

MINUTES
of the Annual General Meeting of Shareholders
of AMG Advanced Metallurgical Group NV (the “Company”)
held on Thursday May 7th, 2015 at 13.00 hours
World Trade Centre (WTC), Amsterdam, The Netherlands

1. Opening

Mr. Pedro Pablo Kuczynski, Chairman of the Supervisory Board, opens this meeting of the Annual General Meeting of shareholders of Advanced Metallurgical Group NV (AMG) and extends a warm welcome to all present. The Chairman announces, as is clarified in the documents prepared for this meeting, that this is his last session as chairman of the Supervisory Board. He explains that his term of office has expired and that he has chosen not to stand for re-election.

He introduces the members of the Management Board; Dr. Heinz Schimmelbusch, Chairman of the Management Board and CEO, Ms. Amy Ard, Chief Financial Officer (CFO), Mr. Eric Jackson, Chief Operating Officer (COO) and Dr. David White, Senior Vice President of Health, Safety and Environment.

He also introduces the members of the Supervisory Board; Mr. Jack Messman, Vice Chairman of the Supervisory Board and Chair of the Remuneration Committee, Mr. Martin Hoyos, Chair of the Audit Committee, Mr. Norbert Quinkert, Chair of the Selection and Appointment Committee, Professor Steve Hanke, member of the Risk Management Committee, Mr. Herb Depp, member of the Remuneration Committee and Mrs. Donatella Ceccarelli, member of the Selection and Appointment Committee and, baron Guy de Selliers, Chair of the Risk Committee. Mrs. Ute Wolf has excused herself and will not be present.

Also attending this meeting are Mr. Robert Meuter and Mr. Petteri Soininen. As can be read in the agenda for the meeting, the Supervisory Board proposes to appoint both Mr. Meuter and Mr. Soininen as members of the Supervisory Board during the course of the meeting.

Also present is Mr. Ludo Mees, AMG's General Counsel, who will act as secretary of the meeting.

The Chairman welcomes to the meeting AMG's Dutch Legal Advisors, Professor Harm-Jan de Kluiver, Marieke Enneman and Etiënne Dijkhorst of the law firm De Brauw Blackstone Westbroek, as well as AMG's external auditor, Mr. Warmolt Prins of the accounting firm Ernst & Young. Mr. Prins may be questioned on his auditor's report and his audit activities regarding the Company's 2014 financial statements.

The Chairman also welcomes Ms. Kirsten van Rooijen of Computershare and Mr. René Clumpkens from Zuidbroek Notarissen to the meeting. Ms. Van Rooijen will take care of the technicalities in relation to the voting procedure. The attendees will have noted that a new registration procedure, as well as a new system of voting, is used for today's meeting. Mr. Clumpkens will vote on behalf of shareholders who have indicated that they want to be represented at this meeting and have not appointed their own representative.

Following each vote, Ms. Van Rooijen will inform the meeting how many votes have been cast in favour of, or against, a proposal, and about the abstentions. After that, the Chairman will inform the meeting as to whether or not a specific voting item has been adopted.

The Chairman informs the shareholders that the proceedings of this meeting will be recorded, for internal purposes only, and used to facilitate the preparation of the minutes. The official language of the meeting is English.

The Chairman will inform the meeting of the number of shares represented at this meeting once Ms. Van Rooijen has completed that information.

In connection with the orderly conduct of the meeting, the Chairman informs the shareholders that for each specific agenda item, only questions related to such an item may be asked. The Chairman asks shareholders to use the microphone when asking a question and to state their name as well as the name of the person or entity that they represent.

Voting procedure

The Chairman explains that the Company has reviewed the possibility of using an electronic voting system for today's meeting and decided to use it. This decision was made last year to increase the attendance and voting at AMG's shareholder meetings and the Company would like to further facilitate the voting procedure during this meeting.

In light of the registration procedure for today's meeting and granting powers of attorney, the Company has decided to start offering the facilities of the EVO platform administered by ING Bank as was mentioned in the convocation letter. Electronic voting takes place by using the keypad the attendees received at the registration desk. The Chairman asks if all present have a keyboard and concludes that this is the case.

Before each vote, the text of the proposal that is put to a vote will be shown on the screen behind the Board members. After each voting item, Ms. Van Rooijen will provide the meeting with information as to how many votes have been cast in favour of the proposal, how many votes have been cast against the proposal and how many votes have been abstained. For the first resolution, Ms. Van Rooijen will give further instructions. There is an alternative system which will be explained in case the electronic procedure does not work.

The Chairman asks if there are any questions regarding the voting procedure at this meeting. As this is not the case, the Chairman proceeds to agenda items number 2a and 2b, which are the Report of the Management Board for the financial year 2014, including discussion of the Annual Report; and after that, the Report of the Remuneration Committee of the Supervisory Board for the same year.

The Chairman passes the floor to Dr. Schimmelbusch to present item 2a of the agenda.

2.a. Report of the Management Board for the 2014 financial year including discussion of the Annual Report 2014

On behalf of the Management Board, Dr. Schimmelbusch welcomes those present at the Annual General Meeting of Shareholders 2015 in Amsterdam. All the members of the Supervisory Board are present with the exception of Mrs. Ute Wolf, as stated. Ms. Amy Ard and Mr. Jackson of the Management Board also join Dr. Schimmelbusch in welcoming the shareholders.

Financial highlights

Dr. Schimmelbusch commences his presentation by noting that in 2014, AMG achieved a record free cash flow of \$72.1 million, a 77% increase over 2013. AMG achieved an EBITDA of \$85.7 million, an 18% increase. Operating cash flow was \$95.1 million, a 36% increase and the second highest operating cash flow in the history of the Company which started in 2006. The strong cash flow enabled AMG to reduce debt. In 2011 AMG's net debt peaked at \$220 million and today net debt is less than \$90 million. AMG expects a further reduction in Q2 and during the rest of the year. AMG's strong balance sheet enables the company to think about strategic opportunities.

These results have been achieved despite material adverse market conditions in almost all the company's markets, as the prices of critical materials have not escaped the relentless decline in the global commodity sector over the last years. In the company's self-assessment, AMG is pleased to have achieved those results.

Dr. Schimmelbusch notes that the decline of prices of critical materials has been far less than the decline in prices of commodities in general; for example the LME traded metals, crude oil or iron ore. Ms. Ard will comment about the financials in detail.

Safety highlights

Dr. Schimmelbusch states that the first priority in safety is to reduce the number of incidents. The lost time incident rate is the lowest since AMG introduced the company wide reporting and control system. Dr. Schimmelbusch illustrates that on the day the Bogala graphite mine in Sri Lanka, which is publicly listed and of which AMG owns over 80%, celebrated its 150th anniversary, it had a workforce of 165 miners and support staff and had recorded 270 consecutive days without a single incident. Bogala is a very complex mine with a 400 meter depth and AMG is very proud of this safety record.

A new segment: AMG Critical Materials

To further streamline AMG's operations in 2014, the company has merged its mining and processing segments into AMG Critical Materials, thus eliminating one management layer and improving efficiency. The new segment AMG Critical Materials consists of eight business units; Aluminium Alloys, Titanium Alloys and Coatings, Super Alloys (focused on Chromium), Vanadium, Tantalum

(including Niobium), Antimony, Silicon Metal and Graphite. Dr. Schimmelbusch explains that each business unit is run by a Chief Executive with full operational responsibility who reports to the Chief Operating Officer. The unit CFOs report to AMG's CFO, Ms. Ard.

Dr. Schimmelbusch comments that AMG's other segment is AMG Engineering Services, with two businesses managed in concert; Vacuum Furnace Engineering and Heat Treatment Services. There is a strong know-how bridge between the Critical Materials and Engineering Services segments. To name one example, AMG Titanium Coatings essentially is a vacuum furnace operation with furnaces built by AMG Engineering. This co-operation has led to world leadership in titanium alloys.

Critical material prices: 2011-2015

The period from 2011 to 2014 and into 2015, actually until today, has been a period of falling prices across the portfolio. Prices for chrome metal, antimony, graphite and tantalum fell by more than 30%. The others are not far behind.

Dr. Schimmelbusch comments that it is difficult to increase earnings and cash flow if the company's top line gets hit by these kinds of price declines.

Critical material price trends

However, the declines in prices have to be put into perspective regarding longer cycles. Despite the recent declines over the last ten years, AMG's critical materials portfolio prices on average had a compound annual growth rate of 4.6%. All critical materials had a compound annual growth rate of 7%, both in stark contrast to LME metals and crude oil which over the same period had a negative compound annual growth rate of 0.3% and 1.3%, respectively.

Global trends resulting in criticality

Dr. Schimmelbusch comments that big global trends such as population growth, affluence, mobility and urbanization have created a need to invest in infrastructure, to save energy in buildings and transportation, to produce clean energy, to grow renewable energy, to drive distributed energy, to seek new ways to store energy, to reduce greenhouse emissions and to stop the relentless rise of CO₂ in our atmosphere. To meet the challenges, a revolution in material science has been necessary. Miles-per-gallon targets for cars can only be met with much lighter materials and engines with higher operating temperatures and pressures. In aerospace, steel has to be replaced by light metals and composites wherever possible. Buildings have to have better insulation. The demand shifts for these materials, metals and alloys have created scarcities. Metals and minerals have geological limits. In AMG's tantalum mine in Brazil, the largest for conflict-free tantalum, a material used in micro capacitors for iPhones, about 6 million tonnes of earth have to be moved per year to produce less than 200 tonnes of tantalum metal. The geological resource evaluation indicates an approximately twenty-year mine life.

Titanium is the material of choice for aerospace solutions in close interaction with composites. Graphite is set to be the next big thing propelled by energy saving insulation materials, the growth of e-cars and the coming revolution of home energy storage. Renewable energy implies energy storage. That is fundamental. Graphite is an essential metal for the production of Lithium-ion battery anodes. Chrome metal is essential for certain fuel cells enabling distributed energy solutions. Dr. Schimmelbusch comments that the list goes on.

Fuel efficiency in aerospace

Applied to the need for higher fuel efficiency in aerospace, one arrives at titanium, a metal with a superior strength-to-weight ratio. The use of titanium in aerospace has multiplied, replacing steel and also aluminium. AMG is a global leader in titanium alloys, and presently the sole supplier of the newest alloys, titanium aluminides.

AMG in the jet engine

The jet engine is competing to be the most important generator of sales for AMG, both in critical materials and engineering. With its alloy, AMG is in every temperature zone of the engine, and the high temperature zones range from 1,300 to 1,500 degrees. AMG provides not only the super alloys for the nickel alloyed steel, but also the vacuum coating equipment for the thermal barrier coating of such nickel alloyed steel, or nickel-based alloys, to prevent oxidation.

