

AMAG Austria Metall AG
Ranshofen, FN 310593f
ISIN AT00000AMAG3

Authorization to buy back and resell own shares

By resolution of the 9th Annual General Meeting, held on on 21 July 2020, the Management Board was authorized:

- 1) in accordance with Section 65 para. 1 rec. 8 and para. 1a and 1b AktG - with the simultaneous revocation of the relevant resolutions adopted by the Annual General Meeting on 17 April 2018 -, with the consent by the Supervisory Board, to acquire own shares of the Company, whereby the lowest consideration to be paid at the time of repurchase is 25% below the weighted average closing price of the last 20 trading days prior to the start of the respective repurchase program and the highest consideration to be paid at the time of repurchase is 25% above the weighted average closing price of the last 20 trading days prior to the start of the corresponding repurchase program, and to determine the terms and conditions of the repurchase, whereby the Management Board shall publish the Management Board's resolution and the respective repurchase program based on it, including its duration, in accordance with the statutory provisions (each). The Management Board may exercise this authorization once or several times within the limits of the legal requirements regarding the maximum number of own shares permitted, up to a total limit of 10% of the nominal capital. The authorization may be exercised in whole or in part or in several partial amounts and in pursuit of one or more purposes by the Company, by a subsidiary company (Section 189a rec. 7 of the Austrian Commercial Code) or by third parties for the account of the Company. The acquisition can be carried out on or off-exchange in compliance with the legal requirements. Trading in own shares is excluded as the purpose of acquisition.
- 2) with the consent by the Supervisory Board, to redeem or resell the acquired own shares based on the authorization as per point 1 without a further resolution of the General Meeting and to determine the terms and conditions of sale. The authorization may be exercised in whole or in several partial amounts and in pursuit of one or more purposes by the Company, by a subsidiary company (Section 189a rec. 7 of the Austrian Commercial Code) or by third parties for the account of the Company.
- 3) for a period of five years from the July 21, 2020, - with the simultaneous revocation of the relevant resolutions adopted by the Annual General Meeting on 17 April 2018 -, with the consent by the Supervisory Board, to determine, in accordance with Section 65 para 1b AktG for the sale of own shares a legally permissible method of disposal other than via the stock exchange or a public offer and to resolve on any exclusion of the shareholders' right to repurchase (subscription right) and to determine the conditions of sale.