

**Resolutions proposed by the  
Management Board and/or the Supervisory Board  
to be adopted on the individual items on the agenda of the  
5th Annual General Meeting of  
AMAG Austria Metall AG  
(commercial register number FN 310593f; ISIN: AT00000AMAG3)  
to be held on 12 April 2016**

**Agenda and proposed resolutions:**

- 1. Presentation of the approved annual financial statements as of 31 December 2015, including the operating and financial review of the Management Board and the Corporate Governance report, as well as the consolidated financial statements as of 31 December 2015 and the group operating and financial review along with the report of the Supervisory Board for the financial year 2015.**

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 2015.**

The Management Board and the Supervisory Board propose that, out of the net profit for the financial year as shown in the annual financial statements as of 31 December 2015, in the amount of EUR 42,908,400.77, an amount of EUR 42,316,800.00 be used to distribute a dividend of EUR 1.20 per dividend-bearing share.

- 3. Resolution on the discharge of the members of the Management Board for the financial year 2015.**

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 2015 for that period.

- 4. Resolution on the discharge of the members of the Supervisory Board for the financial year 2015.**

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 2015 for that period.

**5. Resolution on the remuneration of the Supervisory Board members for the financial year 2015.**

The Management Board and the Supervisory Board propose that the General Meeting determine the remuneration of the Supervisory Board members for the financial year 2015 as follows:

The Chairperson of the Supervisory Board shall receive EUR 50,000.00, the Deputy Chairpersons shall receive each EUR 35,000.00 and each member shall receive EUR 20,000.00 for the preceding financial year. In addition, EUR 20,000.00 each are proposed for the chairperson of the audit committee and the financial expert, and EUR 10,000.00 each for the members of the audit committee. For the Chairpersons of the remuneration committee and of the nomination committee, EUR 10,000.00 each are proposed. Each member of the remuneration committee and of the nomination committee shall receive EUR 5,000.00. The Chairperson of the newly established Strategy Committee shall receive EUR 20,000.00. EUR 5,000.00 each are proposed for the members of the Strategy Committee.

The amounts shall be pro-rated in accordance with the membership of the Supervisory Board and/or the respective committee (number of meetings). Furthermore, an attendance fee in the amount of EUR 1,000.00 per meeting of the Supervisory Board and of the respective committees is proposed for each member attending.

**6. Appointment of the auditor and the group auditor for the financial year 2016.**

The Supervisory Board proposes to appoint Deloitte Audit Wirtschaftsprüfungs GmbH, Vienna, as the auditor of the financial statements and of the consolidated financial statements for the financial year 2016.