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**RUSH ENTERPRISES, INC.**

**PROXY – ANNUAL MEETING OF SHAREHOLDERS – MAY 17, 2016**

**This Proxy is solicited on behalf of the Board of Directors**

The undersigned shareholder of Rush Enterprises, Inc. (the "Company") hereby appoints Steven L. Keller and Derrek Weaver, and each of them, with full power of substitution, as proxies of the undersigned to vote at the Annual Meeting of Shareholders of the Company to be held on Tuesday, May 17, 2016, at 10:00 a.m., local time, in the main conference room at Rush Enterprises, Inc.'s executive offices, which are located at 555 IH-35 South, Suite 500, New Braunfels, Texas 78130, and at any adjournments or postponements thereof, the number of votes that the undersigned would be entitled to cast if personally present, and particularly, without limiting the generality of the foregoing, to vote and act on the following matters and in their discretion upon such other business as may properly come before the meeting or any adjournments or postponements thereof.

**This Proxy when properly executed will be voted in the manner directed herein by the undersigned shareholder. If no direction is made, this Proxy will be voted FOR all of the nominees listed in Proposal 1, FOR approval of the amendment and restatement of the 2004 Employee Stock Purchase Plan in Proposal 2, and FOR ratification of the appointment of Ernst & Young LLP in Proposal 3.**

(Continued and to be signed on the reverse side)

**ANNUAL MEETING OF SHAREHOLDERS OF  
RUSH ENTERPRISES, INC.**

**May 17, 2016**

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**NOTICE OF INTERNET AVAILABILITY OF PROXY MATERIALS:**

The proxy materials for the Company's Annual Meeting of Shareholders, including the 2015 Annual Report, the proxy statement and any other additional soliciting materials, are available at <http://investor.rushenterprises.com/annuals.cfm>.

Please sign, date and mail  
your proxy card in the  
envelope provided as soon  
as possible.

↓ Please detach and mail in the envelope provided. ↓

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PLEASE SIGN, DATE AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE. PLEASE MARK YOUR VOTE IN BLUE OR BLACK INK AS SHOWN HERE

**(1) ELECTION OF DIRECTORS**

The Board of Directors recommends a vote "FOR" all nominees.

FOR ALL NOMINEES

WITHHOLD AUTHORITY FOR ALL NOMINEES

FOR ALL EXCEPT (See instructions below)

**NOMINEES:**

- W.M. "Rusty" Rush
- W. Marvin Rush
- Thomas A. Akin
- James C. Underwood
- Raymond J. Chess
- William H. Cary
- Dr. Kennon H. Guglielmo

**INSTRUCTIONS:** To withhold authority to vote for any individual nominee(s), mark "FOR ALL EXCEPT" and fill in the circle next to each nominee you wish to withhold, as shown here: ●

To change the address on your account, please check the box and indicate your new address in the address space above. Please note that changes to the registered name(s) on the account may not be submitted via this method.

**(2) PROPOSAL TO APPROVE THE AMENDMENT AND RESTATEMENT OF THE 2004 EMPLOYEE STOCK PURCHASE PLAN.**  FOR  AGAINST  ABSTAIN

**(3) PROPOSAL TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE 2016 FISCAL YEAR.**  FOR  AGAINST  ABSTAIN

The Board of Directors recommends a vote **FOR** Proposal 2, and a vote **FOR** Proposal 3, all as more particularly described in the Proxy Statement dated April 4, 2016, relating to the Annual Meeting, receipt of which is hereby acknowledged. The undersigned shareholder also acknowledges receipt of the Notice of Annual Meeting of Shareholders.

In their discretion, the proxies are authorized to vote on any other matter that may properly come before the meeting or any adjournment or postponement thereof.

Signature of Shareholder \_\_\_\_\_ Date: \_\_\_\_\_ Signature of Shareholder \_\_\_\_\_ Date: \_\_\_\_\_

**Note:** Please sign exactly as your name or names appear on this Proxy. When shares are held jointly, each holder should sign. When signing as executor, administrator, attorney, trustee, guardian or in another representative capacity, please give full title as such. If the signer is a corporation, please sign full corporate name by duly authorized officer, giving full title as such. If signer is a partnership, please sign in partnership name by authorized person.