



ROY Ceramics SE – General Meeting – 4. July 2019

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

Roy Ceramics SE appoints, each with sole power of representation, Markus Laue, Bad Nauheim, and Nicolai Sieghart, München, 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 3. July 2019 (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 – 4. July 2019
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, Markus Laue, Bad Nauheim, Nicolai Sieghart, München, (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 4. July 2019 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 annual financial statements and the approved consolidated financial statements as at 31 December 2018, the combined management report for ROY Ceramics SE and the Group for the 2018 financial year, the explanatory report of the Administrative Board on the disclosures pursuant to §§ 289a para. 1 and 315a para. 1 of the German Commercial Code (HGB) and the report of the Administrative Board for the 2018 financial year | No resolution on this agenda item | | |
| 2. Resolution on the use of retained earnings | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. Resolution on the discharge of the members of the Administrative Board for the 2018 financial year | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4. Resolution on the discharge of the managing directors for the financial year 2018 | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 5. Resolution on the appointment of the auditor for the annual financial statements and the consolidated financial statements for the 2019 financial year | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 6. Resolution on the increase of the share capital from company funds and the corresponding amendment of the Articles of Association | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 7. Resolution on the amendment of § 1 para. 1 of the Articles of Association (change of name) | <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 3. July 2019 (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: _____