

**Resolution proposals  
of the Management Board and/or the Supervisory Board  
on the individual items of the agenda  
of the 8<sup>th</sup> Ordinary Annual General Meeting of  
AMAG Austria Metall AG  
(FN 310593f; ISIN: AT00000AMAG3)  
to be held on April 10, 2019**

**Agenda and resolution proposals:**

- 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.**

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, 2018.**

The Management Board and the Supervisory Board propose appropriating an amount of EUR 42.316.800,00 for a dividend pay-out of EUR 1,20 per dividend-bearing share from the net profit of EUR 42.316.800,00 stated in the separate financial statements as at December 31, 2018.

- 3. Resolution concerning the discharge of the members of the Management Board for the 2018 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 2018 financial year for this period.

- 4. Resolution concerning the discharge of the members of the Supervisory Board for the 2018 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 2018 financial year for this period.

- 5. Resolution concerning the compensation of the members of the Supervisory Board for the 2018 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 elected from the Annual General Meeting for the 2018 financial year in accordance with Section 13 of the articles of incorporation and Section 98 AktG as follows:

- Basis compensation of Supervisory Board members:
  - a. For the Chairman of the Supervisory Board EUR 75.000,00
  - b. For the Deputy Chairman of the Supervisory Board EUR 50.000,00
  - c. For each additional member of the Supervisory Board EUR 30.000,00
- Committee compensation:
  - a. For the Chairmen of the Audit Committee, the Strategy Committee and the Financial Expert, unless he is the Chairman of the Audit Committee, additionally EUR 40.000,00.
  - b. For the Deputy Chairmen of the Audit Committee and the Strategy Committee additionally EUR 20.000,00.
  - c. For each additional member of the Audit Committee and the Strategy Committee additionally EUR 15.000,00.
  - d. For the Chairman of the Remuneration and Nomination Committee additionally EUR 15.000,00.
  - e. For the Deputy Chairman of the Remuneration and Nomination Committee additionally EUR 10.000,00.
  - f. For each additional member of the Remuneration and Nomination Committee additionally EUR 5.000,00.
- Attendance fee:

Each member of the Supervisory Board receives an attendance fee for each meeting of the Supervisory Board in the amount of EUR 2.000,00.

Each committee member receives an attendance fee of EUR 2.000,00 for each committee meeting unless it has taken place on the same day as a Supervisory Board Meeting.

The calculation of the aliquot distribution is based on the length of membership of the Supervisory Board or the respective committee (number of meetings). There is also an aliquot distribution (number of meetings) when the Chairman of the Supervisory board or the Committee, the Deputy Chairman and the Financial Expert changes.

## **6. Resolution concerning the compensation of the members of the Supervisory Board for the 2019 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 elected from the Annual General Meeting for the 2019 financial year in accordance with Section 13 of the articles of incorporation and Section 98 AktG as follows:

- Basis compensation of Supervisory Board members:
  - a. For the Chairman of the Supervisory Board EUR 75.000,00
  - b. For the Deputy Chairman of the Supervisory Board EUR 50.000,00
  - c. For each additional member of the Supervisory Board EUR 30.000,00
- Committee compensation:
  - a. For the Chairmen of the Audit Committee, the Strategy Committee and the Financial Expert, unless he is the Chairman of the Audit Committee, additionally EUR 40.000,00.
  - b. For the Deputy Chairmen of the Audit Committee and the Strategy Committee additionally EUR 20.000,00.
  - c. For each additional member of the Audit Committee and the Strategy Committee additionally EUR 15.000,00.
  - d. For the Chairman of the Remuneration and Nomination Committee additionally EUR 15.000,00.
  - e. For the Deputy Chairman of the Remuneration and Nomination Committee additionally EUR 10.000,00.
  - f. For each additional member of the Remuneration and Nomination Committee additionally EUR 5.000,00.
- Attendance fee:

Each member of the Supervisory Board receives an attendance fee for each meeting of the Supervisory Board in the amount of EUR 2.000,00.

Each committee member receives an attendance fee of EUR 2.000,00 for each committee meeting unless it has taken place on the same day as a Supervisory Board Meeting.
- The compensation is payable as follows:
  - a. 50 % at the end of the second quarter (End of June 2019)
  - b. 25 % at the end of the third quarter (End of September 2019)
  - c. 25 % at the end of the 4<sup>th</sup> quarter (End of December 2019)

Together with the compensation, the attendance fees incurred up to that point will be paid out.

If a member of the Supervisory Board or a committee has not been a member of the organ during the entire financial year, the compensation is granted on an aliquot basis (calculated on the completed months of the membership). Likewise, an aliquot distribution (calculated on the completed months of membership) takes place when the Chairman of the Supervisory Board or a Committee, the Deputy Chairman and the financial expert changes.

**7. Election of the auditor of the separate and consolidated financial statements for the 2019 financial year.**

The Supervisory Board proposes to appoint Ernst & Young Wirtschaftsprüfungsgesellschaft m.b.H. as auditor and group auditor for the 2019 financial year and commissioned the Chairman of the Supervisory Board to mandate the auditor. The Chairman of the Supervisory Board shall mandate in consultation and in agreement with the Chairman of the Audit Committee. The Supervisory Board base their proposal for the resolution on the recommendations of the Audit Committee.

**8. Elections to the Supervisory Board.**

With appropriate declarations Josef Krenner (Chairman), Hanno M. Bästlein (1st Deputy Chairman) and Franz Gasselsberger announced their resignation with effect from the end of the Annual General Meeting held on April 10, 2019.

Three members have now to be appointed at the forthcoming Annual 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 AktG:

- Wolfgang Bernhard, born on 03.09.1960,
- Peter Edelmann, born on 26.11.1959, and
- Thomas Zimpfer, born on 11.03.1983,

shall be elected as members of the Supervisory Board with effect from the end of this Annual General Meeting as followed:

- Wolfgang Bernhard until the end of the Annual General Meeting that adopts a resolution on discharge for the 2021 financial year,
- Peter Edelmann until the end of the Annual General Meeting that adopts a resolution on discharge for the 2020 financial year,
- Thomas Zimpfer until the end of the Annual General Meeting that adopts a resolution on discharge for the 2021 financial year.

The candidates of elections as Supervisory Board members were proposed on the basis of the requirements of Section 87 para. 2 AktG and of the Corporate Governance Code.

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