

## EANS-General Meeting: Lenzing AG / Invitation to the General Meeting

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Lenzing AG Based in Lenzing ISIN: AT 0000644505

Invitation

to the

66th regular shareholders' meeting of our company

at the Voecklabruck chamber of commerce, Robert-Kunz-Straße 9, A-4840 Vöcklabruck, Austria on Friday, 30 April 2010 at 11:00 CET

Agenda: - Presentation of the financial statements and the management and corporate governance reports, the consolidated financial statements and management report, all as at 31 December 2009, as well as the report of the supervisory board for business year 2009. - Resolution on the distribution of the balance sheet profit as shown in the financial statement for business year 2009 - Resolution on the discharge of the management board and the supervisory board for business year 2009 - Elections to the supervisory board - Appointment of the auditor of the consolidated statements for business year 2010 - Resolution on the amendments to the articles of incorporation in particular for adaptation to the amendment to the Austrian Stock Corporation Act (ARÄG) of 2009

Shareholder access to documents and records for examination according to section 108 paragraph 3 to 5 of the Austrian Stock Corporation Act (section 106 Z 4 Austrian Stock Corporation Act)

The following documents and records will be held available for examination by shareholders during regular business hours from the 21st day before the general shareholders' meeting, that is 9 April 2010, at the offices of the company (Lenzing AG, Werkstrasse 2, 4860 Lenzing, Austria): - Financial statements and management report - Corporate governance report - Consolidated financial statements and management report - Report of the supervisory board

each for business year 2009;

- Proposals to agenda items 2 to 6 - Statements of the candidates for the election to the supervisory board according to section 87 paragraph 2 of the Austrian Stock Corporation Act

Information according to section 108 paragraph 4 of the Austrian Stock Corporation Act is available at [www.lenzing.com](http://www.lenzing.com) Regular Shareholders' Meeting 2010 as are forms for granting and revoking power of attorney according to section 114 of the Austrian Stock Corporation.

Note on shareholders' rights according to section 109, 110 and 118 of the Austrian Stock Corporation Act (section 106 Z 5 Austrian Stock Corporation Act)

According to section 109 of the Austrian Stock Corporation Act shareholders holding more than five percent of nominal capital are entitled to demand in written form that items be added to the agenda of the regular shareholders' meeting and that they be published accordingly. Each submitted item requires a proposal and statement of grounds. The proposers are required to have been shareholders for at least three months before the date of proposal. The demand must reach the company by the 21st day, that is 9 April 2010, before the regular shareholders' meeting.

According to section 110 of the Austrian Stock Corporation Act shareholders holding more than five percent of nominal capital are entitled to submit proposals for resolution to any item of the agenda in text form (section 13 paragraph 2 of the Austrian Stock Corporation Act). They are, moreover, entitled to demand that these proposals, together with the names of the respective shareholders, the reasons provided and the comments of management board or supervisory board, are made available on the website of the company. For consideration the demand must reach the company by the seventh work day before the regular shareholders' meeting latest, that is 21 April 2010. In case of a proposal for election to the supervisory board the statement of grounds is replaced by a statement of the proposed candidate according to section 87 paragraph 2 of the Austrian Stock Corporation Act.

According to section 118 of the Austrian Stock Corporation Act shareholders are to be provided with information on matters of the company, insofar it is required for proper appreciation of an agenda item. This duty of information includes legal and business relationships to associated companies, the situation of the group, as well as the companies included in the scope of consolidation.

Disclosure of information may be refused if, after reasoned entrepreneurial consideration, considerable harm would be caused to the company or any its associates, or if its disclosure would be liable to prosecution. Moreover, disclosure may be refused if the

website of the company has provided generally accessible information in the form of questions and answers for seven days before the regular shareholders' meeting without interruption. We ask you to submit questions whose answers may require some time to prepare in writing and in good time before the regular shareholders' meeting convenes.

Shareholders' rights pending the possession of shares for a specified period of time can only be executed if proof of share property for the relevant period has been provided according to section 10a paragraph of the Austrian Stock Corporation Act in the form of a list of shares held on account in safe custody for deposited shares, or for non-deposited shares by a notary public registered in Austria.

Please visit [www.lenzing.com](http://www.lenzing.com) at Regular Shareholders' Meeting 2010. for more information on shareholders' rights and in particular on sections 109, 110 and 118 of the Austrian Stock Corporation Act.

Please submit amendments to the agenda, proposal for resolution and questions by mail (Lenzing AG, 4860 Lenzing), by fax (+43 (0) 7672/918-2713) or by e-mail ([Hauptversammlung\\_2010@lenzing.com](mailto:Hauptversammlung_2010@lenzing.com)) attention Angelika Guldts.

