



ROY Ceramics SE – General Meeting – 29 December 2016

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

Roy Ceramics SE appoints, each with sole power of representation, Mr. Markus Laue and Mr. Björn Michel as proxies. Both are employees of HCE Haubrok AG, 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 HCE Haubrok AG
Landshuter Allee 10
80637 Munich
Germany
- by email: vollmacht@hce.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 28 December 2016 (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**



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 HCE Haubrok AG
 Landshuter Allee 10
 80637 Munich
 Germany
 Fax: +49 (0) 89 / 210 27 289
 e-mail: vollmacht@hce.de

Authorization and Instructions

I/We _____ authorize the proxies of ROY Ceramics SE, Markus Laue and Björn Michel (both employees of HCE Haubrock AG, 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 29 December 2016 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 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 (<i>Handelsgesetzbuch – HGB</i>) for the financial year 2015	No resolution on this agenda item		
2. Resolution on the formal approval of the actions of the members of the Administrative Board in the financial year 2015	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Resolution on the formal approval of the actions of the managing directors in the financial year 2015	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Resolution on the election of the auditor for the financial statements and the consolidated financial statements for the financial year 2016	<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 28 December 2016 (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: _____