

## Invitation to the Annual General Meeting

**Lenzing Aktiengesellschaft**  
with its registered office in Lenzing  
Commercial Register No. (“FN”) 96499 k  
ISIN: AT 0000644505  
 (“Company“)

**Invitation to the  
79th Annual General Meeting of  
Lenzing Aktiengesellschaft**  
to be held on **Wednesday, 19 April 2023 at 10:00 a.m. (CEST)**  
at the Kulturzentrum Lenzing, Johann-Böhm-Straße 1, 4860 Lenzing.

### **I. Agenda**

1. Presentation of the adopted annual financial statements including the management report and the corporate governance report, of the consolidated financial statements including the group management report, each as of 31 December 2022 and of the report of the Supervisory Board on the business year 2022
2. Adopting a resolution on the discharge of the Members of the Management Board for the business year 2022
3. Adopting a resolution on the discharge of the Members of the Supervisory Board for the business year 2022
4. Adopting a resolution on the compensation of Members of the Supervisory Board for the business year 2023 in advance
5. Elections to the Supervisory Board
6. Adopting a resolution on the remuneration report
7. Election of the auditor of the annual financial statements and consolidated financial statements for the business year 2023
8. Adopting a resolution on the creation of a new “authorized capital” while safeguarding the statutory subscription right, also within the meaning of the indirect subscription right pursuant to Section 153 para 6 of the Austrian Stock Corporation Act (AktG), but also with the authorization of the Management Board to exclude subscription rights of shareholders in whole or in part with the consent of the Supervisory Board, including the possibility of issuing new shares against contributions in kind, with the cancellation of the “authorizes capital” in accordance with the resolution of the General Meeting of 12 April 2018 on the 10<sup>th</sup> agenda item and resolution on the corresponding amendment to Section 4 of the Articles of Association
- 9a. Adopting a resolution on the authorization of the Management Board to issue convertible bonds with the approval by the Supervisory Board and on the authorization of the Management Board with the approval of the Supervisory Board to exclude shareholders’ subscription rights in full or in part, with the cancellation of the corresponding authorization of the Management Board with approval by the Supervisory Board to issue convertible bonds pursuant to the Annual General Meeting Resolution of 12 April 2018 on the 11a<sup>th</sup> agenda item
- 9b. Adopting a resolution on the conditional increase of the Company’s share capital in accordance with Section 159 para 2 no. 1 Austrian Stock Corporation Act (AktG) for the issue to creditors of

## Invitation to the Annual General Meeting

financial instruments (convertible bonds), with cancellation of the “conditional capital” in accordance with the Annual General Meeting resolution of 12 April 2018 on the 11b<sup>th</sup> agenda item and corresponding amendment to Section 4 of the Articles of Association

### II. Documents for the Annual General Meeting; Information made available on the website

In particular, the following documents and records pursuant to Section 108 para 3 and 4 of the Austrian Stock Corporations Act (AktG) will be available for inspection no later than on **29 March 2023** on the Company website **www.lenzing.com**:

- Annual financial report 2022, including:
  - Annual financial statements including the management report,
  - Consolidated financial statements including the group management report,
- Corporate governance report 2022,
- Separate non-financial report 2022,
- Report of the Supervisory Board,
- Proposed resolutions on items 2. – 9b. of the agenda,
- Remuneration report on item 6. of the agenda,
- Statements by candidates for the election to the Supervisory Board pursuant to Section 87 para 2 of the Stock Corporations Act
- Curriculum vitae of the candidates up for election to the Supervisory Board,
- Report of the Management Board on the exclusion of subscription rights in the “authorized capital” pursuant to section 170 para 2 in conjunction with section 153 para 4 sentence 2 Stock Corporation Act – item 8 of the agenda
- Report of the Management Board on the exclusion of subscription rights in connection with convertible bonds pursuant to section 174 para 4 in conjunction with section 153 para 4 Stock Corporation Act – item 9 of the agenda
- Form for the grant of a proxy,
- Form for the revocation of a proxy,
- Invitation to the Annual General Meeting.

