

RULES FOR SUBMISSION OF PROPOSALS FOR CONSIDERATION

AT THE GENERAL MEETING OF SHAREHOLDERS

- of -

AMG ADVANCED METALLURGICAL GROUP N.V.

ABX

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AMG ADVANCED METALLURGICAL GROUP N.V.

CHAPTER I - ARTICLE 28 OF THE ARTICLES

1.1 Article 28 of the Articles of Association (the “**Articles**”) of AMG Advanced Metallurgical Group N.V. (the “**Company**”) reads as follows:

28. **GENERAL MEETINGS.**

28.1 The annual general meeting shall be held annually within six months of the end of the financial year.

28.2 One or more persons with meeting rights who alone or jointly represent at least one-hundredth of the total issued capital, or, according to the official price list, representing a value of at least fifty million euro (EUR 50,000,000), may submit proposals for consideration at the general meeting, provided that such proposals be submitted in writing to the company at least sixty days in advance of the meeting. A request in writing as mentioned in the preceding sentence must be made in accordance with the requirements set by the management board on the website of the company. However, the management board is authorised to not place proposals from persons with meeting rights on the agenda if the management board decides it is detrimental to substantial interests of the company.”

1.2 These rules (the “**Rules**”) have been adopted pursuant to article 28.2 of the Articles to regulate a submission of a proposal for consideration at the General Meeting of Shareholders of the Company (a “**Submission**”).

CHAPTER II - RULES FOR SUBMISSION

2.1 A Submission shall only be considered by the management board of the Company (the “**Management Board**”) if it complies with the rules set out in this chapter II.

2.2 A Submission must be made in writing and addressed to the Company as follows:

To the Company’s Secretary of
AMG Advanced Metallurgical Group N.V.
Prins Bernhardplein 200
1097 JB Amsterdam
The Netherlands

Together with the Submission one of the following documents should be submitted:

- (a) a confirmation of an associated institution (*aangesloten instelling*) or a copy of a statement of a securities account held by an associated institution evidencing that the person or persons with meeting rights who made the request (the “**Requestor(s)**”) alone or jointly represent at least one hundredth of the total issued share capital of the Company at a specific point in time not more than ten (10) days before the Submission;
- (b) a confirmation of an associated institution or a copy of a statement of a securities account held by an associated institution evidencing that the Requestor(s) hold a

specific number of shares at a specific time no more than ten (10) days before the Submission (the "**Share Evidence**"). This number of shares must represent a value of at least fifty million Euro (EUR 50,000,000) as per a date no more than ten (10) days before the Submission according to the official pricelist of Euronext Amsterdam N.V. as per the date of the Share Evidence.

CHAPTER III - CONFIRMATION OF RECEIPT

- 3.1 Immediately following the receipt of the Request the Company Secretary shall confirm the Requestors the receipt of the Submission.
- 3.2 If the Management Board in accordance with the last sentence of article 28.2 of the Articles has decided not to place all proposals on the agenda of the relevant meeting, it shall notify the Requestors in writing of such decision.

CHAPTER IV - MISCELLANEOUS

These Rules are complementary to the rules and regulations (from time to time) applicable to the Management Board under Dutch law or the Articles. Where these Rules of Procedure are inconsistent with Dutch law or the Articles, the law or, as the case may be, the Articles shall prevail.