

**POWER OF ATTORNEY
for the 9th Annual General Meeting
of AMAG Austria Metall AG
on July 21, 2020, 11:00 hours
5282 Braunau am Inn - Ranshofen**

Virtual Annual General Meeting:

www.amag-al4u.com/investor-relations/ordentliche-hauptversammlung-2020

IMPORTANT NOTES:

- 1. The 9th Annual General Meeting of AMAG Austria Metall AG on July 21, 2020, will be held as a "virtual meeting" in the meaning of the Directive for the Implementation of the Austrian Company Law COVID-19 Act (COVID-19-GesV [Federal Law Gazette II No. 140/2020]). For this reason, this power of attorney does not entitle the holder to physically attend the Annual General Meeting (AGM).**
- 2. Pursuant to Section 3 (4) COVID-19-GesV, the submission of a motion for resolution, the casting of votes and the raising of an objection at this virtual AGM of AMAG Austria Metall AG can be performed only by one of the following special proxies who are independent of the company and to be determined by the shareholder in accordance with this power of attorney.**
- 3. Please contact your custodian credit institution and ensure that the securities listed below have been duly deposited as per the custody account confirmation (record date: July 11, 2020) for participation in the AGM. The custody account confirmation must be received by the Company by July 16, 2020, 24:00 hours, at the latest.**
- 4. The proxy will not accept any instructions to speak or ask questions. For this reason, shareholders are requested to submit their questions in text form in advance of the AGM by email to *fragen.amag@hauptversammlung.at* in good time for them to reach the Company by July 17, 2020, at the latest. In addition, shareholders also have the opportunity during the AGM to submit their questions and verbal contributions to the AGM electronically to the Company, exclusively in text form by email directly to the Company's email address at *fragen.amag@hauptversammlung.at*. Questions received by the Company are read out and answered at the AGM pursuant to Section 118 of the AktG.**
- 5. This power of attorney should be sent by no later than July 17, 2020, 16:00 hours (CEST) in accordance with the instructions below.**

By signing this power of attorney, I/we confirm that I/we have read and understood the information published by the Company on its website or contained in the invitation to the Annual General Meeting, and that I/we agree to the explained course of the virtual Annual General Meeting. This includes, in particular, the processing of personal data in accordance with Section 10a (2) of the Austrian Stock Corporation Act (AktG), i.e. name, address, date of birth, number of securities account, number of shares, class of shares, if applicable, and number of the voting card, as well as the email address, in order to enable the exercise of shareholder rights as part of the AGM.

Information concerning the shareholder / shareholders (in case of more than one custody account holder)

First name, family name / company name	
Street, post/zip code, Place of residence	Date of birth / Register no.
Custody account number	Credit institution ¹
Email address (the signature confirms that only the grantor has access to this email address)	

I/we, as shareholder(s) of AMAG Austria Metall AG², hereby authorise and instruct the following special proxy for the purpose of my/our representation at the 9th Annual General Meeting of AMAG Austria Metall AG to be held on July 21, 2020, and to exercise my/our rights pursuant to Section 3 (4) COVID-19-GesV, for the

- exercising of my/our participation and voting rights according to the following instructions
- and, if applicable, to exercise my/our right of application and objection

with exemption from the prohibition of double representation and self-contracting (**please tick the appropriate proxy; if more than one special proxy is ticked, the power of attorney is invalid**):

	<p>Dr. Michael Knap IVA Interessenverband der Anleger Feldmühlgasse 22/4, 1130 Vienna Tel.: +43 664 213 87 40 Email: knap.amag@hauptversammlung.at</p>	<input type="radio"/>
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OR

	<p>Attorney Dr. Christoph Nauer, LL.M. bpv Hügel Rechtsanwälte GmbH Enzersdorferstrasse 4, 2340 Mödling Tel.: + 43 223 689 337 70 Email: nauer.amag@hauptversammlung.at</p>	<input type="radio"/>
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¹ In order for this power of attorney to be clearly assignable to the custody account confirmation issued by the credit institution, the Company needs you to provide this information concerning the custody account. Provided that you attach a copy of the custody account confirmation to this power of attorney, you do not need to state the information concerning the custody account in the power of attorney. The custody account number will be treated as confidential and will not appear in the list of participants.

² If you issue this power of attorney not as a shareholder but rather as a representative of a shareholder, please enclose proof of your power of representation (power of attorney issued by the shareholder, decree of appointment by the court, etc.), if necessary.

OR

	<p>Attorney Dr. Peter Huber, LL.M. CMS Reich-Rohrwig Hainz Rechtsanwälte GmbH Gauermanngasse 2, 1010 Vienna Tel.: + 43 140 443 16 00 Email: huber.amag@hauptversammlung.at</p>	<input type="radio"/>
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OR

	<p>Attorney MMag. Dr. Christian Pindeus Oberhammer Rechtsanwälte GmbH Dragonerstrasse 67A, 4600 Wels Tel.: + 43 724 230 905 01 00 Email: pindeus.amag@hauptversammlung.at</p>	<input type="radio"/>
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This power of attorney relates to of my/our shares. (If you leave this field blank, the power of attorney refers to all shares regarding which the credit institution managing the securities account issues a share deposit confirmation valid as of the record date.)