Critical materials expertise

Doing what AMG does requires two categories of know-how; process technology is one, commercial expertise the other. Geology has it that critical materials originate in remote locations. Titanium

sponge for alloys is produced from the southern Ural region of Russia for AMG's plant in Nuremberg. Antimony for conversion into flame retardant chemicals in AMG's processing plants in France originates in Hunan and other provinces in China. Graphite comes from the Heilongjiang province and other Chinese provinces, and from Zimbabwe and Sri Lanka, to AMG's conversion facilities in Bavaria. AMG's Bogala mine in Sri Lanka is the only mine with pure graphite in the world. Niobium and tantalum are mined in Minas Gerais, Brazil and in Africa. The coal for silicon metal originates in Colombia. The primary vanadium production is in Russia, China and South Africa.

A necessary condition to operate in these markets is to have local presence, local cultural know-how and, most important, local credibility, preferably acquired over long periods. That commercial know-how has to coincide with processing know-how, which is part of the credibility. Ancillary expertise touches on logistics, contract know-how, the organizational know-how to secure the application of strict ethical principles; and trade finance techniques under specific circumstances, and insurance, including political risk coverage, is required. That is the core know-how and strength of AMG. The majority of AMG's businesses have a 100-year history. As the barriers of entry are high, there have been hardly any newcomers.

Adding a comment on credibility, Dr. Schimmelbusch mentions that AMG's predictable performance is not only vital on the procurement side, but equally important for AMG's customers, which include the industry leaders in aerospace, automotive, chemical and energy generating industries, especially in the context of long term contracts. AMG wishes to be known in the markets for handshake quality (not for renegotiating), also an element of credibility and of corporate strategy which is frequently overlooked.

AMG's global footprint: critical materials

Operating on this scale in this market requires global networks. However, the majority of AMG's assets are located in Germany, the United States, the United Kingdom, France and Brazil.

AMG's global footprint: engineering

The corporate centre of AMG Engineering and the principal assembly line of AMG's furnaces are in Hanau, Germany, with the exception of nuclear waste activities which are located in Grenoble, France. With certain furnace categories, AMG operates a growing assembly and service centre in Suzhou, China.

A comment on strategy

The very meaning of criticality of materials implies an above average growth potential in the context of technology driven demand shifts. The above average growth potential manifests itself by the growth of the size of the various markets in combination with above average appreciations in prices over long periods of time. Dr. Schimmelbusch mentions an additional element in this equation, namely the accelerating scarcity over time. The criticality may be delayed and there are cycles, but the criticality does not go away; it intensifies. So these are the favourable economic fundamentals which led the company to build AMG to be a leader in this promising area of industrial activity. Building AMG meant the roll-up and integration of a number of single material companies; highly specialized, privately held and seeking a consolidator as private equity was not interested. AMG has been that consolidator. The business model of AMG is eminently scalable.

Strategic priorities

AMG is very clear about the company's strategic priorities.

Maintain a conservative balance sheet

The first priority, and a necessary condition, is to maintain a conservative balance sheet. AMG experiences leveraged balance sheets and syndicated medium term bank tests. In AMG's markets, the company is skeptical of the wisdom of balance sheets with such a structure. The company has learned to live with volatility, but still, in AMG's industry, the company needs to stand on firm ground. The company's large suppliers and large customers require this, especially those tied to the company under long term agreements.

It is the objective of the Management Board to reach a quality which opens up the option of long term financing, such as bonds.

Expanding market share

The second priority is expanding market share. There are considerable opportunities to further the company's various niche markets. AMG's global customers demand globally orchestrated supply lines and there are potential consolidations promising significant synergies.

In 2011 the company decided to take a strategic break from acquisitions and reduce debt as the company felt that all commodity markets were in for a few years of weakness. That decision was obviously a good one.

Optimizing value chain positions

The third priority is optimizing value chain positions. In each of AMG's eight critical materials units, the company seeks to optimize its positioning within the respective value chains which start with primary mining and end with the final products. AMG tries to position itself where the criticality originates, where the bottlenecks are. In natural graphite and tantalum, AMG is a primary miner with a 100-year-old tradition in both. In titanium alloys, super alloys and silicon metal, AMG is not a primary miner. Most of the chrome ore ends up in ferro-chrome, most of the titanium sands in TiO₂ and the preferred coal for silicon metal production originates from Colombia. Dr. Schimmelbusch comments that in these markets there is a limited logic for upstream integration. In vanadium, molybdenum, and nickel, AMG is a recycler. That is a preferred business model, but applicable only under special circumstances. In antimony the economic mines are in China.

With regards to downstream integration, the company has been hesitant to cross the line from alloys or refined minerals into discrete manufacturing, as this requires a whole set of different management principles and skills. Crossing that line would also lead to the danger of conflicts with customers. They are better at this, Dr. Schimmelbusch states.

Managing innovations

Commenting on managing innovations, Dr. Schimmelbusch states that looking at the last five years, AMG has been highly successful in innovations, new products, new processes and new organizational concepts. In these five years, the incremental revenues from non-routine innovations have built up to about \$300 million, replacing vanishing revenues from closure of our solar activities.

Despite our austerity mode from 2011 onwards, there is an innovation pipeline in various stages of commercialization which, in the next five years, might significantly exceed the standard set of the last five years.

We are very much an innovation driven organization. We know that the new products require much more money and time than originally contemplated. So the management of the innovation process has to have that in mind and be very disciplined. Failure to innovate is a prominent risk category, while too much innovation is another.

Drive operational excellence

In a comprehensive approach, AMG re-energized, in 2011, the company's drive to achieve operational excellence and continuously improve operational performance. This is to be measured by higher EBITDA margins and ultimately by a growing operating cash flow and a growing free cash flow in the definition of net debt reduction. That has been successful. In absolute terms, since 2011, the company has reduced net debt from \$220 million to presently below \$90 million in Q1 2015. This level is less than 1.1 times EBITDA and as we sit here, we are already below 1 times.

Maintain a rigorous commitment to Health, Safety, and Environment

AMG understands the pressures put on our planet by an increasing population wanting better standards of living. The company also recognizes that these aspirations are ultimately a good thing and cannot be discouraged. There is a clear linkage between technological advancement and fundamental aspects of life. The challenge is achieving these aspirations within the constraints of finite global resources and a clear limit on the horizon for atmospheric CO₂ concentrations. The medium term solution that is available to society is resource efficiency. AMG is committed to meeting this challenge by running its facilities as efficiently and responsibly as possible and providing technologies to AMG's customers that enable CO₂ emission reductions when using AMG's products and services.

AMG's people are remarkable. Combined with the company's physical assets they define the company. There is nothing more important to AMG than their wellbeing and the company is

without compromise in its focus on keeping every single person who works for AMG, as well as contractors, partners and visitors to AMG's sites, safe. AMG has made remarkable progress in this area, but the company will not be satisfied until it has reached its ultimate goal of no injuries. The closer AMG gets to that goal, the harder it gets, but the company has the energy and determination to get there.

Progress in 2014

Dr. Schimmelbusch comments that the focus on operational efficiency has obviously been a major value creation initiative in 2014. That is due to the relentless interaction of the company's Chief Operating Officer with the units. Debt reduction has been discussed and it is important to underline that this debt reduction resulted from operations, not from dispositions of assets.

The contract with Snecma for long term deliveries of titanium aluminides is a landmark deal with strategic consequences and further growth potential.

In an innovative structure, the company has agreed to sell a 40% equity stake in AMG Graphit Kropfmühl GmbH by the way of issuing new shares in that entity for roughly \$40 million to a United States based private equity fund. That transaction includes a 10% stake in the Bogala mine. This transaction secures funding for growth initiatives in natural graphite.

Targets for 2015

AMG's target in the second quarter 2015 is to complete the refinancing of the company's syndicated bank debt which is due to expire in August 2016. The company wants the flexibility to pay dividends under the new agreement. As announced previously, in AMG Engineering, the company has embarked on a major cost reduction initiative. The company's targets also include improving return on capital employed over 2014 levels.

Dr. Schimmelbusch states that the company wants to progress with the industry consolidation process which AMG put on hold in 2011 while it focused on debt reduction. The company also wants to defend its 2014 EBITDA and operating cash flow levels despite falling prices, as well as increase its Return on Capital Employed.

A final word on prices

Dr. Schimmelbusch points to the chart which illustrates that as a result of the recent price declines, nine of the materials prices are in the lower half of the ten year price framework, and seven are in the lowest quartile. The company has learned to live with that. The three metals produced in AMG's recycling operation in Cambridge, Ohio, are the lowest of all and AMG Vanadium, the respective unit, has a very positive result in spite of that. According to Dr. Schimmelbusch, vanadium has the biggest potential for a break-out price increase.

Outlook

In concluding his presentation, Dr. Schimmelbusch comments that every year the company feels that it is more challenging to give guidance than in the previous year. This year has already added a new meaning to currency instability. Despite weakening metals prices and the unfavourable impact of foreign currency translation, AMG expects to generate EBITDA in line with the prior year and improve significantly its return on capital employed.

Dr. Schimmelbusch thanks his audience and concludes his report of the Management Board.

The Chairman thanks Dr. Schimmelbusch and before passing the floor to Ms. Amy Ard, informs the shareholders that the attendance list show that 11,446,553 shares are present or represented, representing 41.48% of the company's issued share capital.

The Chairman invites the Chief Financial Officer, Ms. Amy Ard, to give the financial presentation. Then questions can be asked regarding the two presentations before moving on to the issue of remuneration.

Ms. Ard thanks the Chairman and states that her presentation will touch on the annual results for the year 2014 and on the Q1 2015 results which AMG published earlier today. On the first slide, Ms. Ard comments on four graphs showing the financial highlights from 2014 relative to 2013. The blue lines represent 2014's results, the orange lines represent 2013. In the revenue line item, the company had \$1.1 billion in 2014, slightly lower than the 2013 results and lower across all AMG's segments. Within Processing and Mining, AMG took the deliberate action to evaluate its product mix and reduced some

volumes in lower margin products. AMG Engineering experienced a downturn, as has been discussed extensively, mainly driven by the low order intake that occurred in 2013. Despite the lower revenues, AMG's gross margin increased in 2014 to around 17%, up from 15% in 2013, driven by the portfolio optimization in both Processing and in Mining, slightly offset by the reduction in AMG Engineering margins. With the lower volumes in Engineering and some cost overruns, the margins within AMG Engineering came down in 2014. The company will adjust for that as AMG works through some restructuring plans that it has announced.

EBITDA in 2014 follows the gross margin. It is additionally improved over 2013 because of SG&A reduction due to the company's cost improvement initiative. In CAPEX, as Dr. Schimmelbusch mentioned, AMG continues to try to maintain a conservative balance sheet. The company only spent \$24 million on CAPEX during 2014. About half of this was maintenance, the other half was on specific projects that the company approved and were related to businesses that are growing.

Ms. Ard continues with an operational update by segment. Processing and Mining had strong cash flow and earnings relative to 2013, an improvement across all product lines. Ms. Ard recalls that AMG instituted several cost cutting initiatives and production efficiency initiatives in order to improve profitability in those segments.

