



To: Shareholders
AMG Critical Materials NV

Date March 27, 2024
Subject AMG Critical Materials N.V. – Notice for the Annual General Meeting

Dear Shareholder,

The Annual General Meeting (the “**Annual General Meeting**”) of AMG Critical Materials N.V. (the "Company") is to be held on **Wednesday, May 8, 2024 at 13:00 CEST** at the **Hilton Amsterdam Hotel, Apollolaan 138, 1077 BG, Amsterdam, the Netherlands**. Registration will take place as from 12:15 CEST.

For your information we attach hereto the agenda, including the explanatory notes. You can also find the meeting documents, including the formal convocation notice and the agenda on <https://amg-nv.com/investors/annual-general-meeting/>.

Persons entitled to participate in and vote at the Annual General Meeting, will be those who were recorded as having such rights on **Wednesday, April 10, 2024**, after all additions and deductions at that date have been processed (the “**Record Date**”) and are registered in a register designated for this purpose by the Management Board, regardless whether they are shareholders at the time of the Annual General Meeting.

This means that you need to own your shares on the Record Date, but you do not need to block your shares from the Record Date until the Annual General Meeting.

If you wish to attend the Annual General Meeting and exercise your voting right(s), you are advised to use the electronic voting portal (Electronic Voting Portal) administered by ABN AMRO BANK by using the following link: www.abnamro.com/shareholder.

Using the Electronic Voting Portal (EVO) for electronic voting:

The EVO is available from the publication date of this convocation until six days before the meeting. This means that for the meeting to be held on May 8, 2024, shareholders can use the EVO from April 11, 2024 to May 2, 2024, 12:00 CEST. The EVO will close on May 2, 2024 12:00 CEST, but shareholders can still view any instructions they have given.

An intermediary will need to issue a statement via www.abnamro.com/intermediary, no later than May 2, 2024, 17:00 CEST, stating that the shares were registered in the name of the holder thereof on the Record Date. In addition, the intermediaries are requested to include the full address details of the relevant ultimate beneficial holders in order to be able to verify the shareholding on the Record Date in an efficient manner.



Attending the Annual Meeting without using the Electronic Voting Portal for electronic voting

If you wish to attend the Annual General Meeting and exercise your voting right(s), **without** making use of the EVO, you must complete and sign **Appendix I (Attendance form)**.

If you do not wish to attend, but wish to appoint a representative to vote on your behalf, you must complete and sign **Appendix I (Attendance form)** and **Appendix II (Power of attorney)**. Using this power of attorney, your representative will be able to attend the Annual General Meeting and exercise the voting right(s) attached to your shares. You may also appoint Mr. Niels Wolswijk (Zuidbroek Notarissen) as your representative. In this case, you must include the name of Mr. Niels Wolswijk on the power of attorney (Appendix II).

Appendices I and/or II together with the statement of entitlement provided by the intermediary must be received by notary Mr. Niels Wolswijk on **Thursday May 2, 2024 at 17:00 CEST** at the latest.

In all cases, the validity of your vote will be conditional upon your ownership of shares on the Record Date.

Contact details Mr. Niels Wolswijk at Zuidbroek Notarissen:

niels.wolswijk@zuidbroek.com

+ 31 20 218 2887

+ 31 6 3007 8232

info@zuidbroek.com

www.zuidbroek.com

If you wish to attend the Annual Meeting in person, please note that registration is mandatory prior to the Meeting at the meeting facilities

The Management Board and Supervisory Board unanimously recommend that you vote in favor of all the resolutions listed in the agenda that has been published and believe that the passing of these resolutions would be in the best interests of the Company and its stakeholders, including its Shareholders, as a whole.

Yours truly,

AMG Critical Materials NV

Management Board

Attachments:

- Agenda + Explanatory Notes Annual Meeting
- Appendix I (Registration Form)
- Appendix II (Power of Attorney/proxy statement)
- Electronic voting guidelines