

16.03.2018 – 09:30 Uhr

## **EANS-General Meeting: AMAG Austria Metall AG / Invitation to the General Meeting according to art. 107 para. 3 Companies Act**

-----  
General meeting information transmitted by euro adhoc with the aim of a Europe-wide distribution. The issuer is responsible for the content of this announcement.  
-----

15.03.2018

Zwtl.: Invitation to the 7th Ordinary Annual General Meeting of AMAG Austria Metall AG (FN 310593f; ISIN: AT00000AMAG3)

We invite our shareholders to the 7th Ordinary Annual General Meeting to be held on Tuesday, April 17, 2018 at 11:00 a.m. in the Schlossmuseum Linz, Schlossberg 1, 4010 Linz.

Zwtl.: A g e n d a:

1. Submission of the adopted separate financial statements for the financial year ending December 31, 2017, including the management report by the Management Board and the corporate governance report, the consolidated statements for the financial year ending December 31, 2017, 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 2017 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, 2017.
3. Resolution concerning the discharge of the members of the Management Board for the 2017 financial year.
4. Resolution concerning the discharge of the members of the Supervisory Board for the 2017 financial year.
5. Resolution concerning the compensation of the members of the Supervisory Board for the 2017 financial year.
6. Election of the auditor of the separate and consolidated financial statements for the 2018 financial year.
7. Elections to the Supervisory Board.
8. Resolution concerning
  - o a. the authorisation of the Management Board for a period of up to a maximum of 30 months from the resolution date to purchase, with Supervisory Board approval, treasury shares pursuant to Section 65 (1) Z 8 as well as (1a) and (1b) of the Austrian Stock Corporation Act (AktG) in a volume of up to 10 % of the share capital both through the stock market and off-bourse, including under exclusion of the proportionate selling right (reverse exclusion of subscription rights), as well as concerning the setting of the repurchase terms and concerning the authorisation of the Management Board to withdraw shares without a further resolution by the Shareholders' General Meeting; and also concerning
  - o b. the revocation of the existing authorisation of the Management Board to approve without a further AGM resolution the sale of the company's treasury shares and to determine the selling terms pursuant to the AGM resolution of April 16, 2015; and also concerning
  - o c. the authorisation of the Management Board valid for the duration of five years from the resolution date to approve, with Supervisory Board

assent, albeit without a further AGM resolution, the sale of the Company's treasury shares in a manner also permitted by law other than through the stock market or by a public offer, including under exclusion of the shareholders' right to repurchase (exclusion of subscription rights), and to determine the selling terms; and also concerning  
o d. the authorisation of the Supervisory Board to approve amendments to the articles of incorporation arising from the withdrawal of shares.

9. Resolution concerning the revision of the articles of incorporation, especially in Sections 1, 3, 4, 5, 7, 9, 10, 11, 12, 13, 14, 15, 16, 17, 19, 20, 21.

Zwttl.: AGM documents:

The following documents will be available for downloading from the 21st day before the AGM, consequently from March 27, 2018 from the Company's website at [www.amag.at](http://www.amag.at) [<http://www.amag.at/>] under "Ordinary Annual General Meeting 2018":

- \* a. Separate financial statements for the 2017 financial year including the separate management report
- \* b. Corporate governance report for the 2017 financial year
- \* c. Consolidated financial statements including the Group management report for the 2017 financial year
- \* d. Report by the Supervisory Board for the 2017 financial year
- \* e. Resolutions proposed by the Management and Supervisory boards relating to agenda items 2 (Proposal for the application of unappropriated net profit), 3 (Discharge of the Management Board members), 4 (Discharge of the Supervisory Board members), 5 (Compensation of the Supervisory Board members), 8 (Resolution concerning the purchase and sale of treasury shares) and 9 (Revision of the articles of incorporation) as well as the resolutions proposed by the Supervisory Board in relation to agenda items 6 (Election of the auditor of the separate and consolidated financial statements) and 7 (Elections to the Supervisory Board)
- \* f. 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 Austrian Stock Corporation Act (AktG))
- \* g. Report by the Management Board on agenda item 8
- \* h. Comparative wording in relation to the previous articles of incorporation of AMAG Austria Metall AG

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.at](http://www.amag.at)).

Zwttl.: Notice concerning shareholders' rights pursuant to Sections 109, 110 and 118 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 the next 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 27, 2018.

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 7th working day before the AGM, and consequently at the latest by April 6, 2018. If candidates are proposed for election to the Supervisory Board, 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.

Each shareholder is also entitled to submit motions on any agenda item during the meeting. Such motions do not require any prior announcement.

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.

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. Dipl. Kfm. Felix Demmelhuber  
PO Box 3  
A-5282 Ranshofen

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

By email: [felix.demmelhuber@amag.at](mailto:felix.demmelhuber@amag.at)

Zwttl.: Proof of shareholding cut-off date and preconditions 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 April 7, 2018, 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 12, 2018, 24:00 hours (Central European Time) at one of the addresses listed below.

By post:  
AMAG Austria Metall AG

FAO Mr. Dipl. Kfm. 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)

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

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:

1. Information about the bank issuing the confirmation: name (company) and address;
2. 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;
3. The custody account number, otherwise another designation;
4. Information about the shares: the number of the shareholder's shares, ISIN AT00000AMAG3;
5. Express disclosure that the confirmation relates to the custody account position on April 7, 2018 at 24:00 hours Central European Time.

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 April 7, 2018 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.

Zwtl.: Option to appoint a representative pursuant to Sections 113 f AktG:

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 2018" provided on the Company's website at [www.amag.at](http://www.amag.at), 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 16, 2018, 15:00 hours, exclusively at the address listed above, where it shall be filed 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.

#### Zwtl.: 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 27, 2018 from the Company's website at [www.amag.at](http://www.amag.at) under "Ordinary Annual General Meeting 2018". Alternatively, the option exists to directly contact Dr. Michael Knap, Deputy President of the IVA, on telephone +43 (0)1 87 63 343-30, fax +43 (0)1 87 63 343-39 or by email: [michael.knap@iva.or.at](mailto:michael.knap@iva.or.at).

#### Zwtl.: Total number of shares and voting rights

Pursuant to Section 106 Z 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.

#### Zwtl.: Entry

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

#### Zwtl.: 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.at](http://www.amag.at) under "Ordinary Annual General Meeting 2018".

Ranshofen, March 2018

The Management Board

Further inquiry note:

Investor contact:

Felix Demmelhuber

Head of Investor Relations

AMAG Austria Metall AG

Lamprechtshausenerstrasse 61

5282 Ranshofen, Austria

Tel.: +43 (0) 7722-801-2203

Email: [investorrelations@amag.at](mailto:investorrelations@amag.at)

end of announcement

euro adhoc

-----

issuer: AMAG Austria Metall AG  
Lamprechtshausenerstraße 61  
A-5282 Ranshofen  
phone: +43 7722 801 0  
FAX: +43 7722 809 498  
mail: investorrelations@amag.at  
WWW: www.amag.at  
ISIN: AT00000AMAG3  
indexes: VÖNIX, ATX BI, WBI, ATX GP  
stockmarkets: Wien  
language: English

Original content of: AMAG Austria Metall AG, transmitted by news aktuell

Diese Meldung kann unter <https://www.presseportal.de/en/pm/100615/3892750> abgerufen werden.