

**Resolution proposals
of the Management Board and/or the Supervisory Board
on the individual items of the agenda
of the 13th Ordinary Annual General Meeting of
AMAG Austria Metall AG
(FN 310593f; ISIN: AT00000AMAG3)
to be held on April 11, 2024**

Agenda and resolution proposals:

- 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.**

No resolution is provided for on this agenda 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, 2023.**

The Management Board and the Supervisory Board propose to use an amount of EUR 52,896,000.00 from the balance sheet profit of EUR 52,896,000.00 reported in the annual financial statements as of 31 December 2023 to pay a dividend of EUR 1.50 per share entitled to dividend.

- 3. Resolution concerning the discharge of the members of the Management Board for the 2023 financial year.**

The Management Board and the Supervisory Board propose that the General Meeting adopts a resolution on the discharge of the members of the Management Board serving in the 2023 financial year for this period.

- 4. Resolution concerning the discharge of the members of the Supervisory Board for the 2023 financial year.**

The Management Board and the Supervisory Board propose that the General Meeting adopts a resolution on the discharge of the members of the Supervisory Board serving in the 2023 financial year for this period.

5. Resolution concerning the remuneration of the members of the Supervisory Board for the 2024 financial year.

The Management Board and the Supervisory Board propose that the General Meeting sets the remuneration of the members of the Supervisory Board elected from the General Meeting for the 2024 financial year in accordance with Section 13 of the articles of association and Section 98 AktG as follows:

- Basis remuneration of Supervisory Board members:
 - a. For the Chairman of the Supervisory Board EUR 95,000.00.
 - b. For the Deputy Chairman of the Supervisory Board EUR 60,000.00.
 - c. For each additional member of the Supervisory Board EUR 40,000.00.
- Committee remuneration:
 - a. For the Chairmen of the Audit Committee, the Strategy Committee and the Financial Expert, unless he is the Chairman of the Audit Committee, additionally EUR 50,000.00.
 - b. For the Chairmen of the Nomination Committee and the ESG Committee additionally EUR 30,000.00.
 - c. For the Deputy Chairmen of the Audit Committee, the Strategy Committee, the Nomination Committee and the ESG Committee additionally EUR 25,000.00.
 - d. For each additional member of the Audit Committee, the Strategy Committee, the Nomination Committee and the ESG Committee additionally EUR 20,000.00.
 - e. For the Chairman of the Remuneration Committee additionally EUR 20,000.00.
 - f. For the Deputy Chairman of the Remuneration Committee additionally EUR 15,000.00.
 - g. For each additional member of the Remuneration Committee additionally EUR 10,000.00.

- Attendance fee:

Each member of the Supervisory Board receives an attendance fee for each meeting of the Supervisory Board in the amount of EUR 2,500.00.

Each committee member receives an attendance fee of EUR 2,500.00 for each committee meeting.

For attending a meeting of the Supervisory Board or a committee meeting by electronic means of communication, only half of the attendance fee shall be due.

The attendance fee shall be limited to EUR 2,500.00 per meeting day.

- The remuneration is payable as follows:
 - a. 50 % at the end of the second quarter (end of June 2024)

- b. 25 % at the end of the third quarter (end of September 2024)
- c. 25 % at the end of the fourth quarter (end of December 2024)

Together with the remuneration, the attendance fees incurred up to that point will be paid out.

If a member of the Supervisory Board or a committee has not been a member of the organ during the entire financial year or if a committee is established or dissolved during the financial year, the remuneration is granted on an aliquot basis (calculated on a daily basis). Likewise, an aliquot distribution (calculated on a daily basis) takes place when the Chairman of the Supervisory Board or a committee, the Deputy Chairman or the financial expert changes.

The members of the Supervisory Board are included in a liability insurance policy for organs and certain executives (Directors & Officers Insurance) that is maintained by the Company in the interest of the Company. The coverage is appropriate in terms of amount, scope and time limit for subsequent notification.

6a. Election of the auditor of the separate and consolidated financial statements for the 2024 financial year.

The Supervisory Board proposes to appoint Ernst & Young Wirtschaftsprüfungsgesellschaft m.b.H. as auditor and group auditor for the 2024 financial year and to commission the Chairman of the Supervisory Board to mandate the auditor.

6b. Election of the auditor of the sustainability report for the 2024 financial year.

The Supervisory Board proposes to appoint Ernst & Young Wirtschaftsprüfungsgesellschaft m.b.H. as auditor of the sustainability reporting for the 2024 financial year, provided, however, that statutory provisions stipulate the appointment of an external auditor of the 2024 sustainability reporting by the Annual General Meeting, and to commission the Chairman of the Supervisory Board to mandate the auditor.

7. Elections to the Supervisory Board.

With effect from the end of the Annual General Meeting to be held on April 11, 2024, Heinrich Schaller, DI Walter Oblin und Prof. Dr. Sabine Seidler will retire from the Supervisory Board.

In accordance with Section 109 (1) AktG, the shareholder B&C KB Holding GmbH proposed in a letter dated February 6, 2024, (i) to increase the number of members of the Supervisory Board elected by the Annual General Meeting from nine to ten and (ii) to elect Mr. Mag. Gerald Mayer as a member of the Supervisory Board until the end of the Annual General Meeting that resolves on the discharge for the 2027 financial year.

