

FORM 8 (OPD)

PUBLIC OPENING POSITION DISCLOSURE BY A PARTY TO AN OFFER
Rules 8.1 and 8.2 of the Takeover Code (the "Code")

1. KEY INFORMATION

(a) Full name of discloser:	RHI Magnesita N.V.
(b) Owner or controller of interests and short positions disclosed, if different from 1(a): <i>The naming of nominee or vehicle companies is insufficient. For a trust, the trustee(s), settlor and beneficiaries must be named.</i>	N/A
(c) Name of offeror/offeree in relation to whose relevant securities this form relates: <i>Use a separate form for each offeror/offeree</i>	RHI Magnesita N.V.
(d) Is the discloser the offeror or the offeree?	OFFEROR
(e) Date position held: <i>The latest practicable date prior to the disclosure</i>	12 October 2026
(f) In addition to the company in 1(c) above, is the discloser making disclosures in respect of any other party to the offer? <i>If it is a cash offer or possible cash offer, state "N/A"</i>	NO

2. POSITIONS OF THE PARTY TO THE OFFER MAKING THE DISCLOSURE

If there are positions or rights to subscribe to disclose in more than one class of relevant securities of the offeror or offeree named in 1(c), copy table 2(a) or (b) (as appropriate) for each additional class of relevant security.

(a) Interests and short positions in the relevant securities of the offeror or offeree to which the disclosure relates

Class of relevant security:	Ordinary Shares of EUR 1.00 each			
	Interests		Short positions	
	Number	%	Number	%
(1) Relevant securities owned and/or controlled:	Nil	Nil	Nil	Nil
(2) Cash-settled derivatives:	Nil	Nil	Nil	Nil
(3) Stock-settled derivatives (including options) and agreements to purchase/sell:	Nil	Nil	Nil	Nil
TOTAL:	Nil	Nil	Nil	Nil

All interests and all short positions should be disclosed.

Details of any open stock-settled derivative positions (including traded options), or agreements to purchase or sell relevant securities, should be given on a Supplemental Form 8 (Open Positions).

Details of any securities borrowing and lending positions or financial collateral arrangements should be disclosed on a Supplemental Form 8 (SBL).

(b) Rights to subscribe for new securities

Class of relevant security in relation to which subscription rights exist:	N/A
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which subscription right exists:	
Details, including nature of the rights concerned and relevant percentages:	N/A

3. POSITIONS OF PERSONS ACTING IN CONCERT WITH THE PARTY TO THE OFFER MAKING THE DISCLOSURE

Details of any interests, short positions and rights to subscribe (including directors' and other employee options) of any person acting in concert with the party to the offer making the disclosure:		
a) Holdings of ordinary shares by directors of RHI Magnesita N.V. and their close relatives		
Name / company name of registered shareholder	Number of ordinary shares held	Percentage of total issued share capital carrying voting rights
Herbert Cordt	350,000	0.739
John Ramsay	4,890	0.010
Stefan Borgas and close relatives	135,582	0.286
Ian Botha	52,689	0.111
Karl Sevelde	2,000	0.004
Martin Kowatsch	1,223	0.003
b) Holdings of ordinary shares by persons acting in concert with members of the board of RHI Magnesita N.V.		
Name	Number of ordinary shares held	Percentage of total issued share capital carrying voting rights
Elisabeth zu Sayn-Wittgenstein-Berleburg ¹	126,076	0.266
Konstantin Winterstein ²	126,076	0.266
Silver Beteiligungsgesellschaft mbH ³	2,088,461	4.409
Chestnut Beteiligungsgesellschaft mbH ⁴	2,088,461	4.409
FEWI Beteiligungsgesellschaft mbH ⁵	1,891,292	3.992
MSP Stiftung ⁶	13,333,340	28.146
¹ Elisabeth zu Sayn-Wittgenstein-Berleburg is a close relative of Stanislaus Prinz zu Sayn-Wittgenstein-Berleburg, a director of RHI Magnesita N.V. ² Konstantin Winterstein is a close relative of Stanislaus Prinz zu Sayn-Wittgenstein-Berleburg, a director of RHI Magnesita N.V. ³ Silver Beteiligungsgesellschaft mbH is ultimately controlled by Konstantin Winterstein, a close relative of Stanislaus Prinz zu Sayn-Wittgenstein-Berleburg, a director of RHI Magnesita N.V. ⁴ Chestnut Beteiligungsgesellschaft mbH is ultimately controlled by Elisabeth zu Sayn-Wittgenstein-Berleburg, a close relative of Stanislaus Prinz zu Sayn-Wittgenstein-Berleburg, a director of RHI Magnesita N.V. ⁵ FEWI Beteiligungsgesellschaft mbH is held as to 50% by Elisabeth zu Sayn-Wittgenstein-Berleburg and as to 50% by Konstantin Winterstein who are close relatives of Stanislaus Prinz zu Sayn-Wittgenstein-Berleburg, a director of RHI Magnesita N.V. ⁶ MSP Stiftung is a foundation under Liechtenstein law, whose founder and beneficiary is Mag. Martin Schlaff a close relative of David Schlaff, a director of RHI Magnesita N.V. The members of the management board of MSP Stiftung are Michael Hason Johannes, Christian Gasser, and Hadrian Paul Meister. A Rule 8.3 disclosure in relation to this position was announced on 8 October 2026 at 9:15 CET.		

