

## **Information on shareholders' rights with a view to the 72<sup>st</sup> Annual General Meeting on April 20, 2016**

Dear shareholders,

Below please find a short overview of the conditions of attendance and the most important shareholders' rights in connection with the 72<sup>st</sup> Annual General Meeting of Lenzing Aktiengesellschaft ("**Company**") on 20 April 2016, 10.30 a.m. (CEST) at Lenzing AG, building A14-5 th floor, Werkstraße 2, 4860 Lenzing.

### **Attendance at the Annual General Meeting, Record Date**

The right to attend the Annual General Meeting and to exercise the voting right and the remaining shareholders' rights which are exercised during the General Meeting is determined by the **shares held on Sunday, 10 April 2016, 12:00 p.m. CEST (Record Date)**. Shareholders wishing to attend the Annual General Meeting and to exercise their shareholders' rights must prove to the Company that they are shareholders at the Record Date.

Proof of shareholder status at the Record Date shall be furnished in the form of a **deposit certificate** pursuant to section 10a of the Stock Corporations Act which must be received at one of the addresses mentioned below **by April 15, 2016**.

Deposit certificates are issued by the depositary bank and sent directly to one of the addresses mentioned below. They shall be issued and mailed after the Record Date. Information concerning its contents is provided below. Please inform your bank in due time before the Record Date that you wish to attend the Annual General Meeting.

Deposit certificates shall be sent exclusively to one of the addresses mentioned below as follows:

By mail or courier service: OeKB CSD GmbH, attention Mrs. Tanja Kruder, HV Operation Center 1, Strauchgasse 1-3, 6<sup>th</sup> floor, 1010 Vienna;  
by fax: +43 (0)1-928 90 60 or  
by email: hv.anmeldung-1@oekb-csd.at  
by SWIFT BIC: OCSDATWWHVS

### **Deposit certificate pursuant to section 10a of the Stock Corporations Act**

The deposit certificate shall be issued by the depositary bank based in a member state of the European Economic Area or in a full member state of the OECD, and must contain the following information:

1. the issuer, stating the name (company name) and address or a code common in inter-bank communications;
2. the shareholder, stating the name (company name) and address, in case of natural persons additionally the date of birth, in case of legal persons the register and registration number under which the legal person is registered in the state of origin (if applicable);
3. deposit account number or other designation;

4. number and par value (if applicable) of shares held by the shareholder, in case of several classes of shares the class designation or internationally used security identification code;
5. the date or period to which the deposit certificate refers.

A deposit certificate proving shareholder status for the purpose of attending the General Meeting must refer to the above-mentioned Record Date i.e. 10 April 2016, 12:00 p.m. (CEST).

Deposit certificates will be accepted in German or English.

Shareholders will not be blocked by registration for the Annual General Meeting nor by submitting a deposit certificate. Consequently, they can continue disposing of their shares at their discretion even after registration and/or submitting a deposit certificate.

### **Appointment of a proxy holder pursuant to sections 113 et seq of the Stock Corporations Act**

Any shareholder entitled to attend the Annual General Meeting is entitled to appoint a natural or legal person as proxy holder. The proxy holder will attend the Annual General Meeting on behalf of the shareholder and will have the same rights as the shareholder represented.

The Company itself or a member of the Management Board or Supervisory Board may exercise voting rights as a proxy holder only insofar as the shareholder has explicitly provided detailed voting instructions regarding the individual items of the agenda. The proxy must be granted to a specific person. It is also possible to grant power of proxy to multiple persons.

Forms for granting power of proxy which may also be used to grant limited power of proxy are available on the Company website [www.lenzing.com](http://www.lenzing.com) under General Meeting 2016.

The proxy must be received no later than on 19 April 2016, 1:00 p.m. (CEST) exclusively by mail or courier (OeKB CSD GmbH, attention Mrs. Tanja Kruder, HV Operation Center 1, Strauchgasse 1-3, 6<sup>th</sup> floor, 1010 Vienna), by fax +43 (0)1-928 90 60), by email (hv.anmeldung-1@oekb-csd.at) or by SWIFT BIC (OCSDATWWHVS); the proxy must be attached in text form, e.g. as PDF-file, to the e-mail). The proxy will be kept by the Company.

On the day of the Annual General Meeting the proxy may only be submitted upon registration for the Annual General Meeting at the venue of the meeting.

The aforementioned provisions on granting power of proxy shall apply analogously to revocation of power of proxy. Any revocation shall be valid only when received at one of the aforementioned addresses respectively by the Company.

As a special service, shareholders who are not able or do not wish to attend the Annual General Meeting in person may have their voting rights in the Annual General Meeting exercised by Mr Michael Knap as representative of the Interessenverband für Anleger (IVA, Austrian Association of Investors), 1130 Vienna, Feldmühlgasse 22.

As independent proxy holder Mr Michael Knap will exercise the voting rights exclusively in accordance with and bound by voting instructions given by the respective shareholders regarding the individual items of the agenda. The company will bear the costs for the intervention of Mr Michael Knap as proxy holder. The respective shareholders will bear all remaining costs, particularly bank charges for obtaining the deposit certificate or postal charges, by themselves.

