



**Appendix I**

**ATTENDANCE FORM**

**Mr./Mrs./Miss ..... will attend the Annual General Meeting of AMG Critical Materials N.V., to be held at the Hilton Amsterdam Hotel, Apollolaan 138, 1077 BG Amsterdam, The Netherlands, at 13:00 CEST on Wednesday, May 8, 2024.**

NAME, ADDRESS AND RESIDENCE OF THE UNDERSIGNED SHAREHOLDER	
IN CASE OF A LEGAL ENTITY: PLEASE STATE THE DETAILS OF THE AUTHORIZED REPRESENTATIVE WHO WILL BE ATTENDING THE AGM	
NUMBER OF SHARES OF AMG CRITICAL MATERIALS N.V. FOR WHICH THE REQUEST IS MADE	
PLEASE INDICATE IF YOU WILL NOT ATTEND THE AGM, BUT WISH TO BE REPRESENTED BY A THIRD PARTY. PLEASE ALSO COMPLETE AND SIGN APPENDIX II 'POWER OF ATTORNEY'	

Executed at \_\_\_\_\_ on \_\_\_\_\_ 2024

\_\_\_\_\_  
Signature



**APPENDIX II**

**POWER OF ATTORNEY**

For the Annual General Meeting (the "AGM") of AMG Critical Materials N.V. (the "Company") to be held on Wednesday, May 8, 2024 at 13:00 CEST at the Hilton Amsterdam Hotel, Apollolaan 138, 1077 BG, Amsterdam, The Netherlands.

The undersigned,

..... (name),  
..... (address),  
..... (postal code and town),  
..... (country),

hereinafter referred to as the "Shareholder", acting in his capacity as holder of.....(number) shares in the share capital of the Company, hereby grants a power of attorney to:

..... (name\*),  
..... (address),  
..... (postal code and town),  
..... (country),

to represent the Shareholder at the AGM of the Company and to speak on behalf of the Shareholder and to vote on the shares in respect of the items on the agenda for the AGM, in the manner set out below:

\* Fill in Mr Niels Wolswijk if you do not have a preference for a representative. To the extent that the power of attorney is granted to Mr. Niels Wolswijk the power of attorney includes the right of substitution.

No.	Agenda	For	Against	Abstain
1.	<b>Opening</b>	n.a.	n.a.	n.a.
2.a.	<b>Report of the Management Board for the 2023 financial year including discussion of the Annual Report 2023 (discussion item)</b>	n.a.	n.a.	n.a.
2.b.	<b>Remuneration Report of the Supervisory Board for the 2023 financial year (advisory voting item)</b>			
2.c.	<b>Discussion of the dividend policy (discussion item)</b>	n.a.	n.a.	n.a.
3.a.	<b>Adoption of the 2023 financial statements (voting item)</b>			
3.b.	<b>Proposal to resolve upon (final) dividend distribution (voting item)</b>			
4.	<b>Discharge of liability of the members of the Management Board for the 2023 financial year (voting item)</b>			

5.	<b>Discharge of liability of the members of the Supervisory Board for the 2023 financial year (voting item)</b>			
6.	<b>Composition of the Management Board</b>			
6.a.	<b>Re-appointment of Mr. J. Dunckel as member of the Management Board (voting item)</b>			
6.b.	<b>Appointment of Mr. M. Connor as member of the Management Board (voting item)</b>			
7.	<b>Composition of the Supervisory Board:</b>			
7.a.	<b>Re-appointment of Dr. D. Ceccarelli as member of the Supervisory Board (voting item)</b>			
7.b.	<b>Appointment of Ms. D. Bottenbruch of the Supervisory Board (voting item)</b>			
8.	<b>Re-appointment of KPMG Accountants N.V. as external auditor of the Company for the years 2024 and 2025 (voting item)</b>			
9.	<b>Adoption of the Remuneration Policy for the Supervisory Board (voting item)</b>			
10.	<b>Renewal of the authorization to (i) issue shares and/or grant rights to acquire shares and (ii) to restrict or exclude the pre-emptive rights for general corporate purposes, and/or for the purpose of mergers and acquisitions, and/or for strategic alliances and/or for financial support arrangements (voting items)</b>			
10(i)	Proposal to authorize the Management Board for a period of 18 months as of May 8, 2024, <i>i.e.</i> , up to and including November 7, 2025, subject to the approval of the Supervisory Board, to issue shares in the Company's share capital and/or grant rights to subscribe for shares in the Company's share capital up to a maximum of 10% of the Company's issued share capital as per December 31, 2023.			
10(ii)	Proposal to authorize the Management Board for a period of 18 months as of May 8, 2024, <i>i.e.</i> , up to and including November 7, 2025 subject to the approval of the Supervisory Board, to restrict or exclude the pre-emptive rights accruing to shareholders upon an issuance as referred to under item 10(i).			
11.	<b>Renewal of the authorization to acquire shares (voting item)</b> Proposal to authorize the Management Board for a period of 18 months as of May 8, 2024, <i>i.e.</i> , up to and including November 7, 2025 to acquire, subject to the approval of the Supervisory Board, shares in the Company's share capital up to 10 % of the Company's issued share capital at the date of acquisition, at the stock exchange or otherwise, at a price between par value and 110 percent of the average closing price of the Company's shares at Euronext Amsterdam N.V. on the five consecutive trading days immediately preceding the day of purchase by or for the account of the Company.			

12.	<b>Any other business (<i>discussion item</i>)</b>	n.a.	n.a.	n.a.
13.	<b>Closing</b>			

Signature:.....

Place.....

Date:.....

**This power of attorney must be received by Zuidbroek Notarissen t.a.v. Mr. Niels Wolswijk; tel. +31 20 2182887, email niels.wolswijk@zuidbroek.com: no later than Thursday May 2, 2024 at 17:00 CEST.**