c) Options or awards over ordinary shares - RHI Magnesita N.V. Long Term Incentive Plan						
Name	Share plan	Grant date	Number of relevant securities	Exercise price	Vesting information	Expiry date
Stefan Borgas (CEO, Board director)	RHIM LTIP - nil cost Performance options	9 March 2026	84,267	Nil	Normally vests on the third anniversary of grant (9 March 2029), subject to performance conditions in the 2025 Remuneration Report; shares must then be retained until the fifth anniversary of grant	N/A (nil cost option)
Stefan Borgas (CEO, Board director)	RHIM LTIP - nil cost Performance options	6 March 2025	67,238	Nil	Normally vests on the third anniversary of grant (6 March 2028), subject to performance conditions in the 2024 Remuneration Report; shares must then be retained until the	N/A (nil cost option)

			Number		with anniversary of grant	
Name	Share plan	Grant date	of relevant securities	Exercise price	Normally vests on the third anniversary of grant (9 March 2027), subject to performance conditions in the 2023 Remuneration Report; shares must then be retained until the fifth anniversary of grant	Expiry date
Stefan Borgas (CEO, Board director)	RHIM LTIP - nil cost Performance options	7 March 2024	67,023	Nil		N/A (nil cost option)
Stefan Borgas (CEO, Board director)	RHIM LTIP - nil cost Performance options	6 March 2023	93,771	Nil	Vested on the third anniversary of grant (6 March 2026), subject to performance conditions in the 2022 Remuneration Report; shares must then be retained until the fifth anniversary of grant	N/A (nil cost option)
Ian Botha (CFO, Board director)	RHIM LTIP - nil cost Performance options	9 March 2026	36,939	Nil	Normally vests on the third anniversary of grant (9 March 2029), subject to performance conditions in the 2025 Remuneration Report; shares must then be retained until the fifth anniversary of grant	N/A (nil cost option)
Ian Botha (CFO, Board director)	RHIM LTIP - nil cost Performance options	6 March 2025	29,476	Nil	Normally vests on the third anniversary of grant (6 March 2028), subject to performance conditions in the 2024 Remuneration Report; shares must then be retained until the fifth anniversary of grant	N/A (nil cost option)
Ian Botha (CFO, Board director)	RHIM LTIP - nil cost Performance options	7 March 2024	29,383	Nil	Normally vests on the third anniversary of grant (7 March 2027), subject to performance conditions in the 2023 Remuneration Report; shares must then be retained until the fifth anniversary of grant	N/A (nil cost option)
Ian Botha (CFO, Board director)	RHIM LTIP - nil cost Performance options	6 March 2023	41,112	Nil	Vested on the third anniversary of grant (6 March 2026), subject to performance conditions in the 2022 Remuneration Report; shares must then be retained until the fifth anniversary of grant	N/A (nil cost option)
Ian Botha (CFO, Board director)	RHIM LTIP - nil cost Performance options	8 March 2022	28,297	Nil	Vested on the third anniversary of grant (8 March 2025), subject to performance conditions in the 2022 Remuneration Report; shares must then be retained until the fifth anniversary of grant	N/A (nil cost option)
Ian Botha (CFO, Board director)	RHIM LTIP - nil cost Performance options	15 March 2021	3,366	Nil	Vested on the third anniversary of grant (15 March 2024), subject to performance conditions in the 2022 Remuneration Report; shares must then be retained until the fifth anniversary of grant	N/A (nil cost option)
Rajah Jayendran (Chief Technology Officer)	RHIM LTIP - nil cost Performance options	9 March 2026	24,152	Nil	Normally vests on the third anniversary of grant (9 March 2029), subject to performance conditions in the 2025 Remuneration Report; shares must then be retained until the fifth anniversary of grant	N/A (nil cost option)
Rajah Jayendran (Chief Technology Officer)	RHIM LTIP - nil cost Performance options	6 March 2025	19,271	Nil	Normally vests on the third anniversary of grant (6 March 2028), subject to performance conditions in the 2024 Remuneration Report; shares must then be retained until the fifth anniversary of grant	N/A (nil cost option)
Rajah Jayendran (Chief Technology Officer)	RHIM LTIP - nil cost Performance options	7 March 2024	19,212	Nil	Normally vests on the third anniversary of grant (7 March 2027), subject to performance conditions in the 2023 Remuneration Report; shares must then be retained until the fifth anniversary of grant	N/A (nil cost option)
					Vested on the third anniversary of grant (6 March 2026).	

