



GAMCO  
ASSET MANAGEMENT

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December 24, 2014

Ms. Rose Hoover  
Executive VP, Chief Administrative Officer, & Corporate Secretary  
Ampco-Pittsburgh Corporation  
600 Grant Street  
Suite 4600  
Pittsburgh, PA 15219

Re: Shareholder Proposal

Dear Ms. Hoover,

On behalf of GAMCO Asset Management Inc. ("GAMCO"), I hereby withdraw the shareholder proposal submitted by GAMCO to Ampco-Pittsburgh Corporation (the "Company") on January 30, 2014, regarding the declassification of the Company's Board of Directors (the "Board").

GAMCO, on behalf of its investment advisory clients, will continue to monitor the structure of the Company's Board.

Sincerely,

David Goldman  
General Counsel

Cc: George Maldonado – Director of Proxy Voting Services - GAMCO