

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 October 30, 2018 at 9:30 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 2017 and review of auditor's report 2017

3. Adoption of the Annual Accounts 2017 of Vimetco N.V. (voting item)

The Board of Directors proposes the adoption of the Annual Accounts 2017 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 2018.

5. Retention and distribution policy (voting item)

As evidenced by the Annual Report 2017, 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

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, due to absence of profits in 2017 Vimetco N.V. will not make any appropriation of profits to the shareholders and holders of depository receipts for shares of Vimetco N.V.

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 2017.

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 10 (ten) (voting item).
- b. Reappointment of Mr. Vitali Machitski as non-executive member and Chairman of the Board of Directors for the period ending on the date of the Annual General Meeting of Shareholders to be held in 2019 ("**AGM in 2019**") (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 2019 (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 2019 (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 2019 (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 2019 (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 2019 (voting item).
- h. Reappointment of Mr. Denis Nikolayevich Sedyshev as non-executive member of the Board of Directors for the period ending on the date of the AGM in 2019 (voting item).
- i. 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 2019 (voting item).
- j. 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 2019 (voting item).
- k. Reappointment of Mr. Pavel Machitski as executive member of the Board of Directors for the period ending on the date of the AGM in 2019 (voting item).

9. Amendment of the Articles of Association of Vimetco N.V. (voting item)

To amend the Articles of Association of Vimetco N.V. in accordance with the draft deed of amendment of the Articles of Association drawn up by Houthoff Coöperatief U.A., marked 320010077/6768402 ("**Deed of Amendment of the Articles of Association**") and 320010077/6768471 (English informal translation). The following provision is proposed to be amended in the Articles of Association:

- a. Article 29 paragraph 4 that shall read as follows:

29.4 The balance remaining after payment of the debts shall be distributed to the Shareholders in proportion to the holdings of Shares of each of them. The distribution can be made in cash or in kind.

10. Granting of a power of attorney in connection with the execution of the Deed of Amendment of the Articles of Association (voting item)

To authorize each member of the Board of Directors of Vimetco N.V., as well as each employee, (candidate) civil law notary and each lawyer of the law firm Houthoff Coöperatief U.A., each of them individually, to sign the Deed of Amendment of the Articles of Association.

11. 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 2017, Annual Accounts 2017 and the auditor's report 2017;
- Draft Draft Deed of Amendment of the Articles of Association;
- 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 October 15, 2018. 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 Strawinskylaan 403, World Trade Centre, A Tower, 4th floor, 1077 XX Amsterdam as of October 15, 2018. Copies of these documents may be obtained free of charge at this address.

The printed version of the Annual Report 2017 in English is available as of October 15, 2018. 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 October 23, 2018, 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: ir@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 October 23, 2018.

Amsterdam, October 15, 2018

The Board of Directors Vimetco N.V.