

Resolution proposals of the Management Board and/or the Supervisory Board on the individual items of the agenda of the 7th Ordinary Annual General Meeting of AMAG Austria Metall AG (FN 310593f; ISIN: AT00000AMAG3) to be held on April 17, 2018

Agenda and resolution proposals:

- 1. Submission of the adopted separate financial statements for the financial year ending December 31, 2017, including the management report by the Management Board and the corporate governance report, the consolidated statements for the financial year ending December 31, 2017, including the Group management report by the Management Board as well as the report by the Supervisory Board for the 2017 financial year.**

No resolution is provided for on this agenda item.

- 2. Resolution concerning the application of the unappropriated net profit as reported in the separate financial statements for the financial year ending December 31, 2017.**

The Management Board and the Supervisory Board propose appropriating an amount of EUR 42,316,800 for a dividend payout of EUR 1.20 per dividend-bearing share from the net profit of EUR 42,316,800 stated in the separate financial statements as at December 31, 2017.

- 3. Resolution concerning the discharge of the members of the Management Board for the 2017 financial year.**

The Management Board and the Supervisory Board propose that the General Meeting adopts a resolution on the discharge of the members of the Management Board serving in the 2017 financial year for this period.

- 4. Resolution concerning the discharge of the members of the Supervisory Board for the 2017 financial year.**

The Management Board and the Supervisory Board propose that the General Meeting adopts a resolution on the discharge of the members of the Supervisory Board serving in the 2017 financial year for this period.

- 5. Resolution concerning the compensation of the members of the Supervisory Board for the 2017 financial year.**

The Management Board and the Supervisory Board propose that the Annual General Meeting sets the compensation of the members of the Supervisory Board for the 2017 financial year as follows:

The Chairperson of the Supervisory Board shall receive EUR 75,000, the Deputy Chairpersons EUR 50,000 each and each Member EUR 30,000 for the previous financial year. In addition, EUR 40,000 each is proposed for the Chairperson of the Audit Committee and the Financial Expert, EUR 20,000 for the Deputy Chairperson and EUR 15,000 each for the members of the Audit Committee. If one person holds the functions of Chairperson of the Audit Committee and Financial Expert, the amount shall only be paid out once. EUR 15,000 each is proposed for the Chairpersons of the Remuneration and Nomination Committee, EUR 10,000 each for the Deputy Chairpersons and EUR 5,000 each for the Members. EUR 40,000 is proposed for the Chairperson of the Strategy Committee, EUR 20,000 for the Deputy Chairperson and EUR 15,000 each for the Members. Division into aliquots shall be carried out according to membership of the Supervisory Board and/or the respective committee (number of meetings). In addition, an attendance fee of EUR 2,000 is proposed per meeting of the Supervisory Board and the respective committees for each member present. If several meetings take place on a day and at the same venue, the attendance fee shall only be paid once.

6. Election of the auditor of the separate and consolidated financial statements for the 2018 financial year.

The Supervisory Board proposes the appointment of Ernst & Young Wirtschaftsprüfungsgesellschaft m.b.H. Vienna as the auditor of the annual financial statements and the consolidated financial statements for the 2018 financial year in accordance with Section 270 para. 1 of the Austrian Commercial Code (*Unternehmensgesetzbuch, UGB*). The Supervisory Board has based its resolution proposal on the recommendation of the Audit Committee.

7. Elections to the Supervisory Board.

The term in office of six of the nine Supervisory Board members elected by the Annual General Meeting expires at the end of the forthcoming Annual General Meeting.

In accordance with Section 9 para. 1 of the articles of incorporation of AMAG Austria Metall AG, the Supervisory Board consists of up to ten members elected by the Annual General Meeting and appointed in accordance with Section 110 of the Austrian Labor Relations Act (*Arbeitsverfassungsgesetz, ArbVG*). Supervisory Board members can be re-elected in accordance with Section 9 para. 2 of the articles of incorporation.

The Supervisory Board previously consisted of nine members elected by the Annual General Meeting, i.e. after the last election by the Annual General Meeting. (In addition, there are the members appointed in accordance with the Austrian Labor Relations Act.) Six members are now to be appointed at the forthcoming General Meeting to reach the previous number of Supervisory Board members.

The Supervisory Board therefore submits the following resolution proposal in accordance with Section 108 of the Austrian Stock Corporation Act (*Aktiengesetz, AktG*):

- Dr. Josef Krenner, born on 15.06.1952,
- Dr. Heinrich Schaller, born on 11.11.1959,
- Dr. Franz Gasselsberger, born on 12.04.1959,
- Univ.-Prof. Dipl.-Ing. Dr. Sabine Seidler, born on 29.08.1961, and
- Dipl.-Ing. Franz Viehböck, born on 24.08.1960

shall be re-elected as members of the Supervisory Board with effect from the end of this General Meeting; and

- Dr. Josef Krenner until the end of the General Meeting that adopts a resolution on discharge for the 2021 financial year,
- Dr. Heinrich Schaller until the end of the General Meeting that adopts a resolution on discharge for the 2020 financial year,
- Dr. Franz Gasselsberger until the end of the General Meeting that adopts a resolution on discharge for the 2019 financial year and
- Univ.-Prof. Dipl.-Ing. Dr. Sabine Seidler and Dipl.-Ing. Franz Viehböck until the end of the General Meeting that adopts a resolution on discharge for the 2022 financial year.