Simultaneously, I herewith instruct the authorised agent mentioned above to vote as follows on items 2 through 12 on the agenda (tick as appropriate; **if no instructions have been ticked, the authorized agent will abstain from voting!**):

		<i>FOR</i>	<i>AGAINST</i>	<i>Abstention</i>
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, 2019	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
Item 3:	Resolution concerning the discharge of the members of the Management Board for the 2019 financial year	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

Item 4:	Resolution concerning the discharge of the members of the Supervisory Board for the 2019 financial year.	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
Item 5:	Resolution concerning the compensation of the members of the Supervisory Board for the 2020 financial year.	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
Item 6:	Election of the auditor of the separate and consolidated financial statements for the 2020 financial year.	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
Item 7:	Elections to the Supervisory Board:			
	Election of Univ. Prof. Dr. DI Sabine Seidler	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
	Election of Mag. Patrick F. Prügger	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
Item 8:	Resolution concerning the remuneration policy for the remuneration of the members of the Management Board and Supervisory Board.	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
Item 9:	a) Resolution concerning the authorisation of the Management Board, with the consent of the Supervisory Board, to issue convertible bonds and on the authorisation of the Management Board, with the consent of the Supervisory Board, to exclude the shareholders' subscription rights fully or partially (Convertible Bond 2020);	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
	b) Resolution concerning the conditional increase of the Company's share capital in accordance with Section 159 (2) 1 AktG for the purpose of issuing to creditors of financial instruments (convertible bonds) (Conditional Capital 2020), with cancellation of the "Conditional Capital 2015" in accordance with the resolution of the Annual General Meeting of April 16, 2015, relating to agenda item 9, and corresponding amendment of the articles of incorporation in section 4.	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

Item 10:	Resolution concerning the creation of new “Authorised Capital” with the preservation of the statutory subscription right, including in terms of the indirect subscription right pursuant to Section 153 (6) AktG, albeit also with the authorisation of the Management Board, with the consent of the Supervisory Board, to exclude the shareholders’ subscription rights in whole or in part, including with the option to issue the new shares against non-cash capital contributions (Authorised Capital 2020), and a resolution concerning the corresponding amendment to the articles of incorporation in section 4.	○	○	○
Item 11:	a) 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) 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 17, 2018, relating to the authorisation to acquire treasury shares granted in relation to agenda item 8;	○	○	○
	b) 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 17, 2018, relating to the authorisation to acquire treasury shares granted in relation to agenda item 8.	○	○	○
Item 12:	Resolution concerning the amendment of Section 4 (7) of the articles of incorporation relating to the resolution concerning Conditional Capital 2020 and Authorised Capital 2020.	○	○	○

If an item on the agenda is to be voted on individually, the instruction issued in this respect shall apply mutatis mutandis for each individual sub-item.

The granting of sub-proxies by the proxy is permitted only to another special independent proxy as proposed by the Company for the AGM pursuant to Section 3 (4) COVID-19-GesV, or for an important reason. The proxy is expressly authorized to represent other shareholders of the Company at the AGM.

I/we acknowledge that the proxy exercising the voting right does not accept orders to speak or to ask questions.

Pursuant to Section 3 (4) COVID-19-GesV, it is also possible to instruct the proxy to submit motions for resolutions or to raise an objection at the AGM on one or more agenda items. Insofar as I/we wish to make use of this option, I/we will contact the proxy before the AGM and instruct him to propose resolutions or to raise an objection.

It is possible to contact the respective proxy before the AGM by telephone or by email (see above). It is recommended that the proxy be contacted in good time if the proxy is to be given instructions to submit one or more motions for resolutions and/or to raise an objection to one or more agenda items.

The proxy is entitled to unilaterally refrain from submitting one or more motions for resolutions if these are contrary to common decency, are in violation of the law or, in the proxy's reasonable opinion are likely to cause him significant disadvantage, or if the proxy would thereby expose himself to criminal liability.

I/we acknowledge that proof of share ownership on the record date is a precondition for the proxy to be able to exercise the voting right at the Annual General Meeting, i.e., a custody account confirmation pursuant to Section 10a AktG must be received by the Company in accordance with the provisions set out in the invitation to the AGM at one of the addresses indicated therein by July 16, 2020, 24:00 hours (CEST) at the latest.

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(Place, date) (Signature / corporate signature)

Note:

This power of attorney should be received in the interest of the shareholder at one of the following addresses by July 17, 2020, 16:00 hours (CEST), at the latest, preferably by email, so that the selected proxy is directly informed in good time.

To the selected proxy:

By email: **Dr. Michael Knap**
knap.amag@hauptversammlungung.at

or

Attorney Dr. Christoph Nauer, LL.M.
nauer.amag@hauptversammlungung.at

or

Attorney Dr. Peter Huber, LL.M.
huber.amag@hauptversammlungung.at

or

Attorney MMag. Dr. Christian Pindeus
pindeus.amag@hauptversammlungung.at

To AMAG Austria Metall AG:

By post: AMAG Austria Metall AG
for the attention of Mr. Mag. Christoph Gabriel, BSc
Postfach 3
5282 Ranshofen

By fax: +43 (0) 1 8900 500 91

By email: anmeldung.amag@hauptversammlungung.at (in this case to be attached as a scanned PDF file to the email)

In the case of changes of the resolution proposals, a new power of attorney form will be available on the Company's website.

For additional information, please see:

www.amag-al4u.com/investor-relations/ordentliche-hauptversammlung-2020

For questions regarding this power of attorney, please contact Mr. Mag. Christoph Gabriel, BSc on telephone number +43 (0)77 22 801 38 21.