

Declaration pursuant to section 87 sub-sections 2 and 2a Austrian Stock Corporations Act

Dr. Felix Fremerey
B&C Industrieholding GmbH
Universitätsring 14
1010 Wien

To the attention of the
General Meeting of
Lenzing Aktiengesellschaft

Declaration pursuant to section 87 sub-section 2 and sub-section 2a Austrian Stock Corporations Act ("AktG")

On the occasion of my nomination for the election as member to the Supervisory Board of Lenzing Aktiengesellschaft by resolution of the General Meeting to be held on 12 April 2018, I declare pursuant to section 87 sub-section 2 and sub-section 2a Stock Corporations Act as follows:

I am not aware of 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 Annex I.) I further declare that I do not have any business or personal relations to the Company or its Management Board which constitutes a material conflict of interests.

For the purpose of certification of my professional qualification I refer to my curriculum vitae, which also states my professional and relevant other functions at the time of election.

Furthermore, I declare that I have not been convicted by law for a criminal act that would compromise my professional reliability as a Supervisory Board member.

With regard to section 87 sub-section 2 and sub-section 2a Stock Corporations Act I confirm as follows:

1. I am not a member of the Supervisory Board or Administrative Board in ten other corporations (*Kapitalgesellschaften*) or eight corporations the shares of which are listed on a regulated market (whereby activities as Chairman count twice);¹
2. I am not the legal representative (member of the Management Board, managing director, liquidator) of any subsidiary of Lenzing Aktiengesellschaft;

¹ Up to ten positions as a member of the supervisory board, in which the member was elected or sent to preserve the interests of the state, a federal state, a union of municipalities, a municipality or of a undertaking being affiliated with the Company or having a commercial participation in the Company (section 189a pt 2 Austrian Commercial Code, "UGB"), do not count towards the maximum number of ten corporations.

**Declaration pursuant to section 87
sub-sections 2 and 2a Austrian
Stock Corporations Act**

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 Aktiengesellschaft on its Supervisory or Administrative Board (except for group companies or affiliated companies);
4. I am not a member of the Supervisory Board or the Administrative Board in eight other listed companies (whereby activities as Chairman count twice);
5. During the last two years, I have not been a member of the Management Board of Lenzing Aktiengesellschaft; and
6. I have not been finally convicted by a court of law of a criminal act which would question my professional reliability.

I will be glad to answer any questions before and/or at the General Annual Meeting on 12 April 2018.

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

Vienna, 14.-3-2018

Place, Date



Name/Signature