

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

Helmut Bernkopf
Am Hof 4
A-1010 Vienna

To the attention of the
General Meeting of
Lenzing Aktiengesellschaft

Declaration pursuant to section 87 sub-section 2 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 17 April 2019, I declare pursuant to section 87 sub-section 2 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 86 sub-section 2 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 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);

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 an 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-section 2 and 2a Austrian Stock Corporations Act

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); and

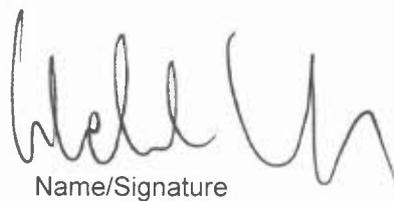
5. During the last two years, I have not been a member of the Management Board of Lenzing Aktiengesellschaft (except in cases, where I was elected following a proposal of shareholders holding more than 25% of the voting rights).

I will be glad to answer any questions before and/or at the General Annual Meeting on 17 April 2019.

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

Vienna, 25.3.2019

Place, Date



Name/Signature

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

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.

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

Dr. Christian Bruch
Klosterhofstraße 1
D-80331 München

To the attention of the
General Meeting of
Lenzing Aktiengesellschaft

Declaration pursuant to section 87 sub-section 2 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 17 April 2019, I declare pursuant to section 87 sub-section 2 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 86 sub-section 2 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 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);

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-section 2 and 2a Austrian Stock Corporations Act

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); and

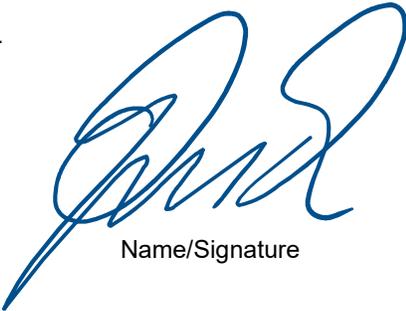
5. During the last two years, I have not been a member of the Management Board of Lenzing Aktiengesellschaft (except in cases, where I was elected following a proposal of shareholders holding more than 25% of the voting rights).

I will be glad to answer any questions before and/or at the General Annual Meeting on 17 April 2019.

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

Moscow, 26.3.2019

Place, Date



Name/Signature

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

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.

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

Dr. Stefan Fida
c/o Grohs Hofer Rechtsanwälte GmbH
Helferstorferstraße 4/12
1010 Wien

To the attention of the
General Meeting of
Lenzing Aktiengesellschaft

Declaration pursuant to section 87 sub-section 2 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 17 April 2019, I declare pursuant to section 87 sub-section 2 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 86 sub-section 2 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 AG;

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 an 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-section 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 AG 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); and

5. During the last two years, I have not been a member of the Management Board of Lenzing Aktiengesellschaft (except in cases, where I was elected following a proposal of shareholders holding more than 25% of the voting rights).

I will be glad to answer any questions before and/or at the General Annual Meeting on 17 April 2019.

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



Dr. Stefan Fida

Vienna, 26.03.2019

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

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.

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

Dr.-Ing., Dipl.-Wirtsch.-Ing. Felix Fremerey
Fleischmarkt 20-22/Top 85
1010 Vienna

To the attention of the
General Meeting of
Lenzing Aktiengesellschaft

Declaration pursuant to section 87 sub-section 2 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 17 April 2019, I declare pursuant to section 87 sub-section 2 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 86 sub-section 2 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 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);

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-section 2 and 2a Austrian Stock Corporations Act

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); and

5. During the last two years, I have not been a member of the Management Board of Lenzing Aktiengesellschaft (except in cases, where I was elected following a proposal of shareholders holding more than 25% of the voting rights).

I will be glad to answer any questions before and/or at the General Annual Meeting on 17 April 2019.

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

Vienna, March 26, 2019
Place, Date


Name/Signature

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

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.