The company also moved into higher value added products within those businesses in order to improve AMG's profitability.

Working capital in both of these businesses were at all-time lows. Specifically in Processing's Vanadium and Titanium Alloys businesses, the company spent the largest portion of money on expansion projects. In the Vanadium business, the company completed the next phase in the capacity increase which will help AMG as vanadium prices start to increase. In the Titanium Alloys business, the company has two long term contracts for hydride alloys. The company also started a project to expand AMG's gamma titanium aluminide production applications. Engineering, as mentioned, had weaker than forecasted earnings. Order intake is improving and did improve in 2014, but continues to be at relatively low levels. The company was successful, on the positive side, in launching two new products: SyncroTherm[®] furnaces and glass-forming furnaces. The company also started implementing a cost reduction initiative and recently, a personnel restructuring programme.

On the next slide, Ms. Ard discusses non-recurring charges which is more a continuation of the 2013 slide which was presented in 2014. In 2013 there were significant non-recurring charges during the year. In 2014 the numbers are much smaller, but some of them were continuations of the 2013 charges. In terms of asset impairment, the company wrote down some additional solar related assets as well as the final portion of the assets of the Turkish mine. The total asset impairment resulted in a charge of \$2 million. The company, as mentioned, has restructured significantly within AMG's processing businesses. The largest portion of restructuring is related to Processing and that has helped to improve the company's costs within those businesses. The one that is not a continuation of 2013 was the environmental charge the company took. Although negative, and although a large charge in the P&L, in the company's view this is actually a positive development in terms of overall risk management within the company. AMG has historically had a large environmental liability in New Jersey, U.S., where the company has been engaged in a legal debate about how AMG should remediate the site and what the process is for remediation. AMG decided to take a different approach and worked with the authorities. The good news is that in doing so, what the company previously thought would be a remediation liability of somewhere between \$25 million and \$70 million is now reduced substantially to between \$10 million and \$25 million - a much more reasonable range in order to complete remediation. But it did require AMG to take an extra charge of \$5.5 million.

Net debt and return on capital employed were the company's best achievements in 2014. Looking at the net debt reduction, the company has reduced net debt by \$106 million since 2012 and gross debt by \$120 million which will benefit AMG as much lower interest is paid. The company has also improved return on capital employed up to nearly 12%. As mentioned, a short term target of 15% was set. The company has gone from 7.4% in 2013 to nearly 12%, and AMG expects improvement in 2015 as well.

The next chart gives a snapshot of some revenue splits; revenue by end market and revenue by geography. Revenue by end market remains somewhat consistent. Approximately 40% goes into aerospace, around 25% to 30% into transportation, specialty metals and chemicals as an intermediate product. Somewhere between 15% and 20% goes into infrastructure and energy. The figures are not too far off from prior years.

In terms of geographic diversity, the company is geographically diverse in where the company is selling, although into stable areas; 45% into Europe, 35% into the U.S. and the remaining percentage into the rest of the world.

In highlighting the year 2015, Ms. Ard points to the press release on the results issued on May 7th, and recalls that Dr. Schimmelbusch has discussed the new segments. Ms. Ard states that she limits the presentation of 2014 to the three segments that existed in 2014. The numbers for 2015 are now shown in two segments, Critical Materials and Engineering.

The most significant factor from the company's perspective is that despite the impact of currency in the quarter, AMG still improved in EBITDA quarter over quarter. This is a good sign for how strong and how versatile the company is in these markets. Revenue did decline by 6%, primarily due to currency, but EBITDA increased by 2%. Continuing to reduce costs and keeping Critical Materials' margins at the same levels as they are in the declining price environment with lower currency rates is all very positive.

Cash flow from operating activities at \$3.8 million is not a big number, but for AMG, the Q1 operating cash flows are always at the lowest level of the year. AMG continues to generate positive operating cash flow.

Mentioning the highlights by division, Ms. Ard comments that revenues were down for AMG Critical Materials, but margins were maintained despite declining prices and EBITDA of \$17 million as mentioned by Dr. Schimmelbusch. AMG Engineering had a strong quarter in terms of revenue. The division is starting to see the revenue impact in the P&L related to the order intake from last year. Engineering had a reduction in gross margin, primarily related to some specific project cost overruns. However, those were more than compensated by lower SG&A cost. SG&A cost controls within Engineering are tight and the company has achieved a stronger EBITDA number for the quarter. Again, the company maintained AMG's strong balance sheet focus and net debt reduced by just over \$1 million. Net debt over LTM EBITDA reduced to slightly over 1 times and liquidity was over \$170 million.

Not wishing to repeat what Dr. Schimmelbusch has mentioned on the financial objectives, Ms. Ard comments that the slide presents the objectives for 2015.

Ms. Ard passes the floor to Mr. Warmolt Prins of Ernst & Young to give an overview of their Annual Report for 2014.

Mr. Prins thanks Ms. Ard and the Chairman for the opportunity to share a few words about Ernst & Young's audit approach and some of the key audit matters. As has presumably been noted, this is the first time that Ernst & Young has issued an Auditors Opinion in a new context. Instead of half a page or one page, it is three or four pages. Mr. Prins comments that he is not sure if everybody is really happy with that. But on the other hand it must be stated with respect to some of the key audit matters that it is much better described than ever before. That is an advantage of the new system.

Explaining Ernst & Young's audit approach, Mr. Prins notes that Ernst & Young obviously uses a top-down risk based audit approach. Ernst & Young looks at what the auditor considers to be the more significant risks for the company. In applying Ernst & Young's audit procedures, the auditor looks at materiality, which has also been described for the first time in the Auditor's Opinion, and which is approximately 3% of EBITDA. Looking at the risk assessment of the materiality and going from there to the individual locations of AMG and also looking from a risk and size perspective, the auditor decides what level of work Ernst & Young wants to do in each of these locations. All this is now summarized in an audit plan. The audit plan is discussed in detail with the Audit Committee before proceeding. After this, Ernst & Young sends customized instructions to each of these locations and asks them to do specific work on specific processes or balance sheet items. Of course the main locations are known. They are in Germany, the United States, Brazil and France. During the course of the audit Ernst & Young visits the significant locations and discusses with management the risk profile, the internal controls but also looks at the files, the observations of Ernst & Young's other auditors and if there are any major issues.

In summary, the most important issues considered by Ernst & Young are the key audit matters that are specifically mentioned in the Auditor's Opinion.

Mr. Prins comments on some of the key audit matters so that the shareholders have a better understanding of the way Ernst & Young addressed these matters.

Firstly, he addresses the financing and debt governance. Ernst & Young tests and verifies the calculations made by the client are indeed meeting the governance and are in accordance with the contract with the banks. Another important element is whether the calculations that meet the governance now are likely to meet the governance in the future. For this, Ernst & Young looks very carefully and pays specific attention to the forecast, in particular to the cash flow forecast.

With respect to goodwill and intangible assets, Ernst & Young looks at the assumptions, the methods used by the company, and of course which budgets and forecasts are included in those systems, and makes sure that this is done in a consistent way.

Another important element is to look at the main assumptions and sensitivities in the budgets and forecasts and verify that they are properly included in the Annual Report. The impact of changes is shown in the Auditor's Opinion.

With respect to deferred tax assets, Ernst & Young only considers recoverability. Recoverability is not always easy because it is related to the forecast. But looking at the forecast purely from a tax perspective, it can determine to what extent the company produce taxable profits to compensate for that and to make sure that it is indeed recoverable. To that extent, for the main tax jurisdictions, the tax experts in the various countries are involved. Brazil, for example, is a very complicated country in that context, and assistance of a local tax expert is necessary.

Referring to the environmental contingencies as explained by Ms. Ard, Mr. Prins adds that the developments in the United States were an important subject from the audit perspective. Ernst & Young looked at the correspondence and the reports and verified them to the extent that was possible. Ernst & Young also received legal representation where needed.

Revenue recognition is always interesting. Revenue is a combination of two things; firstly, testing the internal controls and checking the contracts with some major clients. In this context Ernst & Young paid specific attention to the furnace construction contracts, to gain insight into the progress of the contracts and to verify to what extent revenues and results are booked in the appropriate period. Commenting on the report of the Management Board, Mr. Prins states that Ernst & Young specifically looked at the Dutch Corporate Governance Code and explained compliance and procedures and validated that these were properly disclosed on AMG's website. Based on the work done by Ernst & Young in assessing the main risks, the auditor double checked on completeness, determining whether these risks are properly disclosed in the Annual Report.

Mr. Prins states that his conclusion is based on the work done and that Ernst & Young has issued a clean Auditor's Opinion. Next year will be the last year that Ernst & Young is AMG's external auditor because of rotation requirements in The Netherlands. Ernst & Young will fully co-operate with Ms. Ard's team and the new auditor to make sure that the transition is as smooth as possible.

The Chairman thanks Mr. Prins for his clear presentation and turns to the questions on the presentations by Dr. Schimmelbusch, Ms. Amy Ard and Mr. Prins. The Chairman asks the shareholder who asks a question to identify himself and, if the question is about the Annual Report, to mention the page to which the question refers.

Mr. Ritskes from VEB refers to the financial review by Ms. Ard, and the comment by Dr. Schimmelbusch that the company is going to merge AMG Processing and AMG Mining into a new AMG Critical Materials segment. Mr. Ritskes states that looking at the revenue, on the slide presented, at the moment the company as a whole consists of these two segments. AMG Engineering does not bring any profit, EBITDA, or CAPEX. Mr. Ritskes assumes that for the external shareholders it would be very difficult to get any insight into the results anymore. Mr. Ritskes stresses that AMG Mining and AMG Processing should be two different entities and asks what reasons lay behind the merging of these two segments.

The Chairman asks Dr. Schimmelbusch and Ms. Ard to address the question asked by Mr. Ritskes. Ms. Ard explains that the AMG Mining segment was created several years ago when the company was thinking about backward integrating into mining more substantially. At the base, AMG is a company that processes critical materials. AMG really only has one mine that sells to external customers, that being the tantalum mine in Brazil. AMG's graphite mines provide less than 30% to 35% of the raw materials required in the graphite business, and are not selling externally to customers. So, in AMG's view the company is a critical materials processing company. AMG's business is primarily processing materials, not mining them. Given the similarities in the processing businesses it makes more sense to merge these segments. The reason that the company is doing it now, is because AMG has taken out a layer of management; there was somebody in place in the mining segment who was responsible for mining and was a mining engineer. AMG has taken him out

of that position because the company evolved and decided not to backward integrate into mining. Now all of those businesses are reporting directly to the Chief Operating Officer.

Mr. Ritskes reiterates that, in view of the strong position of the Mining segment frequently mentioned by Dr. Schimmelbusch, he sees no need to integrate the Mining segment and states that Mining should remain a separate segment.

