

**POWER OF ATTORNEY
GDS HOLDER**

THE UNDERSIGNED:

Name:

Address:

Zipcode, country:

Phone:

Email:

If an individual:

Male / female:

Date / place of birth:

Nationality:

Passport number: *[certified copy passport attached]*

If a legal entity:

Legal form:

Governed by law of:

Company ID number: *[certified copy company extract attached]*

("Principal"),

hereby grants any employee working at the law firm of Houthoff Buruma Coöperatief U.A. (each a "**Representative**"),

an irrevocable (*onherroepelijke*) limited power of attorney to do the following on behalf of the Principal:

- to accept from JPMorgan Chase Bank, National Association, a national banking association organized under the laws of the United States with its primary address for Depositary related matters at Four New York Plaza, New York, New York, 10004 United States of America, in its capacity as depositary, _____ *[number]* shares, each share having a par value of € 0.10, in the capital of Vimetco N.V., a public company limited by shares (*naamloze vennootschap*), with its corporate seat in Amsterdam, the Netherlands, having its office at (1077 XX) Amsterdam, Strawinskylaan 403, World Trade Centre, A Tower, 4th floor, the Netherlands and registered with the Dutch trade register under number 34169722, in accordance with the draft deed of transfer of shares drawn up by Houthoff Buruma Coöperatief

- U.A. and referred to as 320010077/6075444 ("**Deed of Transfer**");
- to sign the Deed of Transfer and all documents ancillary thereto, and to further carry out any act in connection therewith as deemed necessary by anyone authorised by this power of attorney, and with the power of substitution for any of the above.

The Representative is not liable for any loss or damage suffered by the Principal as a result of any act or omission of the Representative in connection with this power of attorney, with the exception of loss or damage caused by the intentional or deliberately reckless conduct of the Representative. The Principal shall indemnify each Representative against any liability to a third party in connection with this power of attorney or any acts carried out by the Representative in connection with it, with the exception of liability that results from the Representative's intent or deliberate recklessness.

This power of attorney is governed exclusively by Dutch law.

- Signature page power of attorney GDS Holder -

Name:

by: _____

place: _____

date: _____

Please send the following documents to us by both e-mail (scanned copy) and by courier (originals):

- A. a completed and duly signed and dated power of attorney;
- B. for each person signing the power of attorney, a copy of the information page from that person's valid passport;
- C. *if a legal entity*: a statement prepared by a legal counsel admitted to the local bar, substantially in the form attached hereto as **Annex 1** certifying that each person signing the power of attorney has the corporate authority to execute the power of attorney on behalf of the relevant legal entity;
- D. a statement prepared by a local public notary:
 - 1. certifying that the photocopy of the passport is a true copy of the original;
 - 2. verifying the identity of each person signing the power of attorney; and
- E. an apostille concerning the statements mentioned under C. and D. above; and
- F. *if a legal entity*: a completed company identification form, substantially in the form attached hereto as **Annex 2**.

The address, fax number and e-mail address are as follows:

Houthoff Buruma
Attn.: G.K. Tollenaar
Gustav Mahlerplein 50
1082 MA Amsterdam
The Netherlands

E-mail: k.tollenaar@houthoff.com

ANNEX 1
[TO BE PRINTED ON STATIONERY OF LEGAL COUNSEL]

BY: E-MAIL AND COURIER:

To: Houthoff Buruma Coöperatief U.A.

Attn. G.K. Tollenaar

Gustav Mahlerplein 50

1082 MA Amsterdam

The Netherlands

E-mail: k.tollenaar@houthoff.com

Number of pages: [●]

[place], [date],

Dear Madam,

I am a member of the bar of [●].

Name: _____, a legal entity organized under the laws of _____,
with registered address at _____ ("**Company**"),
has requested me to make the following statements with regard to a power of
attorney ("**Power of Attorney**"), of which a copy is attached hereto.

For the purposes of making these statements, I have reviewed the following
documents: (i) the Power of Attorney, (ii) the Company's organizational documents,
and (iii) such other documents as I have deemed necessary.

I hereby confirm that [Name Signatory] had the power to represent and bind the
Company for the purposes of the execution of the Power of Attorney in the name and
on behalf of the Company.

