

Holder Reference Number

**Form of Instruction - Annual General Meeting (“AGM”) of RHI Magnesita N.V. (the “Company”) to be held on 10 June 2021**



**To View the Notice of Annual General Meeting online visit:**

<https://ir.rhimagnesita.com>

**To be effective, all forms of instruction must be lodged at the office of the Depositary at:  
 Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY by 2 June 2021 at 14.00 (CET)**

**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 Withheld’ option overleaf is provided to enable you to abstain on any particular Resolution. However, it should be noted that a ‘Vote Withheld’ is not a vote in law 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 14.00(CET) on 2 June 2021. 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 member from attending and participating in the meeting electronically. Should the depositary interest holder, or a representative of that depositary interest holder, wish to attend the AGM, they must notify the Depositary in writing or by email to !UKALLDITeam2@computershare.co.uk by 14.00 (CET) on 2 June 2021. On receipt the Depositary will issue by email an Attendance Card, including details of how to access the meeting electronically.
6. 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 Depositary Interest Register at 18.00 (CET) on 13 May 2021. Changes to entries on the Depositary 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.
7. Should you require a printed copy of the Notice of Meeting, please contact the Depositary in writing, alternatively ring 0044 (0) 370 702 0000, on or before 26 May 2021 to facilitate timely delivery.

**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. Computershare Investor Services PLC (the “Depositary”) and the Custodian 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 as a hybrid meeting at Hilton Amsterdam Airport Schiphol, Schiphol Boulevard 701, 1118 BN Schiphol, The Netherlands and via webcast, on **10 June 2021 at 14.00** (CET) and at any adjournment thereof. 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	Vote			Resolutions	Vote		
	For	Against	Withheld		For	Against	Withheld
03. To adopt the annual accounts for the financial year ended 31 December 2020.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	08h. To re-elect F.J.M. Paulus as Non-Executive Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
04. To declare a final dividend of €1.00 per share for the financial year ended 31 December 2020.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	08i. To elect J.M.Brown as Non-Executive Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
05. To release the directors from liability for the exercise of their respective duties during the financial year 2020.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	08j. To elect M-H. Ametsreiter as Non-Executive Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
06. To amend the Articles of Association of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	08k. To elect S. Heifetz as Non-Executive Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
07a. To re-elect S. Borgas as Executive Director and CEO.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	09. To re-appoint PricewaterhouseCoopers Accountants N.V. as the Company's auditor for the financial year 2021.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
07b. To re-elect I. Botha as Executive Director and CFO.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10. To approve, as an advisory vote, the Directors' Remuneration Report (excluding the Directors' Remuneration Policy) for the period ended 31 December 2020.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
08a. To re-elect H. Cordt as Non-Executive Director and Chairman.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	11. To adopt the Directors' Remuneration Policy as set out on pages 107 to 116 inclusive of the Directors' Remuneration Report, which takes effect from 1 January 2021.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
08b. To re-elect W. Rutenstorfer as Non-Executive Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	12. To establish the proposed remuneration of the Non-Executive Directors.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
08c. 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"/>	13. 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"/>
08d. To re-elect D.A. Schlaff as Non-Executive Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	14. Subject to the passing of resolution 13 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"/>
08e. To re-elect K. Sevelde as Non-Executive Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	15. 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"/>
08f. To re-elect J. Ramsay as Non-Executive Director with the title of Senior Independent Director and Deputy Chairman.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<b>Intention To Attend</b>			<input type="checkbox"/>
08g. To re-elect J.E. Ashdown as Non-Executive Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Please indicate whether you wish to attend the AGM by ticking the box. If you tick the box you will be emailed an Attendance Card, which details how to access the meeting electronically, 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.

