

SHARE TRANSFER AGREEMENT

THIS AGREEMENT HAS BEEN ENTERED INTO ON _____ 2017

This share transfer agreement ("**Agreement**") is made between:

I. **JPMorgan Chase Bank, National Association**, in its capacity as Depositary, 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 ("**Transferor**");

II. 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 extract attached]

("Transferee");

III. **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 ("**Company**"),

the Transferor, the Company and the Transferee hereinafter jointly referred to as the "**Parties**" and individually as "**Party**".

WHEREAS:

A. Shares

_____ ("**Clearing System Participant**"), acting on behalf of the Transferee, has delivered global depositary shares ("**GDSs**") to Transferor for cancellation against the delivery upon its order of _____ ordinary shares in the capital of the Company, each with a par value of ten eurocent (€ 0.10) ("**Shares**") to Transferee.

B. Transfer

Clearing System Participant has provided the Transferor, as depositary and registered holder of the Shares, instructions provided by the Transferee requesting that the Shares represented by such Transferee's GDSs be transferred to Transferee.

IT IS HEREBY AGREED AS FOLLOWS:

Article 1. Transfer against cancellation of GDRs

- 1.1. In performance of the above, Transferor hereby transfers the Shares to Transferee, who hereby accepts the Shares.

Article 2. Company's representation

- 2.1. The Company hereby declares that it acknowledges the transfer of Shares and undertakes to enter the transfer of the Shares in the register of shareholders of the Company.

Article 3. Counterparts

- 3.1. This Agreement may be entered into by a Party by way of executing separate counterparts, but it shall not be effective until each Party has executed at least one counterpart. Each counterpart, when executed, shall constitute an original, and all counterparts shall together constitute one and the same instrument.

- signature page follows -

- signature page share transfer agreement Vimetco -

The Parties have executed this Agreement to be effective as of the date first written above.

JPMorgan Chase Bank, N.A., as Depositary

by: _____
Name: _____
title: _____
place: _____

Vimetco N.V.
by: Georghe Dobra
title: CEO
place: _____

Vimetco N.V.
by: Marian Daniel Nastase
title: CFO
place: _____

_____ (name of Transferee)
by: _____
title: _____
place: _____