Name	Share plan	Grant date	Number of relevant securities	Exercise price	Vesting information	N/A (nil cost option)
Rajah Jayendran (Chief Technology Officer)	RHIM LTIP - nil cost Performance options	6 March 2023	26,882	Nil	subject to performance conditions in the 2022 Remuneration Report; shares must then be retained until the fifth anniversary of grant	N/A (nil cost option)
Rajah Jayendran (Chief Technology Officer)	RHIM LTIP - nil cost Performance options	8 March 2022	14,418	Nil	Vested on the third anniversary of grant (8 March 2025), subject to performance conditions in the 2022 Remuneration Report; shares must then be retained until the fifth anniversary of grant	N/A (nil cost option)
Rajah Jayendran (Chief Technology Officer)	RHIM LTIP - nil cost Performance options	15 March 2021	1,791	Nil	Vested on the third anniversary of grant (15 March 2024), subject to performance conditions in the 2022 Remuneration Report; shares must then be retained until the fifth anniversary of grant	N/A (nil cost option)
Rajah Jayendran (Chief Technology Officer)	RHIM LTIP - nil cost Performance options	8 April 2020	2,735	Nil	Vested on the third anniversary of grant (8 April 2023), subject to performance conditions in the 2022 Remuneration Report; shares must then be retained until the fifth anniversary of grant	N/A (nil cost option)
Gustavo Franco (Chief Customer Officer)	RHIM LTIP - nil cost Performance options	9 March 2026	29,141	Nil	Normally vests on the third anniversary of grant (9 March 2029), subject to performance conditions in the 2025 Remuneration Report; shares must then be retained until the fifth anniversary of grant	N/A (nil cost option)
Gustavo Franco (Chief Customer Officer)	RHIM LTIP - nil cost Performance options	6 March 2025	23,251	Nil	Normally vests on the third anniversary of grant (6 March 2028), subject to performance conditions in the 2024 Remuneration Report; shares must then be retained until the fifth anniversary of grant	N/A (nil cost option)
Gustavo Franco (Chief Customer Officer)	RHIM LTIP - nil cost Performance options	7 March 2024	23,178	Nil	Normally vests on the third anniversary of grant (7 March 2027), subject to performance conditions in the 2023 Remuneration Report; shares must then be retained until the fifth anniversary of grant	N/A (nil cost option)
Gustavo Franco (Chief Customer Officer)	RHIM LTIP - nil cost Performance options	6 March 2023	32,428	Nil	Vested on the third anniversary of grant (6 March 2026), subject to performance conditions in the 2022 Remuneration Report; shares must then be retained until the fifth anniversary of grant	N/A (nil cost option)
Gustavo Franco (Chief Customer Officer)	RHIM LTIP - nil cost Performance options	8 March 2022	22,319	Nil	Vested on the third anniversary of grant (8 March 2025), subject to performance conditions in the 2022 Remuneration Report; shares must then be retained until the fifth anniversary of grant	N/A (nil cost option)
Gustavo Franco (Chief Customer Officer)	RHIM LTIP - nil cost Performance options	15 March 2021	12,439	Nil	Vested on the third anniversary of grant (15 March 2024), subject to performance conditions in the 2022 Remuneration Report; shares must then be retained until the fifth anniversary of grant	N/A (nil cost option)
Gustavo Franco (Chief Customer Officer)	RHIM LTIP - nil cost Performance options	8 April 2020	20,878	Nil	Vested on the third anniversary of grant (8 April 2023), subject to performance conditions in the 2022 Remuneration Report; shares must then be retained until the fifth anniversary of grant	N/A (nil cost option)
Ticiana Kobel (EVP, Legal & Digital)	RHIM LTIP - nil cost Performance options	9 March 2026	17,698	Nil	Normally vests on the third anniversary of grant (9 March 2029), subject to performance conditions in the 2025 Remuneration Report; shares must then be retained until the fifth anniversary of grant	N/A (nil cost option)

