



**Agenda and Explanatory Notes of the
Extraordinary General Meeting of Shareholders
of AMG Advanced Metallurgical Group N.V.**

**Tuesday, December 18th, 2018 at 11:00 AM CET
World Trade Centre, Strawinskylaan 1343, 1077 XX Amsterdam, the
Netherlands**

Agenda of the
Extraordinary General Meeting of Shareholders
of AMG Advanced Metallurgical Group N.V. (the “Company”)

Tuesday, December 18th, 2018 at 11:00 CET
at the, World Trade Centre (WTC), Strawinskylaan 1343, 1077 XX Amsterdam, the Netherlands

1. **Opening**
2. **Composition of the Supervisory Board**
Appointment of Mr. Frank Loehner as member of the Supervisory Board (*voting item*)
3. **Any other business** (*discussion item*)
4. **Closing**

Explanatory Notes

to the Agenda for the Extraordinary General Meeting of Shareholders of AMG Advanced Metallurgical Group N.V. (“the Company” or “AMG”) to be held on Tuesday, December 18th, 2018

Agenda item 2. Composition of the Supervisory Board

The Supervisory Board has made a non-binding recommendation regarding a nominee for appointment as member of the Supervisory Board. Since Ms. Suzanne Folsom stepped down from the Supervisory Board on August 1st, 2018 due to other pressing commitments, the Supervisory Board has searched for a suitable candidate to fill the vacancy created by Ms. Folsom’s departure. The Supervisory Board is very pleased to announce that Mr. Frank P. Loehner is prepared to join AMG’s Supervisory Board. Upon appointment of Mr. Loehner, the Supervisory Board will be comprised of six (6) members. Upon his appointment, Mr. Loehner will become a member of the Audit & Risk Management Committee of the Supervisory Board.

Mr. Frank Loehner

The Supervisory Board proposes (non-binding nomination) to appoint Mr. Frank Loehner as member of the Supervisory Board with effect from December 18th, 2018 until immediately after the Annual General Meeting in 2022.

Mr. Loehner is a German national and was born in 1965. He currently serves as Director of Montagu Private Equity GmbH in Germany (Frankfurt), a post he has held since 2013. Before that he was a Managing Director at SEB AG where he served as Head of Corporate Finance Germany between 2010 and 2013.

During the period between 2000 and 2009, Mr. Loehner was Managing Director of the Investment Banking Division of Credit Suisse Securities (Europe) Ltd. in Frankfurt, which followed his tenure as Head of Corporate Accounting (Germany) of Celanese AG in Frankfurt from 1999-2000. Prior to this, Mr. Loehner served as Project Leader of Mergers & Acquisitions of the Corporate Center of Hoechst AG in Frankfurt from 1997-1999.

Mr. Loehner started his career as Project Leader of Transaction Support Services and Audit at Arthur Andersen Corporate Finance (Frankfurt) from 1992-1997.

Mr. Loehner passed the German CPA exam with a degree as *Wirtschaftsprüfer* and prior to that he earned degrees at the University of Passau (*Diplom-Kaufman*) and the University of Mannheim (*Vordiplom in Betriebswirtschaftslehre*).

Mr. Loehner does not own shares in the Company’s share capital.

The Supervisory Board proposes to appoint Mr. Loehner in view of his accounting and financial background, his knowledge of the chemical industry, and his extensive experience in the international financial markets and banking industry.