### III. Information on shareholders’ rights pursuant to Sections 109, 110 and 118 of the Stock Corporations Act

#### 1. Addendum to the agenda by shareholders in accordance with Section 109 of the Stock Corporations Act

Shareholders whose shareholding individually or aggregate equal five percent or more of the nominal capital and who have been holders of these shares for at least three months may request in text form that **additional items be put on the agenda** of the General Meeting and published. Any such request by shareholders must be received in text form due to Section 13 para 2 of the Stock Corporations Act by mail or courier no later than on **29 March 2023** (12:00 a.m, CEST) by the Company at the address **4860 Lenzing, Werkstraße 2, Attn.: Sébastien Knus**, or by E-mail with qualified electronic signature to the E-Mail address [Hauptversammlung2023@lenzing.com](mailto:Hauptversammlung2023@lenzing.com). If text form within the meaning of Section 13 para 2 of the Stock

## Invitation to the Annual General Meeting

Corporations Act is prescribed for statements, statement must be made in a document or in another manner suitable for permanent reproduction in writing, the person making the statement must be named and the conclusion of the statement must be made recognizable by reproduction of the signature or otherwise.

Each motion for an item to be put on the agenda must be accompanied by a proposal for a resolution with a statement of reasons. The agenda item and the proposed resolution, but not its justification, must in any case also be written in German. Proof of shareholder capacity shall be furnished by submitting a deposit certificate in accordance with Section 10a of the Austrian Stock Corporations Act confirming that the applicant shareholder has been the holder of the shares for at least three months prior to the application and that the deposit certificate must not be older than seven days at the time it is submitted to the Company. Several deposit certificates for shares, which only together convey the shareholding of 5%, must refer to the same time (day, time).

With regard to the other requirements for the deposit certificate, see the information on the right to participate (Item IV of this Invitation).

In the event that an additional agenda item is then requested, the additional agenda will be published electronically on the Company's website at [www.lenzing.com](http://www.lenzing.com) under the menu item "General Meeting - 2023" no later than 31 March 2023, and no later than 5 April 2023, in the same manner as the original agenda (in particular in the official gazette of the Wiener Zeitung).

### **2. Proposals for resolutions by shareholders on the agenda in accordance with Section 110 of the Stock Corporations Act**

Shareholders whose shareholding individually or aggregate equal one percent or more of the nominal capital may **submit proposed resolutions** in text form within the meaning of Section 13 para 2 of the Stock Corporations Act concerning any item on the agenda, and request that these be made available on the Company website registered with the commercial register, together with the names of the respective shareholders, a statement of reasons to be submitted together with the proposal, and any comments of the Management Board or Supervisory Board. Requests of this kind will only be considered when received by the Company no later than on **7 April 2023** (12:00 a.m., CEST) by Telefax **+43 (7672) 918 3599** or by mail at the address **4860 Lenzing, Werkstraße 2, Attn. Sébastien Knus** or by E-mail to **Hauptversammlung2023@lenzing.com**, whereby the request must be attached to the e-mail in text form within the meaning of Section 13 para 2 of the Stock Corporations Act, for example as a PDF. If text form within the meaning of Section 13 para 2 of the Stock Corporations Act is prescribed for statements, statement must be made in a document or in another manner suitable for permanent reproduction in writing, the person making the statement must be named and the conclusion of the statement must be made recognizable by reproduction of the signature or otherwise. The proposed resolution, but not its justification, must in any case also be written in German.

In case of a **proposal for the election of a Supervisory Board member** the statement of the proposed person pursuant to Section 87 para 2 of the Stock Corporations Act replaces the statement of reasons.

For the purpose of providing proof of shareholder status it is sufficient if holders of deposited bearer shares submit a deposit certificate pursuant to Section 10a of the Stock Corporations Act. The deposit certificate used to prove current shareholder status must not be older than seven days when submitted to the Company. Several deposit certificates for shares, which only together convey the shareholding of 1%, must refer to the same time (day, time).

## Invitation to the Annual General Meeting

With regard to the other requirements for the deposit certificate, see the information on the right to participate (Item IV of this Invitation).

### **3. Statements in accordance with Section 110 para 2 sentence 2 in connection with Section 86 para 7 and 9 of Stock Corporations Act**

These statements are omitted as Lenzing Aktiengesellschaft is not subject to the scope of application of Section 86 para 7 of the Stock Corporations Act and does not have to take into account the shareholding requirement pursuant to Section 86 para 7 of the Stock Corporations Act.

### **4. Shareholders' information rights in accordance with Section 118 of Stock Corporations Act**

Any shareholder shall be provided with information on the Company's affairs upon request at the General Meeting to the extent that such information is required for proper assessment of an item on the agenda. This obligation to provide information shall also extend to the legal and business relationships of the Company with affiliated companies, the state of affairs of the group, and the companies included in the consolidated financial statements.

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.

The requirement for exercising the shareholders' right to information is the proof of right to attend (item IV. of the invitation).

For the purpose of providing proof of shareholder status in order to exercise the above mentioned shareholders' rights it is sufficient if holders of deposited bearer shares submit a deposit certificate (*Depotbestätigung*) within the meaning of section 10a Stock Corporations Act. A deposit certificate used to prove current shareholder status must not be older than seven days when submitted to the Company.