Deadline for proof of share property and requirements for participation in the regular shareholders' meeting according to section 111 of the Austrian Stock Corporation Act (section 106 Z 6 and 7 Austrian Stock Corporation Act)

Due to the amendment to the Austrian Stock Corporation Act of 2009 some of the company's articles of incorporation are no longer applicable. These are article 14 on convening the regular shareholders' meeting and article 15 on depositing shares participation and voting rights. According to section 111 paragraph 1 of the Austrian Stock Corporation Act the right to participation is determined by the possession of shares at the end of the tenth day before the day of the regular shareholders meeting (deadline for proof of share property), that is 20 April 2010, 24:00 hours (CET). Shareholders wishing to participate in the regular shareholders' meeting and to exercise their shareholders' rights are required to provide proof of share property to the company by the specified deadline.

Proof of share property at the deadline is provided for deposited shares in the form of a list of shares held on account in safe custody according to section 10a of the Austrian Stock Corporation Act which is required to reach the company by the third work day before the regular shareholders' meeting, that is 27 April 2010. The list of shares held on account in safe custody is to be issued by a custodian bank registered in a country of the European Economic Area or a full member state of the OECD. It must at least meet the requirements detailed in section 10a paragraph 2 of the Austrian Stock Corporation Act. If it is to provide proof of current share property it must not be older than seven days at the date of presentation to the company. Documentation is accepted in German and English.

For non-deposited shares proof of share property is provided in the form of certification by a notary public registered in Austria which is required to reach the company by the third work day before the regular shareholders' meeting latest.

Proof of share property must reach the company by the third work day before the regular shareholders' meeting latest, that is 27 April 2010 by mail (Oesterreichische Kontrollbank AG, Abteilung KMS / HV Operation Center 1, Strauchgasse 1-3, 1. Stock, 1010 Wien), by fax (43 (0) 1 928 90 60) or by e-mail ([hv.anmeldung-1@oekb.at](mailto:hv.anmeldung-1@oekb.at)).

According to section 262 paragraph 20 of the Austrian Stock Corporation Act the company specifies that according to section 114 paragraph 1 clause 4 of the Austrian Stock Corporation Act and contrary to section 10a paragraph 3 clause 2 of the Austrian Stock Corporation Act proof of share property and statements will not be received by a internationally common and specially secure communication networks of banking (for example SWIFT) which would allow unique identification of participants.

Appointment of representatives according to section 113 f of the Austrian Stock Corporation Act (section 106 Z 8 Austrian Stock Corporation Act)

Shareholders entitled to participation in the general shareholders assembly have the right to appoint natural or legal persons as representatives. The company itself or a member of the management board or supervisory board may only exercise voting rights as a representative insofar as the shareholder has explicitly detailed voting instructions regarding the individual items of the agenda. (The power of attorney must be granted to a specific person). A power of attorney in text form is adequate. If a shareholder has granted power of attorney to their custodian bank (section 10a of the Austrian Stock Corporation Act) a statement, in addition to proof of share property, issued by the custodian bank, that power of attorney has been granted is adequate.

Forms for power of attorney (including limited power of attorney) are available at [www.lenzing.com](http://www.lenzing.com) under Regular Shareholders Meeting 2010.

The power of attorney must reach the company by 29 April 2010, 15:00 hours CET by mail (Oesterreichische Kontrollbank AG, Abteilung KMS / HV Operation Center 1, Strauchgasse 1-3, 1. Stock, 1010 Wien), by fax (+43 (0) 1 928 90 60) oder by e-mail ([hv.anmeldung-1@oekb.at](mailto:hv.anmeldung-1@oekb.at)) and will be kept by the company.

On the day of the regular shareholders' meeting the power of attorney or its revocation may only be submitted on the day of the regular shareholders' meeting and only at the registration counter at the venue. Revocation will only become effective on having reached the company.

Shareholders and representatives are asked to verify their identity by presenting valid documentation (drivers license, passport, identity card). We ask you to allow for numerous participants and standard security measures in your personal schedule.

According to section 262 paragraph 20 of the Austrian Stock Corporation Act the company specifies that according to section 114 paragraph 1 clause 4 of the Austrian Stock Corporation Act and contrary to section 10a paragraph 3 clause 2 of the Austrian Stock

Corporation Act proof of share property and statements will not be received by a internationally common and specially secure communication networks of banking which would allow unique identification of participants.

The above regulation for granting power of attorney in turn apply the revocation of power of attorney.

Total number of shares and voting rights at the time of convening (section 106 Z 9 Austrian Stock Corporation Act ): 3.675.000 shares and as many voting rights.

Doors to the regular shareholders' meeting will open at 10:45 CET.

Lenzing, April 2010 Board of Management

end of announcement                      euro adhoc

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Further inquiry note:

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Börsen: Berlin / free trade  
Wien / official dealing

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