

**Invitation to the
2nd Annual General Meeting
of AMAG Austria Metall AG
(commercial register number FN 310593f; ISIN: AT00000AMAG3)**

We would like to hereby invite our shareholders to the second Annual General Meeting to be held on Tuesday, **16 April 2013 at 11:00 a.m.** at Design Center Linz, Europaplatz 1, A-4020 Linz.

A g e n d a:

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.
2. Resolution on the distribution of the net profit, as shown in the annual financial statements as of 31 December 2012.
3. Resolution on the discharge of the members of the Management Board for the financial year 2012.
4. Resolution on the discharge of the members of the Supervisory Board for the financial year 2012.
5. Resolution on the remuneration of the Supervisory Board members for the financial year 2012.
6. Appointment of the auditor and the group auditor for the financial year 2013.

Documents for the General Meeting:

The following documents will be available for free inspection by the shareholders as from the 21st day before the General Meeting, thus as from 26 March 2013, at the registered office of the Company, Lamprechtshausenerstraße 61, A-5282 Braunau-Ranshofen, during the normal office hours (weekdays 9:00 a.m. until 05:00 p.m.):

- a. Financial statements for the financial year 2012 including report of the Management Board
- b. Corporate governance report for the financial year 2012
- c. Consolidated financial statements including the consolidated management report for the financial year 2012
- d. Report of the Supervisory Board for the financial year 2012
- e. Draft resolutions of the Management Board and the Supervisory Board concerning items 2, 3, 4 and 5 of the agenda, as well as the draft resolution of the Supervisory Board concerning item 6 of the agenda

These documents will also be available as from the 21st day before the General Meeting, thus as from 26 March 2013, on the website of the Company at www.amag.at under "Annual General Meeting 2013". The forms for granting and revoking power of attorney pursuant to Section 114 Austrian Stock Corporation Act (*Aktiengesetz, AktG*) as well as this invitation will also be available on the website of the Company.

Note referring to the rights of shareholders pursuant to Sections 109, 110 und 118 Austrian Stock Corporation Act:

Shareholders whose aggregate shareholding equals 5% or more of the Company's share capital may request in writing that additional items shall be put on the agenda of the next General Meeting, and that these are made public, provided, however, that these shareholders have held their shares for a period of at least three months prior to making such request. Any such request to add another item to the agenda must be accompanied by a draft resolution together with a statement of reasons. In addition, such shareholder request shall only be considered if it is received by the Company no later than the 21st day before the General Meeting, thus no later than 26 March 2013.

Furthermore, shareholders whose aggregate shareholding equals 1% or more of the Company's share capital may propose draft resolutions in text form (Section 13 para 2 Austrian Stock Corporation Act) in respect of each item on the agenda for the next General Meeting, and may request that these proposals together with the names of the shareholders, the accompanying explanation for such a proposal and the statement by the Management Board or the Supervisory Board, if any, are made available on the Company's website. Such a request will only be considered if it is received by the Company no later than the 7th business day before the General Meeting, thus no later than 5 April 2013. If candidates are proposed for nomination for election to the Supervisory Board, each proposal has to include statements as to their expert qualifications, their professional or similar experience, and all circumstances that could give rise to concerns of partiality. Regarding all the other agenda items, each shareholder can put forward proposals even in the General Meeting itself, without any prior notification.

Every shareholder attending the General Meeting is entitled, upon request, to be provided with information on matters concerning the Company's affairs, to the extent that this information is required to enable the shareholder to properly evaluate the relevant item of the agenda. The obligation to provide information also extends to the Company's legal and business relations to affiliated companies and to the state of the group and the consolidated companies.

The request for information may be refused if, according to reasonable business judgment, it is likely that the disclosure of such information causes a significant disadvantage to the Company or any of its affiliates or if the disclosure of that information would result in a criminal offense. Information may also be refused as far as it was available, without interruption, on the website of the Company in the form of question and answer for a period of at least seven days prior to the beginning of the General Meeting.

In order to ensure - in the interest of all shareholders - a smooth and proper conduct of the General Meeting, we would kindly ask you to submit any questions that will take longer to answer to the Company in writing in due time prior to the General Meeting.

Shareholders' rights that require the possession of shares for a specified period of time can only be exercised if proof of share ownership for the relevant period has been provided according to Section 10a Austrian Stock Corporation Act. Further information on the rights of shareholders pursuant to Sections 109, 110 and 118 Austrian Stock Corporation Act are available also on the website of the Company at www.amag.at under "Annual General Meeting 2013".

Proposals for additional agenda items, draft resolutions and questions shall be sent to the Company, exclusively to one of the following addresses:

By mail: AMAG Austria Metall AG

c/o. Gerald Wechselauer

Postfach 3,

A-5282 Ranshofen

By fax: +43 (1) 8900 500 91

By E-Mail: anmeldung.amag@hauptversammlung.at

Record date and requirements for the participation in the General Meeting:

The right to participate in the General Meeting and to exercise voting rights and all other shareholder rights in the course of the General Meeting depends on the shares held at end of the tenth day before the day of the General Meeting (Record Date), thus the shares held on 6 April 2013, 12:00 p.m. (CET). Participation in the General Meeting is limited to persons who own shares on the Record Date, and supply proof of such ownership to the Company.

