



ROY Ceramics SE

Munich

ISIN DE000RYSE888 / WKN RYSE88

Invitation to the Annual General Meeting 2018

We hereby invite our shareholders to the 2018 Annual General Meeting of ROY Ceramics SE, which shall take place on 15 August 2018, at 11.00h, at SKYPER Villa, Taunusanlage 1, 60329 Frankfurt, Germany.

Agenda

- 1. Presentation of the adopted unconsolidated financial statements and the approved consolidated financial statements for the financial year ended 31 December 2017, the combined management report of ROY Ceramics SE and the group for the financial year 2017, 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 2017**

No resolution has to be passed under this agenda item since the Administrative Board already approved the unconsolidated annual financial statements and the consolidated annual financial statements and hence the unconsolidated annual financial statements have been adopted. 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 appropriation of profits**

The Administrative Board proposes that the profits of the financial year 2017 of EUR 9.659.727,64 shall be fully carried forward to new account.

- 3. Resolution on the formal approval of the actions of the Members of the Administrative Board for the financial year 2017**

The Administrative Board proposes that the actions of the Members of the Administrative Board in the financial year 2017 shall be formally approved.

4. Resolution on the formal approval of the actions of the Managing Directors for the financial year 2017

The Administrative Board proposes that the actions of the Managing Directors in the financial year 2017 shall be formally approved.

5. Resolution on the election of the auditor for the unconsolidated financial statements and the consolidated financial statements for the financial year 2018

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 2018.

6. Resolution on the amendment of the Articles of Association with respect of the number of Members of the Administrative Board

At the Annual General Meeting on 2 October 2017, Section 9(1) of the Articles of Association was amended to the effect that the number of Members of the Administrative Board to be elected by the Annual General Meeting was increased from four to eight members. Accordingly, four new Administrative Board Members were elected at the Annual General Meeting on 2 October 2017.

Ms Jiao Wen resigned from the Administrative Board with effect from 28 December 2017 and Ms Yuen Shan Tse resigned with effect from 4 January 2018. Thus, the Administrative Board currently consists of six members.

Therefore, the number of Members of the Administrative Board shall be reduced to six members; the Administrative Board is of the opinion that six members are sufficient for the Administrative Board to perform its duties efficiently.

The Administrative Board proposes to pass the following resolution:

“The Administrative Board consists of six members, who are elected by the Annual General Meeting.”

* * *

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 18,109,000 bearer shares without par-value in the notional amount of EUR 1.00 per share. Each of these shares casts one vote in the Annual General Meeting.

At the time of the convocation of this Annual General Meeting, therefore, 18,109,000 voting rights exist. The Company holds no treasury shares at the time of the convocation.

Requirements for participation at the Annual 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 due time. The registration and the evidence of the shareholding must be received by the Company at least six days prior to the Annual General Meeting, meaning by 8 August 2018 (midnight 24.00h), either in German or in English at the following address:

ROY Ceramics SE
c/o Link Market Services GmbH
Landshuter Allee 10
80637 München
Germany
Fax: 0049 (0)89/ 21 027 289
E-Mail: inhaberaktien@linkmarketservices.de.

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. 25 July 2018 (midnight 0.00h) (“**Record Date**”). A confirmation issued by the custodian institution in the English or German language is deemed sufficient evidence of shareholding.

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 authorised 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) AktG, a shareholders' association or a person within the meaning of Section 135(8) AktG is authorised, deviating regulations, that need to be enquired about, may exist.

As a service, we offer our shareholders to authorise a proxy appointed by the Company to exercise their voting rights at the Annual General Meeting. The proxy appointed by the Company must be authorised and instructed in text form (Section 126b BGB), and has the right to grant sub-authorisation. He/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 contradictory or unclear instruction is issued, the proxy appointed by the Company will abstain from voting for the respective agenda item. Please note that the proxies designated by the Company do not accept authorisations for the lodging of objections against resolutions by the Annual General Meeting, for the exercise of the rights to speak or ask questions or submit motions.

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-2/hauptversammlung-2018/>

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

ROY Ceramics SE
c/o Link Market Services GmbH
Landshuter Allee 10
80637 München
Germany
Fax: 0049 (0)89/ 21 027 289
E-Mail: inhaberaktien@linkmarketservices.de.

Unless received 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 14 August 2018 (16.00h).

