

Form of Proxy - Annual General Meeting (“AGM”) of RHI Magnesita N.V. (the “Company”) to be held on 6 June 2019

**To be effective, all proxy appointments must be lodged with the Company’s Registrars at:
 Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY by 30 May 2019 at 1.30 p.m. (CET)**

Explanatory Notes:

1. Every shareholder has the right to appoint some other person(s) of their choice, who need not be a shareholder, as their proxy to exercise all or any of their rights, to attend, speak and vote on their behalf at the AGM. If you wish to appoint a person other than Guido Portier, civil law notary of Linklaters LLP, or his substitute, please insert the name of your chosen proxy holder in the space provided (see reverse). If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box next to the proxy holder’s name (see reverse) the number of shares in relation to which the proxy holder is authorised to act as your proxy. If returned without an indication as to how the proxy shall vote on any particular matter, the proxy will exercise his/her discretion as to whether, and if so how, he/she votes (or if this proxy form has been issued in respect of a designated account for a shareholder, the proxy will exercise his/her discretion as to whether, and if so how, he votes).
2. To appoint more than one proxy, (an) additional proxy form(s) may be obtained by contacting the Registrar’s helpline on 0370 702 0000 or you may photocopy this form. Please indicate in the box next to the proxy holder’s name (see reverse) the number of shares in relation to which the proxy holder is authorised to act as your proxy. Please also indicate by marking the box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
3. 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.
4. Entitlement to attend and vote at the AGM and the number of votes which may be cast thereat will be determined by reference to the register of shareholders of the Company as at 6.00 p.m. (CET) on 9 May 2019. Changes to entries on the register of shareholders after that time shall be disregarded in determining the rights of any person to attend and vote at the AGM.
5. The above is how your address appears on the register of shareholders. If this information is incorrect please ring the Registrar’s helpline on 0370 702 0000 to request a change of address form.
6. Any alterations made to this form should be initialled.
7. The completion and return of this form will not preclude a shareholder from attending the AGM and voting in person.

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 Proxy



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

I/We hereby appoint Guido Portier, civil law notary of Linklaters LLP, or his substitute OR the following person

Please leave this box blank if you have selected Guido Portier, civil law notary of Linklaters LLP, or his substitute. Do not insert your own name(s).

as my/our proxy to attend and vote on my/our behalf at the Annual General Meeting ("AGM") of RHI Magnesita N.V. (the "Company") to be held at the **Hilton Amsterdam Airport Schiphol, Schiphol Boulevard 701, 1118 BN Schiphol, the Netherlands**, on 6 June 2019 at 1.30 p.m. (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
4. To adopt the annual accounts for the financial year ended 31 December 2018.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To declare a final dividend of EUR 1.50 per share for the financial year ended 31 December 2018.	<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 2018.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7a. To re-elect S. Borgas as executive director and CEO.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7b. To elect I. Botha as executive director and CFO.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8a. To re-elect H. Cordt as non-executive director and Chairman.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8b. To re-elect W. Ruttenstorfer as non-executive director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8c. 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"/>
8d. To re-elect D.A. Schlaff as non-executive director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8e. To re-elect K. Sevelde as non-executive director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8f. To re-elect C.F. Baxter as non-executive director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8g. 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"/>
8h. To re-elect J. Ramsay as non-executive director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

	For	Against	Vote Withheld
8i. To re-elect A.J. Hosty as non-executive director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8j. To elect J. Ashdown as non-executive director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8k. To elect F. Paulus as non-executive director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. To reappoint PricewaterhouseCoopers Accountants N.V. as the Company's auditor for the financial year 2020.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. To approve, as a non-binding resolution, the directors' remuneration report (excluding the directors' remuneration policy) for the period ended 31 December 2018.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. 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"/>
12. Subject to the passing of resolution 11 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"/>
13. Subject to the passing of resolution 11 and in addition to any authority granted under resolution 12, 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"/>
14. 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.

I/we would like my/our proxy to vote on the resolutions proposed at the AGM as indicated on this form. If the form does not indicate the direction of the vote in respect of one or more agenda items, the proxy will abstain from voting in relation to such agenda items.

Signature

Date

DD / MM / YY

In the case of a corporation, this proxy must be given under its common seal or be signed on its behalf by an attorney or officer duly authorised, stating their capacity (e.g. director, secretary).

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