Transformation) Name	options Share plan	Grant date	Number of relevant securities	Exercise price	Remuneration Report; shares must then be retained until the fifth anniversary of grant Additional information	option) Expiry date
					Normally vests on the third anniversary of grant (6 March 2028), subject to performance conditions in the 2024 Remuneration Report; shares must then be retained until the fifth anniversary of grant	
Ticiana Kobel (EVP, Legal & Digital Transformation)	RHIM LTIP - nil cost Performance options	6 March 2025	14,121	Nil	Normally vests on the third anniversary of grant (6 March 2028), subject to performance conditions in the 2024 Remuneration Report; shares must then be retained until the fifth anniversary of grant	N/A (nil cost option)
Ticiana Kobel (EVP, Legal & Digital Transformation)	RHIM LTIP - nil cost Performance options	7 March 2024	11,731	Nil	Normally vests on the third anniversary of grant (7 March 2027), subject to performance conditions in the 2023 Remuneration Report; shares must then be retained until the fifth anniversary of grant	N/A (nil cost option)
Ticiana Kobel (EVP, Legal & Digital Transformation)	RHIM LTIP - nil cost Performance options	6 March 2023	16,411	Nil	Vested on the third anniversary of grant (6 March 2026), subject to performance conditions in the 2022 Remuneration Report; shares must then be retained until the fifth anniversary of grant	N/A (nil cost option)
Ticiana Kobel (EVP, Legal & Digital Transformation)	RHIM LTIP - nil cost Performance options	8 March 2022	10,734	Nil	Vested on the third anniversary of grant (8 March 2025), subject to performance conditions in the 2022 Remuneration Report; shares must then be retained until the fifth anniversary of grant	N/A (nil cost option)
Ticiana Kobel (EVP, Legal & Digital Transformation)	RHIM LTIP - nil cost Performance options	15 March 2021	3,991	Nil	Vested on the third anniversary of grant (15 March 2024), subject to performance conditions in the 2022 Remuneration Report; shares must then be retained until the fifth anniversary of grant	N/A (nil cost option)
Ticiana Kobel (EVP, Legal & Digital Transformation) RHIM LTIP - nil cost Performance options	RHIM LTIP - nil cost Performance options	8 April 2020	229	Nil	Vested on the third anniversary of grant (8 April 2023), subject to performance conditions in the 2022 Remuneration Report; shares must then be retained until the fifth anniversary of grant	N/A (nil cost option)
Simone Oremovic (EVP, People, Projects, Integration & Recycling)	RHIM LTIP - nil cost Performance options	9 March 2026	17,698	Nil	Normally vests on the third anniversary of grant (9 March 2029), subject to performance conditions in the 2025 Remuneration Report; shares must then be retained until the fifth anniversary of grant	N/A (nil cost option)
Simone Oremovic (EVP, People, Projects, Integration & Recycling)	RHIM LTIP - nil cost Performance options	6 March 2025	14,121	Nil	Normally vests on the third anniversary of grant (6 March 2028), subject to performance conditions in the 2024 Remuneration Report; shares must then be retained until the fifth anniversary of grant	N/A (nil cost option)
Simone Oremovic (EVP, People, Projects, Integration & Recycling)	RHIM LTIP - nil cost Performance options	7 March 2024	11,731	Nil	Normally vests on the third anniversary of grant (7 March 2027), subject to performance conditions in the 2023 Remuneration Report; shares must then be retained until the fifth anniversary of grant	N/A (nil cost option)
Simone Oremovic (EVP, People, Projects, Integration & Recycling)	RHIM LTIP - nil cost Performance options	6 March 2023	16,411	Nil	Vested on the third anniversary of grant (6 March 2026), subject to performance conditions in the 2022 Remuneration Report; shares must then be retained until the fifth anniversary of grant	N/A (nil cost option)
Simone Oremovic (EVP, People, Projects, Integration & Recycling)	RHIM LTIP - nil cost Performance options	8 March 2022	10,734	Nil	Vested on the third anniversary of grant (8 March 2025), subject to performance conditions in the 2022 Remuneration Report; shares must then be retained until the fifth anniversary of grant	N/A (nil cost option)

