

MAGNESITA REFRAATÓRIOS S.A.

Publicly-Held Company

CNPJ/MF (*Corporate Taxpayer Registration*) No. 08.684.547/0001-65

NIRE (*Commercial Registration*) 31.300.026.485

NOTICE FOR EXTRAORDINARY GENERAL SHAREHOLDERS' MEETING

The shareholders of Magnesita Refratários S.A. ("Company") are invited, pursuant to the Company's Bylaws, to an Extraordinary General Shareholders' Meeting to be held on December 14th, 2015, at 11:30 a.m. BrT, at the Company's main office at the City of Contagem, State of Minas Gerais, at Praça Louis Ensck, No. 240, Cidade Industrial, Zip Code No. 32210-050, to resolve the following agenda:

- (i) to approve the capitalization of part of the Special Goodwill Reserve in the total amount of R\$ 53,324,012.50, related to the tax benefit earned by the Company until the end of the 2014's fiscal year due to the goodwill amortization, which shall be on the benefit of all shareholders and without the issuance of new shares, pursuant to article 6º, § 2º, of the CVM Instruction No. 319/99;
- (ii) to approve the reduction of the corporate capital in the amount of R\$ 895,296,851.06 to absorb the accrued losses calculated in the balance sheet comprised in the 2015's third quarterly report in the amount of R\$ 918,599,001.17 deducted by R\$ 23,302,150.11;
- (iii) to approve the grouping of shares issued by the Company in the proportion of 25 to 1;
- (iv) to approve, after the consummation of the grouping of shares, the split of each common share issued by the Company in the proportion of 1 share to 5 shares; e
- (v) to approve the following amendment of Article 5 of the Company's Bylaws, also reflecting the cancellation of shares held in treasury in reason of the 3rd Repurchase Program of Shares issued by the Company.

General Instructions:

The Management Proposal document about the matters listed on the agenda are available to the shareholders at the Company's main office and on the websites of the Brazilian Securities and Exchange Commission - CVM (www.cvm.gov.br) and of BM&FBOVESPA S.A. – Bolsa de Valores, Mercadorias e Futuros (www.bmfbovespa.com.br).

Shareholders shall submit at the Company's main office, at least forty-eight (48) hours in advance: (i) supporting documents from the depositary financial institution of their book entry

shares or shares in custody; and (ii) if applicable, a proxy duly completed and signed, in accordance with effective legislation and the Bylaws.

Contagem, April 28th, 2015.

Fersen Lamas Lambranh
Chairman of the Board of Directors