Dr. Schimmelbusch replies that the Management Board has decided against this. Mr. Ritskes acknowledges this but still holds his aforementioned opinion. Dr. Schimmelbusch replies that the shareholders have entrusted the Management Board with managing the company. Mr. Ritskes points out that in terms of revenue, \$870 million of \$1,100 million is from these two divisions, as can be seen in the Annual Report. Dr. Schimmelbusch explains that there was a time, as Ms. Ard has pointed out, when there was an upheaval in the raw materials world of critical materials. It was when rare earth prices exploded to 'x' times their previous level. The Chinese export policy was directed to regulate exports beyond rare earth and this in particular hit the antimony market and other markets which are relevant for AMG. The only corrective action that was available to the company in some cases was to integrate backwards to seek alternative sources of supply. And that led to the focus on Mining. In the meantime this has been de-escalated for many reasons, and in the company's assessment it is a less risky strategy to service AMG's processing plants by procurement strategies against backward integration into mining. Dr. Schimmelbusch explains that there are two exceptions. The first is that AMG runs the tantalum mine in Brazil. The second is that AMG needs to increase the supply of natural graphite into AMG's graphite processing plants. The company expects rapid development of new demand for graphite and AMG does not wish to be caught on the wrong side of the equation. So that is an exception.

Mr. Ritskes then mentions that EBITDA for AMG Engineering is only 3.1 in 2014. The Annual Report notes an increase in profit margins to a historical – normal – level. Mr. Ritskes asks if historical profitability levels would be \$26 million of EBITDA.

Dr. Schimmelbusch replies that in Engineering, the company is on the road to restore the traditional profitability levels. That is a difficult process as AMG is a people business. The company is going through a restructuring of AMG's assembly lines in Hanau and Grenoble that has led to a substantial reduction of head count. This has positive financial consequences. The company is in the middle of this restructuring process which will be completed in Q4 2015. Dr. Schimmelbusch expects that in Q4 '15, the results will be fully visible with regard to its annual impact. That will benefit the results in 2016. Dr. Schimmelbusch adds that the profitability of AMG Engineering also depends on the very important Chinese and United States markets. Dr. Schimmelbusch mentions that if he knew more about those markets, he could be more precise in predicting AMG Engineering earnings. As the company has always said, in Engineering, AMG manages a 'universe of quotations'. Dr. Schimmelbusch explains how the process works. When a potential customer asks for a quotation, AMG works on that, and if it is a serious request, it will be put in AMG's 'universe'. This 'universe' is a multiplicity of the order backlog, which is maybe 10 times revenue. If the customer then asks for a legally binding offer, then the company works on that in terms of fixing the supply lines and organizing assembly to ensure that AMG is not short on equipment. Then the company gives a firm bid and if the bid is accepted, the project goes from the 'universe' into a firm order backlog if all prepayments are received. This set of information is how the company assesses the future: by analysing line-by-line the 'universe of quotations' and the assessment of the probability that such quotations would turn into firm orders. That is the background when the company says something about profitability in the future. Dr. Schimmelbusch adds that it is still very subjective and it is the company's best guess when it says that in 2016 AMG will return to historical profitability levels.

Mr. Ritskes, reframing the explanation given by Dr. Schimmelbusch, concludes that the return to the historical profitability levels will rather occur in 2016 and not in 2015. Dr. Schimmelbusch confirms this.

On net debt, Mr. Ritskes notes that net debt has not reduced in Q1. He does not correctly understand if the last slide about the refinancing pertained to 2015. Ms. Ard affirms that the company will refinance with the goal to complete the process by the end of the second quarter 2015. Mr. Ritskes asks if this has something to do with the company's outstanding \$240 million. Ms. Ard answers that this is correct and that the company is going to refinance its current existing facility. That facility is due in April 2016 and if the company does not refinance its facility in the second quarter 2015 it will go current in the Balance Sheet. The company's objective is to refinance the facility in the second quarter 2015 so that it will continue to show up as long term in the Balance Sheet. Mr. Ritskes notes that in the Annual report the company possibly intends to issue new shares. Dr. Schimmelbusch explains that the company has the authorization to routinely issue 10% new shares every year. Mr. Ritskes asks if this applies to 2015 and states that in the quotation about the facility, the Annual Report states that if, in

April 2016, the company has to refinance, this refinancing will also be by issuing new shares. Ms. Ard does not agree that this is stated in the Annual Report. Mr. Ritskes states that he will look at this again, because if this is the case it would be negative for the shareholders. Ms. Ard advises Mr. Ritskes to look again at what is stated in the Annual Report and reiterates that the company's objective is to primarily refinance the facility with AMG's existing group of banks and on better terms than the current agreement. Mr. Ritskes asks if better terms can be achieved. Ms. Ard replies that, though negotiations are ongoing, she expects that better terms can be agreed. Mr. Ritskes asks if the new agreement will be available in the next quarter. Ms. Ard affirms that this is the goal. As this was also the case in the previous year, Mr. Ritskes states that he sees no problem here.

Mr. Ritskes asks Dr. Schimmelbusch if he likes graphite as a key material. [laughter] Taking this as a personal question, Dr. Schimmelbusch, replies that he will develop an answer in 2016. Reformulating the question, Mr. Ritskes asks why AMG sold 40% of the graphite business. Dr. Schimmelbusch answers that AMG has several growth potentials in graphite. AMG sees four growth potentials. The first is the one AMG is presently active in: AMG's energy saving materials product line. These go into insulation materials and save energy in buildings. That is the main product line at present and it is growing fast worldwide.

Behind that is the growth in anode materials for batteries. Graphite is one of the preferred materials for anodes in e-car batteries or in similar batteries which are now migrating into use in homes and buildings. This anode material can also be synthetic graphite but natural graphite is the preferred anode material. AMG feels that graphite has big growth potential in this area. The company has elaborate strategies in attacking that potential.

Third is the amazing scientific advancement around graphene. AMG is already supplying high purity graphite for the graphene market. AMG might be the leading supplier in that very futuristic market. Dr. Schimmelbusch states that it will take time to hit the bottom line, because of the nature of the development process.

Mr. Ritskes asks when this started and recalls that last year he asked about graphene. Dr. Schimmelbusch replies that as said, the product has not reached the bottom line yet, but that it will grow. Graphene is not yet in any way a material item for AMG, but it will be and it is difficult to predict the outcome.

Mr. Ritskes mentions hemp as another new material that is CO₂ neutral. Dr. Schimmelbusch comments that every professor in every university that is busy in materials science is dreaming about graphene. Ms. Ard states that hemp is not part of AMG's materials portfolio. [laughter]

On debt, Mr. Ritskes asks by what number net debt would reduce if the company moves away from the 40% mentioned. Dr. Schimmelbusch explains that the company has sold 40% of that unit by issuing new shares. Therefore the money, roughly \$40 million, goes into that unit. That money then, stands behind potential and planned investments in materializing that growth potential which has just been described. The transaction was closed in Q1, the cash impact will be in Q2. Then it will stand behind CAPEX which comes later in the year or next year. Dr. Schimmelbusch suggests that it may reduce net debt at the end of Q2, from \$80 million to \$60 million and maybe even below \$60 million net debt. Dr. Schimmelbusch adds that the future is uncertain.

Mr. Ritskes concludes his questions for the moment and adds that he will look again at the refinancing.

Mr. Hans Jager, representing the Dutch Association of Investors for Sustainable Development (VBDO), asks a number of questions.

The first question is about ISO certification. Last year the company stated that more locations would be ISO certified, but nothing about this was mentioned in the Sustainability Report.

Dr. Schimmelbusch comments that AMG has expected questions like this and has hedged itself and asked Dr. David White, who is Senior Vice President of AMG and is responsible for environmental health and safety, to join the panel and answer the question.

Dr. White restates AMG's position on environmental and safety issues. Today, thirteen of AMG's largest facilities have the ISO 18001 safety management system in place. Ten more facilities have the ISO 14001 environmental management system in place. AMG is making progress with its programme to get all of AMG's major facilities certified for both ISO certificates. Additionally, AMG has started a programme for some of AMG's larger energy users to get the ISO 50001 energy management programme in place as well. So far, two of AMG's facilities are ISO 50001 certified, including AMG's largest energy user, the silicon facility in Germany.

Asked about the planning for the other sites, Dr. White comments AMG is probably three to four years away from complete management systems at all of AMG's major production sites.

Another general question by Mr. Jager is about sustainability performance. AMG is working on new materials for saving energy. At the same time AMG uses a lot of energy, and looking to the environment, the kind of industry that AMG is in sometimes has problems with environmental performance. As a shareholder VBDO wants to know if, in the end, the balance for the environment is positive or not. Dr. Schimmelbusch answers that the balance is eminently positive. In various product lines, AMG has introduced a methodology to assess the impact of the product lines on the impact of CO₂. For example, every turbine blade in the hot zone (1300 degrees Celsius to 1400 degrees Celsius) of a jet engine is coated by a thermal barrier coating, a ceramic coating which surrounds the nickel alloyed turbine blade, in order to enable the turbine blade to operate at 1500 degrees Celsius because otherwise it would oxidize at 1300 degrees Celsius. The combined impact is that the fuel efficiency of the aerospace industry is much higher than if the jet engine flies at 1300 degrees Celsius. AMG is enabling the aerospace industry to fly at 1500 degrees Celsius because AMG produces the coating equipment. Therefore AMG can measure the impact and in doing so, the CO₂ enabling saving impact is only one of ten examples, which is much higher than AMG's total CO₂ emissions. So if it were possible to fly at 1300 degrees Celsius (for which the technology does not exist), then the CO₂ emissions would be much higher than AMG's total emissions at all of AMG's plants, which are about 600,000 tonnes. This one enabling methodology proves that AMG's impact is incomparably higher. AMG has measured this not only for coating, but for titanium alloys and for energy saving materials in the graphite sector. Dr. Schimmelbusch states that in 2014, the enabling CO₂ reducing impact exceeds by far 10 million tonnes per year as has been published and presented at a CEO conference in Germany. AMG wants to influence other companies to do the same.

Mr. Jager thanks Dr. Schimmelbusch and suggests that AMG puts a link on its website so that the public can easily access this information.

Prof. Hanke adds that a recent paper on this subject, published by he and Dr. Schimmelbusch, can be found on the Stern Stewart bulletin on the internet. Early this month, the Institute for Applied Economics, Global Health, and Study of Business Enterprise at Johns Hopkins University published a new survey on green issues by Fränkel and Jackson which highlights what Dr. Schimmelbusch and Prof. Hanke were working on. It is edifying to see what most of what is called 'green', or qualifies as 'green', is on a shaky foundation.

Mr. Jager agrees that 'greenwashing' happens.

Dr. Schimmelbusch concludes that AMG is 'greener' than most and that he is invisible in green grass.

[laughter]. Mr. Jager adds that he will have a look. [laughter]

Mr. Jager agrees that on the issue of CO₂, Dr. Schimmelbusch has a point supported by some publications.

Mr. Jager notes that the impact is more than on the environment only. There is a social impact as well. Especially looking at mines, things often happen that the people don't like in those surroundings.

