

RHI Magnesita N.V. (the “Company”)

Role of the Deputy Chairman and Senior Independent Director

Title	Deputy Chairman and Senior Independent Director
Accountable to	Board of Directors

1 Job Summary

The Deputy Chairman and Senior Independent Director (SID), will be a non-executive director (NED) with all the general duties of a NED in common with other NEDs, but with the enhanced duties of the SID.

2 Criteria for Eligibility

A NED who is appointed to the Board of Directors and who is independent.

3 Key Responsibilities and Duties

- will be available to shareholders if they have concerns which contact through the normal channels of the Chairman, CEO or CFO has failed to resolve or for which such contact is inappropriate;
- provide support for the chairman in the delivery of his objectives by being a trusted channel of communication to the chairman for the other directors;
- will act as an intermediary for other Directors as and when necessary and will take the initiative in discussion with the Chairman, or other board members, if it should seem that the Board is not functioning effectively;
- in respect of governance issues that may require attention outside the normal board setting, or during particularly stressful times, be ready to work with the chairman, or as appropriate, with the other board members and, where judged necessary, major shareholders, to resolve the issues;
- should attend sufficient meetings with major shareholders and financial analysts to obtain a balanced understanding of the issues and concerns of such shareholders;
- will chair the Nomination Committee when it is considering succession to the role of chairman of the Board;
- will meet with the non-executive directors at least once a year to appraise the chairman's performance and on such other occasions as are deemed appropriate; and
- In the absence of the Chairman, chair the Board meeting.

The SID would be expected to intervene in the following situations (subject to any direction to the contrary from the Board) if:

- there is a breakdown in relations between the Chairman and the CEO;
- the strategy being followed by the Chairman and the CEO is not supported by the whole board;
- the relationship between the Chairman and the CEO has become particularly close, and decisions are being made without approval of the full board; or
- succession planning is being ignored.

4 Time Commitment

The SID should ensure they will have sufficient time to meet the rigours of the role and the additional responsibilities. The Board will consider the other demands on the individual's time and take this into account when deciding on appointment.

5 Approval

Any subsequent changes to the role description will be agreed by the Board of Directors.

Approvals History:

Date	Version	Approved By	Details
26 November 2019	1.1	The Board of Directors	Minor changes from existing role profile and approved for publication