



ROY Ceramics SE

Munich

ISIN DE000RYSE888 / WKN RYSE88

Invitation to the Annual General Meeting 2016

We hereby invite our shareholders to the 2016 Annual General Meeting of ROY Ceramics SE, which shall take place on 29 December 2016, at 11:00 a.m., at SKYPER Villa, Taunusanlage 1, 60329 Frankfurt, Germany.

Agenda

- 1. Presentation of the adopted unconsolidated annual financial statements as well as the consolidated annual financial statements of ROY Ceramics SE and the group management report, the report of the Administrative Board, as well as the explanatory report of the Administrative Board on the information pursuant to Section 315 (4) German Commercial Code (*Handelsgesetzbuch – HGB*) for the financial year 2015**

No resolution has to be passed under this agenda item since the Administrative Board already adopted the unconsolidated annual financial statements and hence the annual financial statements have been established. With regard to the other documents mentioned in this agenda item, the law generally provides that shareholders shall only be informed by being given access to those documents with no resolution passed by the Annual General Meeting.

- 2. Resolution on the formal approval of the actions of the members of the Administrative Board in the financial year 2015**

The Administrative Board proposes that the actions of the members of the Administrative Board in the financial year 2015 shall be formally approved.

- 3. Resolution on the formal approval of the actions of the managing directors in the financial year 2015**

The Administrative Board proposes that the actions of the managing directors in the financial year 2015 shall be formally approved.

4. Resolution on the election of the auditors for the financial statements and the consolidated financial statements for the financial year 2016

The Administrative Board proposes to appoint ECOVIS Wirtschaftstreuhand GmbH, Munich, as the auditor for the unconsolidated financial statements and the consolidated financial statements for the financial year 2016.

Further convocation information

Total number of shares and voting rights

The share capital of the Company at the time of the convocation of this general meeting is divided into 13,110,000 bearer shares without par-value in the notional amount of EUR 1.00 per share. Each share awards one vote in the Annual General Meeting. At the time of the convocation of this Annual General Meeting, therefore, 13,110,000 voting rights exist.

Requirements for participation at the general meeting and the exercise of voting rights

Shareholders are entitled to participate in the Annual General Meeting and to exercise their voting rights if they have registered with the Company and provided evidence of their shareholding in time. The evidence of shareholding must be provided in text form (Section 126b German Civil Code (*Bürgerliches Gesetzbuch – BGB*)) and must relate to the beginning of the twenty-first day before the Annual General Meeting, i.e. 8 December 2016 (“**Record Date**”). A confirmation issued by the custodian bank in the English or German language is deemed sufficient evidence of shareholding. The registration must be received by the Company at least six days before the Annual General Meeting, meaning by 22 December 2016 (24:00 hours), in written form in either German or English at the following address:

ROY Ceramics SE
c/o HCE Haubrok AG
Landshuter Allee 10
80637 München
Fax: 089/21027-289
E-Mail: meldedaten@hce.de

Relevance of the Record Date

The right to participate and the number of voting rights is being determined only based on the holdings of the shareholder on the Record Date. Shareholders who do not acquire

their shares on or before the Record Date may not participate in the Annual General Meeting. The occurrence of the Record Date does not result in a restriction to sell or transfer shares in the Company. Shareholders who hold shares on the Record Date and sell their shares after the Record Date, but before the Annual General Meeting are, in relation to the Company, nevertheless entitled to participate in the Annual General Meeting and to exercise their right to vote, provided that they have registered and submitted evidence of their shareholding in time. Shareholders who acquire shares in the Company after the Record Date may only participate in the Annual General meeting and exercise voting rights if they have been granted power of attorney or been authorized to exercise shareholder rights.

Procedure for voting through a proxy

Shareholders may have their voting right exercised by a proxy, for example a credit institution or a shareholders' association. If a shareholder has more than one proxy, the Company may reject one or more of these.

The issuance of a proxy, its revocation and the proof of authorisation towards the Company require text form (Section 126b German Civil Code (*Bürgerliches Gesetzbuch – BGB*)). If a credit institution, an equivalent institution or company according to Section 135 (10) German Stock Corporation Act (*Aktiengesetz – AktG*) in conjunction with Section 125 (5) German Stock Corporation Act (*Aktiengesetz – AktG*), a shareholders' association or a person within the meaning of Section 135 (8) German Stock Corporation Act (*Aktiengesetz – AktG*) is authorised, deviating regulations, that need to be enquired upon, may exist.

As a service, we offer our shareholders to authorise a proxy appointed by the Company to exercise their voting rights at the general meeting. The proxy appointed by the Company must be authorised and instructed in text form, and has the right to grant sub-authorisation. He or she is obligated to exercise the voting rights exclusively in accordance with the instructions provided by the shareholder. To the extent no express or a contrary or unclear instruction is issued, the proxy appointed by the Company will abstain from voting for the respective agenda item.

A form for issuing proxies will be sent to the shareholders together with the entrance card. The authorisation and instruction form for the proxy appointed by the Company is available on the Company's website at

<http://www.roykeramik.de/en/investor-relations/annual-general-meeting.html>

The issuance of a proxy, its revocation and the proof of authorisation towards the Company as well as the authorisation and instruction form for the proxy appointed by the Company, may be sent to the Company at the following address:

ROY Ceramics SE
c/o HCE Haubrok AG

Landshuter Allee 10
80637 München
Fax: 089/21027-289
E-Mail: vollmacht@hce.de

Unless issued during the Annual General Meeting, authorisation and instructions to the proxy appointed by the Company to exercise voting rights must be received by the Company no later than 28 December 2016 (16:00 hrs).