The Chairman invites Dr. White to address the social impact with respect to the mines.

Dr. White comments that these issues tend to be very local. All of AMG's mines have extremely strong links with the local community. For example, Dr. Schimmelbusch was recently in Sri Lanka at the Bogala mine, in a very remote area. AMG strongly supports the local community with wages at that mine and the Volta Grande mine in Nazareno, Brazil. AMG has very strong links with the community. AMG does a lot of philanthropic work with the community in supporting local hospitals and local schools. Dr. White comments that he does not know of any negative comments from local communities about AMG's mines.

One of the things raised by Mr. Jager is the question that if AMG receives comments from the local communities, whether the company has a proper procedure to deal with those. Dr. White comments that at the moment the procedures are informal, but he acknowledges that it is a good idea to create a more formal process for AMG's local communities to raise issues if they have them.

Mr. Jager agrees that this is a good idea because using a formal procedure would enable the company to report on the number and the handling of these issues, as other companies do.

Coming back to CO₂ emissions in AMG's production process as published in the company's Sustainability Report, Mr. Jager notes that especially in Germany, nuclear energy is used less and (brown) coal is used more, which from a CO₂ perspective is not a good thing. As a result, AMG increased its CO₂ emission. Mr. Jager asks if AMG has plans to use more wind energy or to compensate for this by other means. Dr. White comments that this is a difficult challenge for AMG. Internally the company has spoken about improving the efficiencies of AMG's operations. Improving the efficiencies in terms of energy usage, and therefore CO₂ emissions, is something AMG targets

internally. For example, looking at the largest energy user which is the silicon metal producer, and comparing the energy usage between 2012 and 2014, AMG has to some extent been successful in reducing the energy usage by investment in the furnaces. Although a reduction in energy use is visible, because of issues with the energy supplier, the indirect CO₂ emissions go up. AMG's strategy is to address this issue across the company as a whole. At other facilities where the challenge from the external energy does not exist, AMG has been successful in reducing the carbon intensity of production. Dr. White comments that it is difficult to influence the large energy suppliers in Germany to supply AMG with more renewable energy. To some extent, AMG is reliant on what the energy suppliers deliver. By taking a broader approach the company will be successful.

Dr. Schimmelbusch adds that the energy situation in Germany will reach total confusion in 2022 when the nuclear power plants are finally shut down. Then it is highly likely that the carbon content of Germany's energy balance sheet will go up, because there is no alternative. This cannot be influenced by AMG. AMG's sphere of influence is what the company does with regard to waste and recycling. It might be of interest that AMG is enabling the United States government to destruct irreversibly 31 tonnes of weapons grade plutonium in South Carolina, where the company is building the largest single furnace AMG has ever built in order to do that. Destruction or recycling of nuclear waste has an enormous energy and social effect. But the company cannot influence energy policy in Germany. Mr. Jager states that he agrees with this.

A last question by Mr. Jager is about governance strategy on taxes and if AMG is willing to be transparent and follow the trend of leading companies to disclose its views on tax and its tax policy. Mr. Jager notes that the OECD is talking about country by country reporting and that to his knowledge, in a couple of years, AMG will be forced to conform anyway. He would like to know if AMG is waiting for the OECD or if the company wants to lead.

Ms. Ard comments that she is not sure if AMG will be in the front of the pack on this subject. Quite frankly, AMG is not trying to hide anything. AMG is not avoiding taxes and the company has an anti-circumvention of tax policy that is posted on AMG's website. AMG does not have any special situations to avoid taxes. The company's tax rate is quite high relative to many companies that would have something to hide. Ms. Ard states that she is more interested in seeing how other companies develop this disclosure, rather than being at the forefront. When more examples are available of how companies are reporting, then the company will also start to report. AMG pays taxes in the United Kingdom, France, United States and Brazil. Presently AMG is not paying taxes in countries where the company has had losses. In Germany, AMG has historically paid a lot of taxes, but losses in the Engineering business in 2014 meant that no taxes were paid.

Mr. Jager thanks Ms. Ard for her comments.

Mr. Hans van Donk, shareholder, has two questions about the financial performance. The Factsheet shows that equity declined from \$220 million in 2011 to \$100 million in 2014. If this annual decline continues like this, then in two year's time there will be no equity left, Mr. Van Donk presumes. Compared to the equity, the liabilities are quite high, Mr. Van Donk notes. Mr. Van Donk comments that Ms. Ard stated that debt was declining significantly. But liabilities remain at a really high level at \$700 million versus equity of \$100 million and in this respect is a vulnerability in the opinion of Mr. Van Donk. A part of the debt goes to other liabilities and needs to be explained.

Ms. Ard explains that the largest portion of the reduction in equity since 2011 is impacted by two main issues. Firstly the company had a significantly unprofitable year in 2013 because of the asset impairment expense and other restructuring that the company did. This naturally will roll through equity and reduce it. The second major issue that has come through equity is the different way of accounting for pensions. There was a reduction of equity as a result of pension liabilities due to discount rate changes and at the same time a change in the rules on accounting for pensions. The discount rates have gone into steady decline. The combination of those two things has impacted AMG's equity in a very negative way. In Q1, equity is up and the transaction related to graphite did improve equity. Ms. Ard repeats that she expects discount rates to increase at some point as they cannot stay at this level forever. When that happens, it will naturally reverse some of the pension-related effects in equity back out and it will improve the equity positively. The biggest piece of equity that AMG can actually influence is the retained earnings. Without issuing shares, the only thing the company can really do is to be profitable and AMG has every intention to continue to be profitable. Other elements equity are impacted by interest rates and currency rates, over which the company has no control.

Mr. Van Donk notes that AMG was not profitable in 2013 but that equity was also down in 2012 and in 2014 equity was down \$40 million. Ms. Ard comments that this was related to the pensions and currency in 2014 which were the two things that impacted equity. The change in the discount rate for

pensions and the way the balance sheet is translated both affect equity. The currency translation debit in equity was larger in 2014 as well and also outside of AMG's control.

Mr. Van Donk asks about the liabilities versus debt in relation to Ms. Ard's presentation about the decline in debt to below \$100 million while liabilities stay at the same level at \$700 million. Ms. Ard replies that the liabilities are lower and that the pension liabilities are the largest portion of the liability, outside of the debt. Ms. Ard repeats that the liability will increase as the equity is decreasing.

Generally speaking, Ms. Ard acknowledges that this is an issue relating to interest rates. Also some of the management of AMG's working capital relates to extending payables. Some of the growth in the liability section also relates to the fact that the company puts more emphasis on the management of the payables and as a result the payables balance will increase. Ms. Ard states that in AMG's view, the balance of liabilities is reasonable. She comments that she understands Mr. Van Donk's question about equity, which is somewhat out of AMG's control, but does not think there is any reason to be particularly concerned about that. It is all on a very normal course.

Mr. Van Donk comments on the equity-liability ratio of \$100:\$700 million. Ms. Ard explains that the pension rules are a way of accounting that the company has no control over. If interest rates go down, the equity also goes down; that is how the actuarial valuations work.

Mr. Ritskes refers to his earlier comment (see page 10) about the refinancing by issuing shares and mentions that this is stated on page 22 of the Annual Report. Ms. Ard adds that she has found the mentioned section in the Annual Report and cites what the Annual Report says: "The Company's primary debt facility matures in April 2016 and AMG does not currently have liquidity on hand to repay this facility without a further debt or equity raise." Ms. Ard acknowledges that this is true. The company had \$200 million debt outstanding in December 2014 and does not have \$200 million in cash on hand. Ms. Ard explains that the company is raising debt. When AMG talks about refinancing, it is about raising additional debt to replace the current debt so that the company does not have to raise equity. If AMG were not able to access the debt markets, the company would have to raise equity. Mr. Ritskes states that this is fair enough.

Referring to page 53 of the Annual Report, where the letter of the big shareholder is stipulated and Mr. Soininen is to be appointed as a member of the Supervisory Board, Mr. Ritskes asks about the plans for the next year. Will the Management Board discuss everything with the big shareholder and present a plan to all the shareholders, or will it be a discussion point for 2016?

Dr. Schimmelbusch replies that AMG is very happy that Mr. Soininen and Mr. Meuter have put forward their candidacy to join the Supervisory Board. The Supervisory Board expects that this will increase the skill set of the Supervisory Board and enhance the discussions in the Supervisory Board. The outcomes will be properly reported in Annual Meetings and in announcements as regulated by Dutch corporate governance circumstances.

Mr. Ritskes says that he accepts this and recalls that in 2014, AMG's big shareholder was very critical of the company's situation and now this comes out. With a new member on the Supervisory Board, it could be possible that the other shareholders do not hear anything. Dr. Schimmelbusch states that his interpretation of the company's announcement is that AMG's big shareholder has endorsed not only the strategy of the company but also the management.

Mr. Ritskes adds that this endorsement is only for 2015. Dr. Schimmelbusch restates his comment that the future is uncertain.

Mr. Ritskes states that he fears that in 2016, with one of the big shareholders on the Supervisory Board, the shareholders have no critical mass on this side of the General Meeting. Dr. Schimmelbusch states that is a value judgement Mr. Ritskes is entitled to have.

Mr. Verhagen, shareholder, has a question about AMG's assets. Mr. Verhagen wants to know, for instance, how the value of the tantalum mine in Brazil is calculated, and if it is the same every year and how the mine is performing. Ms. Ard answers that the financial statements are kept as historical values. The value of the mine is whatever it is on AMG's books, based on the historical amount of spending AMG has placed into the mine over the past ten years. AMG does not do any kind of fair value evaluation, assets are not written up in that way. Mr. Verhagen recalls that a year ago, the volume of tantalum was much larger, and asks if the value of the mine is the same when the mine contains more tantalum. Dr. Schimmelbusch explains that AMG produces roughly 300,000 pounds as an average production rate per year. AMG sells that amount. That amount goes up and down depending on geological circumstances and has nothing to do with the value of the mine. The mine is profitable and has a book value as Ms. Ard has just said. The book value does not change. The book value is historically determined and is not written up. It would only change if it was subject to an impairment consideration, which is not the case.

Mr. Verhagen then asks a question about the consequences for AMG of the rise of the US dollar. Dr. Schimmelbusch answers that had the US dollar been at historical rates of last year, the company's EBITDA in Q1 would have been higher. AMG lost EBITDA because of the translation effect, because the company's earnings in Euros have yielded a lower US dollar number. In the medium term and in the long term, a strong US dollar is good for AMG, because AMG's businesses which are cost-based in Euros become more competitive. Germany, in general, is benefitting from a low Euro because of competitive circumstances in the market. Since all materials markets or natural resources markets, directly, hidden, or otherwise, are somehow dependant on, or denominated in US dollar, a high US dollar is good for a natural resources company, in the long term.

