



ROY Ceramics SE

Munich

ISIN DE000RYSE888 / WKN RYSE88

Invitation to the Annual General Meeting 2019

We hereby invite our shareholders to ROY Ceramics SE's Annual General Meeting 2019, to be held on Thursday, 4 July 2019 at 11:00 a.m. at the SKYPER Villa, Taunusanlage 1, 60329 Frankfurt am Main, Germany.

Agenda

- 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**

A resolution on this agenda item is not planned since the Administrative Board has already approved the annual and consolidated financial statements and the annual financial statements are thus already adopted. For the remaining documents mentioned under this agenda item, the law generally only provides for shareholders to be informed by means of possible inspection and not for resolutions to be passed by the Annual General Meeting.

- 2. Resolution on the use of retained earnings**

The Administrative Board proposes that the retained earnings of EUR 37,856,780.27 for the 2018 financial year be transferred in full to the other revenue reserves as listed under revenue reserves.

- 3. Resolution on the discharge of the members of the Administrative Board for the 2018 financial year**

The Administrative Board proposes that discharge be granted to those members of the Administrative Board who were in office in the 2018 financial year for the 2018 financial year.

- 4. Resolution on the discharge of the managing directors for the financial year 2018**

The Administrative Board proposes that discharge be granted to those managing directors who were in office in the 2018 financial year for the 2018 financial year.

5. Resolution on the appointment of the auditor for the annual financial statements and the consolidated financial statements for the 2019 financial year

The Administrative Board proposes that ECOVIS Wirtschaftstreuhand GmbH Wirtschaftsprüfungsgesellschaft, Munich, be appointed as auditor of the annual financial statements and the consolidated financial statements for the 2019 financial year.

6. Resolution on the increase of the share capital from company funds and the corresponding amendment of the Articles of Association

The Administrative Board proposes the following:

- 6.1 The share capital of the Company shall be increased from EUR 18,109,000.00 by EUR 36,218,000.00 to EUR 54,327,000.00 from company funds pursuant to §§ 207 et seq. of the German Stock Corporation Act (AktG). The capital increase will be carried out by issuing 36,218,000 new bearer shares with a notional share capital value of EUR 1.00 per share. The new shares will be issued to the Company's shareholders at a ratio of 1:2, so that two new shares will be issued for each existing share. The new shares carry dividend rights from 1 January 2019.

The capital increase will be effected by converting a partial amount of EUR 36,218,000.00 from the allocation to revenue reserves to be resolved under Item 2 of this agenda ("Resolution on the use of retained earnings"). The resolution on the capital increase from company funds is based on the annual financial statements of the Company as of 31 December 2018, as adopted by the Supervisory Board. These audited and approved financial statements have been issued an unqualified opinion by the auditors of the Company, ECOVIS Wirtschaftstreuhand GmbH Wirtschaftsprüfungsgesellschaft, Munich.

The Administrative Board is authorised to determine the further details of the implementation of the capital increase.

- 6.2 § 5 para. 1 of the Company's Articles of Association shall be amended as follows:

"The total share capital of the Company amounts to EUR 54,327,000.00. It is divided into 54,327,000 bearer shares."

7. Resolution on the amendment of § 1 para. 1 of the Articles of Association (change of name)

The Administrative Board proposes the following:

- § 1 para. 1 of the Articles of Association shall be amended and reworded as follows:

“The company name is:

ROY Asset Holding SE.”

Further information on the convening of the meeting

Total number of shares and voting rights

At the time of convening this Annual General Meeting, the Company’s share capital is divided into 18,109,000 no-par value bearer shares with a notional value of EUR 1.00 per share. Each share entitles the holder to one vote at the Annual General Meeting. At the time this Annual General Meeting was convened, there were therefore 18,109,000 voting rights. At the time of convening this Annual General Meeting, the Company does not hold any treasury shares.

Requirements for attending the Annual General Meeting and exercising voting rights

Only shareholders who have registered and proven their eligibility at least six days prior to the Annual General Meeting, i.e. by Thursday, 27 June 2019 (midnight), in German or English and at the following address

ROY Ceramics SE
c/o Link Market Services GmbH
Landshuter Allee 10
80637 Munich, Germany
Fax: +49 (0) 89 / 21 027 289
E-mail: inhaberaktien@linkmarketservices.de

are entitled to attend the Annual General Meeting and exercise their voting rights. Evidence of share ownership must be provided in text form (pursuant to § 126b BGB) and must be applicable from the beginning of the day, 21 days prior to the Annual General Meeting, consequently Thursday, 13 June 2019 (midnight) (“**cut-off date**”). The confirmation of a custodian bank (either in English or German) is sufficient proof of share ownership.

