



NOTICE FOR SHAREHOLDERS' MEETINGS

MAGNESITA REFRATÁRIOS S.A.
Corporate Taxpayer Number (CNPJ/MF) 08.684.547/0001-65
Registry of Trade Number (NIRE) 31.300.026.485
Publicly-Held Company

SECOND NOTICE FOR EXTRAORDINARY SHAREHOLDERS' MEETING

The Shareholders of Magnesita Refratários S.A. ("Company") are hereby invited, pursuant to the Company's Bylaws, upon second notice, to an Extraordinary Shareholders' Meeting ("Meeting") to be held on May 17th, 2012, at 11 a.m. at the Company's headquarters at Praça Louis Ensck, No. 240, Cidade Industrial, Contagem, State of Minas Gerais, Zip Code 32210-050, to discuss the following agenda: to approve the amendment and consolidation of the Company's By-Laws, according to the Management's Proposal available to the Shareholders and filed at the Company's headquarters.

General Instructions:

The Shareholders shall submit at the Company's headquarters, at least 48 (forty-eight) hours in advance: (i) supporting documents from the depositary financial institution of their book entry shares or shares in custody; and (ii) if it is the case, a proxy duly completed and signed in accordance with effective legislation and the Bylaws.

The following documents related to the agenda are available to the Shareholders on the Company's website (www.magnesita.com.br), in addition to the websites of the Brazilian Comissão de Valores Mobiliários - CVM (www.cvm.gov.br) and the Bolsa de Valores, Mercadorias e Futuros - BM&FBovespa S.A. (www.bmfbovespa.com.br), in accordance with effective legislation, specially CVM Instruction n. 481/2009. These documents are also available for analysis at the Company's headquarters. For access, Shareholders should schedule a date and time for a visit at the Investor Relations Management by phone: (55 11) 3152-3241.

Contagem, May 5th, 2012

Fersen Lamas Lambranh
Chairman of the Board of Directors