

**Invitation to the
8th Ordinary Annual General Meeting
of AMAG Austria Metall AG
(FN 310593f; ISIN: AT00000AMAG3)**

We invite our shareholders to the 8th Ordinary Annual General Meeting to be held on

Wednesday, **April 10, 2019 at 11:00 a.m.**
in the Schlossmuseum Linz, Schlossberg 1, 4010 Linz.

I. A G E N D A:

1. Submission of the adopted separate financial statements for the financial year ending December 31, 2018, including the management report by the Management Board, the proposal with respect to the distribution of profits, the corporate governance report, the consolidated statements for the financial year ending December 31, 2018, including the Group management report by the Management Board, as well as the report by the Supervisory Board pursuant to Section 96 of the Austrian Stock Corporation Act (AktG) for the 2018 financial year.
2. Resolution concerning the application of the unappropriated net profit as reported in the separate financial statements for the financial year ending December 31, 2018.
3. Resolution concerning the discharge of the members of the Management Board for the 2018 financial year.
4. Resolution concerning the discharge of the members of the Supervisory Board for the 2018 financial year.
5. Resolution concerning the compensation of the members of the Supervisory Board for the 2018 financial year.
6. Resolution concerning the compensation of the members of the Supervisory Board for the 2019 financial year.
7. Election of the auditor of the separate and consolidated financial statements for the 2019 financial year.
8. Elections to the Supervisory Board.

**II. AGM DOCUMENTS; AVAILABILITY OF INFORMATION ON THE
COMPANY WEBSITE:**

The following documents will be available for downloading from the 21st day before the AGM, consequently from March 20, 2019 from the Company's website at www.amag-al4u.com under "Ordinary Annual General Meeting 2019":

- Separate financial statements for the 2018 financial year including the separate management report as well as the proposal with respect to the distribution of profits
- Corporate governance report for the 2018 financial year
- Consolidated financial statements including the Group management report for the 2018 financial year
- Report by the Supervisory Board for the 2018 financial year
- Resolutions proposed by the Management and Supervisory boards relating to agenda items 2, 3, 4, 5 and 6 as well as the resolutions proposed by the Supervisory Board in relation to agenda items 7 and 8
- Statements relating to the persons proposed for election to the Supervisory Board concerning their specialist qualifications and their professional or comparable functions, and that no circumstances exist that could substantiate concern about their impartiality, as well as their curricula vitae (Section 87 (2) of the AktG)

The forms for the issuing and revocation of representative authorisations pursuant to Section 114 AktG as well as the respective invitation can be downloaded from the Company's website (www.amag-al4u.com).

III. INFORMATION ON THE RIGHTS OF SHAREHOLDERS AS DEFINED IN SECTIONS 109, 110, 118 AND 119 AKTG:

1. Additions to the agenda pursuant to Section 109 AktG

Pursuant to Section 109 AktG, shareholders whose shareholdings together reach 5 % of the share capital can demand in writing that items be placed on the agenda of this AGM, and be announced accordingly. A proposed resolution as well as a justification must be included with each agenda item for which an application is submitted. The applicants must have been the owners of the shares for at least three months before the application is submitted. The shareholder demand must be submitted to the Company at the latest on the 21st day before the AGM, and consequently at the latest by March 20, 2019.

2. Resolutions proposed for the agenda by shareholders pursuant to Section 110 AktG

Furthermore, pursuant to Section 110 AktG, shareholders whose shareholdings together reach 1 % of the share capital can submit in writing (Section 13 (2) AktG) proposals concerning a resolution in relation to any agenda item, and request that such proposals together with the names of the respective shareholders, the justification that is to be attached and any opinion of the Management Board or of the Supervisory Board be made available on the Company's website. The shareholder request must be submitted to the Company at the latest on the 7th working day before the AGM, and consequently at the latest by April 1, 2019. If candidates are proposed for election to the Supervisory Board, the explanatory statement of the proposed person pursuant to Section 87 (2) AktG will replace the explanatory statement. Accordingly, each election proposal must disclose the specialist qualifications of the proposed individual, their professional or comparable functions as well as all circumstances that might substantiate concern about their impartiality.

3. The right of shareholders to obtain information pursuant to Section 118 AktG

Pursuant to Section 118 AktG, each shareholder is entitled to demand that information be provided at the AGM about the Company's affairs, to the extent required for an objective assessment of an agenda item. Such right to information shall also extend to the Company's legal and business relationships to an affiliated company, the Group's position and the companies included in the consolidated financial statements.

Information can be refused if prudent commercial judgement suggests that disclosing such information might incur a significant disadvantage for the Company or one of its associated companies or make it liable to prosecution. Information can also be refused if it has been made permanently available on the Company's website in the form of questions and answers for at least seven days before the start of the AGM.

To ensure – for the benefit of all shareholders – that the AGM proceeds efficiently and expediently, we would kindly request you to submit in writing to the Company in good time before the AGM questions whose answers require lengthy preparation periods. Other questions on agenda items may also be sent to the Company by fax to +43 (0) 7722 801 8 2203 or by e-mail to *felix.demmelhuber@amag.at*.

