

GP INVESTMENTS, LTD.
MATERIAL FACT

GP INVESTMENTS, LTD., a company headquartered at 129, Front Street, Penthouse, Hamilton HM 12, Bermuda (“Company” or “GP”), whose Class A Shares are traded in form of Brazilian Depositary Receipts (BDRs) on the stock exchange managed by the Brazilian Stock Exchange (B3 S.A. – Brasil, Bolsa, Balcão), hereby informs the following, in the context of the transaction disclosed in the Material Fact of October 5, 2016, by which Alumina Holdings, LLC (“Alumina”), Rearden L. Holdings 3 S.À R.L. (“Rearden”) and RHI AG (“RHI”) signed an agreement with the purpose of combining the operations of RHI and Magnesita Refratários S.A., a portfolio company of investment funds managed by GP or its affiliates (“Magnesita”), to create a leading company in refractory solutions, named RHI Magnesita N.V. (“RHI Magnesita”) (“Transaction”):

All the precedent conditions have been satisfied and the completion of the Transaction occurred on October 26, 2017, by means of which Dutch Brasil Holding B.V., a subsidiary of RHI Magnesita, acquired 25.020.242 shares of Magnesita (representing 50% plus one share of Magnesita’s capital stock) and GP became a relevant shareholder of RHI Magnesita.

The admission to listing of RHI Magnesita shares on the premium listing segment of the Official List of the UK Financial Conduct Authority occurred, and the trading on the London Stock Exchange’s main market for listed securities initiated, on the date hereof.

For further information related to the completion of Transaction and subsequent steps, please access the Material Fact released by Magnesita on the date hereof, available at: magnesita.riweb.com.br.

October 27, 2017.

Alvaro Lopes da Silva Neto
Chief Financial and Investor Relations Officer