

Invitation to the Extraordinary 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 extraordinary general meeting of shareholders to be held on April 9, 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 Extraordinary General Meeting of Shareholders will be held in English language.

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

To amend the Articles of Association of Vimetco N.V., according to the draft drawn up by Houthoff Coöperatief U.A., marked 320010077/6181035 ("**Deed of Amendment of the Articles of Association**") and 320010077/6181039 (informal English translation).

The amendments to the Articles of Association are proposed by the Board of Directors in connection with the cancellation of the listing of global depositary shares for ordinary shares in the capital of the Company on the standard segment of the Official List and trading on the Main Market of the London Stock Exchange as of the sixth day of June two thousand and seventeen. As a privately held company, certain provisions that are mandatory to a listed company are no longer applicable to the Company.

The following provisions are proposed to be amended in the Articles of Association:

- a. amendment of article 1: deletion of definition of "Depository Interests" "Trade Register" and "Record Date", insertion of definition "Conflict of Interest" and "Group" and amending the definition of "Depository Receipts", "Group Company" and "Holders of Depository Receipts";
- b. amendment to article 5.10 by deletion of provisions on payment on shares in foreign currency in case the shares or depositary receipts will be included in the official list of a stock exchange outside of the Netherlands;
- c. amendment of article 8.1: deletion of limitation for the nominal amount of the shares (1/10 part of the issued capital) to be acquired by the Company in its capital or held in pledge by the Company itself or held by a subsidiary;
- d. rearrangement and amendment of article 11 ("Share register"):
 1. article 11.1: deletion of the provision on the Company's ability to maintain the share register outside of the Netherlands;
 2. deletion of article 11.6 and article 11.8 stipulating the techniques of allowing share register to be inspected in case of relevant requirements by a stock exchange;
- e. rearrangement and amendment of articles 12.1 and article 12.2: changing the procedure for transfer of a share (a deed executed before a civil-law notary officiating in the Netherlands is required) and deletion of the provisions relating to creation of the right of pledge over the Shares without acknowledgement or official service of notice to the Company;
- f. amendment to article 14.2: changes introduced with respect to requirements to composition of the board (shall include one or more executive members and one or more non-executive members, the later being individuals only);
- g. amendment of article 14.6: deletion of the requirement for prior approval of the general meeting for adoption of board rules and the amendment hereof as well as a provision granting an authority to the board to draw up internal regulations applicable to a listed company;
- h. amendment of article 15.2: deletion of the requirement for a managing director to resign if he is forbidden to act as such on the ground of English law;

- i. complete revision of the provisions related to conflicts of interest (article 17.1 and article 17.2) and introduction of new articles with respect to adoption of resolutions by the Board:
 - 1. deletion of current article 17.1 and article 17.2 and replacing them with the new article 17.1 and article 17.2 stipulating that the board shall adopt resolutions by a majority of the votes cast in a meeting of the board, and that each member of the board shall be entitled to cast one vote in meetings of the board;
 - 2. new article 17.3: obligation of a board member to report to the board of a conflict of interest with respect to a proposed board resolution;
 - 3. new article 17.4: the right of a board member to request the chairman to have the non-executive members of the board determine whether there is a conflict of interest;
 - 4. new article 17.5: a member of the board shall not participate in decision-making process if he has a conflict of interest, and in case a resolution cannot be adopted, the resolution shall be adopted by the general meeting;
 - 5. new article 17.6: possibility of a board member to be represented in meetings of the board by another member of the board based on a power of attorney;
 - 6. new article 17.7: ability to adopt board resolutions without convening a meeting;
- j. amendment to article 18.2: technical amendments to the contents of the agenda of the annual general meeting;
- k. rearrangement and amendment of articles 19.2 – 19.6 relating to convening notice for a general meeting:
 - 1. amendment of article 19.2, article 19.3, article 19.4: decrease of convening period from 42 to 15 days prior to the date of the meeting; specifying of the requirements to the convening notice and its contents as well as the circumstances in which adding one or more items to the agenda of a general meeting is possible;
 - 2. deletion of current article 19.5 and article 19.6;
- l. deletion of article 20.4 requiring the Company to disclose certain information on its website in respect of each subject put to vote in respective general meeting within fifteen days after a general meeting;
- m. rearrangement and amendment of article 21 by amending article 21.2 and by deletion of article 21.4 determining the “Record Date”;
- n. amendment of article 23.2 by determining the period for voting by electronic means of communication or in writing;
- o. deletion of article 23.8 requiring the Company to make an announcement on its website on all dividend, other payments and all other notifications to shareholders as well as publish any notices for convening the general meetings and provide each person with the above information by mail at such person’s request;
- p. amendment to article 25.2: specifying the term when the annual accounts shall be prepared by the board and indication that the annual accounts shall consist of the balance-sheet and profit and loss account with explanatory notes thereto;
- q. rearrangement and amendment of article 28.2 and articles 28.4 – article 28.10 relating to availability for payment of dividends and other profit distributions:
 - 1. article 28.2: deletion of provision stipulating that dividends and other distributions on Shares shall be payable not only at the address in the Netherlands, but also at least at one address in each of the other countries where the securities have been listed on a stock exchange);

2. deletion of article 28.4: removal of the techniques for payment of dividends outside of the Netherlands;
 3. deletion of article 28.6: removal of the requirements on publication of notifications on payments of dividends and other distributions on shares;
 4. article 28.8: technical amendments related to the above amendments to article 28 (deletion of words “distribution – including”);
- r. deletion of article 30: removal of the requirement for adoption of a code on dealing in shares and depositary interests by members of the board.

