

**Resolution proposals
of the Management Board and/or the Supervisory Board
on the individual items of the agenda
of the 10th Ordinary Annual General Meeting of
AMAG Austria Metall AG
(FN 310593f; ISIN: AT00000AMAG3)
to be held on April 13, 2021**

Agenda and resolution proposals:

- 1. Submission of the adopted separate financial statements for the financial year ending December 31, 2020, including the management report by the Management Board, the proposal concerning the application of the unappropriated net profit, the corporate governance report, the consolidated statements for the financial year ending December 31, 2020, including the Group management report and the non-financial 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 2020 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, 2020.**

The Management Board and the Supervisory Board propose to use an amount of EUR 17,632,000.00 from the balance sheet profit of EUR 24.684.800,00 reported in the annual financial statements as of 31 December 2020 to pay a dividend of EUR 0.50 per share entitled to dividend, and to assign the remaining balance sheet profit of EUR 7.052.800,00 to the free revenue reserves.

- 3. Resolution concerning the discharge of the members of the Management Board for the 2020 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 2020 financial year for this period.

- 4. Resolution concerning the discharge of the members of the Supervisory Board for the 2020 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 2020 financial year for this period.

5. Resolution concerning the remuneration of the members of the Supervisory Board for the 2021 financial year.

The Management Board and the Supervisory Board propose that the General Meeting sets the remuneration of the members of the Supervisory Board elected from the General Meeting for the 2021 financial year in accordance with Section 13 of the Articles of Incorporation and Section 98 AktG as follows:

- Basis remuneration 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 remuneration:
 - 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.

For attending a meeting of the Supervisory Board or a committee meeting by electronic means of communication, only half of the attendance fee shall be due.

The attendance fee shall be limited to EUR 2,000.00 per meeting day.

- The remuneration is payable as follows:
 - a. 50 % at the end of the second quarter (end of June 2021)
 - b. 25 % at the end of the third quarter (end of September 2021)
 - c. 25 % at the end of the fourth quarter (end of December 2021)

Together with the remuneration, 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 remuneration 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 or the financial expert changes.

The members of the Supervisory Board are included in a liability insurance policy for organs and certain executives (Directors & Officers Insurance) that is maintained by the Company in the interest of the Company. The coverage is appropriate in terms of amount, scope and time limit for subsequent notification.

6. Election of the auditor of the separate and consolidated financial statements for the 2021 financial year.

The Supervisory Board proposes to appoint Ernst & Young Wirtschaftsprüfungsgesellschaft m.b.H. as auditor and group auditor for the 2021 financial year and to commission the Chairman of the Supervisory Board to mandate the auditor.

7. Elections to the Supervisory Board.

With effect from the end of the Annual General Meeting to be held on April 13, 2021, Dipl.-Ing. Herbert Ortner, Dr. Heinrich Schaller and Dipl.-Bw. Peter Edelmann will retire from the Supervisory Board. The Supervisory Board previously consisted of eight members elected by the Annual General Meeting (capital representatives). Three members have now to be appointed at the forthcoming Annual General Meeting to reach the previous number of elected members of the Supervisory Board.

The Supervisory Board therefore submits the following resolution proposal in accordance with Section 108 AktG:

- Dipl.-Ing. Herbert Ortner, born on 07.11.1968
- Dr. Heinrich Schaller, born on 11.11.1959
- DI Walter Oblin, born on 04.05.1969

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

- Dipl.-Ing. Herbert Ortner until the end of the Annual General Meeting that adopts a resolution on discharge for the 2024 financial year,
- Dr. Heinrich Schaller until the end of the Annual General Meeting that adopts a resolution on discharge for the 2023 financial year,

- DI Walter Oblin until the end of the Annual General Meeting that adopts a resolution on discharge for the 2024 financial year.

The candidates of elections as Supervisory Board members were proposed on the basis of the requirements of Section 87 para. 2a AktG and of the Corporate Governance Code. The quota regulation stated in Section 86 para. 7 AktG is not applicable due to the current composition of the workforce of AMAG Austria Metall AG.

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.

8. Resolution concerning the remuneration report on the remuneration of the members of the Management Board and Supervisory Board.

The Management Board and the Supervisory Board propose that the General Meeting adopts a resolution on the remuneration report for the remuneration of the members of the Management Board and Supervisory Board. The remuneration report is available on the Company's website.