Mr. Verhagen thanks Dr. Schimmelbusch and asks his last question about the nuclear waste in Germany generated as a result of ending Germany's nuclear energy programme. Mr. Verhagen would like to know if AMG is discussing this with the German government. Dr. Schimmelbusch explains that AMG's technology centre in Hanau has a long tradition on this subject. The big waste problem is coming in Germany and already exists, but the solutions require a lot of money and AMG does not believe that in the short or medium term time frame that the company will benefit from it because nobody appears to have money to address the recycling/destruction of nuclear waste. It is a big potential in the very long term, but not in the short or medium term for AMG.

The Chairman asks if there are any other questions and concludes that there are no more questions on this subject. He passes the floor to the Remuneration Committee of the Supervisory Board. In accordance with Dutch law AMG believes that it is important to be transparent on its remuneration policy. Mr. Messman, Vice Chairman and Chairman of the Remuneration Committee, will give a presentation about remuneration. After his presentation, he will be happy to answer any questions on this subject. The Chairman passes the floor to Mr. Messman.

2.b. Report of the Remuneration Committee of the Supervisory Board for the 2014 financial year

Mr. Messman thanks the Chairman and explains that his presentation will be about the structure of the remuneration plan, an analysis of the compensation and a discussion on 'pay for performance'.

The structure of the remuneration plan

As stated in the documents the remuneration of the Management Board consists of three elements, base salary, annual bonus or short term incentive (STI) and long term incentives (LTI) which are split between stock options and performance share units (PSU's).

Base salary

Base salary is based on comparisons to a peer group of public companies using market data. AMG's peer group has twenty companies, these are companies that AMG competes against. AMG hires from them and they hire from AMG and they do business in AMG's markets. Thirteen of these companies are U.S. based, two are Canadian, five are European companies and this reflects the geographical areas where AMG does business. The companies are in the metals, mining and technology business. They are in the same market segments that AMG is in. The public data are analysed by the Hay Group which is an international compensation advisor. The Hay Group is well respected and independent. AMG's compensation target is to be in the 50th and the 70th percentile of the peer group. AMG aims for the 50th percentile, but AMG goes higher if experience and performance warrant going higher.

Short term incentives

Short term incentives are based on the annual budget approved by the Supervisory Board and has three components. 40% is based on return on capital employed, which is a measure of capital efficiency, 40% on operating cash flow, which ties operating performance to the balance sheet and 20% on personal measures or individual objectives of the executive. As a percentage of salary, target bonuses vary by position. The size of the annual bonus is shown as a percentage of salary. These percentages are taken from the 50th percentile of AMG's peer group. The percentages of the peer group are higher than AMG's and AMG's target bonuses are below the 50th percentile. However, if management exceeds the metrics by a large amount, then bonus can increase with increased performance.

Long term incentives

Long term incentives are stock options and performance share units. This component of compensation is split 20% between stock options and 80% between performance share units. A stock

option must pass a 3 year return on capital employed in order for the company to get through the 'gate', to vest these stock options. Then they vest 50% in year 3 and 50% in year 4 and then they have a 10 year life. 80% of this compensation element are from performance share units, and again the return on capital employed must pass the 'gate' in order for vesting to begin. After the company gets through the 'gate', AMG measures its performance relative to its peers. AMG uses a second test to measure total shareholder return against an independent index based on the Bloomberg World Metals Index.

This is how AMG's compensation system is structured. It is a normal way of looking at compensation. Mr. Messman states that most of the companies that he is involved with have this structure.

Analysis of the compensation

Mr. Messman continues and presents how this compensation structure has worked to date. Mr. Messman points to the chart which shows the compensation that AMG's executives have received. And how that compares to the peer group.

As an example the CEO position is based at the 90th percentile in base salary. Adding salary and bonus, this is at the 75th percentile and when adding salary, bonus and long term incentives, the CEO is at the 48th percentile. Looking at STI percentage, AMG is below the 50th percentile for STI by approximately 12% to 33% of salary. AMG's target LTI, which is stock options and performance share units combined, values fall between the 26th percentile and the 40th percentile. AMG is highly competitive on its current base salary. Total direct compensation, consisting of all components combined, varies between the 48th percentile and the 63rd percentile of AMG's peer group. These are the historical results of the company's compensation programme. The actual numbers are in the Annual Report.

Mr. Messman continues to discuss what actions AMG is taking as a result of these numbers. AMG finds that it needs to balance the compensation components. AMG has kept its salary increases flat or moderate. As a matter of fact, there have been no salary increases since 2008. AMG is putting more emphasis on long term incentives which are tied to total shareholder return. Bonuses reflect annual performance as agreed by the Supervisory Board. There were no bonuses paid in 2012. Pay-outs in 2013 were reduced by 25%. In 2014 bonus pay-out was 169% as all bonus metrics were not only achieved, but were exceeded. With respect to long term incentives, in 2013 only 25% of the performance share units vested were paid out. In 2014 and 2015 total shareholder return was below the 25th percentile of AMG's peer group. Therefore 0% of performance share units were vested and paid out.

AMG's remuneration portfolio which is base salary, bonus and long term incentives continue to be appropriate for the Management Board. The Hay Group, which does AMG's analysis does not believe that any significant modifications are necessary. And as agreed with RWC, AMG will get an analysis of the company's compensation plan from another independent compensation advisor in the next year.

'Pay for performance'

Mr. Messman notes that this area of compensation is getting increased attention in recent years. This has led to many metrics being used to make decisions more analytical. However, this is largely judgemental. No one has agreed on the methodologies for measuring pay versus performance, but AMG has found one it considers useful. The area is confusing because people get confused between the accounting cost that are recognized in AMG's financial statements and the actual pay-out that the executives receive. As is known, an option is costed out for financial purposes on the date it is issued, which has no equity value to the executive unless the stock price goes up. That is the dichotomy between the two approaches. Consultants in the United States are now focussing on realized pay from those options, not exactly the accounting value of the option.

AMG has a compensation opportunity in that the company provides executives by awarding stock options and PSU's. However, these opportunities have no value if the stock price does not go up. The company has merely provided the opportunity if the stock price goes up.

Realized pay is the actual equity value that is created from these options in PSU's. As said, most compensation advisors are now focussed on realized pay, not the opportunity that is provided. In AMG's methodology, the company measures performance and realized pay in two different ways. The first is the total shareholder return and how that ranks versus AMG's peers. Secondly, as composite index of return on capital employed and operation cash flow and total shareholder return versus those same three measures for AMG's peer group.

Mr. Messman presents the schematics of the way AMG looks at 'pay for performance'. If a 45-degree line is drawn on the x-axis (composite performance index) and the y-axis (compensation level) as blue area on the chart so-called the 'fairway', the width of the 'fairway' is determined by 1 standard deviation of all the data that are collected from the peer group. It basically captures approximately 70% of the result. AMG wishes to produce a compensation plan that yields results in the 'fairway'. If AMG's results come out in Zone 1 on the chart, the executive is overpaid. If the results come in Zone 3, the executive is underpaid, and AMG may be at risk of losing that executive. But AMG hopes to be in Zone 2, the 'fairway', because that means that pay and performance are in balance. AMG's results are shown in the chart which shows a 3 year history ending in 2013. 2014 data were not available because the analysis was started in September 2014. Mr. Messman points to the upper left half of the chart, where each dot represents a peer, the 45-degree line and the 2 lines on each side (which represent 1 standard deviation) creating the 'fairway'. The top left-hand box is a composite index which measures return on capital employed, operating cash flow and total shareholder return for all of AMG's peer group versus the performance on the bottom of the chart. As can be seen, AMG is in the 'fairway'. Assuming focus only on shareholder return, and not the composite index, total shareholder return shows that AMG is, again, in the 'fairway' and close to the line in the middle. But the bottom of the chart shows a measure of the realizable pay divided by total direct compensation which was calculated by the company's compensation advisor. The 50th percentile would have that ratio at the 94% and AMG came in at 96%. On the right-hand side of the chart, the same exercise is done for the top 3 executives of the company. As can be seen, AMG's performance is in the 'fairway' of reasonable performance. On the bottom of the chart, it is again in the 'fairway' for comparison against total shareholder return. The ratio of realizable pay to total direct compensation is 96% versus the 50th percentile at 94%.

AMG's conclusion with regard to 'pay for performance' analysis, is that AMG is positioned well within the alignment zone for all four scenarios. The ratio of realizable pay to total direct compensation was at the peer group median for the CEO and the top 3 executives.

Mr. Messman concludes that realizable pay and performance are in balance at AMG compared to the peer group.

Mr. Messman states that this completes the report of the Remuneration Committee of the Supervisory Board.

3. Adoption of the 2014 financial statements

The Chairman thanks Mr. Messman for his presentation and asks if there are any questions on the remuneration. As there are no questions, the Chairman moves on to the next item on the agenda which is item 3, which is the adoption of the 2014 financial statements which proposal is shown on the screen behind him.

As already indicated by Ms. Van Rooijen, the full text of each proposal that is put to a vote will be reflected on the screen behind the Chairman when such a proposal is put to a vote.

The text of the proposal is shown on the screen. The Company's financial statements have been audited, as is known, by Ernst & Young. The unqualified Audit Opinion may be found on page 133 of the Annual Report. The Chairman asks if there are any questions on the Ernst & Young opinion. As there are no questions, the Chairman puts the proposal to the vote and gives the floor to Ms. Van Rooijen for further instructions on electronic voting.

Ms. Van Rooijen thanks the Chairman and asks the shareholders to put their smartcard into the keypad with the chip facing them. The name of the shareholder will appear in the display. If this is not the case, Ms. Van Rooijen requests the shareholder to raise his hand and someone will be sent to help. The shareholder can keep the smartcard inserted in the keypad for the entire duration of the meeting.

Ms. Van Rooijen explains that she will first go through the first agenda item and will then ask the Chairman to go through the rest of the voting items.

Ms. Van Rooijen requests the operator to start the voting system and the keypad will display the voting options. Ms. Van Rooijen explains that to cast a vote, the shareholder has to press the appropriate button. Press '1' to vote in favour of the proposal, press '2' against the proposal and press '3' to withhold from the proposal.

Ms. Van Rooijen declares the resolution opened and requests the shareholders to cast their vote by pressing the button of their choice.

The Chairman announces that the 5 seconds are up and the vote is now closed.

Ms. Van Rooijen declares that the total number of votes received is 11,447,050 votes. The outcome is that 100% of the votes are cast in favour of the resolution that is shown on the screen.

The Chairman confirms that the resolution is passed.

4. Discharge of liability of the members of the Management Board for the 2014 financial year

The Chairman proceeds to the next item on the agenda, which is item 4, which concerns the discharge from liability of the members of the Management Board for the 2014 financial year. He asks if there are any questions on this item. As there are no questions, the Chairman puts the proposal to the vote and points out that pressing '1' is a vote for the proposal, pressing '2' is a vote against the proposal and pressing '3' is a vote withheld.

The full text of the proposal is shown on the screen.

The Chairman closes the vote. The result of the vote is shown on the screen.

