

**Draft Resolutions  
of the Management Board and/or the Supervisory Board  
for each agenda item  
of the 1. Annual General Meeting  
AMAG Austria Metall AG  
(FN 310593f; ISIN: AT00000AMAG3)  
on May 16, 2012**

**Agenda und draft resolutions:**

- 1. Presentation of the approved annual financial statements as of 31 December 2011, including the report of the Management Board and the corporate governance report, as well as the consolidated financial statements as of 31 December 2011 and the group management report along with the report of the Supervisory Board for the financial year 2011.**

No resolution is required in respect of this agenda item.

- 2. Resolution on the distribution of the net profit, as shown in the annual financial statements as of 31 December 2011.**

The Management and Supervisory Boards propose to utilize the net profits according to the financial statements as of December 31, 2011 in the amount of EUR 52,896,000 for payment of a dividend in the amount of EUR 0.75 for every share entitled to a dividend, plus EUR 0.75 for every share entitled to a dividend, thus EUR 1.50 in total for every share entitled to a dividend, this corresponds, having 35,264,000 no-par value shares, to an amount of EUR 52,896,000.

- 3. Resolution on the discharge of the members of the Management Board for the financial year 2011.**

The Management and the Supervisory Boards propose for the Annual General Meeting to discharge the members of the Management Board for their activities during the financial year 2011.

- 4. Resolution on the discharge of the members of the Supervisory Board for the financial year 2011.**

The Management and the Supervisory Boards propose for the Annual General Meeting to discharge the members of the Supervisory Board for their activities during the financial year 2011.

- 5. Resolution on the remuneration of the Supervisory Board members for the financial year 2011.**

The Management and Supervisory Boards propose to determine the remuneration for the elected members of the Supervisory Board for the financial year 2011 as follows:

- The Chairman of the Supervisory Board shall receive EUR 20,000 for the previous financial year, the Deputy Chairman of the Supervisory Board EUR 18,000, and each member EUR 16,000.

- The Chairman of the Audit Committee shall receive an additional amount of EUR 5,000, and each member of the Audit Committee an additional amount of EUR 4,000.

- The members of the Supervisory Board shall receive the remuneration pro rata according to the duration of their membership in the Supervisory Board.

**6. Appointment of the auditor and the group auditor for the financial year 2012.**

The Supervisory Board proposes to appoint Deloitte Audit Wirtschaftsprüfungs GmbH, Vienna, as the auditor and group auditor for the financial year 2012.

**7. Election to the Supervisory Board.**

Pursuant to Section 9 of the Articles of Association the Supervisory Board must consist of a maximum of ten members, who are elected by the general meeting. The Supervisory Board currently comprises seven members duly elected by the general meeting.

Each of the current members of the Supervisory Board are members of the first Supervisory Board of the Company. In order to maintain seven elected members, all of the seven current elected members need to be newly elected. Furthermore, the Supervisory Board proposes to elect an additional member to the Supervisory Board.

The Supervisory Board proposes the Annual General Meeting to adopt the following resolutions:

(i) the current amount of Supervisory Board members shall be increased from seven to eight members appointed by the general meeting,

(ii) Dr. Hanno M. Bästlein, Christopher von Hugo, Dkfm. Wolfgang Pfarl, Dr. Ludwig Scharinger, Dipl.-Wirtsch.-Ing. Thomas Spitzenpfeil, Prof. Peter Uggowitzer, Otto Höfl as well as Dr. Franz Gasselberger, shall be appointed as members of the Supervisory Board pursuant to Section 9 para 2 of the Articles of Association for a period until the end of the Annual General Meeting resolving on the granting of discharge for the business year 2014.

All proposed persons have submitted a declaration pursuant to Section 87 para 2 Austrian Stock Corporation Act as well as résumés. These documents may also be viewed on the Website of the Company.

**8. Resolution on amendments to the Articles of Associations in Section 4 "Share Capital and Shares" and Section 15 "Participation" pursuant to the Corporate Law Amendment Act 2011 (*Gesellschaftsrechts-Änderungsgesetz 2011*).**

The Management Board and the Supervisory Board have reviewed the Corporate Law Amendment Act 2011, which also led to changes in Austrian Stock Corporation Act.

The Articles of Association of AMAG Austria Metall AG shall be amended accordingly in order to reflect the current legal status.

The Management Board and the Supervisory Board propose the amendment of the Articles of Association in § 4 (Share Capital and Shares) and § 15 (Participation) as indicated in the attachment which shows the proposed changes.

*Attachment: Changes of the Articles of Association in connection with the proposed amendment of the Articles of Association of AMAG Austria Metall AG*