

**Resolutions proposed by the
Management Board and/or the Supervisory Board
to be adopted on the individual items on the agenda of the
6th Annual General Meeting of
AMAG Austria Metall AG
(commercial register number FN 310593f; ISIN: AT00000AMAG3)
to be held on 19 April 2017**

Agenda and proposed resolutions:

- 1. Presentation of the approved annual financial statements as of 31 December 2016, 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 2016 and the group operating and financial review along with the report of the Supervisory Board for the financial year 2016.**

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 2016.**

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 2016, in the amount of EUR 42,316,800.00, 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 2016.**

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 2016 for that period.

- 4. Resolution on the discharge of the members of the Supervisory Board for the financial year 2016.**

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 2016 for that period.

5. Resolution on the remuneration of the Supervisory Board members for the financial year 2016.

The Management Board and the Supervisory Board propose that the General Meeting determine the remuneration of the Supervisory Board members for the financial year 2016 as follows:

The Chairperson of the Supervisory Board shall receive EUR 70,000.00, the Deputy Chairpersons shall receive each EUR 45,000.00 and each member shall receive EUR 25,000.00 for the preceding financial year. In addition, EUR 30,000.00 each are proposed for the chairperson of the audit committee and the financial expert, EUR 15,000 for the Deputy Chairperson 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 Strategy Committee shall receive EUR 30,000.00, the Deputy Chairperson EUR 15,000. EUR 10,000.00 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 1,500.00 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 2017.

Persuant to Section 270 para. 1 of the Austrian Commercial Code (*UGB*), the Supervisory Board proposes to appoint Ernst & Young Wirtschaftsprüfungsgesellschaft m.b.H., Vienna, as the auditor of the financial statements and of the consolidated financial statements for the financial year 2017. This proposed resolution of the Supervisory Board is based on the recommendation of the audit committee.

7. Election to the Supervisory Board.

The term of office of two of the nine Supervisory Board members elected by the Annual General Meeting will expire upon the end of the upcoming Annual General Meeting.

§ 9 para. 1 of the Articles of Association of AMAG Austria Metall AG provides for the Supervisory Board to consist of up to ten members elected by the Annual General Meeting, and the members appointed pursuant to Section 110 para. 1 of the Austrian Labor Relations Act (*Arbeitsverfassungsgesetz, ArbVG*).

Up to now, i.e. since the most recent election by the Annual General Meeting took place, the Supervisory Board has consisted of nine members elected by the Annual General Meeting. (Plus the members appointed pursuant to the Austrian Labor Relations Act.) Two members would have to be elected to the Supervisory Board at the upcoming Annual General Meeting now in order to restore the previous number of Supervisory Board members. Pursuant to § 9 para. 1 of the Articles of Association of AMAG Austria Metall AG, members of the Supervisory Board may be re-elected.

The Supervisory Board thus submits the following proposed resolutions pursuant to Section 108 of the Austrian Stock Corporation Act (*Aktiengesetz, AktG*):

- Dr. Hanno Bästlein, born on April 19, 1963,
- Dipl.-Ing. Gerhard Falch, born on July 13, 1948

shall be elected members of the Supervisory Board effective as of the end of this General Meeting; Dr. Hanno Bästlein until the end of the General Meeting that approves the discharge for the financial year 2020, and Dipl.-Ing. Gerhard Falch until the end of the General Meeting that approves the discharge for the financial year 2019.

Furthermore the Supervisory Board proposes that Mag. Patrick Prügger, appointed until the end of the General Meeting that approves the discharge for the financial year 2017, shall be re-elected prematurely.

- Mag. Patrick Prügger, born on August 08, 1975,

shall be elected member of the Supervisory Board effective as of the end of this General Meeting until the end of the General Meeting that approves the discharge for the financial year 2021.

The candidates for election as Supervisory Board members were proposed on the basis of the requirements of Section 87 para. 2a of the Austrian Stock Corporation Act and of the Corporate Governance Code.

All persons proposed for election have issued and furnished a statement pursuant to Section 87 para. 2 of the Austrian Stock Corporation Act and a CV. These documents are also available on the website of the company.