Ms. Van Rooijen declares that 100.0% of the votes is cast in favour of the proposal.

The Chairman confirms that the proposal has been adopted.

5. Discharge of liability of the members of the Supervisory Board for the 2014 financial year

The Chairman proceeds to the next item on the agenda, which is item 5, which concerns the discharge from liability of the members of the Supervisory Board for the 2014 financial year. Before putting the proposal to the vote, the Chairman asks if there are any questions on this item. As there are no questions, the Chairman puts the proposal to the vote and points out that pressing '1' is a vote for the proposal, pressing '2' is a vote against the proposal and pressing '3' is a vote withheld. The full text of the proposal is shown on the screen.

Ms. Van Rooijen declares the vote closed. The outcome is shown on the screen and 99.9% of the votes are cast in favour of the resolution and that 5,009,858 shares have abstained from voting. The Chairman concludes that the Supervisory Board is not doing so well here and confirms that the resolution has been passed.

6. Composition of the Management Board

The Chairman proceeds to the next item on the agenda, which is item 6 which concerns the composition of the Management Board. The Chairman gives Mr. Quinkert the floor to give a brief presentation on the nomination process the Selection and Appointment Committee of the Supervisory Board performs when nominating a person to be appointed as a member of the Management Board.

Mr. Quinkert thanks the Chairman and explains that the Selection and Appointment Committee of the Supervisory Board consisting of Mr. Kuczynski, Mrs. Ceccarelli and himself, has been active during the past months to complete its review of the nomination of Dr. Schimmelbusch for re-appointment as Chief Executive Officer (CEO) and Chairman of the Management Board. The Selection and Appointment Committee has already announced in November of last year that the Supervisory Board had decided to nominate Dr. Schimmelbusch again as CEO of the Company and Chairman of the Management Board for another term of 4 years. This decision was made after the Board had

approved the strategy of the Company and the Board had unanimously concluded that Dr. Schimmelbusch is the only candidate to execute that strategy in the foreseeable future. Dr. Schimmelbusch had stated that he is prepared to continue in his current position as CEO and Chairman of the Management Board, but has also indicated that this will be his last term and that he is willing to vacate his position earlier as soon as a suitable candidate is ready to take over from him as CEO and Chairman of the Management Board. The Supervisory Board has therefore initiated an orderly process to select a successor as CEO and Chairman of the Management Board. In this connection, the Supervisory Board is aiming to have a successor of Dr. Schimmelbusch in place by 2017. Finally, to prevent the Company from having a vacancy in the Management Board and to give the Supervisory Board sufficient time for the succession process, the re-appointment will be for a term of four years.

The Chairman thanks Mr. Quinkert for his presentation and proceeds with the proposal to re-appoint Dr. Schimmelbusch as Chief Executive Officer and Chairman of the Management Board. The current term of Dr. Schimmelbusch who serves as CEO and Chairman of the Management Board of the Company ends in 2015. In accordance with the articles of association of the Company, the Supervisory Board has made a binding recommendation to re-appoint Dr. Schimmelbusch as member of the Management Board. It is the intention of the Supervisory Board to re-appoint Dr. Schimmelbusch as CEO and Chairman of the Management Board at today's meeting.

The Supervisory Board proposes to re-appoint Dr. Schimmelbusch in view of his excellent performance, vast experience and deep knowledge of the global metallurgical industry and the outstanding way he fulfils his role as leader and Chairman of the Management Board and CEO. The details of Dr. Schimmelbusch can be found in the explanatory notes to the agenda for this meeting and on AMG's website.

Having said this, the Chairman proceeds with the voting regarding the proposed re-appointment.

The text of the proposal is shown on the screen. The Chairman asks if there are any questions on this proposal. As there are no questions, the Chairman puts the proposal to the vote and points out that pressing '1' is a vote for the proposal, pressing '2' is a vote against the proposal and pressing '3' is a vote withheld.

Ms. Van Rooijen declares the vote closed. The outcome is shown on the screen and 99.7% of the votes are cast in favour of the proposal.

The Chairman confirms that the proposal has been adopted.

7. Composition of the Supervisory Board

The Chairman proceeds to the next item on the agenda, which is item 7 and which concerns the composition of the Supervisory Board. The Chairman gives Mr. Quinkert the floor to give a presentation on this nomination process.

Mr. Quinkert thanks the Chairman and explains that the Selection and Appointment Committee of the Supervisory Board has been active during the past months to complete its review of the current nominations for the Board as the terms of Professor Steve Hanke, Mrs. Wolff and Mr. Kuczynski will end after this AGM. Mr. Kuczynski has indicated that he is not prepared to be nominated for another term. The Supervisory Board regrets but accepts that decision and wishes him – after he has successfully chaired today's meeting – all the best in his future endeavours and thanks him for his eight years of dedication and service as member and Chairman of the Supervisory Board. [applause] Mrs. Wolff has also indicated that she is not prepared to be nominated again for another term as member of the Supervisory Board, given her busy schedule and other commitments. The Supervisory Board regrets but accepts that decision, wishes her all the best in the future and thanks her for the work done as member of the Supervisory Board and Audit Committee member. Professor Steve Hanke has indicated that he is prepared to be re-appointed to the Supervisory Board for another term of four years. Taking into account the aforementioned considerations, the Board has approved in its meeting of March 11, 2015 the proposed nominations by the Selection and Appointment Committee and has nominated for re-appointment Professor Steve Hanke. In addition, following the agreement reached by the Company with RWC European Focus Inc., in March 2015, we are pleased that Mr. Robert Meuter and Mr. Petteri Soininen are willing to become a member of the Supervisory Board.

The Chairman thanks Mr. Quinkert for his presentation and proceeds with an explanation on the proposals to re-appoint Professor Hanke and appoint Mr. Meuter as an independent member and Mr. Petteri Soininen as a non-independent member of the Supervisory Board. Mr. Quinkert will discuss the proposed (re-)appointments. Before giving the floor once again to Mr. Quinkert, the Chairman informs the shareholders that the Supervisory Board has decided to appoint Mr. Norbert Quinkert as his successor as Chairman of the Supervisory Board as per the end of today's meeting.

The Chairman gives the floor to Mr. Quinkert to discuss the proposed appointments.

Mr. Quinkert thanks the Chairman and explains that the Selection and Appointment Committee of the Supervisory Board proposes to re-appoint Professor Steve Hanke for the maximum term of 4 years. The Supervisory Board proposes to re-appoint Professor Steve Hanke in view of his broad international and financial markets experience and background, his extensive knowledge of the business of the company and the way he fulfils his role as member of the Supervisory Board and member of the Risk Management Committee. Professor Hanke will serve as an independent Supervisory Board member within the meaning of the Dutch corporate governance code. The details of Professor Steve Hanke can be found in the explanatory notes to the agenda for this meeting and on AMG's website.

The Supervisory Board proposes to appoint Mr. Meuter as member of the Supervisory Board for the maximum term of 4 years. The Supervisory Board proposes to appoint Mr. Meuter as member of the Supervisory Board in view of his extensive background and experience in the field of banking and financial markets and his vast management experience in financial institutions. Mr. Meuter will serve as an independent Supervisory Board member within the meaning of the Dutch corporate governance code. The details of Mr. Meuter can be found in the explanatory notes of the agenda and on AMG's website. Upon his appointment Mr. Meuter will also be appointed as member of the Audit Committee.

The Supervisory Board furthermore proposes to appoint Mr. Soininen as member of the Supervisory Board for the maximum term of 4 years. The Supervisory Board proposes to appoint Mr. Soininen as member of the Supervisory Board in view of his background and experience in the investment fund industry and his position as Co-Head of the fund that is AMG's largest shareholder. Therefore Mr. Soininen will serve as a non-independent Supervisory Board member within the meaning of the Dutch corporate governance code. The details of Mr. Soininen can be found in the explanatory notes of the agenda and on AMG's website. Once appointed, Mr. Soininen will also be appointed as member of the Remuneration Committee. Having said this, Mr. Quinkert asks the Chairman to proceed with the voting regarding the proposed appointments.

Before moving to the next agenda item, the Chairman asks if there are any questions. In response to a question from the floor, the Chairman states that all the candidates mentioned are present.

Mr. Ritskes, representing VEB, asks a number of questions. As Mr. Messman was Vice Chairman of the Supervisory Board, Mr. Ritskes asks why Mr. Messman was not proposed to succeed Mr. Kuczynski as Chairman of the Supervisory Board. Mr. Messman answers that he has too many other duties outside AMG that prevent him from taking on any additional responsibilities and considers Mr. Quinkert the more capable candidate. Mr. Messman affirms that he will stay on as Vice Chairman of the Supervisory Board.

In view of Professor Hanke's age (73 years), his many duties in education and as CEO of a company, Mr. Ristkes asks if Professor Hanke has enough time to shoulder his tasks in the coming years, given that Mrs. Wolff was appointed in 2013 and is now leaving the position because she has too many duties. Professor Hanke replies affirmative. [laughter]

Mr. Quinkert adds that with respect to Mrs. Wolff's regrettable resignation, she was very well liked for her work in the Audit Committee. However, the company Mrs. Wolff works for as the finance board of management member, has created four different concerns below the holding company. In those four different companies she has to be present in all the supervisory board meetings and therefore it is impossible for her to continue in her present position at AMG. That is the reason why Mrs. Wolff is no longer present.

On the proposed appointment of Mr. Meuter, Mr. Ritskes states that with the appointment of Mr. Soininen to the Supervisory Board as representative of the largest shareholder, he would like to know what the position of Mr. Meuter is and what his ideas are about what he can bring to the Supervisory Board. Mr. Quinkert states that firstly it is very obvious that Mr. Meuter has a very solid financial expertise. He knows the markets. He knows the Dutch environment which is also very important to the company. AMG is in Holland and not anywhere else. That means that the company needs somebody who gives AMG the insight of the Dutch financial community. Also the long-time management experience speaks for the candidacy of Mr. Meuter.

Mr. Meuter thanks Mr. Quinkert for the compliment and adds that his background is as a banker, having worked for various banks such as Citibank, J.P. Morgan, Kempen & Co and ABN AMRO, lastly as senior executive vice president and vice chairman of the bank. Mr. Meuter explains that he has been involved in many situations where change was imminent and reminds of difficult restructurings including Ahold, and others. But also that he is involved as chairman of Propertize (NS Property Finance) in a situation of change, but Mr. Meuter states that foremost his contribution could be that he represents a Dutch part of the Supervisory Board. Mr. Meuter states that it is also important for a company like AMG to have direct access available in the Supervisory Board, to the Dutch point of view of what is going on in the Netherlands, such as the Dutch governance code etcetera. Mr. Meuter points to the interesting challenges for AMG that lie ahead and to the strategic choices the company has to make and support.

Given the fact that he has been a vice president of mining and construction at J.P. Morgan Guarantee, Mr. Meuter states that he has some historic interest in AMG as well.