Further information on shareholders' rights, in particular under sections 109, 110 and 118 of the Stock Corporations Act, is also available on the company website [www.lenzing.com](http://www.lenzing.com) under the menu items "Investors" and "General Meeting".

### **5. Possibility to to appoint a proxy holder pursuant to sections 113 et seq Stock Corporations Act (section 106 no. 8 of the Stock Corporations Act)**

Any shareholder entitled to attend the General Meeting shall be entitled to appoint a natural or legal person as proxy holder. The proxy holder may attend the 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. A proxy in text form shall be sufficient in any case. If a shareholder has granted power of proxy to the depositary bank (section 10a of the Stock Corporations Act) it

## Invitation to the Annual General Meeting

shall be sufficient if in addition to submitting the deposit certificate the bank makes a statement that it has been granted power of proxy. 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 the menu items “Investors” and “General Meeting”.

The proxy must be received no later than on **18 April 2023, 1.00 p.m. (CEST)** exclusively to the following addresses:

- (i) E-mail address [Hauptversammlung2023@lenzing.com](mailto:Hauptversammlung2023@lenzing.com);
- (ii) by SWIFT BIC COMRGB2L (Message Type MT598 or MT599, stating ISIN AT 0000644505 in the text),

whereby the proxy must be attached to the E-mail in text form, e.g. as PDF-file, and will be kept by the Company.

On the day of the General Meeting the proxy may only be submitted upon registration for the General Meeting at the venue of the meeting. The aforementioned provisions on granting power of proxy apply analogously to the 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, free of charge service, shareholders who are not able or do not wish to attend the General Meeting in person may have their voting rights in the 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. Proxies without explicit voting instructions are invalid. 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 of proxy or revocation of proxy to Mr Michael Knap (only available in German) may be downloaded at the Company website [www.lenzing.com](http://www.lenzing.com) under the menu items “Investors” and “General Meeting”. The proxy granted to Mr Michael Knap must be received no later than on **18 April 2023, 1.00 p.m. (CEST)** exclusively through one of the following addresses:

- (i) E-mail address [Hauptversammlung2023@lenzing.com](mailto:Hauptversammlung2023@lenzing.com)
- (ii) per SWIFT BIC COMRGB2L (Message Type MT598 or MT599, stating ISIN AT 0000644505 in the text),

whereby the proxy must be attached to the E-mail in text form, e.g. as PDF-file, and will be kept by the Company.

Further information on the granting of proxy to Mr Michael Knap is also available on the Company website [www.lenzing.com](http://www.lenzing.com) under the menu items “Investors” and “General Meeting”. Shareholders may also contact Mr Michael Knap directly by tel: +43 1 876 33 43-30, by fax: +43 (0) 1 876 33 43 39 or by E-mail: [michael.knap@iva.or.at](mailto:michael.knap@iva.or.at).

#### IV. Record date and conditions of attendance of the General Meeting

Pursuant to section 111 para 1 of the Stock Corporations Act, the right to attend the General Meeting and to exercise the shareholders’ rights that are exercised during the General Meeting is determined by the shares held

## Invitation to the Annual General Meeting

at the end of the tenth day before the date of the General Meeting (Record Date), therefore by the shares held on **9 April 2023, 12:00 a.m. (CEST)**.

Participation in the General Meeting is limited to persons who are shareholders on the Record Date and supply proof thereof to the Company.

In case of deposited bearer shares proof of shareholding at the Record Date is provided by submitting a 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. The deposit certificate must contain at least the information required according to section 10a para 2 of the Stock Corporations Act. Deposit certificates will be accepted in German and English.

Proof of shareholder status at the Record Date in the form of a deposit certificate must be received no later than on the third working day before the General Meeting, i.e. by **14 April 2023** exclusively through one of the following addresses:

- (i) for submission of the deposit certificate in text form, for which the Articles of Association pursuant to Sec 15 para. 3 are sufficient
- Per E-Mail                      **Hauptversammlung2023@lenzing.com**  
(deposit certificates in PDF format please)
- (ii) for submission of the deposit certificate in text form
- Per SWIFT                      BIC COMRGB2L  
(Message Type MT598 or MT599  
stating ISIN AT0000644505 in the text)

Further information on the conditions of participation in the General Meeting is also available on the Company website at [www.lenzing.com](http://www.lenzing.com) under the menu items “Investors” and “General Meeting”.

