

Invitation to the Annual General Meeting of Shareholders of Vimetco N.V.

The shareholders and holders of depositary receipts for shares of Vimetco N.V. are invited to the annual general meeting of shareholders to be held on June 28, 2019 at 10:00 am at Strawinskylaan 403, World Trade Centre, A Tower, 4th floor, 1077 XX Amsterdam, The Netherlands

Agenda / Order of the Day

The Board of Directors submits the following agenda items and propositions for discussion and approval of resolutions:

1. Opening, appointment of chairman (voting item), remarks and announcements

The Annual General Meeting of Shareholders will be held in English language.

2. Presentation of the Annual Report 2018 and review of auditor's report 2018

3. Adoption of the Annual Accounts 2018 of Vimetco N.V. (voting item)

The Board of Directors proposes the adoption of the Annual Accounts 2018 of Vimetco N.V.

4. Appointment of auditors (voting item)

Reappointment of Ernst and Young as the auditors of Vimetco N.V. for the financial year 2019.

5. Retention and distribution policy (voting item)

As evidenced by the Annual Report 2018, the retention and distribution policy of the group of companies including Vimetco N.V. ("**Group**") is to distribute to shareholders approximately 20% of the consolidated income of the Group on average over the aluminium price cycle.

Vimetco N.V. does not anticipate paying cash dividend in the near future.

6. Determination of the appropriation of profits (voting item)

Although the general intention of the Group is to distribute approximately 20% of the consolidated income of the Group on average over the aluminium price cycle to shareholders, in 2018, Vimetco N.V. registered a loss in its consolidated IFRS financial statements accompanied also by a loss registered in its company-only financial statements. Despite these losses, Vimetco N.V. has profit available for distribution to the shareholders of Vimetco N.V. in amount of USD 24,634 thousand mainly due to the income registered by Vimetco N.V. on sale of Alro's shares which resulted in recognition of a gain directly in equity and the profits obtained by Romanian segment in 2018.

Considering the current downturn and poor short-term prospects of the aluminium market, Vimetco N.V. will not make any appropriation or distribution of profit to the shareholders and holders of depository receipts for shares of Vimetco N.V. and the distributable profit will be added to the general reserves of the Company.

7. Discharge from Liability (voting item)

Discharge of the existing Members of the Board of Directors of Vimetco N.V. in respect of the duties performed during the year 2018.

8. Number and Composition of the Board of Directors of Vimetco N.V. (voting items)

- a. To fix, in accordance with article 14.2 of the articles of association of Vimetco N.V., the number of the members of the Board of Directors at 11 (eleven) (voting item).
- b. Reappointment of Mr. Vitali Machitski as non-executive member for the period ending on the date of the Annual General Meeting of Shareholders to be held in 2020 ("**AGM in 2020**") (voting item).
- c. Reappointment of Mr. James McGill Currie as non-executive member of the Board of

Directors for the period ending on the date of the AGM in 2020 (voting item).

- d. Reappointment of Mr. Zhang Gaobo as non-executive member of the Board of Directors for the period ending on the date of the AGM in 2020 (voting item).
- e. Reappointment of Mr. Valery Krasnov as non-executive member of the Board of Directors for the period ending on the date of the AGM in 2020 (voting item).
- f. Reappointment of Mr. Viatcheslav Agapkin as non-executive member of the Board of Directors for the period ending on the date of the AGM in 2020 (voting item).
- g. Reappointment of Mr. Gheorghe Dobra as executive member of the Board of Directors and Chief Executive Officer of Vimetco N.V. for the period ending on the date of the AGM in 2020 (voting item).
- h. Reappointment of Mr. Igor Svetskiy as non-executive member of the Board of Directors for the period ending on the date of the AGM in 2020 (voting item).
- i. Reappointment of Mr. Marian Daniel Nastase as executive member of the Board of Directors and Chief Financial Officer of Vimetco N.V. for the period ending on the date of the AGM in 2020 (voting item).
- j. Reappointment of Mr. Pavel Machitski as executive member of the Board of Directors for the period ending on the date of the AGM in 2020 (voting item).
- k. Appointment of Mrs. Karima Robert Nigmatulina as non-executive member of the Board of Directors and Chairman of the Board of Directors for the period ending on the date of the AGM in 2020 (voting item).
- l. Appointment of Mr. Pavel Priymakov as non-executive member of the Board of Directors for the period ending on the date of the AGM in 2020 (voting item).

9. Varia and closing

Availability of Meeting Documents

Before the meeting, the following meeting documents (in English) are available to shareholders and holders of depository receipts for shares:

- Invitation including Agenda;
- Annual Report 2018, Annual Accounts 2018 and the auditor's report 2018;
- Curriculum vitae of Mrs. Karima Robert Nigmatulina and Mr. Pavel Priymakov;
- A form of proxy for representation at the meeting (please refer to further instructions on the use of proxy below); and
- The total number of shares on issue and voting rights on the day hereof.

The above mentioned documents are available on the Vimetco N.V. website www.vimetco.com as of June 13, 2019, with the exception of the Annual Report 2018, Annual Accounts 2018 and the auditor's report 2018, which are available to be sent by email to the entitled shareholders and holders of depository receipts for shares at their request (or alternatively downloaded from the website of Vimetco by using their personal access credentials) or could be collected from the company's headquarters. Until publication of the printed versions, the internet versions of the meeting documents will be available for inspection at the official address of Vimetco N.V. at Strawinskyalaan 403, World Trade Centre, A Tower, 4th floor, 1077 XX Amsterdam as of June 13, 2019. Copies of these documents may be obtained free of charge at this address.

The printed version of the Annual Report 2018 in English is available as of June 13, 2019. As of this date copies may be obtained free of charge at Vimetco N.V.'s head office as indicated above.

Registration Date

In accordance with art. 21 of the Articles of Association of Vimetco N.V., the registration procedure and its deadline is the determining factor to attend the General Meeting of Shareholders and to exercise voting rights during that meeting. Not later than June 21, 2019, all Shareholders and other parties holding the right to attend the meeting, have to register for the meeting by way of written notification addressed to Vimetco N.V., Strawinskylaan 403, World Trade Centre, A Tower, 4th floor, 1077 XX Amsterdam, the Netherlands, e-mail investor.relations@vimetco.com, fax: +31 (20) 575 2726.

Shareholders and other parties holding the right to attend the meeting who wish to be represented by a proxy in the meeting have to submit a written power of attorney simultaneously with the above notification for the purposes of registration. Vimetco N.V. offers the Shareholders the possibility to notify the company of the proxy by electronic means using the above email address.

Voting Rights in the Meeting

Shareholders are entitled to exercise their voting rights only if they have duly completed the above-mentioned registration procedure by June 21, 2019.

Amsterdam, June 13, 2019

The Board of Directors Vimetco N.V.