Name	Share Plan	Grant date	Number of relevant securities	Exercise price	Vesting information	Expiry date
Simone Oremovic (EVP, People, Projects, Integration & Recycling)	RHIM LTIP - nil cost Performance options	15 March 2021	5,470	Nil	Vested on the third anniversary of grant (15 March 2024), subject to performance conditions in the 2022 Remuneration Report; shares must then be retained until the fifth anniversary of grant	option)
Simone Oremovic (EVP, People, Projects, Integration & Recycling)	RHIM LTIP - nil cost Performance options	8 April 2020	8,882	Nil	Vested on the third anniversary of grant (8 April 2023), subject to performance conditions in the 2022 Remuneration Report; shares must then be retained until the fifth anniversary of grant	N/A (nil cost option)

Details of any open stock-settled derivative positions (including traded options), or agreements to purchase or sell relevant securities, should be given on a Supplemental Form 8 (Open Positions).

Details of any securities borrowing and lending positions or financial collateral arrangements should be disclosed on a Supplemental Form 8 (SBL).

4. OTHER INFORMATION

(a) Indemnity and other dealing arrangements

Details of any indemnity or option arrangement, or any agreement or understanding, formal or informal, relating to relevant securities which may be an inducement to deal or refrain from dealing entered into by the party to the offer making the disclosure or any person acting in concert with it: <i>Irrevocable commitments and letters of intent should not be included. If there are no such agreements, arrangements or understandings, state "none"</i>
None

(b) Agreements, arrangements or understandings relating to options or derivatives

Details of any agreement, arrangement or understanding, formal or informal, between the party to the offer making the disclosure, or any person acting in concert with it, and any other person relating to: (i) the voting rights of any relevant securities under any option; or (ii) the voting rights or future acquisition or disposal of any relevant securities to which any derivative is referenced: <i>If there are no such agreements, arrangements or understandings, state "none"</i>
None

(c) Attachments

Are any Supplemental Forms attached?

Supplemental Form 8 (Open Positions)	NO
Supplemental Form 8 (SBL)	NO

Date of disclosure:	13 October 2026
Contact name:	Julia Crane
Telephone number:	

Public disclosures under Rule 8 of the Code must be made to a Regulatory Information Service.

The Panel's Market Surveillance Unit is available for consultation in relation to the Code's disclosure requirements on +44 (0)20 7638 0129.

The Code can be viewed on the Panel's website at www.thetakeoverpanel.org.uk.

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