



RECORDS OF A MEETING.

On the sixteenth day of June two thousand and nine, I, Martine Bijkerk, a civil-law notary in Amsterdam, at the request of the board of directors of **Vimetco N.V.**, a public company limited by shares, with its registered seat in Amsterdam, having its office at (1097 JB) Amsterdam, Prins Bernhardplein 200 ("**Company**"), attended a general meeting of shareholders of the Company, held in Amsterdam (the meeting of the shareholders as well as the corporate body consisting of the shareholders present thereat both called: "**Meeting**"), with the intent to make records of the Meeting. -----

I, civil-law notary, have recorded the following: -----

1. Opening -----

Mr Bernard Zonneveld, non-executive member of the board of directors ("**Board**") of the Company, opened the Meeting at nine hours forty-five minutes ante meridiem and welcomed all present. He stated that the Meeting was held in the English language. In absence of the vice-chairman of the Board, he proposed the Meeting to appoint him, as chairman of the Meeting ("**Chairman**"). The Meeting resolved accordingly. Subsequently he announced: -----

- that in calling the Meeting, all statutory requirements had been met and that advertisements have been placed on the twenty-second day of May two thousand and nine in Het Financieele Dagblad and Financial Times; --
- that the notice calling the Meeting stated that the agenda and the notes thereto, the two thousand and eight annual report and the draft deed of amendment of the Company's articles of association (the "**Articles of Association**") could be obtained free of charge at the Company's head office at (1097 JB) Amsterdam, Prins Bernhardplein 200 and the Company's website; -----
- according to the signed registration list, one hundred fifty-five million four hundred and forty-nine thousand nine hundred and eleven (155,449,911) shares, having a nominal value of ten eurocents (€0.10), in turn representing the same number of votes, were represented at the Meeting, constituting approximately seventy and eighty-two hundredth per cent (70.82%) of the votes; -----
- that the Company's civil-law notary, Martine Bijkerk, was present, to take the minutes of the Meeting. -----

Furthermore the Chairman proposed to the Meeting to designate English as the official language of the statutory annual report and the statutory annual accounts for the financial year two thousand and nine, as the Company is part of an international group with operations spread globally and that the Company has



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always used English as the official language, so there is no change to that. -----
The Chairman asked if there were any questions or remarks. Since no questions or remarks were made the Chairman established that the Meeting had adopted the proposal. -----

2. Review of the annual report two thousand and eight (the “Annual Report”) -----

The Chairman stated that with respect to the Annual Report a printed power point presentation was made available in the Meeting. Since no questions were being raised, the Chairman moved forward to the next agenda item. -----

3. Adoption of the Annual Accounts two thousand and eight of the Company (the “Annual Accounts”) -----

The Chairman stated that he wanted to move on to the adoption of the statutory Annual Accounts. The Annual Accounts, prepared in accordance with International Financial Reporting Standards, were already approved by the Board and published on the twenty-eighth day of April two thousand and nine. -----

The Chairman asked if there were any questions or remarks. Since no questions or remarks were made the Chairman established that the Meeting had adopted the proposal. -----

4. Profit retention and distribution policy -----

The Chairman stated that with respect to the dividend policy, no changes to the currently dividend policy were being proposed. -----

Furthermore the Chairman informed the Meeting that it is the general intention of the Board that the Company will make distributions to its shareholders of approximately twenty per cent (20%) of consolidated net income on average over the aluminium price cycle. Any future determination regarding distributions to shareholders will be at the discretion of the Board and will depend on a range of factors, including the availability of distributable profits, the Company’s financial position, restrictions imposed by the terms of loan instruments, tax considerations, ongoing capital and cash requirements, planned acquisitions, and any other factors the Board considers relevant. Due to the nature of the Company’s strategy, focus on growth and the structure of its earnings, dividend distributions may vary from year to year. -----

As announced in a press release on twenty-eighth day of April two thousand and nine the Board recommends to the Meeting not to pay a dividend for two thousand and eight. -----

The Chairman asked if there were any questions or remarks. Since no questions or remarks were made the Chairman established that the Meeting had adopted the proposal. -----

5. Amendment of Articles of Association -----

The Chairman proposed to amend the Articles of Association in accordance with the draft deed which had been made available to the shareholders, and explained



