

TRANSFER OF SHARES

On the _____
two thousand and seventeen, appearing before me,
Martine Bijkerk, civil-law notary in Amsterdam, is:

- I. _____,
acting pursuant to powers of attorney from:
- a. _____ (name), _____ (address),
("Transferee"); and
- b. **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"); and
- II. _____,
in his capacity as executive director of:
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").

RECITALS

A. Cancellation

Whereas the Company has publicly announced, and hereby confirms, that pursuant to (i) a resolution adopted by the board (*bestuur*) of the Company ("Board") on the twenty-fourth day of March two thousand and seventeen in a meeting of the Board held in Amsterdam, the Netherlands and (ii) the approval from the general meeting of the Company on the eighth day of May two thousand and seventeen in an extraordinary general meeting held in Amsterdam, the Netherlands with respect hereto, the listing of global depositary shares for ordinary shares in the capital of the Company ("GDSs")

on the standard segment of the Official List and trading on the Main Market of the London Stock Exchange was cancelled as of the sixth day of June two thousand and seventeen ("**Cancellation**").

B. Shares

_____ ("**Clearing System Participant**"), acting on behalf of the Transferee, has delivered 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.

C. Transfer

The 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.

TRANSFER SHARES

The Transferee and the Transferor agree:

Article 1. Transfer

- 1.1. The Transferor hereby transfers the Shares to the Transferee, who hereby accepts the Shares from the Transferor.

Article 2. Acquisition of the Shares by the Depositary

- 2.1. The Company confirms that the Transferor became the registered holder of the Shares in connection with the initial public offering of international global depositary receipts representing ordinary shares in the share capital of the Company by:
 - a. deed of transfer of registered shares executed on the first day of August two thousand and seven before M. Bijkerk, civil-law notary in Amsterdam; or
 - b. deed of issue of registered shares executed on the first day of August two thousand and seven before M. Bijkerk, civil-law notary aforementioned.

Article 3. Company's representation

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

CONCLUDING STATEMENT

The above-mentioned powers of attorney are evidenced by two (2) instruments annexed to the present deed.

CONCLUSION

The person appearing in connection with this deed is known to me, civil-law notary.

THIS DEED

is executed in Amsterdam on the date stated at the head of the deed.

The substance of this deed and an explanation of the deed have been communicated to the person appearing, who has expressly taken cognisance of its contents and has agreed to its limited reading.

After a limited reading in accordance with the law, this deed was signed by the person appearing and by me, civil-law notary.