4. Motions by Shareholders at the AGM pursuant to Section 119 AktG

Regardless of the number of shares held, every shareholder has the right to make motions on any agenda item during the AGM. If several motions have been proposed for one item on the agenda, the Chairman of the AGM determines the order of voting.

For the mandatory timely submission of an application for election of a member of the Supervisory Board see above point III. 2.

5. Proof of share ownership status and transmission to the company

The rights of shareholders connected to share ownership during a certain period can only be exercised if the evidence of share ownership is rendered in the respective relevant period; a custodian account confirmation pursuant to Section 10a AktG is satisfactory for this purpose. Motions to add to the agenda, draft resolutions and questions are to be conveyed to the Company exclusively to one of the addresses listed below.

By post: AMAG Austria Metall AG
 FAO Mr. Felix Demmelhuber
 Postfach PO Box 3
 A-5282 Ranshofen

By fax: +43 (0) 7722 801 8 2203

By email: *felix.demmelhuber@amag.at*

IV. RECORD DATE AND PREREQUISITES FOR PARTICIPATING IN THE AGM:

The entitlement to participate in the AGM and to exercise shareholder rights is based on the share ownership at the end of the tenth day before the AGM date (evidence of shareholding cut-off date), and consequently according to the shareholding on March 31, 2019, 24:00 hours (Central European Time).

Only parties that are shareholders on this cut-off date and that have submitted corresponding evidence to the Company shall be entitled to participate in the AGM.

In the case of bearer shares held in custody accounts, the submission of a custody account confirmation pursuant to Section 10a AktG shall be sufficient to prove shareholdings on the shareholding evidence cut-off date, which must be received by the Company at the latest on the third working day before the AGM, and consequently by April 5, 2019, 24:00 hours (Central European Time) at one of the addresses listed below.

By post/messenger: AMAG Austria Metall AG
FAO Mr. Felix Demmelhuber
PO Box 3
A-5282 Ranshofen

By fax: +43 (0) 1 8900 500 91

By email: *anmeldung.amag@hauptversammlung.at* (in this case to be attached as a scanned PDF file to the email)

Swift: GIBAATWGGMS – Message Type MT598;
ISIN AT00000AMAG3 must be stated in the text

Shareholders are requested to contact their depositary bank and arrange for the issuance and transmission of a deposit confirmation. The record date has no impact on the saleability of the shares and has no bearing on dividend rights.

Deposit certificates in accordance with Section 10a of the AktG

The custody account confirmation is to be issued by a custodian bank based in a member state of the European Economic Area or in a full member state of the OECD. The custody account confirmation must include the following minimum information pursuant to Section 10a (2) AktG:

- Information about the bank issuing the confirmation: name (company) and address or a code commonly used in dealings between banks;
- Information about the shareholder: name (company) and address, and in the case of natural persons additionally the date of birth, and in the case of legal persons if required the register and number under which the legal person is registered in its state of origin;

- The custody account number, otherwise another designation;
- Information about the shares: the number of the shareholder's shares, ISIN AT000000AMAG3;
- Date to which the deposit certificate refers.

Should the custody account confirmation furnish evidence of current share ownership, it may not be older than seven days as of the date when it is submitted to the Company. Custody account confirmations will be accepted in either German or English. The custody account confirmation as evidence of share ownership to participate in the AGM must relate to the aforementioned March 31, 2019 at 24:00 hours (CET) evidence of shareholding cut-off date.

Pursuant to Section 262 (20) AktG, custody account confirmations and statements pursuant to Section 114 (1) Clause 4 AktG will be accepted as a SWIFT message to the Company's SWIFT address listed above via an internationally distributed and specially secured communication network of banks whose participants can be clearly identified, pursuant to Section 10a (3) Clause 2 AktG.

V. OPTION TO APPOINT A REPRESENTATIVE AND THE PROCEDURE TO BE FOLLOWED PURSUANT TO SECTIONS 113 AKTG AND THE FOLLOWING:

Each shareholder entitled to participate in the AGM has the right to appoint a natural or legal person as a representative to participate on the shareholder's behalf at the AGM, embodying the same rights as the shareholder represented by the natural or legal person. The authorisation must be issued to a specific individual in textual form, whereby the shareholder is not restricted in relation to demands and in relation to the number of individuals appointed as representative. The Company itself or a member of the Management Board or Supervisory Board may only exercise the voting right as a representative to the extent that the shareholder has issued an express instruction concerning the exercise of the voting right in relation to individual agenda items. If the shareholder has issued authorisation to its custodian bank (Section 10a AktG), it is sufficient for the bank to issue a statement in addition to the custody account confirmation declaring that representative authorisation has been issued to it.

In order to issue a representative authorisation, the form provided under "Ordinary Annual General Meeting 2019" provided on the Company's website at www.amag-al4u.com, which also enables a restricted representative authorisation to be issued, can be utilised. The Company must have received the representative authorisation at the latest by April 9, 2019, 15:00 hours (CET), exclusively at one of the addresses listed under point IV. above and will be kept by the company. On the AGM day, representative authorisations can be received when registering for the AGM at the meeting venue.