Also in the event a proxy is appointed, timely registration and evidence of shareholding in proper form must be received in compliance with the above provisions. This does not exclude – subject to the said restricted possibility to grant a proxy to the proxy appointed by the Company – the appointment of a proxy after registration.

Shareholder rights in accordance with Article 56 sentence 2 and sentence 3 of the SE Regulation, Section 50 (2) SE Implementation Act (*SE Ausführungsgesetz – SEAG*), Sections 122 (2), 126 (1), 127 and 131 (1) German Stock Corporation Act (*Aktiengesetz – AktG*)

Supplements to the agenda by a minority pursuant to Article 56 sentence 2 and sentence 3 of the SE Regulation, Section 50 (2) SE Implementation Act (*SE Ausführungsgesetz – SEAG*), Section 122 (2) German Stock Corporation Act (*Aktiengesetz – AktG*)

Shareholders whose total shareholding is equivalent to the twentieth part of the share capital or exceeds a pro rata amount of EUR 500,000 to the share capital (i.e. equal to 500,000 shares), may, pursuant to Article 56 sentence 2 and sentence 3 of the SE Regulation, Section 50 (2) SE Implementation Act (*SE Ausführungsgesetz – SEAG*) (Section 50 (2) SE Implementation Act (*SE Ausführungsgesetz – SEAG*) content wise correlates with Section 122 (2) sentence 1 German Stock Corporation Act (*Aktiengesetz – AktG*)), demand that matters are placed on the agenda and published. Each new matter must be justified or include a draft resolution.

A three-month pre-ownership period of the aforementioned minimum ownership of shares in the meaning of Section 122 (2) sentence 1 German Stock Corporation Act (*Aktiengesetz – AktG*) in conjunction with Sections 122 (1) sentence 3, 142 (2) sentence 2 German Stock Corporation Act (*Aktiengesetz – AktG*) is pursuant to Section 50 (2) SE Implementation Act (*SE Ausführungsgesetz – SEAG*) not a prerequisite for a request to amend the agenda for an Annual General Meeting of an SE.

Requests for supplements shall be addressed to the Administrative Board in writing and must be received by the Company at least 30 days prior to the meeting, not counting the date of receipt and the date of the general meeting. Thus, the last admissible date of receipt is 28 November 2016 (24:00 hrs). Any requests for supplements that are received later will not be taken into consideration.

Please send any requests for supplements to the following address:

ROY Ceramics SE
Administrative Board
Bockenheimer Landstraße 17/19
60325 Frankfurt am Main

Motions and election proposals by shareholders pursuant to Sections 126 (1) and 127 German Stock Corporation Act (*Aktiengesetz – AktG*)

Shareholders may propose counter-motions to the proposals of the Administrative Board to a specific item of the agenda, and make proposals for the election of auditors.

Counter-motions and election proposals that have to be made accessible and are received by the Company at least 14 days before the general meeting, whereby the day of receipt and the day of the general meeting will not be counted, i.e. at the latest by 14. December 2016 (24:00 hours), will be made accessible to the other shareholders, including the name of the shareholder and the justification, on the internet at

<http://www.roykeramik.de/en/investor-relations/annual-general-meeting.html>

without undue delay. Any statements by the Administrative Board will also be published there.

Counter-motions, in contrast to election proposals, will only be made accessible if they include a justification.

Possible counter-motions and election proposals are to be submitted exclusively to the following address:

ROY Ceramics SE
c/o HCE Haubrok AG
Landshuter Allee 10
80637 München
Fax: 089/21027-298
E-Mail: gegenantraege@hce.de

Counter-motions and election proposals sent elsewhere will not be considered.

Information right of the shareholder pursuant to Section 131 (1) German Stock Corporation Act (*Aktiengesetz – AktG*)

Pursuant to Section 131 (1) German Stock Corporation Act (*Aktiengesetz – AktG*), each shareholder is entitled to request information from the Administrative Board during the general meeting concerning the Company's affairs to the extent it is required for the proper evaluation of an item of the agenda. The information obligation also reaches to legal and commercial relationships of the Company to affiliated companies and to the

general situation of the group and the companies included in the consolidated financial statements. Requests for information in the general meeting are on principle to be placed verbally within the context of discussion.

Further explanations of the shareholder rights pursuant to Article 56 sentence 2 and sentence 3 of the SE Regulation, Section 50 (2) SE Implementation Act (*SE Ausführungsgesetz – SEAG*), Sections 122 (2), 126 (1), 127 and 131 (1) German Stock Corporation Act (*Aktiengesetz – AktG*) are available on the Company's website at

<http://www.roykeramik.de/en/investor-relations/annual-general-meeting.html>

Documentation for the general meeting and information pursuant to Section 124a German Stock Corporation Act (*Aktiengesetz – AktG*)

The documentation to be made accessible to the general meeting and further information pursuant to Section 124a German Stock Corporation Act (*Aktiengesetz – AktG*) will be published on the Company's website at

<http://www.roykeramik.de/en/investor-relations/annual-general-meeting.html>

shortly after the convocation of the general meeting.

This documentation to be made accessible is also available for inspection by the shareholders on the company premises of ROY Ceramics SE, Bockenheimer Landstraße 17/19, 60325 Frankfurt am Main, and at the general meeting itself. On request, each shareholder will be given free copies of said documentation without undue delay.

Frankfurt am Main, November 2016

**ROY Ceramics SE
The Administrative Board**