

**Resolutions proposed by the
Management Board and/or the Supervisory Board
to be adopted on the individual items on the agenda of the
2nd Annual General Meeting of
AMAG Austria Metall AG
(commercial register number FN 310593f; ISIN: AT00000AMAG3)
to be held on 16 April 2013**

Agenda and proposed resolutions:

- 1. Presentation of the approved annual financial statements as of 31 December 2012, including the report of the Management Board and the Corporate Governance report, as well as the consolidated financial statements as of 31 December 2012 and the consolidated management report along with the report of the Supervisory Board for the financial year 2012.**

No resolution is intended to be adopted on this agenda item.

- 2. Resolution on the distribution of the net profit, as shown in the annual financial statements as of 31 December 2012.**

The Management Board and the Supervisory Board propose to use the net profit for the financial year 2012 as shown in the annual financial statements as of 31 December 2012, in the amount of EUR 27,724,100.33, to distribute a dividend of EUR 0.60 per dividend-bearing share; at 35,264,000 dividend-bearing non-par value shares, this corresponds to an amount of EUR 21,158,400.00. The balance of the net profit shall be carried forward to new account.

- 3. Resolution on the discharge of the members of the Management Board for the financial year 2012.**

The Management Board and the Supervisory Board propose that the General Meeting adopt the discharge of the members of the Management Board who were in office during the financial year 2012 for that period.

- 4. Resolution on the discharge of the members of the Supervisory Board for the financial year 2012.**

The Management Board and the Supervisory Board propose that the General Meeting adopt the discharge of the members of the Supervisory Board who were in office during the financial year 2012 for that period.

5. Resolution on the remuneration of the Supervisory Board members for the financial year 2012.

The Management Board and the Supervisory Board propose that the General Meeting determine the remuneration of the Supervisory Board members for the financial year 2012 as follows:

- The Chairman of the Supervisory Board shall receive EUR 20,000.00 for the preceding financial year, the Deputy Chairman shall receive EUR 18,000.00 and each member EUR 16,000.00.
- In addition, EUR 5,000.00 shall be paid for the chairman and EUR 3,000.00 for the members of the audit committee, the remuneration committee and the nomination committee.
- The remuneration shall be prorated in accordance with membership in the Supervisory Board. The pro-rata portion shall be calculated based on the number of meetings during membership.
- Furthermore, an attendance fee in the amount of EUR 500.00 per meeting of the Supervisory Board and of the respective committees shall be paid out to each member attending. If several meetings take place on one day and at the same place, the attendance fee shall be granted only once.

6. Appointment of the auditor and the group auditor for the financial year 2013.

The Supervisory Board proposes to appoint Deloitte Audit Wirtschaftsprüfungs GmbH, Vienna, as the auditor and the group auditor for the financial year 2013.