Relevance of the cut-off date

The right to participation and the number of voting rights to which a shareholder is entitled at the Annual General Meeting are based exclusively on the shareholding as at the cut-off date. Shareholders who do not acquire their shares by the cut-off date at the latest may not attend the Annual General Meeting. No restrictions with regard to the sale or transfer of shares arise from the existence and timing of the cut-off date. Shareholders who hold shares on the cut-off date but subsequently sell them before the Annual General Meeting are nevertheless entitled vis-à-vis the Company to participate in the Annual General Meeting and exercise their voting rights vis-à-vis the Company, provided that they have

registered in due time prior to the Annual General Meeting and have provided evidence of their shareholding. Shareholders who acquire shares in the Company after the cut-off date can only participate in the Annual General Meeting and exercise their voting rights if they have been authorised or delegated to exercise shareholder rights.

Procedure for casting votes by proxy

Shareholders may also have their voting rights exercised by proxy, for example by a bank or a shareholders' association. If a shareholder authorises more than one person, the Company may choose to reject one or more of them. The granting of the power of attorney, its revocation and proof of the power of attorney to the Company must all be made in text form (§ 126b BGB). If the proxy is a bank, an equivalent institution or company pursuant to § 135 para. 10 AktG in conjunction with § 125 para. 5 AktG, a shareholders' association or a person within the meaning of § 135 para. 8 AktG, differing regulations may apply, which must be enquired about individually in each respective case.

As a service, we offer our shareholders the option to authorise a proxy nominated by the Company to exercise their voting rights at the Annual General Meeting. The proxy nominated by the Company must be authorised and instructed in text form (§ 126b BGB) and has the right to delegated powers. They are obliged to exercise the voting right exclusively in accordance with the instructions given by the shareholder. If no explicit instruction has been given, or if the instruction given is contradictory or unclear, the proxy nominated by the Company will abstain from voting on the respective agenda item. The proxies nominated by the Company shall not receive any instructions to speak, to file objections to resolutions of the Annual General Meeting or to raise any questions or motions, either prior to or during the Annual General Meeting.

A proxy authorisation form will be sent to the shareholders together with the entry ticket following registration for the Annual General Meeting. The authorisation and instruction form for the proxy nominated by the Company is available for download from the Company's website at

<https://www.roykeramik.de/investor-relations-2/hauptversammlung-2019/>

Proxy authorisations for the exercising of voting rights, their revocation and proof of the appointment of a proxy, as well as instructions to proxies nominated by the Company and changes to the instructions given to them, may be communicated via one of the following channels:

ROY Ceramics SE
c/o Link Market Services GmbH
Landshuter Allee 10
80637 Munich, Germany
Fax: +49 (0) 89 / 21 027 289
E-mail: inhaberaktien@linkmarketservices.de

Authorisations for the exercising of voting rights by the proxies nominated by the Company, as well as the corresponding instructions, must be received by the Company by Wednesday, 3 July 2019 (4:00 p.m.) at the latest, unless they can be proven during the Annual General Meeting.

Timely registration and proper presentation of evidence of share ownership in accordance with the above provisions are also required when appointing a proxy. This does not preclude a proxy being appointed after registration – subject to the time limit on granting authorisation to the proxy nominated by the Company as described above.

Rights of shareholders pursuant to Art. 56 sentence 2 and sentence 3 SE Regulation (SE-VO), § 50 para. 2 SE Implementation Act (SEAG), § 122 para. 2, § 126 para. 1, §§ 127, 131 para. 1 AktG

Addition to the agenda pursuant to Art. 56 sentence 2 and sentence 3 SE Regulation, § 50 para. 2 SEAG, § 122 para. 2 AktG

Shareholders whose combined shares amount to one twentieth of the share capital or who hold a proportional amount of the share capital amounting to EUR 500,000.00 (corresponding to 500,000 shares) may, pursuant to Art. 56 sentence 2 and sentence 3 SE Regulation and § 50 para. 2 SEAG, which corresponds in terms of content to § 122 para. 2 sentence 1 AktG, request that items be placed on the agenda and published. Each new item must be accompanied either by a statement of grounds or a draft resolution.

Pursuant to Section 50 para. 2 SEAG, a three-month shareholding prior to the day of the Annual General Meeting within the meaning of § 122 para. 2 sentence 1 AktG in conjunction with § 122 para. 1 sentence 3 AktG is not required for a motion to add items to the agenda of an SE's Annual General Meeting.

Requests for additions must be addressed in writing to the Administrative Board and must be received by the Company at least 30 days prior to the Annual General Meeting; the day of receipt and the day of the Annual General Meeting shall not be included in this calculation. The last possible date of receipt is Monday, 3 June 2019 (midnight). Any requests for supplements received later than this will not be taken into account.

Please send any supplementary requests to the following address:

ROY Ceramics SE
The Administrative Board
Gießener Straße 42
35410 Hungen, Germany

Countermotions and nominations by shareholders pursuant to §§ 126 para. 1, 127 AktG

Shareholders may submit countermotions to proposals by the Administrative Board regarding a specific item on the agenda and submit proposals for the election of the auditor.

Countermotions and nominations that are to be made available and which are received by the Company at least 14 days prior to the Annual General Meeting, not including the day of receipt and the day of the Annual General Meeting itself, i.e. at the latest on Wednesday, 19 June 2019 (midnight), will be immediately forwarded to the other shareholders, including the name of the shareholder and the reasons given, online at

<https://www.roykeramik.de/investor-relations-2/hauptversammlung-2019/>

Any comments offered by the Administrative Board will also be published there.