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the background of the several items included in the draft deed. -----
Mr Zharski asked the chairman to propose to the Meeting an amendment to the proposal to the effect that each of the items included in the draft deed are resolved separately. The notary explained that under Dutch law, shareholders are entitled to propose an amendment at a shareholders meeting (*amenderingsrecht*), unless the proposed amendment constitutes, in fact, a new proposal. She confirmed that the mere breakdown of one proposal into five separate decision items would not constitute an entire new proposal and was therefore acceptable. The Meeting subsequently resolved to approve the amendment proposed by Mr Zharski, and the Chairman proposed the Meeting to resolve on the amendment of each of the items included in the draft deed of amendment separately: -----

- amendment of article 3.2 The Meeting adopted the proposal. -----
- amendment of article 8.1.b. The Meeting rejected the proposal. -----
- amendment of article 14.2. The Meeting rejected this proposal. -----
- amendment of article 16.1. The Meeting adopted the proposal. -----
- amendment of article 25.2. The Meeting adopted the proposal. -----

6. Discharge from liability of the Members of the Board in respect of the duties performed during the year two thousand and eight -----

The Chairman proposed to the Meeting to grant a discharge to the Members of the Board and to Mr Baillot, Mr Steinemann and Mr Wüst, who all three resigned as members of the Board, vis-à-vis the Company. The Chairman stated that this discharge does not affect the liability of the Members of the Board towards third parties. The discharge is granted for the management of the Board as described by the Annual Report and the information provided during the Meeting, and does not cover facts that do not appear from these. -----

The Chairman asked if there were any questions or remarks. Since no questions or remarks were made the Chairman established that the Meeting had adopted the proposal. -----

7. Composition of the Board -----

The Chairman reminded the Meeting that the appointment of Board members is for the duration of one year, until the Company's next annual general meeting of shareholders. As a result, all Board members in office are to be reappointed for a new term of one year. In addition, it is being proposed that Mr Frank Müller is appointed as executive member of the Board and CEO, and Mr Sedyshev and Mr Svenstki as non-executive members of the Board. The Chairman indicated that all relevant personal details of the proposed Board members were either included in the Annual Report or at the Company's website. Furthermore the Chairman mentioned which members of the Board held an interest in the Company, and gave the details of such interests. -----

Since no questions or remarks were made the Chairman established that the



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Meeting had adopted the proposals. -----

8. Appointment of auditors -----

The Chairman proposed to the Meeting to reappoint Deloitte, Amsterdam, the Netherlands, as the auditor responsible for auditing the annual accounts for the financial year two thousand and nine. -----

The Chairman asked if there were any questions or remarks. Since no questions or remarks were made the Chairman established that the Meeting had adopted the proposal. -----

9. Adoption of remuneration policy -----

The Chairman proposed the Meeting to approve the remuneration policy as worked out by the remuneration committee of the Board. The full text of the remuneration policy has been made available at the Company's website and at the office of the Company. -----

There being no questions or remarks, the Chairman established that the Meeting had adopted the proposal -----

10. Authorisation for acquisition of shares -----

The Chairman explained that since item 5 of the agenda had been changed and the resolution to amend article 8.1.b of the draft deed of amendment of the Articles of Association had been rejected by the Meeting, the original proposal to the Meeting of authorizing the Board to acquire on behalf of the Company shares in the Company's capital up to a maximum of ten per cent of the total issued share capital and, if allowed by the amended Articles of Association, of fifty percent, was now changed to such effect that the authorization was sought for no more than ten per cent. -----

The Chairman asked if there were any questions or remarks. Since no questions or remarks were made the Chairman established that the Meeting had adopted the proposal to authorize the Board to acquire on behalf of the Company shares in the Company's capital up to a maximum of ten per cent of the total issued share capital of the Company for a purchase price lying between the par value of the shares and one hundred and ten per cent of the market value, being the average of the highest price per share/global depositary receipt during the last five trading days at the London Stock Exchange prior to the date of acquisition. --

11. Varia -----

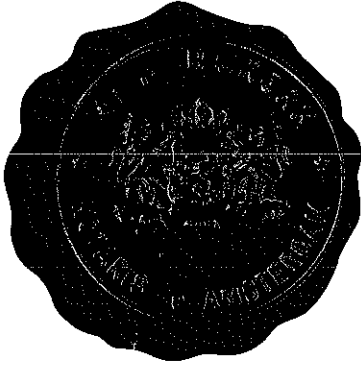
There being no further business to attend, the Chairman closed the Meeting at ten hours and thirty minutes ante meridiem and thanked everybody kindly for their attendance -----

The powers of attorney issued in connection with the Meeting including a voting instruction are attached to these records. -----

THIS DEED, -----

is executed in Amsterdam on the second day of July two thousand and nine. -----

(Signatures follow). -----



[Handwritten signature]
FOR CERTIFIED COPY.