Yours sincerely,

[●]

- *Statement to be provided together with an apostille* -

ANNEX 2

COMPANY IDENTIFICATION FORM

Name client¹	
Company registration number	
VAT registration number	

The undersigned:	
Surname	
First name(s)	
Employed by	
Date of birth	
Private address	
Postal code, city and country	

1. declares that he/she is authorized to represent the aforementioned client;
2. declares that:
 - ☐ the aforementioned client does **NOT** have an ultimate beneficial owner²;
 - OR**
 - ☐ the person below is (direct or indirect) ultimate beneficial owner of the aforementioned client:

1	
Surname	
First name(s)	
Date of birth	
Private address	
Postal code, city and country	

2	
----------	--

¹ See the attached explanatory notes for a description of this term.

² See the attached explanatory notes for a description of this term.

Surname	
First name(s)	
Date of birth	
Private address	
Postal code, city and country	

3	
Surname	
First name(s)	
Date of birth	
Private address	
Postal code, city and country	

4	
Surname	
First name(s)	
Date of birth	
Private address	
Postal code, city and country	

3. **certifies** that none/ one or more of the abovementioned persons is a politically exposed person³. In the case one or more of the abovementioned persons is a politically exposed person, please provide us information about the function(s) applicant(s) has or have performed;
4. **certifies** that the following documents have been attached to this form:
- a. a copy of the extract from the trade register or an independent proof of the legal person's identity;
 - b. an authenticated⁴ copy of an identity document of the undersigned;
 - c. an authenticated copy of an identity document of the ultimate beneficial owners, if applicable; and
 - d. a copy of the business structure⁵ showing the ownership and control

³ See the attached explanatory notes for a description of this term.

⁴ See the attached explanatory notes for a description of this term.

structure.

5. **certifies**, in conclusion, that the contact person at Houthoff Buruma will be informed as soon as possible of changes in the aforementioned data.

Signed in:

On:

Signature:

Return (both fax or e-mail and by courier) filled in and with attachments to:

Houthoff Buruma
Attn.: G.K. Tollenaar
Gustav Mahlerplein 50
1082 MA Amsterdam
The Netherlands

E-mail: k.tollenaar@houthoff.com

⁵ See the attached explanatory notes for a description of this term.

Explanatory notes to KYC - company identification form:

Introduction

Pursuant to the Dutch anti-money laundering legislation, Houthoff Buruma is required to carry out a client screening. The client screening should enable Houthoff Buruma:

- a) to identify the client and to verify its identity;
- b) if the client is a legal person, to identify the ultimate beneficial owner of the client, to verify his identity, and to gain insight into the client's ownership and control structure;
- c) to carry out, if necessary, an investigation into the source of the funds that are used for the transaction; and
- d) to establish whether the natural person representing the client is authorized to do so, to identify and to verify his identity.

In order to meet these requirements, Houthoff Buruma uses this form. Some of the terms that are used in the form are explained below.

Client

A client is the individual or legal entity with whom Houthoff Buruma enters into a business relationship or who has a transaction effected.

Ultimate beneficial owner

An ultimate beneficial owner is the individual who:

- a) holds an interest of more than 25% in the capital of a client;
- b) can exercise more than 25% of the voting rights in the general meeting of the client;
- c) can exercise effective control over a client;
- d) is the beneficiary of 25% or more of the property of a client or a trust; or
- e) has special control over 25% or more of the property of a client.

Politically prominent person

A politically prominent person is the individual entrusted with a prominent public function, either at present or during the past year, as well as his/her immediate relatives and those having a close business relationship with him/her. Examples are: heads of state, heads of government, ministers and state secretaries, members of parliament, members of high judicial authorities, members of audit offices or governing boards of central banks, ambassadors, chargés d'affaires and senior

military officers, members of administrative bodies, management bodies or supervisory bodies of public companies.

Authentication

An authentication is a statement of authenticity. It is common practice that a notary declares, on a copy of an identity card, that the identity card shown to him/her is authentic and belongs to the person concerned.

[If an employee of Houthoff Buruma has made a copy of the identity card, this act is (also) considered to be an authentication].

Organization chart

An organization chart is a picture or scheme representing the structure of the client and provides insight into the company's ownership and control structure. The organization chart must show which natural person(s) is or are ultimate beneficial owner(s) of the client.