The Supervisory Board also proposes the election of Dipl.-Ing. Herbert Ortner to the Supervisory Board.

The Supervisory Board therefore submits the following resolution proposal in accordance with Section 108 of the Austrian Stock Corporation Act:

- Dipl.-Ing. Herbert Ortner, born on 7.11.1968, shall be elected as a member of the Supervisory Board with effect from the end of this General Meeting until the end of the General Meeting that adopts a resolution on discharge for the 2020 financial year.

The candidates of elections as Supervisory Board members were proposed on the basis of the requirements of Section 87 para. 2 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.

8. Resolution concerning

- a) **the authorisation of the Management Board for a period of up to a maximum of 30 months from the resolution date to purchase, with Supervisory Board approval, treasury shares pursuant to Section 65 para. 1 Z 8 as well as para. 1a and para. 1b of the Austrian Stock Corporation Act in a volume of up to 10% of the share capital both through the stock market and off-bourse, including under the exclusion of the proportionate selling right (reverse exclusion of subscription rights), as well as concerning the setting of the repurchase terms**

and concerning the authorisation of the Management Board to withdraw shares without a further resolution by the Shareholders' General Meeting, and also concerning

- b) the revocation of the existing authorisation of the Management Board to approve without further resolution of the Annual General Meeting the sale of the company's treasury shares and to determine the selling terms pursuant to the Annual General Meeting resolution of April 16, 2015; and also concerning**
- c) the authorisation of the Management Board valid for the period of five years from the resolution date to approve, with Supervisory Board assent, albeit without a further Annual General Meeting resolution, the sale of the Company's treasury shares in a manner also permitted by law other than through the stock market or by a public offer, including under exclusion of the shareholders' right to repurchase (exclusion of subscription rights), and to determine the selling terms; and also concerning**
- d) the authorisation of the Supervisory Board to approve amendments to the articles of incorporation arising from the withdrawal of shares.**

The Management Board and Supervisory Board propose that the General Meeting adopts the following resolution:

1. The Management Board shall be authorised, in accordance with Section 65 para. 1 Z 8 and para. 1a and 1b of the Austrian Stock Corporation Act, to acquire no-par bearer shares in the company, with the approval of the Supervisory Board, amounting to up to 10% of the company's share capital during a period of validity of 30 months from April 17, 2018 whereby the lowest counter-value cannot be more than 20% below and the highest counter-value no more than 10% above the average closing price of the last three trading days prior to the acquisition of the shares. Trading in treasury stock is excluded as the purpose of acquisition. The authorisation can be exercised fully or partially or also in several instalments and in the pursuit of one or more purposes by the company, by a subsidiary (Section 189a Austrian Commercial Code) or on account of the company by third parties. The acquisition may be executed in compliance with the legal regulations via the stock exchange, through a public offer or in another lawful, expedient way, in particular also off-market, or from individual shareholders willing to sell and under exclusion of the pro-rata right of disposal which can be involved in such acquisition (reversed exclusion of subscription rights). The Management Board shall also be authorised to determine the repurchase conditions.
2. The Management Board's existing authorisation according to the Annual General Meeting's resolution of April 16, 2015, in accordance with Section 65 para. 1b of the Austrian Stock Corporation Act, to decide on the disposal of the company's treasury stock without further resolution of the General Meeting, also in another lawful way other than via the stock exchange or through a public offering, including with exclusion of subscription rights of shareholders and to determine the conditions of disposal, shall be hereby revoked.

3. The Management Board shall also be authorised to redeem treasury stock acquired based on the resolution as per point 1 of this agenda item without further resolution of the Annual General Meeting. The authorisation can be exercised fully or in several instalments and in the pursuit of one or several objectives by the company, by a subsidiary or on account of the company by third parties.
4. The Management Board shall also be authorised to decide, for a period of five years from the April 17, 2018, with the approval of the Supervisory Board, in accordance with Section 65 para. 1b of the Austrian Stock Corporation Act, on the disposal of treasury stock via a different lawful method of disposal than the stock exchange or through a public offering, also including under the exclusion of subscription rights for shareholders (exclusion of subscription rights) and to determine the conditions of disposal. The authorisation can be exercised fully or partially or also in several instalments and in the pursuit of one or more purposes by the company, by a subsidiary (Section 189a Austrian Commercial Code) or on account of the company by third parties.
5. The Supervisory Board shall be authorised to adopt changes to the articles of incorporation resulting from the redemption of shares.

9. Resolution concerning the revision of the articles of incorporation, especially in Sections 1, 3, 4, 5, 7, 9, 10, 11, 12, 13, 14, 15, 16, 17, 19, 20, 21.

The Management Board and Supervisory Board propose that the Annual General Meeting adopts the new version of the articles of incorporation in accordance with the attached version for comparison with the previous articles of incorporation of AMAG Austria Metall AG.