

Item 4

<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
AYE	NO	Abstention

Item 5

<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
AYE	NO	Abstention

Item 6

<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
AYE	NO	Abstention
<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

Item 7

Election of Dr. Herbert Cordt

AYE	NO	Abstention
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Election of Dr. Helmut Draxler

AYE	NO	Abstention
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Election of Hubert Gorbach

AYE	NO	Abstention
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Election of Dr. Alfred Gusenbauer

AYE	NO	Abstention
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Item 8

AYE	NO	Abstention
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The proxy is authorised to delegate this proxy to another 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 2 May 2017 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)