Lenzing

Innovative by nature

Proposals for Resolutions

Extraordinary General Meeting of Lenzing Aktiengesellschaft
Tuesday, 25 August 2026, 10:00 a.m.

<u>I. Proposed resolution regarding agenda item 1:</u>

Election to the Supervisory Board

The Nomination Committee of the Supervisory Board proposes that the General Meeting adopts the following

<u>Resolution</u>

"1. Martin Seiter, MBA, born 27 April 1985, is elected as member of the Supervisory Board of Lenzing Aktiengesellschaft. His term of office runs from the end of this General Meeting until the end of the General Meeting that will decide on the discharge of the members of the Supervisory Board with regard to the business year 2028."

Reasoning

Upon completion of the General Meeting dated 25 August 2026, Dr. Franz Gasselsberger, MBA resigned at his own request.

Pursuant to Section 9 para 1 of the Articles of Association of Lenzing Aktiengesellschaft, the Supervisory Board must consist of at least three and no more than ten members elected by the General Meeting and the members delegated in accordance with Section 110 para 1 ArbVG.

The Supervisory Board has so far comprised ten members elected by the General Meeting since its last election by the General Meeting dated 23 April 2026 (in addition, there are the members delegated according to ArbVG).

The Nomination Committee of the Supervisory Board proposes to elect one member, so that after the election at the General Meeting on 25 August 2026, the Supervisory Board will remain comprised of ten members elected by the General Meeting.

Lenzing Aktiengesellschaft is not subject to the scope of application of Section 86 para 7 of the Austrian Stock Corporation Act.

The following nomination by the Nomination Committee was made on the basis of the requirements of Section 87 para 2a of the Austrian Stock Corporation Act, the Corporate Governance Code and on the basis of a recommendation by the Nomination Committee.

The Nomination Committee nominates,

1. Martin Seiter, MBA for election to the Supervisory Board for a period that runs from the end of the upcoming General Meeting until the end of the General Meeting that will decide on the discharge of the members of the Supervisory Board with regard to business year 2028.

The suggested candidate for the election has already presented a statement within the meaning of Section 87 para 2 Austrian Stock Corporation Act. Such statement is available on the company's website as well and in particular declares that

1. any circumstances in connection with Section 87 para 2 of the Austrian Stock Corporation Act have been disclosed and, according to the assessment of the nominee, there are no circumstances that could give rise to concerns about its impartiality,
1. the suggested candidate has not been convicted of any criminal offence by a court of law, in particular of any offence that would undermine his professional reliability in accordance with Section 87 para 2a sentence 3 of the Austrian Stock Corporation Act, and
2. there are no appointment restrictions within the meaning of Section 86 para 2 and para 4 of the Austrian Stock Corporation Act.

The Nomination Committee of the Supervisory Board prepared this proposal and, pursuant to Section 87 para 2a of the Austrian Stock Corporation Act, made sure that the professional and personal qualifications of the members and the balanced composition of the Supervisory Board were taken into account and aspects of the diversity of the Supervisory Board with regard to the representation of both genders and the age structure as well as the internationality of the members are adequately considered.

The General Meeting is required to vote in accordance with the nominations. Proposals for the election of Supervisory Board members including the statements pursuant to Section 87 para 2 of the Austrian Stock Corporation Act for each suggested candidate must be made available on the Company's website no later than 18 August 2026, otherwise the candidate is not allowed to be included in the vote. This also applies to proposals for election by shareholders in accordance with Section 110 of the Austrian Stock Corporation Act, which must be received by the Company in text form no later than 14 August 2026.

II. Proposed resolution regarding agenda item 2:

Adopting a resolution on the increase in share capital, preserving statutory subscription rights, including indirect subscription rights pursuant to Section 153 para 6 of the Austrian Stock Corporation Act (AktG), and resolution on the authorization of the Supervisory Board to implement the corresponding amendments to the Articles of Association

The Management Board and the Supervisory Board propose that the General Meeting adopt the following

Resolutions:

"1. The Company's share capital of EUR 40,107,738.37, divided into 38,618,180 no-par value bearer shares, shall be increased, if necessary, in several tranches, against cash contributions, by up to EUR 300,000,000 by issuing up to 288,739,172 of new no-par value bearer shares with dividend entitlement as of 01.01.2026.

2. With the consent of the Supervisory Board, the Management Board is authorized to determine the issue price and the other terms and conditions of issue, whereby the issue price must be at least EUR 1.039 per share in accordance with the statutory requirements. The capital increase is to be carried out by 25 February 2027, at the latest.

3. The statutory subscription rights may be granted to the shareholders in such a way that the capital increase is taken over by a credit institution or a consortium of credit institutions with the obligation to offer it to the shareholders in accordance with their subscription rights (indirect subscription rights).

4. The Supervisory Board shall be authorised to adopt amendments to the Articles of Association resulting from the issue of shares as a result of the ordinary capital increase.”

Reasoning

On 27 July 2026, Lenzing Aktiengesellschaft announced the strategic transformation "Grow NW. Reset Textile" and measures to strengthen the financial structure. The strategy aims to improve competitiveness, profitability and return on investment and to position Lenzing for long-term growth in higher-value markets. The transformation includes targeted optimization of the production footprint, a comprehensive performance program and disciplined capital allocation to support sustainable margin expansion and a structurally stronger financial profile.

Lenzing Aktiengesellschaft intends to strengthen its financial structure by means of discounted rights issue in the amount of approximately EUR 300 million (the “**Target Proceeds**”).

The strengthening of the equity base improves the balance sheet structure of Lenzing Aktiengesellschaft, increases its financial stability and creates additional room for manoeuvre in order to be able to take advantage of market opportunities in a timely manner without placing an excessive debt burden on the company. At the same time, a solid equity base supports the company's negotiating position vis-à-vis debt investors and helps to secure the competitiveness and rating of Lenzing Aktiengesellschaft on the capital market in the long term.

The Management Board of Lenzing Aktiengesellschaft has decided to carry out the capital increase while respecting the statutory subscription rights. This will ensure that all existing shareholders will have the opportunity to participate in the capital increase in accordance with their previous shareholding, thus counteracting a dilution of their stake and voting rights. This approach complies with the principle of equal treatment of all shareholders within the meaning of Section 47a of the Austrian Stock Corporation Act (AktG) and takes into account the legitimate interest of existing shareholders in maintaining their shareholdings.

The resolution proposal to the extraordinary general meeting provides for an "up to capital increase" to the extent that would ensure the achievement of the Target Proceeds even if the subscription and offer price were to correspond to the (minimum) issue price of EUR 1.039 per new share. However, it can be assumed that the subscription and offer price, which, in accordance with the present proposed resolution, will be determined by the Management Board of the Company with the consent of the Supervisory Board immediately before the start of the subscription period, taking into account the then prevailing market conditions and the Company's financing interest in achieving the Target Proceeds (therefore also at a considerable discount to the stock exchange price), will actually be significantly higher than the amount of EUR 1.039. Accordingly, it is to be expected that the number of new shares to be issued will be significantly lower than the up to 288,739,172 possible shares, because the Target Proceeds can also be achieved by issuing a smaller number of new shares at a corresponding subscription and offer price. The extent of the capital increase in question is calculated by dividing the Target Proceeds by the subscription and offer price, which has yet to be determined.

The Management Board of Lenzing Aktiengesellschaft is convinced that the proposed capital increase is in the best interests of the Company and all shareholders, as it provides the Company with the necessary financial resources to implement its strategic goals without excluding the statutory subscription rights of existing shareholders.

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