

PROXY

As a shareholder of RHI AG I hereby empower

(Name of proxy in capitals)

to represent me at the extraordinary shareholders' meeting of RHI AG, Vienna, FN [Business Register number] 103123 b, on Friday, 4 August 2017, at 9 a.m., and if not all items on the agenda can be dealt with on 4 August 2017, the meeting will be continued on the next day, i.e. on Saturday, 5 August 2017, at Austria Center Vienna, Bruno-Kreisky-Platz 1, 1220 Vienna, 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. Resolution on the demerger, namely
 - (a) Consent to the transfer of the entire business operations of RHI AG, including the equity interests listed in section 4.10.1 of the Demerger and Acquisition Agreement, by means of a demerger by absorption pursuant to Section 1 para. 2 no. 2 in conjunction with Section 17 of the Demerger Act, taking advantage of the tax benefits provided for under Article VI of the Reorganisation Tax Act, from RHI AG as the transferring company to RHI Feuerfest GmbH, with its registered office in Vienna, FN 442121 d, as the acquiring company under the terms of the Demerger and Acquisition Agreement of 23 June 2017, as at the effective date of the demerger, 31 December 2016 (24:00 CET), and
 - (b) Consent to the conclusion of the Demerger and Acquisition Agreement relating thereto.
2. Resolution on the cross-border merger, namely
 - (a) Consent to the cross-border merger by absorption of RHI AG as the transferring company by way of universal succession through the transfer of its assets in their entirety, including all assets and liabilities, rights and obligations and excluding liquidation, to RHI-MAG N.V., with its registered office in Arnhem, the Netherlands, registered with the Commercial Register of the Dutch Chamber of Commerce under registration no. 68991665, as the acquiring company in accordance with the statutory provisions of the EU Mergers Act and the Dutch Civil Code and pursuant to the provisions of the merger terms dated 23 June 2017, subject to the acquiring company giving its explicit consent that the shareholders of RHI AG can initiate proceedings under Section 225c et seq. of the Stock Corporation Act regarding a review of the exchange ratio and that the shareholders of RHI AG who have objected can initiate review proceedings under Section 11 of the EU Mergers Act concerning the cash settlement, in each case before the Commercial Court of Vienna (declarations of submission), and by taking advantage of the tax benefits provided for under Article I of the Reorganisation Tax Act, as at the effective date of the merger, 31 December 2016 (24:00 CET), and
 - (b) Consent to the merger terms dated 23 June 2017, and
 - (c) Consent to the application of the standard rules applicable to employee participation, as provided for in Article 1:31 paragraphs 2 and 3 of the Dutch Act on Employee Participation in European Companies (*Wet rol werknemers bij de Europese vennootschap*) (standard rules) in accordance with Section 2:333k para. 12 of the Dutch Civil Code.
3. Resolution on the formal approval of the actions of the members of the management board for the period from 1 January 2017 up to and including 4 August 2017.
4. Resolution on the formal approval of the actions of the members of the supervisory board for the period from 1 January 2017 up to and including 4 August 2017.
5. Resolution on remuneration for the supervisory board for the 2017 financial year.

The proxy is authorised to delegate this proxy to another person.

(Company) 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)