### V. Information to shareholders regarding data processing

#### 1. Which personal data of shareholders is processed and for what purposes?

Lenzing Aktiengesellschaft processes **personal data** of shareholders (in particular those pursuant to Section 10a para 2 Stock Corporations Act, i.e. name, address, date of birth, number of the securities deposit, number of shares of the shareholder, type of share if applicable, number of the voting card and, if applicable, name and date of birth of the independent proxy) on the basis of the applicable data protection regulations, in particular the **European General Data Protection Regulation** (“GDPR”) and the Austrian **Data Protection Act** (“DSG”), in order to enable shareholders to exercise their rights at the General Meeting.

In this connection the shareholders’ personal data is processed for the following purposes:

- Organization and holding of General Meetings, including verification of the right to attend/power of proxy and determination of the voting ratio
- Participation of shareholders in the General Meeting and exercise of shareholder rights

## Invitation to the Annual General Meeting

- Preparation of registration, power of proxy and attendance lists
- Preparation of the minutes of the General Meeting
- Fulfillment of compliance obligations, including recording, disclosure and reporting obligations.

The processing of the shareholders' personal data is mandatory for the participation of shareholders and their representatives in the General Meeting in accordance with the Stock Corporations Act. The legal basis for the processing therefore is **Art 6 sub-section 1 lit c GDPR** (compliance with a legal obligation). For the processing Lenzing Aktiengesellschaft is controller as defined in Art 4 no. 7 GDPR.

### 2. To whom is the shareholders' personal data transferred?

Lenzing Aktiengesellschaft uses external **service providers**, such as notaries, lawyers, banks and IT service providers, for the purpose of organizing the General Meeting. These service providers receive only such personal data from Lenzing Aktiengesellschaft as is necessary for the performance of the commissioned service, and, where they are processors as defined in Art 4 no. 8 GDPR, process the data solely on instructions of Lenzing Aktiengesellschaft. Where legally required, Lenzing Aktiengesellschaft has concluded a **data protection agreement** with these service providers.

If a shareholder participates in the General Meeting, the members of the Management Board and Supervisory Board, the notary and any other person with a legal right to attend may view the **list of participants** stipulated by statute (Section 117 Stock Corporations Act) and thereby also have access to the personal data contained therein (inter alia name, place of residence, shareholding relationship). Lenzing Aktiengesellschaft also has the statutory obligation to submit the shareholders' personal data (in particular the list of participants) to the **commercial register at the competent commercial register court** (Section 120 Stock Corporations Act) as part of the notarial protocol.

In addition, the shareholders' personal data may also be transferred to the competent authorities or bodies if necessary.

### 3. How long is the shareholders' personal data stored?

Shareholders' data will be anonymized or deleted as soon as it is no longer necessary for the purposes for which it was collected or processed, and no other legal obligations require further storage. **Obligations to provide evidence and to retain records** arise in particular from corporate, stock corporation and takeover law, from tax and duties law as well as from anti money laundering regulations. If legal claims are made by shareholders against Lenzing Aktiengesellschaft or vice versa by Lenzing Aktiengesellschaft against shareholders, the storage of personal data serves to **clarify and enforce claims** in individual cases. In connection with proceedings before civil courts, this can lead to storage of data for the duration of the statute of limitations plus the duration of the court proceedings up to its legally binding conclusion.

### 4. What rights do shareholders have with regard to their personal data?

Every shareholder has a **right to access, rectification, restriction, objection and deletion** at any time with regard to the processing of personal data as well as a right to **data portability** in accordance with



## Invitation to the Annual General Meeting

Chapter III GDPR. Shareholders can assert these rights against Lenzing Aktiengesellschaft free of charge by contacting the E-mail address [privacy@lenzing.com](mailto:privacy@lenzing.com) or by using the following **contact details**:

Lenzing Aktiengesellschaft  
AT-4860 Lenzing, Werkstraße 2  
Fax: +43 (0) 7672 918-4005

In addition, shareholders have the **right to lodge a complaint** with the **data protection supervisory authority** pursuant to Art 77 GDPR.

### 5. Further information

Further information on data protection can be found in the data protection declaration on the website of Lenzing Aktiengesellschaft [www.lenzing.com](http://www.lenzing.com).

### VI. Total number of shares and voting rights at the date of convocation

At the date of convocation of the General Meeting, the nominal capital of the Company amounts to EUR 27,574,071.43 and is divided into 26,550,000 no-par value bearer shares. Each no-par value share grants one vote at the General Meeting.

The Company does not hold any treasury shares at the time of convening the virtual General Meeting.

There are no multiple classes of shares.

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

Lenzing, March 2023

The Management Board