

**Invitation to the  
13<sup>th</sup> Ordinary Annual General Meeting  
of AMAG Austria Metall AG  
(FN 310593f; ISIN: AT00000AMAG3)**

We invite our shareholders to the 13<sup>th</sup> Ordinary Annual General Meeting to be held on

**Thursday, April 11, 2024 at 11:00 a.m.**  
in the Schlossmuseum Linz, Schlossberg 1, 4020 Linz.

**I. A G E N D A**

1. Submission of the adopted separate financial statements for the financial year ending December 31, 2023, 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, 2023, 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 2023 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, 2023.
3. Resolution concerning the discharge of the members of the Management Board for the 2023 financial year.
4. Resolution concerning the discharge of the members of the Supervisory Board for the 2023 financial year.
5. Resolution concerning the compensation of the members of the Supervisory Board for the 2024 financial year.
- 6a. Election of the auditor of the separate and consolidated financial statements for the 2024 financial year.
- 6b. Election of the auditor of the sustainability report for the 2024 financial year.
7. Elections to the Supervisory Board.
8. Resolution concerning the remuneration report on the remuneration of the members of the Management Board and Supervisory Board.
9. Resolution concerning the amendment of the articles of incorporation in Section 3 (1) relating to the publications of the company and in Section 14 regarding the holding of virtual annual general meetings.

- 10a. Resolution concerning the renewed authorisation of the Management Board to acquire, with the approval of the Supervisory Board, up to a maximum of 30 months from the date of the resolution, treasury shares pursuant to Section 65 (1) No. 8 AktG in a volume of up to 10 % of the share capital, where applicable in order to retire treasury shares, as well as concerning the determination of the repurchase conditions, thereby revoking the authorisation granted by the resolution of the AGM of April 20, 2022, relating to the authorisation to acquire treasury shares granted in relation to agenda item 10a.
- 10b. Resolution concerning the authorisation of the Management Board pursuant to Section 65 (1b) AktG to approve, with the consent of the Supervisory Board, a type of sale other than via the stock exchange or a public offer and on a possible exclusion of the shareholders' repurchase right (subscription right), thereby revoking the authorisation granted by the resolution of the AGM of April 20, 2022, relating to the authorisation to acquire treasury shares granted in relation to agenda item 10b.

Item 7 (Elections to the Supervisory Board) was also included in the agenda due to a shareholder request pursuant to Section 109 of the AktG from B&C KB Holding GmbH.

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

The following documents will be available for downloading from the 21<sup>st</sup> day before the AGM, consequently from March 21, 2024, from the Company's website at [www.amag-al4u.com](http://www.amag-al4u.com) in section "Investor Relations" under "Annual General Meeting 2024":

- Separate financial statements for the 2023 financial year together with the Management Board's management report
- Proposal concerning the application of the unappropriated net profit
- Corporate governance report for the 2023 financial year
- Consolidated financial statements and Group management report including the non-financial statement for the 2023 financial year
- Report by the Supervisory Board for the 2023 financial year
- Proposals for resolutions of the Management and Supervisory boards relating to agenda items 2, 3, 4, 5, 8, 9, 10a and 10b as well as proposals for resolutions of the Supervisory Board in relation to agenda items 6a, 6b and 7
- Shareholder request pursuant to Section 109 AktG of B&C KB Holding GmbH including resolution proposals on agenda item 7 pursuant to Section 109 (1) AktG in conjunction with Section 86 (4) No. 2, Section 87 (1) and Section 110 (1) AktG
- 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) AktG)

- Remuneration report on the remuneration of the members of the Management Board and Supervisory Board
- Amended version and comparative wording in relation to the previous articles of incorporation of AMAG Austria Metall AG
- Reports of the Management Board pursuant to Section 65 (1b) in conjunction with Section 170 (2) and Section 153 (4) AktG (acquisition and sale of treasury shares) on the exclusion of subscription rights in respect of agenda items 10a and 10b

The forms for the granting and the revoking of a power of attorney pursuant to Section 114 AktG as well as the respective invitation can be downloaded from the Company's website ([www.amag-al4u.com](http://www.amag-al4u.com)) in section "Investor Relations" under "Annual General Meeting 2024".

### **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 for 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 21<sup>st</sup> day before the AGM, and consequently at the latest by March 21, 2024.

#### **2. Proposals by shareholders for resolutions relating to the agenda 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 proposals concerning a resolution in relation to any agenda item (Section 13 (2) AktG), 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 7<sup>th</sup> working day before the AGM, consequently at the latest by April 2, 2024.

If candidates are proposed for election to the Supervisory Board, the statement by the proposed individual will replace the justification pursuant to Section 87 (2) AktG. 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. Shareholders' right to 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 also extends to the Company's legal and business relationships to an affiliated company, the Group's position as well as 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.

