

Form of Instruction - Annual General Meeting (“AGM”) of RHI Magnesita N.V. (the “Company”) to be held on 7 June 2018

To be effective, all forms of instruction must be lodged with the Company’s Registrars at:
Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY by 30 May 2018 at 12.30 p.m. (BST)

Explanatory Notes:

1. Please indicate, by placing ‘X’ in the appropriate space overleaf, how you wish your votes to be cast in respect of each of the Resolutions. If this form is duly signed and returned, but without specific direction as to how you wish your votes to be cast, the form will be rejected.
2. The ‘Vote Abstain’ option overleaf is provided to enable you to abstain on any particular Resolution. However, it should be noted that a ‘Vote Abstain’ shall be deemed to have not been cast and will not be counted in the calculation of the proportion of the votes ‘For’ and ‘Against’ a Resolution.
3. To give an instruction via the CREST system, CREST messages must be received by the issuer’s agent (ID number 3RA50) not later than 12.30 p.m. (BST) on 30 May 2018. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which the issuer’s agent is able to retrieve the message. The Company may treat as invalid an appointment sent by CREST in the circumstances set out in Regulation 35(5) (a) of the Uncertificated Securities Regulations 2001.
4. Any alterations made in this form should be initialled.
5. The completion and return of this form will not preclude a depositary interest holder from attending the AGM.
6. Should the depositary interest holder, or a representative of that depositary interest holder, wish to attend the AGM, they must notify the Depository in writing or by email to !UKALLDITeam2@computershare.co.uk by 31 May 2018. On receipt the Depository will issue an Attendance Card which the person will need to bring to the AGM, which allows them to attend, as detailed in the notice of the AGM.
7. Entitlement to attend and instruct the Custodian “Computershare Company Nominees Limited” to vote at the AGM and the number of votes which may be cast thereat will be determined by reference to the Depository Interest Register at close of business on 10 May 2018. Changes to entries on the Depository Interest Register after that time shall be disregarded in determining the rights of any person to attend and give an instruction to vote at the AGM.

Kindly Note: This form is issued only to the addressee(s) and is specific to the unique designated account printed hereon. This personalised form is not transferable between different: (i) account holders; or (ii) uniquely designated accounts. The Company and Computershare Netherlands B.V or Computershare Investor Services PLC accept no liability for any instruction that does not comply with these conditions.

All Named Holders

Form of Instruction

Please use a **black** pen. Mark with an **X** inside the box as shown in this example.



I/We hereby instruct the Custodian "Computershare Company Nominees Limited" to vote on my/our behalf at the Annual General Meeting ("AGM") of RHI Magnesita N.V. (the "Company") to be held at **Hilton Amsterdam Airport Schiphol, Schiphol Boulevard 701, 1118 BN Schiphol, the Netherlands**, on 7 June 2018 at **1.30 pm** (CET) and at any adjourned meeting. The numbering of the below resolutions corresponds to the numbering of the resolutions in the agenda to the AGM. Only voting resolutions are included.

Resolutions	For	Against	Vote Withheld	For	Against	Vote Withheld
4. To adopt the annual accounts for the financial year ended 31 December 2017.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			
5. To declare a final dividend of EUR 0.75 per share for the financial year ended 31 December 2017.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			
6. To release the directors from liability for the exercise of their respective duties during the financial year 2017.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			
7. To determine the number of executive directors and non-executive directors.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			
8a. To re-elect S. Borgas as executive director and CEO.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			
8b. To re-elect O. Cortes Pereira Lopes as executive director and CFO.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			
9a. To re-elect H. Cordt as non-executive director and Chairman.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			
9b. To re-elect W. Rutenstorfer as non-executive director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			
9c. To re-elect S.O.L.B Prinz zu Sayn-Wittgenstein-Berleburg as non-executive director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			
9d. To re-elect D.A. Schlaff as non-executive director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			
9e. To re-elect K. Sevelde as non-executive director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			
9f. To re-elect C.F. Baxter as non-executive director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			
9g. To re-elect J.W. Leng as non-executive director with the title of Senior Independent Director and Deputy Chairman.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			
9h. To re-elect F. Lamas Lambranhos as non-executive director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			
9i. To re-elect J. Ramsay as non-executive director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			
9j. To re-elect A.J. Hosty as non-executive director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			
10. To reappoint PricewaterhouseCoopers Accountants N.V. as the Company's auditor for the financial year 2019.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			
12. To adopt a new remuneration policy of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			
13. To approve, as a non-binding resolution, the directors' remuneration report (excluding the directors' remuneration policy) for the period ended 31 December 2017.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			
14. To approve the Rules of the RHI Magnesita Long Term Incentive Plan as detailed in the notice of the AGM.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			
15. To irrevocably authorise the Board to issue ordinary shares or grant rights to acquire ordinary shares, as detailed in the notice of the AGM.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			
16. Subject to the passing of resolution 15 above, to irrevocably authorise the Board to limit or exclude pre-emptive rights in respect of an issue of ordinary shares or granting rights to acquire ordinary shares, as detailed in the notice of the AGM.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			
17. Subject to the passing of resolution 15 and in addition to any authority granted under resolution 16, to irrevocably authorise the Board to limit or exclude pre-emptive rights in respect of an issue of ordinary shares or granting of rights to acquire ordinary shares, as detailed in the notice of the AGM.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			
18. To irrevocably authorise the Board to acquire shares in the Company or depositary receipts of such shares (including depositary interests), as detailed in the notice of the AGM.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			

Intention to Attend

Please indicate whether you wish to attend the AGM by ticking the box. If you tick the box you will be sent an Attendance Card, which you will need to bring to the meeting, which allows you to attend, as detailed in the notice of the AGM.

Signature

Date

DD / MM / YY

In the case of joint Depositary Interest holders, only one holder need sign. In the case of a corporation, the Form of Instruction should be signed by a duly authorised official whose capacity should be stated, or by an attorney.

