



ROY Ceramics SE – General Meeting – 2 October 2017

Information on Authorizing and Instructing the Proxies provided by Roy Ceramics SE

Roy Ceramics SE appoints, each with sole power of representation, Mrs. Daniela Gebauer and Mrs. Katrin Bahlo as proxies. Both are employees of Link Market Services GmbH, Munich.

As a result of your Power of Attorney, the proxies are only entitled to vote to the extent you gave an explicit instruction to the individual resolution proposal of the administration to the agenda items. The proxies are obliged to vote on the resolution proposals disclosed in the agenda according to your instructions.

You have the following possibilities to bindingly instruct the proxies to exercise your voting right:

Sending of authorization instructions to the proxies of the company by post, fax or e-mail

Please use the form “Authorizing and Instructing Proxies provided by the Company”. With this form you authorize the above mentioned proxies of Roy Ceramics SE and you instruct them how your voting rights with respect to the resolution proposals of the administration shall be exercised.

Then send (by post or e-mail) or fax your form “Authorizing and Instructing Proxies provided by the Company” together with the admission ticket (or by specifying your admission ticket number) directly to the proxies under the following address:

- By post: ROY Ceramics SE
c/o Link Market Services GmbH
Landshuter Allee 10
80637 Munich
Germany
- by email: inhaberaktien@linkmarketservices.de
- or by fax: +49 (0) 89 / 210 27 289

Important Information:

Please note that the attached instruction to exercise the voting right is only valid if the admission ticket regarding your shares has been issued under your name and this authorizing and instructing form has been filled out and has been signed (respectively carries the finalization declaration pursuant to section 126b of the German Civil Code (BGB)). Furthermore, this form has to be send together with your admission ticket and the respective admission ticket number at the proxies until 29 September 2017 (4 p.m.) at the latest. Furthermore, you have the possibility to instruct the proxies of the company or to change the instruction already given during the general meeting until the beginning of the vote.

If the proxies receive an authorization and instructions on several ways (post, e-mail or fax) the latest valid authorization with the respective instruction is considered as binding. If an authorization is not granted validly the proxies will not represent such votes within the general meeting. To the extent that instructions are not filled out correctly or are not given clearly, the proxies will dependent on the procedure of the voting abstain from the vote or will not take part in the vote. The proxies can only act if they are instructed and, therefore, cannot exercise the voting right if the resolution proposal was not disclosed prior to the general meeting (for example proposals regarding the procedure). In such cases, dependent on the voting procedure the proxies will abstain or not take part in the vote. This applies with respect to a vote regarding a counterproposal regarding an election proposal that differs from the proposal of the administration and regarding a proposal which differs from the proposal which has been disclosed in the agenda item. It is not possible to instruct the proxies of the company to make objections or to submit proposals or to ask questions. In case you attend in person or if another authorized person is attending in the general meeting the authorization and the instructions of the proxies of the company which were made prior to the general meeting expire.

If you have any questions about the proxies please contact our
General Shareholders' Meeting Hotline
between 9 a.m. and 5 p.m. from Monday to Friday (except public holidays)
at **+49 (0) 89 / 210 27 222**



ROY Ceramics SE – General Meeting – 2 October 2017
Authorizing and Instructing proxies

We kindly ask you to fill out this authorization and instruction form and to sign it or to provide with another finalization declaration pursuant to Section 126b German Commercial Code (BGB). Please send it together with your admission ticket and together with the admission ticket number which you will be provided with after the correct application to the general meeting directly to the proxies of the company (by post, by e-mail or by fax):

ROY Ceramics SE
 c/o Link Market Services GmbH
 Landshuter Allee 10
 80637 Munich
 Germany

Fax: +49 (0) 89 / 210 27 289
 e-mail: inhaberaktien@linkmarketservices.de

Authorization and Instructions

I/We _____ authorize the proxies of ROY Ceramics SE, Daniela Gebauer and Katrin Bahlo (both employees of Link Market Services GmbH, Munich) to represent me/us by disclosure of my/our name(s) in the list of participants on the General Meeting of ROY Ceramics SE on 2 October 2017 and to exercise the voting rights of _____ shares in accordance with the admission ticket number(s) _____ for me/us as described below. Both of the proxies shall have sole power of representation. They shall be released from the restrictions of Section 181 German Civil Code (BGB) and allowed to grant sub-power-of-attorney.

Instructions

Please provide with an instruction to all agenda items with respect to the resolution proposals of the administration. Only one instruction is possible for each agenda item.

Agenda item	Yes	No	Abstention
1. Presentation of the adopted unconsolidated financial statements and the approved consolidated financial statements for the financial year ended 31 December 2016, the combined management report of ROY Ceramics SE and the group for the financial year 2016, the explanatory report of the Administrative Board on the information pursuant to Sections 289a(1), 315a(1) of the German Commercial Code (Handelsgesetzbuch – HGB) as well as the report of the Administrative Board for the financial year 2016	No resolution on this agenda item		
2. Resolution on the formal approval of the actions of the Members of the Administrative Board for the financial year 2016	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Resolution on the formal approval of the actions of the Managing Directors for the financial year 2016	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Resolution on the election of the auditor for the unconsolidated financial statements and the consolidated financial statements for the financial year 2017	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Resolution on the amendment of the Articles of Association with respect to the object of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Resolution on the amendment of the Articles of Association with respect to the number of Members of the Administrative Board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Resolution on the election of the Members of the Administrative Board			
a. Christian Alexander Peter	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
b. Matthias Herrmann	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
c. Jiao Wen	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
d. Siwen Mao	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
e. Sujida Lelalertsuphakun Lee	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. Resolution on the cancellation of the existing authorised capital, on the creation of a new authorised capital, on the authorisation to exclude subscription rights and on a respective amendment of the Articles of Association	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. Resolution on the cancellation of the Stock Option Programme 2015 and the Conditional Capital 2015/I, on the creation of a Stock Option Programme 2017 and a contingent capital to cover the Stock Option Programme 2017 as well as on a respective amendment of the Articles of Association	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Please note that the instructions to exercise the voting rights, which are stated above, are only valid if you have received admission tickets with respect to your shares and which state your name. Furthermore, the form has to be filled out completely. The proxies appointed by ROY Ceramics SE have to receive it together with the admission ticket or together with your admission ticket number if possible until 29 September 2017 (4 p.m.)

I/We hereby confirm that I/we have read the “Information on Authorizing and Instructing the Proxies provided by Roy Ceramics SE” and that I/we accept those terms.

_____, this _____
 Place Date

 Signature(s) or Finalization declarations pursuant to Sec. 126b BGB

Phone number for possible queries: _____