Shareholders are requested to submit their questions in text form in advance of the AGM by email to *hauptversammlung@amag.at*, in good time for them to reach the Company by April 5, 2024 at the latest. You thereby enable the Management Board to prepare as accurately as possible and to answer the questions you ask as rapidly as possible.

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

Each shareholder is entitled at the AGM to submit via an authorised proxy in relation to each item on the agenda motions that do not require prior publication. If several motions have been proposed for one agenda item, the Chair of the AGM determines the order of voting. However, nominations for the election of Supervisory Board members must be received by the Company at the latest on the seventh working day before the AGM (see also above in item III. 2).

#### **5. Proof of shareholder status and transmissions to the Company**

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

By post:                   AMAG Austria Metall AG  
                                  for the attention of Mr. Mag. Christoph Gabriel, BSc  
                                  P.O. Box 3  
                                  A-5282 Ranshofen

By fax:                    +43 (0) 7722 801 8 3821

By email:                 *hauptversammlung@amag.at*

#### **IV. RECORD DATE AND PREREQUISITES FOR PARTICIPATION IN THE AGM**

The entitlement to participate in the AGM and to exercise shareholder rights is based on the shareholding as of the end of the tenth day prior to the date of the AGM (record date), i.e. according to the shareholding on April 1, 2024, 24:00 (CEST).

Only parties that are shareholders on this record date and that have submitted corresponding evidence to the Company are 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 is sufficient to prove shareholdings on the shareholding evidence record date, which must be received by the Company at the latest on the third working day before the AGM, consequently by April 8, 2024, 24:00 hours (CEST) at one of the addresses listed below.

By post/messenger: AMAG Austria Metall AG  
for the attention of Mr. Mag. Christoph Gabriel, BSc  
P.O. Box 3  
A-5282 Ranshofen

By fax: +43 (0) 1 8900 500 50

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 or MT599;  
ISIN AT00000AMAG3 must be stated in the text

Shareholders are requested to contact their custodian credit institution and arrange for the issuance and transmission of a custody account confirmation. The record date has no impact on the saleability of the shares and has no bearing on dividend rights.

### **Custody account confirmation pursuant to Section 10a AktG**

The custody account confirmation is to be issued by a custodian credit institution 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:

- Details of the issuing bank: 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 applicable, 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 AT00000AMAG3;
- Date to which the custody account confirmation refers (evidence of shareholding record date).

If the custody account confirmation furnishes 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 April 1, 2024 at 24:00 hours (CEST) record date.

Custody account confirmations and declarations pursuant to Section 114 (1) Clause 4 AktG will be accepted pursuant to Section 10a (3) Clause 2 AktG as SWIFT messages to the Company's aforementioned SWIFT address, i.e. via an internationally distributed, specially secured communication network for banks, whose participants can be clearly identified.

## **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 on the Company's website at [www.amag-al4u.com](http://www.amag-al4u.com) in section "Investor Relations under "Annual General Meeting 2024", which also enables a restricted representative authorisation to be issued, can be utilised. The shareholders are requested to submit the representative authorisation at the latest by April 5, 2024, 16:00 hours (CEST), exclusively at one of the addresses listed under point IV. above. The representative authorisation 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 21, 2024 from the Company's website at [www.amag-al4u.com](http://www.amag-al4u.com) in section "Investor Relations" under "Annual General Meeting 2024". Alternatively, the option

exists to directly contact Mr. Michael Knap, Honorary President of the IVA (telephone: +43 (0) 664 213 87 40, email: [knap.amag@hauptversammlung.at](mailto:knap.amag@hauptversammlung.at)).

## **VI. FURTHER DISCLOSURES AND INFORMATION**

### **Total number of shares and voting rights**

Pursuant to Section 106 No. 9 AktG, notification is given 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. 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.

Shareholders who are dependent on support can apply in advance for a guest card for their companion. Please contact Mr. Mag. Christoph Gabriel, BSc / Investor Relations in this regard (if possible by April 5, 2024, 16:00 hours (CEST)).

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](http://www.amag-al4u.com) in section "Investor Relations" under "Annual General Meeting 2024".

## **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, Article 6 (1) (c) GDPR as well as Article 6 (1) (f) GDPR form the legal

basis for data processing. The processing of personal data of shareholders may be necessary in particular in individual cases to assert, exercise or defend legal claims.

AMAG Austria Metall AG is responsible for such processing. AMAG Austria Metall AG makes use of 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 statutory right to participate, can inspect the legally required list of participants (Section 117 AktG) and thereby also view the personal data specified therein (including name, place of residence, ownership interest). 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 legislation, from tax and levy legislation 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 areas, 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 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](mailto:datenschutz@amag.at). In addition, shareholders are 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 website of AMAG Austria Metall AG at [www.amag-al4u.com/datenschutz](http://www.amag-al4u.com/datenschutz).

Ranshofen, March 2024

The Management Board