In this context, B&C KB Holding GmbH submitted the election proposal in due time, including the required declaration pursuant to Section 87 (2) AktG and a curriculum

vitae as proof of professional suitability; the corresponding documents were published on the homepage of AMAG Austria Metall AG in due time. The proposal to elect Mr. Mag. Mayer to the Supervisory Board was based on the fact that B&C KB Holding GmbH holds more than 25% of the voting rights pursuant to Section 86 (4) No. 2 of the AktG. There is no other member of the Supervisory Board who has been a member of the company's Management Board in the past two years.

In accordance with Section 9 (1) of the articles of association, the Supervisory Board consists of up to ten members elected by the Annual General Meeting and the members delegated in accordance with Section 110 (1) ArbVG. The Supervisory Board currently has nine members elected by the Annual General Meeting. If the number of Supervisory Board members elected by the Annual General Meeting is increased to ten, a total of four members must be elected to the Supervisory Board at this Annual General Meeting.

The Nomination Committee agrees with the resolution proposal of B&C KB Holding GmbH and submits the following resolution proposals in accordance with Section 108 AktG:

- a. The number of Supervisory Board members elected by the Annual General Meeting shall be increased from the current nine to ten members within the statutory limits.
- b. Mr. Dr. Heinrich Schaller, born on 11.11.1959, shall be elected as member of the Supervisory Board with effect from the end of this Annual General Meeting until the end of the Annual General Meeting that adopts a resolution on discharge for the 2025 financial year.
- c. Mr. Mag. Gerald Mayer, born on 25.02.1971, shall be elected as member of the Supervisory Board with effect from the end of this Annual General Meeting until the end of the Annual General Meeting that adopts a resolution on discharge for the 2027 financial year.
- d. Mr. Alessandro Dazza, born on 17.04.1969, shall be elected as member of the Supervisory Board with effect from the end of this Annual General Meeting until the end of the Annual General Meeting that adopts a resolution on discharge for the 2027 financial year.
- e. Mrs. Mag. Birgit Noggler, born on 10.09.1974, shall be elected as member of the Supervisory Board with effect from the end of this Annual General Meeting until the end of the Annual General Meeting that adopts a resolution on discharge for the 2027 financial year.

The candidates of elections as Supervisory Board members were proposed on the basis of the requirements of Section 87 (2a) AktG and of the Corporate Governance Code. The quota regulation stated in Section 86 (7) AktG is not applicable due to the current composition of the workforce of AMAG Austria Metall AG.

All persons proposed for election have issued and furnished a statement pursuant to Section 87 (2) AktG and a CV. These documents are also available at the website of the Company in section “Investor Relations” under “Annual General Meeting 2024”.

8. Resolution concerning the remuneration report on the remuneration of the members of the Management Board and Supervisory Board.

The Management Board and the Supervisory Board propose that the General Meeting adopts a resolution on the remuneration report on the remuneration of the members of the Management Board and Supervisory Board. The remuneration report is available at the Company's website (www.amag-al4u.com) in section “Investor Relations” under “Annual General Meeting 2024”.

9. Resolution concerning the amendment of the articles of association in Section 3 (1) relating to the publications of the company and in Section 14 regarding the holding of virtual annual general meetings.

The Management Board and the Supervisory Board propose that the General Meeting adopt an amendment to Section 3 (1) of the articles of association regarding the company's publications so that this provision now reads as follows:

- (1) *The company's publications shall be made on the electronic publication and information platform of the Federal Government (EVI), insofar as this is required by law. Otherwise, announcements by the company shall be made in accordance with the applicable legal provisions.*

The Management Board and the Supervisory Board also propose that the General Meeting adopt an amendment to the articles of association in Section 14 in order to hold virtual Annual General Meetings, so that the following new paragraphs are added to Section 14:

- (5) *General Meetings may also be held in the form of (i) a simple virtual General Meeting, (ii) a moderated virtual General Meeting, or (iii) a hybrid General Meeting in accordance with the Federal Act on the Conduct of Virtual General Meetings (VirtGesG, Federal Law Gazette I 2023/79, as amended).*
- (6) *The convening body shall decide on the form of implementation.*
- (7) *The Management Board is authorized to provide for the public transmission of virtual and hybrid Annual General Meetings.*
- (8) *Paragraphs (5) to (7) of Section 14 are limited until December 31, 2028.*

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.

The Management Board and the Supervisory Board propose that the General Meeting adopts the following resolutions on item 10a of the agenda:

1. For a period of 30 months from the day on which the resolution is passed, the Management Board shall be authorized in accordance with Section 65 (1) No. 8 and (1a) and (1b) AktG - with the simultaneous revocation of the relevant resolutions adopted by the Annual General Meeting on April 20, 2022 -, 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 No. 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. The Management Board is authorized, with the consent by the Supervisory Board, to redeem or resell the acquired own shares 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. The Supervisory Board is authorized to adopt any amendments to the articles of association resulting from the redemption of shares.

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 11b.

The Management Board and the Supervisory Board propose that the General Meeting adopts the following resolutions on item 10b of the agenda:

For a period of five years from the date of the resolution, the Management Board is authorized - with the simultaneous revocation of the relevant resolutions adopted by the Annual General Meeting on April 20, 2022 -, with the consent by the Supervisory Board, to determine, in accordance with Section 65 (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.