**RHI Magnesita N.V.**

(“RHI Magnesita” orthe “Company”**)**

**Result of the Annual General Meeting 2025 ("AGM")**

Following the AGM held today, 7 May 2025, the following Resolutions were passed as Special Resolutions:

**Resolution 11**

Subject to the passing of Resolution 10, to irrevocably authorise the Board until the end of the next Annual General Meeting or the date that falls 15 months from the date of this Annual General Meeting, whichever is the earlier, but in each case to resolve to limit or exclude pre-emptive rights in respect of any issue of ordinary shares or granting of rights to acquire ordinary shares, pursuant to the authority given by paragraph (i) of Resolution 10, such authority to be limited to:

1. allotments in connection with a pre-emptive offer; and
2. otherwise than in connection with a pre-emptive offer, allotments up to an aggregate nominal amount of €4,721,459; and
3. otherwise than under paragraphs (i) and (ii) above, allotments up to an aggregate nominal amount equal to 20% of any allotment made from time to time under paragraph (ii) above, such authority to be used only for the purposes of making a follow-on offer which the Board determine to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles of Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice, in each case so that the Company may, before the expiry of such authority, make offers and enter into agreements which would, or might, require shares to be issued after the authority given by this resolution has expired.

For the purposes of this Resolution:

1. “pre-emptive offer” has the same meaning as in Resolution 10;
2. references to an issue of ordinary shares shall include a sale of treasury shares; and
3. the nominal amount of any shares shall be taken to be, in the case of rights to subscribe for or convert any securities into shares of the Company, the nominal amount of such shares which may be issued pursuant to such rights.

**Resolution 12**

Subject to the passing of Resolution 10, and in addition to any authority granted under Resolution 11 above, to irrevocably authorise the Board until the end of the next Annual General Meeting or the date that falls 15 months from the date of this Annual General Meeting, whichever is the earlier, to resolve to limit or exclude pre-emptive rights in respect of any issue of ordinary shares or granting of rights to acquire ordinary shares pursuant to the authority given by Resolution 10, such authority to be limited to:

1. allotments up to an aggregate nominal amount of €4,721,459 such authority to be used only for the purposes of financing (or refinancing, if the authority is to be used within 12 months after the original transaction), a transaction which the Board determines to be either an acquisition or a specified capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice; and
2. otherwise than under paragraph (i) above, allotments of up to an aggregate nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under paragraph (i) above, such authority to be used only for the purposes of making a follow-on offer that the Board determines to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice,

in each case so that the Company may, before the expiry of such authority, make offers and enter into agreements that would, or might, require equity securities to be allotted after the authority given by this resolution has expired.

For the purposes of this Resolution, references to an issue of ordinary shares shall include a sale of treasury shares.

**Resolution 14**

To propose to the Annual General Meeting to cancel any or all shares or depositary receipts of such shares (including depositary interests) held in treasury by the Company on 7 May 2025, or to be acquired by the Company under the authorisation referred to under Resolution 13, resulting in a reduction of the Company’s issued shares. The cancellation may be executed in one or more tranches. The number of shares or depositary receipts of such shares (including depositary interests) that will be cancelled (whether or not in several tranches) shall be determined by the Board, with a maximum of the number of shares or depositary receipts held by the Company on 7 May 2025, plus the number of shares or depositary receipts that may be acquired in accordance with the authorisation referred to under Resolution 13, subject to the following conditions:

* 1. pursuant to the relevant statutory provisions, for each tranche cancellation may not be effected earlier than two months after a resolution to cancel shares or depositary receipts is adopted and publicly announced; and
	2. the purpose of this proposal is cancellation of shares or depositary receipts held by the Company, or those that will be acquired in accordance with the authorisation referred to under Resolution 13, to the extent that such shares or depositary receipts shall not be used to cover obligations under share-based remuneration or other obligations.

For further enquiries, please contact:

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