However, shareholders intending to grant power of proxy are not obliged to appoint Mr Michael Knap as their proxy holder. A special form for granting power or revocation of proxy to Mr Michael Knap (only available in German) may be downloaded at the Company website at [www.lenzing.com](http://www.lenzing.com) General Meeting 2016. The proxy granted to Mr Michael Knap must be received no later than on 19 April 2016, 1.00 p.m. (CEST) exclusively by mail or courier service (OeKB CSD GmbH, attention Mrs. Tanja Kruder, HV Operation Center 1, Strauchgasse 1-3, 6<sup>th</sup> floor, 1010 Vienna, Austria), by fax (+43 (0)1-928 90 60), by email (hv.anmeldung-1@oekb-csd.at) or by SWIFT BIC (OCSDATWWHVS); the proxy in text form, e.g. as PDF-file, must be attached to the e-mail). On the day of the Annual General Meeting the proxy may only be submitted upon registration for the Annual General Meeting at the venue of the meeting. The proxy will be kept by the Company.

Mr Michael Knap (or an authorized sub-agent) will exercise the voting rights exclusively on the basis of voting instructions given by the respective shareholder. Proxies without explicit voting instructions are invalid. If there is an individual voting on a certain agenda item, the respective voting instruction will also apply to each sub item. Please note that the representative cannot be authorized to make a statement, raise objections against shareholders' resolutions or questions or file motions in the General Meeting. Shareholders may contact Mr Michael Knap directly by tel: +43 (0) 664 213 8740, by fax: +43 (0) 1 8763343-39 or by e-mail: [michael.knap@iva.or.at](mailto:michael.knap@iva.or.at).

### **Putting additional items on the agenda section 109 of the Stock Corporations Act**

Shareholders whose aggregate shareholding equals 5 % or more of the nominal capital and who have held these shares for a minimum period of three months prior to the date of filing the motion may request that additional items be put on the agenda of this Annual General Meeting and published, provided that such motion shall be received in written form by the Company, attn. Mag. Waltraud Kaserer, by 30 March 2016, at one of the following addresses:

By mail or courier service: Lenzing AG, Werkstraße 2, 4860 Lenzing, attn. Mag. Waltraud Kaserer.

Each motion to put an additional item on the agenda must be accompanied by a proposal for a resolution and a statement of reasons. In case of deposited bearer shares sufficient proof of shareholder status is provided by submitting a deposit certificate pursuant to section 10a of the Stock Corporations Act certifying that the shareholders filing the motion have held the shares for at least three months prior to filing the motion. This certificate must not be older than seven days when submitted to the Company. In case of an additional item to be put on the agenda, the supplemented agenda of the General Meeting will be announced publicly, electronically on the company website [www.lenzing.com](http://www.lenzing.com) General Meeting 2016 no

later than **1 April 2016**, as well as in the same way as the original agenda (in the official gazette to the “Wiener Zeitung”) no later than **6 April 2016**.

### **Proposals for resolutions by shareholders pursuant to section 110 of the Stock Corporations Act**

Shareholders whose aggregate shareholding equals 1% or more of the nominal capital may submit proposed resolutions in text form concerning any item on the agenda accompanied by a statement of reasons, and request that these proposals plus statement of reasons be made available on the Company website along with any comments of the Management Board or Supervisory Board, provided that such request shall be received by the Company, attn. Mag. Waltraud Kaserer, in text form by 11 April 2016 exclusively at one of the following addresses:

By mail or courier service: Lenzing AG, Werkstraße 2, 4860 Lenzing,

by fax: +43 (0) 7672 – 918 2713 or

by email: [Hauptversammlung\\_2016@lenzing.com](mailto:Hauptversammlung_2016@lenzing.com), in which case the request shall be attached to the email in text form (e.g. in pdf format).

Such proposed resolutions will be made available on the company website [www.lenzing.com](http://www.lenzing.com) General Meeting 2016 no more than two days from receipt and no later than 13 April 2016.

In case of deposited bearer shares sufficient proof of shareholder status for the purpose of exercising this shareholders' right is provided by submitting a deposit certificate pursuant to section 10a of the Stock Corporations Act which must not be older than seven days when submitted to the Company.

Each proposal for a resolution must also be submitted in a German-language version (section 128 sub-section 5 of the Stock Corporations Act).

Attention should be paid, regarding the nomination of members to Supervisory Board: The nomination of a member to the Supervisory Board according to section 87 pt. 2 of the Stock Corporations Act outrules the proposal of a resolution with statement of reasons.

In advance of the election, the nominated person has to substantiate his/her professional qualification, his/her work related or compareable functions as well as all circumstances, which could cause any conflict of interests during the General Meeting.

### **Advice on the right to obtain information and to file motions pursuant to sections 118 et seq of the Stock Corporations Act**

Pursuant to section 118 of the Stock Corporations Act, shareholders shall be provided with information on the company's affairs upon request at the Annual General Meeting to the extent that such information is required for proper assessment of an item on the agenda. The Company may deny providing information to the extent that according to sound business judgment it might cause material damage to the Company or any affiliated company or if providing such information

would constitute a punishable offense. Providing information may also be denied if such information has been continuously available on the Company website in the form of question and answer for at least seven days prior to the beginning of the Annual General Meeting. We kindly ask you to send any questions requiring extensive preparation to answer to the Company in due time.

Pursuant to section 119 of the Stock Corporations Act, at the Annual General Meeting any shareholder is entitled to file motions which are not subject to prior publication concerning any item on the agenda. Exercising this right is subject to furnishing proof of the right to attend the General Meeting as set out in the convocation.

Only resolution proposals which were made public according to section 110 pt. 1 Stock Corporation Act, and which were repeated as a proposal during the meeting can be voted on.

### **Opening of doors and registration**

Doors for the Annual General Meeting will open on 20 April 2016, at 9:45 a.m. (CEST).

The shareholders and proxy holders are requested to show an identity document with a photograph (passport, ID card, driver's license) at the entrance to the Annual General Meeting. We kindly ask the shareholders and proxy holders to take into account the high number of participants to be expected and the usual safety precautions when planning the timing of their arrival.

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