The above regulations for issuing representative authorisations shall be valid analogously for the revocation of a representative authorisation.

Independent Proxy voting

As a special service, shareholders have access to a representative of the Austrian Shareholder Association (IVA), Feldmühlgasse 22, 1130 Vienna, as an independent proxy for the exercising of voting rights at the AGM in accordance with issued instructions; a special proxy authorisation form for this purpose can be downloaded from March 20, 2019 from the Company's website at www.amag-al4u.com under "Ordinary Annual General Meeting 2019". Alternatively, the option exists to directly contact Mr. Wilhelm Rasinger, President of the IVA (telephone: +43 (0)1 876 33 43-30, fax: +43 (0)1 876 33 43-39, email: wilhelm.rasinger@iva.or.at).

VI. FURTHER DISCLOSURES AND INFORMATION:

Total number of shares and voting rights

Pursuant to Section 106 No. 9 AktG, it is announced that the Company's share capital on the AGM convening date is divided into 35,264,000 ordinary bearer shares. Each share grants one voting right. The Company holds no treasury shares as of the AGM convening date. No rights accrue to the Company from such shares. The total number of shares entitling to AGM participation and AGM voting amounts to 35,264,000 on the AGM convening date.

Entry and proof of identity

Entry to the AGM will commence at 10:30 a.m. Shareholders and their representatives are notified that to check identities at the entrance to the AGM official photo identification is to be presented, such as a driver's licence, passport or identity card. If an identity determination is not possible, the entrance can be denied.

If you come to the AGM as an authorized representative, please take the power of attorney in addition to the proof of identity. If the original of power of attorney has already been sent to the Company, taking a copy of it will facilitate your entry.

In planning your timing, please kindly take into consideration the many participants that are expected, as well as the now-usual security precautions.

Arrival

We wish to inform our shareholders that no public car parking facilities are available in the area of the Schlossmuseum. Instructions about how to get to the AGM are available on the Company's website at www.amag-al4u.com under "Ordinary Annual General Meeting 2019".

VII. INFORMATION ON DATA PROTECTION:

AMAG Austria Metall AG processes the personal data of shareholders (in particular those data pursuant to Section 10a (2) AktG, i.e. name, address, date of birth, number of the securities deposit account, number of shares held by the shareholder, number of the voting card and, if applicable, proxy's name and address) on the basis of the applicable data protection provisions, in particular the European General Data Protection Regulation (GDPR) and the Austrian Data Protection Act (ADPA), in order to enable shareholders to exercise their rights at the AGM.

The processing of shareholders' personal data is mandatory for the participation of shareholders and their representatives at the AGM in accordance with the AktG. As a consequence, the legal basis for processing is Article 6 (1) (c) GDPR.

AMAG Austria Metall AG is responsible for such processing. AMAG Austria Metall AG makes recourse to external service companies, such as notaries, lawyers and event service providers, for the purpose of organising the AGM. AMAG Austria Metall AG only provides such personal data to external service companies, that are required for the execution of the service that has been ordered and the external service companies process such data exclusively in accordance with the instructions of AMAG Austria Metall AG. Where legally necessary, AMAG Austria Metall AG has concluded a data protection agreement with such service providers.

If a shareholder participates in the AGM, all shareholders attending, or their representatives, Management and Supervisory Board members, the notary and all other persons with a legal right to participate, are entitled to inspect the legally required list of participants (Section 117 AktG) and thereby also inspect the personal data specified therein (including name, place of residence, shareholding). AMAG Austria Metall AG is also legally obligated to submit personal shareholder data (in particular the list of participants) as part of the notarial protocol to the company register (Section 120 AktG).

Shareholders' data are anonymised or deleted as soon as they are no longer necessary for the purposes for which they were collected or processed, and unless other legal obligations require further archiving. Obligations to provide evidence and to retain records arise in particular from company, stock corporation and takeover law, from tax and levy law as well as from anti money laundering regulations. If legal claims are brought by shareholders against AMAG Austria Metall AG, or by AMAG Austria Metall AG against shareholders, the archiving of personal data serves to clarify and enforce claims in individual cases. In connection with court proceedings before civil courts, this can lead to the archiving of data for the duration of the statute of limitations plus the duration of the court proceedings up to its legally binding termination.

For the purpose of providing administrative support to the Supervisory Board and the Management Board, the auditorium will be broadcasted live to the support area, so that any questions as well as other administrative issues can be answered as quickly as possible. There is no storage or recording of this data. As a consequence, the legal basis for processing is Section 12 (2) No. 4 ADPA.

All shareholders have the right to information, correction, restriction, objection and deletion at any time in relation to the processing of personal data as well as a right to data transmission in accordance with Chapter III of the GDPR. Shareholders may assert such rights in relation to AMAG Austria Metall AG free of charge via the following e-mail address datenschutz@amag.at. In addition, shareholders shall be entitled to appeal to the data protection authority pursuant to Article 77 GDPR.

Further information on data protection can be found in the data protection declaration on the AMAG Austria Metall AG website at www.amag-al4u.com/datenschutz.

Ranshofen, March 2019

The Management Board