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 (*SE-Verordnung – SE-VO*), 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 (*SE-Verordnung – SE-VO*), 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 500,000.00 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 (*SE-Verordnung – SE-VO*), Section 50(2) SE Implementation Act (*SE-Ausführungsgesetz – SEAG*) (its content 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 AktG in conjunction with Section 122(1) sentence 3 AktG is not a prerequisite for a request to amend the agenda for an Annual General Meeting of an SE pursuant to Section 50(2) SEAG

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 Annual General Meeting, not counting the date of receipt and the date of the Annual General Meeting. Thus, the last admissible date of receipt is 15 July 2018 (midnight 24.00h). 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
Gießener Straße 42
35410 Hungen
Germany.

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

Shareholders may propose countermotions to the proposals of the Administrative Board to a specific item of the agenda, and make proposals for the election of Members of the Administrative Board and 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 Annual General Meeting, whereby the day of receipt and the day of the Annual General Meeting will not be counted, i.e. at the latest by 31 July 2018 (midnight 24.00h), 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-2/hauptversammlung-2018/>

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 Link Market Services GmbH
Landshuter Allee 10
80637 München
Germany
Fax: 0049 (0)89/ 21 027 289
E-Mail: antraege@linkmarketservices.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 Annual 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 annual financial statements. Requests for information in the Annual 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 (*SE-Verordnung – SE-VO*), Section 50(2) SE Implementation Act (*SE-Ausführungsgesetz – SEAG*), Sections 122(2), 126(1), 127 and 131(1) AktG are available on the Company's website at

<http://www.roykeramik.de/en/investor-relations-2/hauptversammlung-2018/>

Documentation for the Annual 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-2/hauptversammlung-2018/>

shortly after the convocation of the Annual General Meeting.

This documentation to be made accessible is also available for inspection by the shareholders on the Company premises of ROY Ceramics SE, Gießener Straße 42, 35410 Hungen, and at the Annual General Meeting itself. On request, each shareholder will be given free copies of said documentation without undue delay.

Data privacy: Data subject information for shareholders and shareholder representatives

The Company is a data controller within the meaning of Article 4(7) General Data Protection Regulation (“**GDPR**”) and processes personal data (name, address, e-mail address, number of shares, class of shares, type of share ownership, and entry ticket number) on the basis of the data privacy regulations applicable in Germany in order to enable the shareholders to exercise their rights during the Annual General Meeting. The Company is represented by its Managing Directors Mr. Siu Fung Siegfried Lee, Mr. Matthias Herrmann, Mr. Suriya Toaramrut, and Ms. Lei Yang. The Company can be contacted as follows:

ROY Ceramics SE
Managing Directors
Gießener Straße 42
35410 Hungen
Germany
Phone: +49 (0)69710455155
Fax: +49 (0)69710455450
E-Mail: info@roykeramik.de

If these personal data have not been specified by the shareholders during registration for the General Meeting, the bank managing the share deposit account communicates the shareholders' personal data to the Company. The personal data of the shareholders and shareholder representatives are only processed for the handling of their participation in the General Meeting and only to the extent absolutely necessary to achieve this purpose. The legal basis for this processing is Article 6(1)(c) GDPR. The Company stores these

personal data for a period of ten (10) years commencing at the end of the year in which the General Meeting took place.

The service providers of the Company commissioned with the organisation of the General Meeting only receive such personal data from the Company as is necessary to carry out the commissioned service and only process the data in accordance with the instructions of the Company.

If countermotions are submitted to the agenda of the Annual General Meeting, we check them for admissibility, inform the other shareholders, including the name(s) of the proposer(s) and, if applicable, a statement by the Administrative Board, and additionally publish this on the website of the Company.

With respect to the processing of personal data, the shareholders have the following rights: They can request from the Company information about their personal data in accordance with Article 15 GDPR, the correction of their personal data in accordance with Article 16 GDPR, the deletion of their personal data in accordance with Article 17 GDPR, the restriction of the processing of their personal data in accordance with Article 18 GDPR, and the transmission of certain personal data to him/her or a third party specified by him/her (right to data portability) in accordance with Article 20 GDPR.

Shareholders can assert these rights against the Company free of charge by contacting the Company as follows:

ROY Ceramics SE
Gießener Straße 42
35410 Hungen
Germany
or by e-mail to: datenschutz@roykeramik.de

In addition, shareholders have the right in accordance with Article 77 GDPR to lodge a complaint with the data protection supervisory authority. Such complaint can in particular be lodged with the data protection supervisory authority in the federal state in which shareholders have their domicile or permanent residence or in the federal state of Hesse in which the Company has its main office.

You can contact our data protection officer as follows:

ROY Ceramics SE
Gießener Straße 42
35410 Hungen
Germany
or by e-mail to: datenschutz@roykeramik.de

Hungen, July 2018

ROY Ceramics SE
The Administrative Board