



## **AMG SIGNS RELATIONSHIP AGREEMENT WITH ITS LARGEST SHAREHOLDER RWC EUROPEAN FOCUS MASTER INC**

**Amsterdam, 9 March 2015 (Regulated Information)** --- AMG Advanced Metallurgical Group N.V. ("AMG", Euronext Amsterdam: "AMG") announces that it has signed a relationship agreement with its largest shareholder RWC European Focus Master Inc currently holding 17.9 % of AMG's issued share capital ("RWC"), setting out the relationship between the two parties for the coming one to two years (the "Relationship Agreement").

AMG and RWC agreed in the Relationship Agreement to cease and settle their ongoing discussions concerning AMG's strategy, governance and remuneration practices.

The Relationship Agreement provides for the following:

- RWC endorses the strategy of AMG as published on its website in December 2013 and as updated in January 2015;
- The Supervisory Board of AMG is properly constituted with nine members given the nature and activities of AMG; the parties agree to discuss prior to AMG's annual general meeting 2016 whether changes in the size and composition of the Supervisory Board are merited;
- AMG's Supervisory Board will nominate RWC's managing director Mr. Petteri Soininen for appointment as member of the Supervisory Board at AMG's annual general meeting in May 2015 (the "**AGM 2015**"). If appointed, Mr Soininen will serve as non-independent Supervisory Board member as described under Dutch corporate governance rules and practices. This right of RWC is effective as long as RWC holds 10% or more of AMG's share capital.
- AMG's Supervisory Board will nominate Mr. Robert Meuter for appointment as member of the Supervisory Board at the AGM 2015. If appointed, Mr Meuter will serve as independent Supervisory Board member as described under Dutch corporate governance rules and practices.
- RWC will support the nomination for re-appointment of Dr. Heinz Schimmelbusch as CEO and Chairman of the Management Board, at the AGM 2015.
- RWC will propose for the agenda of the AGM 2015, to amend the Articles of Association of AMG with respect to the procedures for the appointment and dismissal of Management Board and Supervisory Board members;

- AMG will initiate the review of its prevailing remuneration policy for the Management Board as well as of the prevailing remuneration for the Supervisory Board, by another reputable internationally recognized compensation consultant of similar standing as AMG's current compensation consultant. If an adjustment of the current remuneration would be indicated as a result of this review, the shareholders will be asked to approve an amendment thereto during AMG's annual general meeting 2016.

## About AMG

AMG is a global critical materials company at the forefront of CO<sub>2</sub> reduction trends. AMG produces highly engineered specialty metals and mineral products and provides related vacuum furnace systems and services to the aerospace, infrastructure, energy, and specialty metals & chemicals end markets.

AMG produces aluminum master alloys and powders, titanium alloys and coatings, ferrovanadium, natural graphite, chromium metal, antimony, tantalum, niobium and silicon metal. AMG Engineering designs and produces vacuum furnace equipment and systems used to produce and upgrade specialty metals and alloys for the aerospace, automotive, infrastructure, and energy markets.

With approximately 3,000 employees, AMG operates globally with production facilities in Germany, the United Kingdom, France, Czech Republic, United States, China, Mexico, Brazil, Turkey and Sri Lanka, and has sales and customer service offices in Russia and Japan ([www.amg-nv.com](http://www.amg-nv.com)).

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