

Invitation to the  
Annual General Meeting of Shareholders  
of Vimetco N.V.

Tuesday, 16 June 2009, at 9:30 am  
at the World Trade Center,  
Strawinskylaan 1643, Tower C, Level 16,  
1077 XX Amsterdam,  
The Netherlands

## Agenda / Order of the Day

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The Board of Directors submits to the General Meeting the following agenda items and propositions for discussion and approval of resolutions:

1. Opening, appointment of chairman for the meeting, remarks and announcements

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2. Review of the Annual Report 2008 and review of the auditors' report 2008

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3. Approval of the Annual Accounts 2008 of Vimetco N.V. (voting item)

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The Board of Directors proposes the approval of the Annual Accounts 2008 of Vimetco N.V.

4. Profit retention and distribution policy (voting item)

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The Board of Directors proposes not to pay a dividend for the financial year 2008.

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

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6. Discharge from liability (voting items)

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a. Discharge of the existing Members of the Board of Directors in respect of the duties performed during the year 2008 (voting item)

b. Discharge of the resigned Members of the Board of Directors, Mr. Wüst, Mr. Baillet and Mr. Steinemann, in respect of the duties performed during the years 2008 to 2009 until the dates of their respective resignations (voting item)

7. Composition of the Board of Directors (voting items)

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a. Reappointment of Vitaliy L. Machitski and his appointment as non-executive member and Chairman of the Board for the period ending on the date of the AGM of Shareholders to be held in 2010 (voting item)

b. Reappointment of James M. Currie as non-executive member of the Board for the period ending on the date of the AGM of Shareholders to be held in 2010 (voting item)

c. Reappointment of Bernard Zonneveld as non-executive member of the Board for the period ending on the date of the AGM of Shareholders to be held in 2010 (voting item)

d. Reappointment of Gary G.B. Zhang as non-executive member of the Board for the period ending on the date of the AGM of Shareholders to be held in 2010 (voting item)

e. Reappointment of Valery N. Krasnov as non-executive member of the Board for the period ending on the date of the AGM of Shareholders to be held in 2010 (voting item)

f. Reappointment of Vyacheslav M. Agapkin as non-executive member of the Board for the period ending on the date of the AGM of Shareholders to be held in 2010 (voting item)

g. Appointment of Frank Müller as executive member of the Board and granting him the title of Chief Executive Officer (CEO) for the period ending on the date of the AGM of Shareholders to be held in 2010 (voting item)

h. Appointment of Denis Sedyshev as non-executive member of the Board for the period ending on the date of the AGM of Shareholders to be held in 2010 (voting item)

i. Appointment of Igor Svetski as non-executive member of the Board for the period ending on the date of the AGM of Shareholders to be held in 2010 (voting item)

8. Appointment of auditors (voting item)

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Reappointment of Deloitte & Touche for the fiscal year 2009

9. Adoption of Remuneration Policy (voting item)<sup>1</sup>

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10. Authorisation of the Board of Directors to resolve for Vimetco N.V. to acquire shares and/or GDRs in the capital of Vimetco N.V. (voting item)

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Authorisation of the Board of Vimetco N.V., up to 18 months after 16 June 2009 and within the limits of the law and the Articles of Association, to resolve for Vimetco N.V. to acquire, on the stock exchange or otherwise in return for payment, shares and/or GDRs in the capital of Vimetco N.V. up to a maximum of 10% of Vimetco N.V.'s issued capital, which maximum percentage shall be automatically increased to 50% of Vimetco N.V.'s issued capital after any amendment of Vimetco N.V.'s Articles of Association pursuant to which Vimetco N.V. may acquire shares and/or GDRs to a maximum of 50% of its issued capital, at a price lying between the par value of such shares and/or GDRs and 110% of the market value, whereby market value has the following meaning: the average of the highest price per share/GDR on each of the last five trading days on the London Stock Exchange prior to the date of acquisition, as published in the Daily Official List of the London Stock Exchange.

11. Varia and closing

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The Annual General Meeting of Shareholders will be held in English.

**Availability of Meeting Documents**

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Before the meeting, the following meeting documents (in English) are available to shareholders and holders of global depository receipts:

- Invitation including Agenda
- Annual Report 2008
- Proposed amendment of the Articles of Association of Vimetco N.V.
- Remuneration Policy
- Information on the candidates to the Board of Directors

The above mentioned documents are available on the Vimetco N.V. website [www.vimetco.com](http://www.vimetco.com) as of 20 May 2009. 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 Prins Bernhardplein 200, 1097 JB Amsterdam as of 20 May 2009. Copies of these documents may be obtained free of charge at this address.

The printed version of the Annual Report 2008 in English is available as of 25 May 2009. As of this date, copies may be obtained free of charge at the company's head office as indicated above.

Amsterdam, 19 May 2009

The Board of Directors

<sup>1</sup> See AoA article 15.3

## **Record Date**

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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, it is determined that shareholders and holders of depositary receipts who were shareholder or holder of depositary receipts on 15 May 2009 after the closing of the books 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 that specific date.

## **Registration Date**

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Not later than 10 June 2009, shareholders have to register for the meeting in writing with Vimetco N.V., Prins Bernhardplein 200, 1097 JB Amsterdam, The Netherlands, e-mail: [ir@vimetco.com](mailto:ir@vimetco.com), fax: +31 (20) 521 48 22.

Not later than 10 June 2009, holders of depositary receipts have to submit, or request their custodian to submit, a statement to Vimetco N.V., Prins Bernhardplein 200, 1097 JB Amsterdam, The Netherlands, e-mail: [ir@vimetco.com](mailto:ir@vimetco.com), fax: +31 (20) 521 48 22. 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**

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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 Depository 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.

## **Written Voting Instructions**

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Holders of depositary receipts will receive a voting card form. This form can be used if they do not attend the meeting, but do wish to participate in the decision-making process. This form shall be received at the return address not later than the date stated on it.