3. 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 the Company, 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.

4. Varia and closing.

Availability of Meeting Documents

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

- Invitation including Agenda;
- 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 and on the Record Date (if changes took place).

The above mentioned documents are available on the Vimetco N.V. website www.vimetco.com as of February 26, 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 February 26, 2018. Copies of these documents may be obtained free of charge at this address.

Record Date

The Record Date is the determining factor to attend the General Meeting of Shareholders and to exercise voting rights during that meeting. In accordance with article 21 paragraph 4 of the Articles of Association, shareholders and holders of depositary receipts who were shareholder or holder of depositary receipts on March 12, 2018 (the "Record Date"), have the right to attend the meeting and to exercise their voting rights in accordance with the number of shares or depositary receipts for shares they hold at the Record Date.

Registration Date

Not later than April 2, 2018, shareholders have to register for the meeting in writing with 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.

Not later than April 2, 2018, holders of depositary receipts have to submit, or request their custodian to submit a statement 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. This statement should include the number of depositary receipts for shares they hold at the Record Date.

Shareholders and holders of depositary receipts who wish to be represented by a proxy in the meeting have to submit a written power of attorney at the time of registration.

Voting Rights in the Meeting

Shareholders are entitled to exercise their voting rights in accordance with their shareholding according to the shareholders' register at the Record Date.

Holders of depositary receipts who attend the meeting in person are entitled to cast a vote in their capacity as proxy of the Depositary for a number of shares of the relevant kind that is equivalent to the number of depositary receipts for the relevant kind they hold on the Record Date.

Amsterdam, February 26, 2018

The Board of Directors Vimetco N.V.

TO PERSON ENTITLED TO ATTEND SHAREHOLDERS MEETINGS OF VIMETCO N.V. AND VOTE THEREAT

A. Introduction; exercise of shareholder rights at General Meeting of Shareholders

The Extraordinary General Meeting of Shareholders of Vimetco N.V. (the "Company") will be held at the World Trade Center in Amsterdam on Monday, 9 April 2018, at 9:30 a.m. (the "Meeting").

If you wish to exercise your rights as a shareholder or other person entitled to attend the Meeting and to vote thereat, please mark, sign and date a copy of this letter and return it to the Company at the following address not later than 2 April 2018:

Vimetco N.V.
Strawinskylaan 403,
World Trade Centre,
A Tower, 4th floor,
1077 XX Amsterdam The Netherlands
e-mail: ir@vimetco.com
Fax: +31 (0) 20 575 2726

B. Election whether or not to be present at the Meeting in person

Please inform us of your election whether or not to be present in person at the Meeting by completing the below election:

The undersigned wishes to be present in person,
or represented by an individual who shall be empowered
to vote on behalf of the undersigned, at the Meeting: **yes / no** (please circle your choice)

C. To be filled out if you or your representative WILL attend the Meeting in person

If **yes**, the individual who shall attend the Meeting and shall be so empowered on behalf of the undersigned is:

Full name: _____

Passport number: _____

Please fill out and have the relevant individual bring his/her passport to the Meeting.

D. To be filled out if you WILL NOT attend the Meeting in person

If **no**, you may hereby authorise the Company (which for this purpose may be represented by any of its, or its subsidiaries', directors or employees, with the right of substitution; hereinafter referred to as the "Proxy Holder") to vote or execute a proxy to vote the Ordinary Shares on which you are entitled to cast votes for or against or to abstain from all or any of the Resolutions to be proposed, at the Meeting. If you make use of this possibility, you must execute the voting instructions printed on the next page in such manner as to show clearly whether you desire the Proxy Holder to vote FOR or AGAINST or to ABSTAIN from all or any of the Resolutions, as the case may be. These voting instructions MUST be forwarded in sufficient time to reach the Company before 7:00 p.m. CET, 2 April 2018. Only persons entitled to attend meetings and to vote thereat recorded at the close of business on 12 March 2018 will be entitled to execute these voting instructions.

The signatory, entitled to vote as of the close of business on 12 March 2018 of _____ (please fill out) Ordinary Shares numbered _____ (please fill out) through _____ (please fill out) of the Company, hereby requests and authorises the Proxy Holder, to vote or execute a proxy to vote all of such Ordinary Shares at the Meeting as follows (please refer to the following page for the resolutions to be voted on at the Meeting):

	For	Against	Abstain
Res 1			
Res 2			
Res 3			
Res 4 (varia)			

NOTE: If these instructions are properly signed and dated but no direction is made, the shares concerned will NOT be voted on the Resolutions concerned.

E. Additional information and return of signed document to the Company

Please visit the Company's website to view or download the Extraordinary General Meeting documents:

<http://www.vimetco.com/article/extraordinary-general-shareholders-meeting-vimetco-nv>

NOTE: In order to receive your admission card for the Meeting, or to have the aforesaid shares voted on your behalf as instructed herein, as the case may be, a completed, dated and signed copy of this letter MUST be returned before 7:00 p.m. CET, 2 April 2018.

F. PLEASE COMPLETE, DATE AND SIGN, AND RETURN PROMPTLY TO:

Vimetco N.V.
 Strawinskylaan 403,
 World Trade Centre,
 A Tower, 4th floor,
 1077 XX Amsterdam The Netherlands
 Email: ir@vimetco.com
 Fax: +31 (0)20 575 2726

Executed by

Name shareholder:
Duly represented by (name and title):
Date:

If signed by a corporation, this signature should be that of an authorised officer who should state his or her title.