In case of bearer shares held in safekeeping, submission of a share deposit confirmation pursuant to Section 10a Austrian Stock Corporation Act shall suffice as proof of shareholding on the Record Date. Such confirmation of shareholding must be received by the Company no later than the third working day before the General Meeting, thus no later than 11 April 2013, 12:00 p.m. (CET) at one of the following addresses:

By mail: AMAG Austria Metall AG

c/o. Gerald Wechselauer

PO Box 3,

A-5282 Ranshofen

By fax: +43 (1) 8900 500 91

By E-Mail: anmeldung.amag@hauptversammlung.at (in which case the document must be attached to the e-mail as a PDF-file)

Share deposit confirmations are to be issued by the credit institution managing the securities account based in a Member State of the European Economic Area or in a full member state of the OECD, and must contain the following information pursuant to Section 10a para 2 Austrian Stock Corporation Act:

1. Information on the issuing credit institution: name (corporate name) and address;
2. Information on the shareholder: name (corporate name), address, plus date of birth for natural persons, or register and registration number in the country of origin for legal entities;
3. Securities account number, or if applicable any other manner of identification;
4. Information on the shares: number of shares held by the shareholder and in case of several share classes, the name of the class or the international securities identification number (ISIN); and
5. The share deposit confirmations must explicitly refer to the shares held in safekeeping as of 6 April 2013, 12:00 p.m. (CET).

In case the share deposit confirmation shall serve as proof of current shareholder status, it must not be more than seven days old at the time it is submitted to the Company. Share deposit confirmations will be accepted in German or in English. The share deposit confirmations evidencing the shareholding required for participation in the General Meeting must refer to the above-mentioned Record Date, i.e., 6 April 2013.

Pursuant to Section 262 para 20 Austrian Stock Corporation Act, it is hereby determined that in derogation of the second sentence of Section 10a para 3 Austrian Stock Corporation Act, the Company will not accept share deposit confirmations and statements pursuant to Section 114 para 1 fourth sentence Austrian Stock Corporation Act through an international, specifically secured communications network of credit institutions the participants of which can be clearly identified. The share deposit confirmations shall therefore only be sent to one of the above mentioned addresses.

Possibility to appoint a proxy pursuant to Sections 113 et seq Austrian Stock Corporation Act:

Each shareholder entitled to attend the General Meeting is entitled to appoint a natural person or legal entity as a proxy who shall attend the General Meeting in the shareholder's name and shall have the same rights as the shareholder he/she is representing. The power of attorney must be granted to a specific person in text form, and the shareholder is not limited as to the requirements and number of persons to appoint as proxies. The Company itself or a member of the Supervisory Board or Management Board may exercise voting rights as a proxy only insofar as the shareholder has issued express instructions relating to the exercise of voting rights with respect to individual agenda items. If a shareholder has granted power of attorney to the credit institution managing the shareholder's securities account (Section 10a Austrian Stock Corporation Act), it will suffice if such institution, in addition to issuing a share deposit confirmation, declares that it has been granted power of attorney.

The power of attorney can be granted using the proxy form made available on the website of the Company www.amag.at under "Annual General Meeting 2013", which also permits granting limited power of attorney. The power of attorney must be received by the Company no later than on 15 April 2013 at 3:00 p.m., exclusively at one of the above-mentioned addresses and will be stored by the Company. On the day of the General Meeting the power of attorney can be delivered in person when registering for the General Meeting at the designated meeting place.

The aforementioned requirements for granting power of attorney shall likewise apply to the revocation of such power.

Proxy voting:

A special service is available for shareholders. A representative of the Austrian shareholder association IVA, Feldmühlgasse 22/4, A-1130 Vienna, will serve as an independent proxy bound to comply with instructions from the shareholder in exercising the shareholder's voting rights at the General Meeting; for this purpose a special proxy form is available for downloading on the website of the Company at www.amag.at under "Annual General Meeting 2013". In addition, it is possible for the shareholders to directly contact Dr. Michael Knap, deputy president of IVA, by phone at +43 1 8763343 - 30, by fax at +43 1 8763343 - 39 or by E-mail at michael.knap@iva.or.at.

Total number of shares and votes:

Pursuant to Section 106 (9) Austrian Stock Corporation Act it is hereby announced that, on the day the General Meeting is convened, the Company's stated capital amount is divided into 35,264,000 non-par value bearer shares. Each share grants one vote. On the day the General Meeting is convened, the Company holds no treasury shares. The Company cannot derive any rights from treasury shares. On the day the General Meeting is convened, there are in total 35,264,000 shares whose holders are eligible to attend and vote at the meeting.

Admission:

Admission to the General Meeting starts at 10:30 a.m. The shareholders and proxies will be asked, upon entering the venue of the General Meeting, to identify themselves by showing a photo-bearing identity document, such as a passport, driver's licence or identification card. Please consider the expected number of participants and the customary security precautions and arrive at the venue in good time.

Braunau-Ranshofen, March 2013

The Management Board