

Proposals for Resolutions

73rd Annual General Meeting of Lenzing Aktiengesellschaft Tuesday, 25 April 2017, 10:30 a.m.

I. Proposed resolution regarding agenda item 2:

Adopting a resolution on the use of the net profit shown in the 2016 annual financial statements

The Management Board and the Supervisory Board propose that the shareholders' meeting adopts the following

Resolution

„The balance sheet profit as shown in the company's annual financial statements as of December 31, 2016 in the amount of EUR 111,510,000 is to be distributed in accordance with the suggestion of the Management Board, as approved by the Supervisory Board, as follows:

- *A dividend of EUR 3.00 and a special dividend of EUR 1.20 is to be assigned to every share that is entitled to a share in profits. The total amount of the dividend therefore amounts to EUR 111,510,000.*
- *Payment date for these dividends is 02 May 2017.*

II. Proposed resolution regarding agenda item 3:

Adopting a resolution on discharge of the Members of the Management Board for the business year 2016

The Management Board and the Supervisory Board propose that the shareholders' meeting adopts the following

Resolution

„The persons who served on the Management Board of Lenzing Aktiengesellschaft in business year 2016 are discharged from liability with regard to their managing activities during the relevant period.“

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III. Proposed resolution regarding agenda item 4:

Adopting a resolution on discharge of the Members of the Supervisory Board for the business year 2016

The Management Board and the Supervisory Board propose that the shareholders' meeting adopts the following

Resolution

„The persons who served on the Supervisory Board of Lenzing Aktiengesellschaft in business year 2016 are discharged from liability with regard to their supervisory activities during the relevant period.“

IV. Proposed resolution regarding agenda item 5:

Adopting a resolution on the compensation of the members of the Supervisory Board for the business year 2016

The Management Board and the Supervisory Board propose that the shareholders' meeting in accordance with Article 13 of the company's Articles of Incorporation and section 98 Stock Corporation Act adopts the following

Resolutions

1. *“The following table provides details regarding the compensation of members of the Supervisory Board for business year 2016:*
 - a. *chairman of Supervisory Board: EUR 80,000.00*
 - b. *vice-chairman of Supervisory Board: EUR 45,000.00*
 - c. *each other member of the Supervisory Board: EUR 30,000.00*
 - d. *chairman of the Audit Committee, the Strategy Committee and Finance Expert, insofar as he is not chairman of the Audit Committee: EUR 40,000.00*
 - e. *chairman of Nomination and Remuneration Committee, as well as of the excellLenz Committee: EUR 25,000.00*
 - f. *each member of Audit Committee, the Strategy Committee: EUR 15,000.00*
 - g. *each member of the Nomination an Remuneration Committee, as well as of the excellLenz Committee: EUR 10,000.00*

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- 2. Each member of the Supervisory board receives attendance fee for each Supervisory Board meeting attended in business year 2016 in the amounting of EUR 1,500.00.*
- 3. Each committee member receives attendance fee for each committee meeting in business year 2016, unless the meeting is held on the same day as the Supervisory Board meeting, in the amounting of EUR 1,000.00.”*
- 4. The calculation and monthly factoring conforms to the term of membership of the advisory board respectively the committee. Similarly the monthly factoring change of the chairman of the Supervisory Board respectively of the committee, the vice-chairman and the Finance Expert.*

V. Proposed resolutions regarding agenda item 6:

Elections to the Supervisory Board

The Supervisory Board proposes that the shareholders' meeting adopts the following

Resolutions

- 1. “Hanno M. Bästlein, born on 19 April 1963, is elected as member of the Supervisory Board of Lenzing Aktiengesellschaft. His term of office runs from the end of this shareholders' meeting until the end of the shareholders' meeting that will decide on the discharge of the members of the Supervisory Board with regard to business year 2020.“*
- 2. "Dr. Felix Strohbichler, born 27. May 1974 is elected as member of the Supervisory Board of Lenzing Aktiengesellschaft. His term of office runs from the end of this shareholders' meeting until the end of the shareholders' meeting that will decide on the discharge of the members of the Supervisory Board with regard to business year 2020.“*

Reasoning

Pursuant to Article 8 para 2 of the company's Articles of Incorporation, at least two members of the Supervisory Board shall yearly retire from office upon completion of the company's ordinary shareholders' meeting. The Supervisory Board members to retire are determined as follows: firstly, those members of the Supervisory Board whose term expires shall retire. If this is not the case for at least two members of the Supervisory Board, then such members of the Supervisory Board shall retire whose term of office has been the longest. If this is the case for more than two members of the Supervisory Board, then the lot has to decide on it. The lot also has to decide in such cases if pursuant to the foregoing the members of the

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Supervisory Board to be retiring from office have not been determined yet. Retired members of the Supervisory Board can be reelected immediately.

1. Upon completion of the shareholders' meeting dated 25 April 2017, *Dr. Hanno M. Bästlein* retires in accordance with Article 8 para 2 of the company's Articles of Incorporation.
2. Upon completion of the shareholders' meeting dated 25 April 2017, *Dr. Felix Strohbichler* retires in accordance with Article 8 para 2 of the company's Articles of Incorporation.

In order to maintain the status of eight elected members of the Supervisory Board, two members must be elected to the Supervisory Board on the upcoming shareholders' meeting.

1. The Supervisory Board therefore nominates *Dr. Hanno M. Bästlein* for reelection to the Supervisory Board for a period that runs from the end of this shareholders' meeting until the end of the shareholders meeting that will decide on the discharge of the members of the Supervisory Board with regard to business year 2020.
2. The Supervisory Board therefore nominates *Dr. Felix Strohbichler* for reelection to the Supervisory Board for a period that runs from the end of this shareholders' meeting until the end of the shareholders meeting that will decide on the discharge of the members of the Supervisory Board with regard to business year 2020.

Each of the suggested candidates for the reelection has already presented statements within the meaning of section 87 para 2 Stock Corporation Act. Such statements are available on the company's website as well.

Pursuant to section 87 para 3 Stock Corporation Act, it is intended to resolve separately on each vacant mandate in the upcoming shareholders' meeting.

VI. Proposed resolution regarding agenda item 7:

Election of the auditor of the annual financial statements and consolidated financial statements for the business year 2017

According to the recommendation of its Audit Committee, the Supervisory Board proposes that the shareholders' meeting adopts the following

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Resolution

„KPMG Austria GmbH Wirtschaftsprüfungs- u. Steuerberatungsgesellschaft, is appointed to be Auditor for the annual financial statements and the consolidated financial statements relating to business year 2017.“

This document is published in German and in a non-binding English convenience translation.