

Composition and Profile of the Non-Executive Members of the Board of Vimetco N.V.

1. General

- 1.1. Vimetco N.V. (the “**Company**”) has a one-tier board (the “**Board**”) consisting of executive members (the “**Executive Members**”) and non-executive members (the “**Non-Executive Members**”).
- 1.2. The Company Board has two key committees, i.e. a remuneration committee and an audit committee (the “**Board Committees**”).
- 1.3. This Non-Executive Members candidate profile will be assessed annually by the Board and will be published on the Company’s website.

2. Number of Non-Executive Members

- 2.1. The majority of the members of the Board shall be Non-Executive Members.
- 2.2. The Board may have a maximum of nine Non-Executive Members.
- 2.3. At least two (2) of the Non-Executive Members shall be independent within the meaning of the Dutch Corporate Governance Code.

3. Capabilities

- 3.1. Candidate Non-Executive Members (the “**Candidates**”) should generally be capable of making a significant contribution to an effective Board. The qualities required from the Candidates are to be in line with the Dutch Corporate Governance Code and the UK Combined Code on Corporate Governance.
- 3.2. Each Candidate should be capable of assessing the broad outline of the overall policy of the Company and its business activities.
- 3.3. At least one (1) of the Non-Executive Members shall be a financial expert, with relevant knowledge and experience of financial administration and accounting of listed companies or other large legal entities. Such a financial expert will have the following attributes:
 - a. an understanding of financial statements and the primary generally accepted accounting principles used to prepare the Company’s financial statements;
 - b. the ability to assess the general application of such principles in connection with the accounting for estimates, accruals and reserves;

- c. experience preparing, auditing, analyzing or evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the Company's financial statements, or experience actively supervising one or more persons engaged in such activities;
- d. an understanding of internal controls over financial reporting; and
- e. an understanding of audit committee functions.

4. Availability

- 4.1. Each Candidate is required to have sufficient time available for the proper performance of his or her duties, which includes attending most of the required meetings.
- 4.2. Furthermore, each Candidate must be sufficiently free of other commitments to be able to devote the time needed to prepare for meetings and participate in training, appraisal and other Non-Executive Member associated activities.
- 4.3. The composition of the Non-Executive Members shall be such that the Board is able to carry out its duties properly.

5. Experience

- 5.1. The Non-Executive Members shall constitute a mix of persons with business and non-business or other value-adding backgrounds.
- 5.2. Non-Executive Members with business backgrounds may have executive experience, preferably gained in the private sector, and experience in corporate governance of listed companies, in order to reflect the nature and variety of the Company's business activities, their international spread and the desirability to have available expertise in such fields as finance, economic, societal and legal aspects of international business, government and public administration. Such experience and expertise should be a blend of backgrounds related to (i) finance, (ii) the scope and core business activities of the Company, (iii) relevant non-core businesses, and (iv) legal, administrative and/or regulatory experience.
- 5.3. Non-business related backgrounds may include ex-government, ex-government agencies, academia, think tanks and non-government bodies.
- 5.4. It is envisaged that the Non-Executive Members shall predominantly be currently active or recently retired persons.
- 5.5. Within the Non-Executive Members there shall be specific knowledge of and experience with respect to:

- a. general business and strategic policy;
- b. the aluminium industry and business activities in connection therewith;
- c. corporate finance, risk management, financial reporting and accountability;
- d. internal research & development and government policy;
- e. legal affairs; and
- f. public affairs;

6. Nationality, Age and Gender

- 6.1. International experience in light of the wide geographic spread of the activities of the Company and the global nature of the industry in general is important. The Company therefore aims to have at least one (1) Non-Executive Member from outside Europe on the Board, with a particular preference for Asia.
- 6.2. In order to provide a range of ages, Non-Executive Members should preferably serve at least four terms of one year each, in order to provide continuity.

7. Profile

- 7.1. Each individual Non-Executive Member must have the following qualities:
 - a. be of undisputed integrity and high ethical standards;
 - b. be conscious of and attain high standards of corporate governance;
 - c. have the ability to operate independently and critically vis-à-vis the other members of the Board;
 - d. have a feeling for and general knowledge – or, as a minimum, strong affinity with – the aluminium industry;
 - e. have the ability to assess the Company's social policy and social aspects of its business activities;
 - f. have an open eye for the interests of the Company and its various stakeholders;
 - g. have sufficient authority with all of the Company's stakeholders;
 - h. have awareness of international trends in society;
 - i. have proven success/prominence in society;
 - j. have to be analytical and critical but solution-oriented;
 - k. have to be prepared to be evaluated periodically;

- I. have to be willing to accept to sit on key committees (i.e. the audit committee and the remuneration committee);

8. Other Requirements

- 8.1. At least one Non-Executive Member should not be a member of the management board of another Dutch listed company. None of the Non-Executive Members may maintain more than five (5) memberships of supervisory boards (or non-executive memberships of one-tier boards) in Dutch listed companies (including the membership as Non-Executive Member on the Board), for which purpose the chairmanship of a supervisory board (or of a one-tier board) counts double.