

Declaration pursuant to Section 87 para 2 Austrian Stock Corporation Act

Dr. Franz Gasselsberger
12.04.1959
Überlenderstraße 23
4111 Walding

To the attention of the
Shareholders' Meeting of
Lenzing Aktiengesellschaft

Declaration pursuant to Section 87 para 2 Austrian Stock Corporation Act ("AktG")

On the occasion of my nomination for the election as member to the Supervisory Board of Lenzing AG by resolution of the Shareholders' Meeting to be held on April 20, 2016, I declare pursuant to Section 87 para 2 AktG as follows:

I am not aware about any circumstances which might give rise to concerns that I may be biased. With regard to point 53 Austrian Code of Corporate Governance and the guidelines for independence adopted by the Supervisory Board of the Company (see also Annex I.) I further declare that I do not have any business or personal relation to the Company or its Management Board which constitutes a material conflict of interests.

For the purpose of certification of my professional qualification I draw attention to my curriculum vitae also stating my professional and relevant similar functions at the time of election.

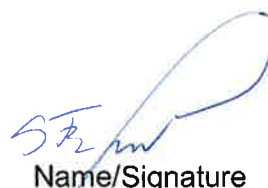
With regard to Section 86 AktG I confirm as follows:

1. I am not a member of the Supervisory or Administrative Board in ten other corporations (*Kapitalgesellschaften*) (whereby activities as Chairman count twice);
2. I am not the legal representative (member of the Management Board, managing director, liquidator) of any subsidiary of Lenzing AG;
3. I am not the legal representative (member of the Management Board, managing director, liquidator) of any other corporation which has a member of the Management Board of Lenzing AG on its Supervisory or Administrative Board (except for group companies or affiliated companies).

In case I am elected I will gladly accept such election.

Vienna, February 29, 2016

Lenzing 16.3.2016
Place, Date


Name/Signature

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Annex I.

Guidelines for Independence

A member of the supervisory board shall be deemed as independent if said member does not have any business or personal relations with the company or its management board that constitute a material conflict of interests and is therefore suited to influence the behaviour of the member.

The supervisory board shall also follow the guidelines below when defining the criteria for the assessment of the independence of a member of the supervisory board:

- The supervisory board member shall not have served as member of the management board or as a management-level staff of the company or one of its subsidiaries in the past five years.
- The supervisory board member shall not maintain or have maintained in the past year any business relations with the company or one of its subsidiaries to an extent of significance for the member of the supervisory board. This shall also apply to relationships with companies in which a member of the supervisory board has a considerable economic interest, but not for exercising functions in the bodies of the group. The approval of individual transactions by the supervisory board pursuant to L-Rule 48 does not automatically mean the person is qualified as not independent.
- The supervisory board member shall not have acted as auditor of the company or have owned a share in the auditing company or have worked there as an employee in the past three years.
- The supervisory board member shall not be a member of the management board of another company in which a member of the management board of the company is a supervisory board member.
- A supervisory board member may not remain on the supervisory board for more than 15 years. This shall not apply to supervisory board members who are shareholders with a direct investment in the company or who represent the interests of such a shareholder.
- The supervisory board member shall not be a closely related (direct offspring, spouses, life partners, parents, uncles, aunts, sisters, nieces, nephews) of a member of the management board or of persons who hold one of the aforementioned positions.