In contrast to nominations, countermotions will only be made available if they are accompanied by a statement of reasons.

Any countermotions and nominations that are to be made available must without exception be sent to the following address:

ROY Ceramics SE
c/o Link Market Services GmbH
Landshuter Allee 10
80637 Munich, Germany
Fax: +49 (0) 89 / 21 027 298
E-mail: antraege@linkmarketservices.de

Any countermotions and nominations addressed otherwise will not be considered.

Shareholders' right to information pursuant to § 131 para. 1 AktG

Pursuant to § 131 para. 1 AktG, upon request, the Administrative Board is to provide each shareholder with information on the affairs of the Company during the Annual General Meeting, insofar as this is necessary for the proper assessment of an item on the agenda. The duty to provide information also extends to the Company's legal and business relationships with affiliated companies, and to the situation of the Group and the companies included in the consolidated financial statements. Requests for information must generally be made verbally during discussions at the Annual General Meeting.

Further explanations on the rights of shareholders pursuant to Art. 56 sentence 2 and sentence 3 SE Regulation, § 50 para. 2 SEAG, § 122 para. 2, § 126 para. 1, §§ 127, 131 para. 1 AktG can be found on the Company's website at

<https://www.roykeramik.de/investor-relations-2/hauptversammlung-2019/>

Documents relating to the Annual General Meeting and information pursuant to § 124a AktG

The documents to be made available to the Annual General Meeting and further information pursuant to § 124a AktG will be available on the Company's website as soon as the Annual General Meeting has been convened at

<https://www.roykeramik.de/investor-relations-2/hauptversammlung-2019/>.

The documents to be made available can also be viewed by shareholders at ROY Ceramics SE's business premises at Gießener Straße 42, 35410 Hungen, Germany, and at the Annual General Meeting itself. Upon request, each shareholder will be provided with copies of the documents on display immediately and free of charge.

Data protection-related information for shareholders and shareholder representatives

As the responsible body within the meaning of Art. 4 No. 7 of the General Data Protection Regulation (**GDPR**), the Company processes personal data (name, address, e-mail address, number of shares, class of share, ownership category and admission ticket number) on the basis of the data protection regulations applicable in Germany, in order to enable shareholders and shareholder representatives to exercise their rights at the Annual General Meeting. The Company is represented by the managing directors Mr. Siu Fung Siegfried Lee, Mr. Matthias Herrmann and Mr. Suriya Toaramrut. You can contact the company at:

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

In the case that these personal data have not been provided by the shareholders in connection with the registration for the Annual General Meeting, the bank managing their securities account shall transfer their personal data to the Company. The personal data of shareholders and shareholder representatives are processed solely for the purpose of processing their participation in the Annual General Meeting and only to the extent absolutely necessary to achieve this purpose. The legal basis for the processing is Art. 6 para. 1 lit. (c) GDPR. The Company shall only store this personal data for as long as is necessary for the aforementioned purpose or to the extent that the Company is entitled or obliged by law to store personal data. The storage period for the data recorded in connection with the Annual General Meeting is usually up to three years.

The Company's service providers, who are commissioned for the purpose of holding the Annual General Meeting, receive from the Company only such personal data as are required for the performance of the commissioned service and process the data exclusively in accordance with the instructions of the Company.

Furthermore, personal data will be made available to shareholders and shareholder representatives as well as third parties in connection with the Annual General Meeting within the framework of statutory provisions. In particular, shareholders and shareholder representatives who participate in the Annual General Meeting are entered in the list of

participants of the Annual General Meeting to be drawn up in accordance with § 129 para. 1 sentence 2 AktG, stating their name, place of residence, number of shares and type of ownership. These data may be inspected by other shareholders and participants of the Annual General Meeting during the Annual General Meeting and by shareholders up to two years thereafter pursuant to § 129 para. 4 AktG.

If (counter) motions are submitted to the agenda of the Annual General Meeting, we check their admissibility and inform the other shareholders of these motions, including the name or names of the motioner or motioners and, if applicable, a statement by the management, and publish this information on the Company's website.

With regard to the processing of personal data, shareholders and shareholder representatives have the following rights: they may demand that the Company discloses their personal data in accordance with Art. 15 GDPR, corrects their personal data in accordance with Art. 16 GDPR, deletes their personal data in accordance with Art. 17 GDPR, restricts the processing of their personal data in accordance with Art. 18 GDPR and transfers certain personal data to them or to a third party designated by them (right to data portability) in accordance with Art. 20 GDPR.

Shareholders and shareholder representatives may exercise these rights vis-à-vis the Company free of charge via the given e-mail address or one of the following contact options:

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

In addition, shareholders and shareholder representatives have the right to appeal to the data protection supervisory authorities pursuant to Art. 77 GDPR.

You can reach our company data protection officer at:

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

Hungen, May 2019

**ROY Ceramics SE
The Administrative Board**