7.1 Re-appointment of Prof. Steve Hanke.

The Chairman thanks Mr. Meuter and asks if there are any other questions on this agenda item. As there are no questions, the Chairman opens the vote to re-appoint Professor Hanke.

Ms. Van Rooijen declares the vote open.

Ms. Van Rooijen declares the vote closed. The result is shown on the screen and 100% of the votes are cast in favour of the re-appointment of Professor Steve Hanke. The Chairman congratulates Professor Hanke on his re-appointment.

7.2 Appointment of Mr. Robert Meuter

The Chairman proceeds with the election of Mr. Robert Meuter as member of the Supervisory Board for a term of 4 years.

Ms. Van Rooijen declares the vote open.

Ms. Van Rooijen declares the vote closed. The result is shown on the screen and 99.57% of the votes are cast in favour of the appointment of Mr. Robert Meuter. The Chairman comments that Professor Hanke beats Mr. Meuter by 0.43%. The Chairman states that Mr. Meuter is elected.

7.3 Appointment of Mr. Petteri Soininen

The Chairman proceeds with the election of Mr. Soininen as a non-independent director.

Ms. Van Rooijen declares the vote open.

Ms. Van Rooijen declares the vote closed. The result is shown on the screen and 99.38% of the votes are cast in favour of the appointment of Mr. Soininen. The Chairman confirms the election of Mr. Soininen and congratulates Mr. Soininen on his appointment.

8. Proposal to amend the Articles of Association of the Company

The Chairman proceeds to the next item on the agenda which is item 8 and which concerns the proposal to amend the Articles of Association of AMG. The proposal is made by RWC European

Focus Master Inc. Fund, AMG's largest shareholder. The Chairman refers refer to the agreement reached with RWC as announced on March 9 and further explained on page 53 of the Annual Report. The verbatim text of the proposal to amend the Articles of Association and an explanation to each proposed amendment have been laid down in a triptych and this document has been available since the convocation date of today's meeting. The proposal to amend the Articles of Association includes the proposal to authorize each member of the Management Board, as well as each lawyer and paralegal employed by De Brauw Blackstone Westbroek, to execute the notarial deed of amendment of the Articles of Association.

Since the proposed amendments are not initiated by the Management Board of the Company and not supported by the Supervisory Board of the Company the resolution to amend the Articles of Association may only be adopted with a two-thirds majority of the votes cast in a meeting in which at least 50% of the issued share capital is represented. As the Chairman just informed the shareholders, less than 1/2 of the issued share capital of AMG is represented (41.48%) during this meeting, therefore this matter will not be voted on during this meeting but a second meeting shall be convened, to be held six weeks from now.

In that second meeting the proposal to amend the Articles of Association as set out in agenda item 8 can be validly adopted with a majority of at least two-third of the votes cast, regardless of the share capital represented in that second meeting. The convocation for that second meeting, an extraordinary general meeting of shareholders ("EGM"), will be sent directly after today's meeting is finished. The EGM will be held on Thursday 18, June 2015.

9. Re-appointment Auditor

The Chairman proceeds to the next item on the agenda, which is item 9 and which concerns the re-appointment of Ernst & Young Accountants as auditor of the Company for the financial year 2015. The Chairman gives the floor to Mr. Martin Hoyos to comment on the activities of the Audit Committee. Mr. Hoyos can also comment on the process and timing when the Supervisory Board expects to nominate a new external auditor for appointment by the general meeting.

Before putting the proposal to re-appoint Ernst & Young as external auditor of the Company for the financial year 2015 to a vote, the Chairman gives the floor to Mr. Martin Hoyos to comment about the process.

The Chairman asks Ernst & Young if the company is called Ernst & Young in The Netherlands or if the company is called EY. Mr. Prins explains that these days the company is called EY. The Chairman comments that he is just curious because the office next to him in Peru is called EY and is the same outfit.

Mr. Hoyos thanks the Chairman. Mr. Hoyos states that the Audit Committee of the Supervisory Board had completed a full review and assessment of the functioning of Ernst & Young Accountants LLP in the 2012 financial year as part of its regular review process of the external accountant which takes place every three years in Holland. Mr. Hoyos' predecessor, Mr. Guy de Selliers as chair of the Audit Committee had informed shareholders in the General Meeting for 2012, in the year 2013 about the outcome of this review and the satisfaction the Audit Committee had that E&Y did a very good job. At that time the Audit Committee did not make a full assessment for the year 2014, because it was not necessary. Mr. Hoyos adds that in the discussions with E&Y, the Audit Committee was very happy about the way the audit was conducted and the Audit Committee is entirely satisfied with the way the accountants have proceeded. Also, when the Company decided E&Y had to be replaced because of the new legal situation in Holland, and the Company has to select new auditors for January 1, 2016, the Audit Committee clearly asked E&Y if they would be ready to help the Audit Committee with the organization of the whole procedure in such a way that the transformation would be smoother. Mr. Hoyos confirms that E&Y has helped the Audit Committee in every way and thanks E&Y for doing so. Coming from the audit profession himself, Mr. Hoyos can conform that a change of auditors is not always a happy experience for the company or the auditor. It is also a complicated process for the company.

Over the past few months the Audit Committee has discussed the legal situation and has asked the three well known large firms that could possibly serve the Company in all the countries that AMG is active in. The Audit Committee has asked them for a proposal. The Audit Committee has received proposals from the three audit firms and on May 8, the Audit Committee, together with part of the management and representatives from the two countries that are important for AMG, will hear the presentations of the three audit firms, and will prepare a proposal for the Supervisory Board, which will

then decide to nominate a new audit firm for the Annual Meeting in 2016, when the accounts for 2015 will have to be approved .

Mr. Hoyos states that this is the situation and he thanks E&Y once more for the good work they have done in the past.

The Chairman thanks Mr. Hoyos for his presentation and comments that the board could run a quiz on who these three firms are, but this will not be done now. [laughter]

The Chairman puts the proposal to re-appoint Ernst & Young Accountants LLP as external auditor of the Company for the financial year 2015 to the vote. The Chairman asks if there any questions. As there are no questions, the Chairman opens the vote.

Ms. Van Rooijen declares the vote open.

Ms. Van Rooijen declares the vote closed. The result is shown on the screen and 100% of the votes are cast is in favour of the re-appointment of Ernst & Young.

The Chairman confirms the re-appointment of Ernst & Young and extends his congratulations.

10. Renewal of the authorization for a period of 18 months as of May 7, 2015 (i) to issue shares and (ii) to restrict or exclude pre-emptive rights for general corporate purposes

The Chairman proceeds to item 10 of the agenda which is the renewal of the authorization for a period of 18 months as of May 2015 to (i) issue shares and/or grant options to acquire shares and (ii), to restrict or exclude the pre-emptive rights for general corporate purposes.

The Chairman states that the authorization would provide flexibility in financing the Company and enable the issue of ordinary shares, grants or rights to subscribe for ordinary shares in respect of share-based compensation plans for employees.

The Chairman asks if there are any questions. As there are no questions, the Chairman puts the proposal to the vote.

Ms. Van Rooijen declares the vote open.

Ms. Van Rooijen declares the vote closed. The result is shown on the screen and 99.43% of the votes are cast is in favour of resolution 10.1.

The Chairman confirms that the resolution is passed.

10. (ii) Proposal to restrict or exclude pre-emptive rights for a period of 18 months as of May 7, 2015 for general corporate purposes

The Chairman proceeds to item 10 (i) the proposal to authorize the Management Board for a period of 18 months as of May 7, 2015, subject to the approval of the Supervisory Board, to restrict or exclude the pre-emptive rights for the purpose of issuing shares or granting options for general corporate purposes.

Ms. Van Rooijen declares the vote open.

Ms. Van Rooijen declares the vote closed. The result is shown on the screen and 56% of the votes are cast is in favour of this resolution.

Mr. Mees explains that this means that the proposal is rejected as at least 2/3 of the shares represented have not voted in favour.

11. Renewal of the authorization for a period of 18 months as of May 7, 2015 (i) to issue shares and (ii) to restrict or exclude pre-emptive rights for the purposes of mergers, acquisitions, strategic alliances and financial support arrangements relating to the Company and/or participations (deelnemingen) of the Company

The Chairman explains that this item 11 is a proposal to renew the authorization to issue shares and grant options to acquire shares in the Company's share capital for the purpose of mergers, acquisitions and financial support arrangements relating to the Company and/or participations

(deelnemingen) of the Company. An additional matter under the agenda item is the renewal of the authorization to restrict or exclude the pre-emptive rights in relation to such an issue. The renewal of the authorization provides the Management Board with flexibility in the context of mergers, acquisitions and financial support arrangements and/or participations.

The Chairman asks if there are any questions. As there are no questions, the Chairman puts the proposal to the vote.

Ms. Van Rooijen declares the vote open.

Ms. Van Rooijen declares the vote closed. The result is shown on the screen and 99.48% of the votes are cast in favour of this proposal.

The Chairman confirms that resolution is passed.

11. (ii) Proposal to restrict or exclude the pre-emptive rights for a period of eighteen months as of May 7, 2015 for the purpose of mergers, acquisitions, strategic alliances and financial support arrangements relating to the Company and/or participations (deelnemingen) of the Company

The Chairman explains that this item is a proposal to authorize the Management Board for a period of 18 months as of May 7, 2015, subject to the approval of the Supervisory Board, to restrict or exclude the pre-emptive rights for the purpose of mergers, acquisitions, strategic alliances and financial support arrangements relating to the Company and/or participations (deelnemingen) of the Company.

The Chairman asks if there are any questions. As there are no questions, the Chairman puts the proposal to the vote.

Ms. Van Rooijen declares the vote open.

Ms. Van Rooijen declares the vote closed. The result is shown on the screen and 56.16% of the votes are cast in favour of resolution.

Mr. Mees explains that this means that the proposal is rejected as at least 2/3 of the shares represented have not voted in favour.

The Chairman apologizes for the confusion caused by the script which was not clear in this respect.

12. Renewal of the authorization to acquire shares

The Chairman proceeds with the next item on the agenda. The next item of the agenda is the renewal of the authorization to acquire shares in the Company's share capital. The full text of the proposal is shown on the screen.

The authorization would provide the Management Board with the flexibility necessary to manage net equity or to enter into financial support arrangements involving the Company and to respond to any demand for shares in the Company's share capital that may arise at any time. This authorization may, for example, be used if shares need to be acquired to hedge the Company's share and option schemes.

The Chairman asks if there are any questions. As there are no questions, the Chairman puts the proposal to the vote.

Ms. Van Rooijen declares the vote open.

Ms. Van Rooijen declares the vote closed. The result is shown on the screen and 99.98% of the votes are cast in favour of this resolution.

The Chairman confirms that the proposal is adopted.

13. Closing

Coming to the closing of the Meeting, the Chairman invites the shareholders to ask any questions. As there are no more questions, the Chairman states the Meeting has come to a close. He thanks all present for their patience and says goodbye. [applause]