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Munich, April 25, 2016

**General meeting of SKW Stahl-Metallurgie Holding AG on May 10, 2016 –
Countermotion to Agenda Item 7 according to Section 126 AktG (German Stock
Corporations Act) and proposal for the election of three Supervisory Board mem-
bers, and countermotion to Item 8 of the agenda according to Sections 127, 126
AktG**

Dear sir or madam,

As MCGM GmbH, represented by Dr. Olaf Marx, we hereby announce the following mo-
tions on Items 7 and 8 of the agenda of the general meeting of SKW Stahl-Metallurgie
Holding AG to be held on May 10, 2016:

**On Agenda Item 7: Resolution on reducing the size of the Supervisory Board to five
members; corresponding amendment of the Articles of Incorporation**

**The Management's proposal to amend Article 7 para. 1 of the Articles of Incorpora-
tion is rejected.**

Justification

Because SKW is in the critical stage of the restructuring process, the Supervisory Board
should consist of six members as before, so that it can exercise its supervisory function
with the greatest possible certainty and expertise and in order to avoid wrong decisions.
The size of the Supervisory Board should be reduced only after the restructuring has
been successfully completed.

Geschäftsführer:
Dr. Olaf Marx
Amtsgericht München
HRB 146007

Deutsche Bank AG
Kto. 716 665 500
BLZ 700 700 24
USt.-IdNr. DE 813584887

On Agenda Item 8: Supervisory Board elections

We propose to elect the following persons to the company's Supervisory Board for a term of office lasting until the close of the general meeting that will vote on the ratification of Supervisory Board members' actions in fiscal year 2018:

- a) Dr. Olaf Marx, managing partner of MCGM GmbH, Munich, Germany
- b) Dr. Peter Ramsauer, member of the German Bundestag (federal parliament), Traunwalchen, Germany
- c) Mr. Volker Stegmann, Chairman of the Supervisory Board of Concordia Versicherungs-Gesellschaft, Baldham, Germany

If he is elected, Dr. Olaf Marx intends to seek the position of Supervisory Board Chairman.

Dr. Olaf Marx has been a managing partner of MCGM GmbH responsible for management consulting and investment advisory since 2003. In this role, Dr. Marx has advised prestigious companies and medium-sized market leaders in turnaround situations and in matters of performance improvement. Together with MCGM, he also holds equity stakes in companies with high appreciation potential. Before founding MCGM, he worked for Roland Berger Strategy Consultants as a project manager.

At the time when the general meeting was called, Dr. Olaf Marx did not hold other mandates on German supervisory boards or comparable German and foreign supervisory bodies.

Dr. Peter Ramsauer has been the Chairman of the Economics and Energy Committee of the German Bundestag since 2014. He has been a member of the German Bundestag as a directly elected representative of the parliamentary district Traunstein/Berchtesgadener since 1990. He was Federal Minister for Transport, Building and Urban Development from 2009 to 2013. Since 2014, Dr. Ramsauer has also been President of the Ghorfa Arab-German Chamber of Commerce as a representative of all Arab Chambers of Industry and Commerce in the Federal Republic of Germany. This association seeks to promote business dealings between Germany and the Arab countries and is the first contact for many companies in matters of Arab-German business dealings. Until the IPO in 2006, he was already a member of the Advisory Board of SKW Stahl-Metallurgie Holding GmbH (predecessor to today's SKW Stahl-Metallurgie Holding AG).

At the time when the general meeting was called, Dr. Peter Ramsauer held mandates on the following German supervisory boards or comparable German and foreign supervisory bodies:

- Münchner Hypothekenbank eG, Munich, member of the Supervisory Board
- Aebi Schmidt Holding AG, Frauenfeld, Switzerland, member of the Board of Directors
- Gothaer Versicherungsbank VVaG, Cologne, member of the Advisory Board of Entrepreneurs

Volker Stegmann has been a member of the Supervisory Board since 2004 and Chairman of the Supervisory Board of Concordia Versicherungs-Gesellschaft auf Gegenseitigkeit since 2007, Hanover. In 2001, he founded febs AG, which has operated under the name of APRIL Financial Services AG since 2007. He was Management Board Chairman until 2011. After the complete sale of this company to the APRIL Group, Mr. Stegmann moved to the Supervisory Board and served as Supervisory Board Chairman until 2013. Before that, he worked for Allianz Leben in Stuttgart for 12 years, as CEO of Winterthur Leben Deutschland for 9 years, and then as Head of Personal Insurance at Winterthur International for 6 years.

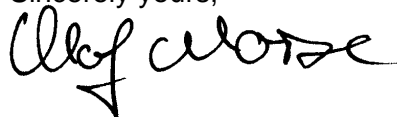
At the time when the general meeting was called, Mr. Stegmann was also Supervisory Board Chairman of

- Concordia oeco Lebensversicherungs-AG, Hanover
- Concordia Krankenversicherungs-AG, Hanover
- Concordia Rechtsschutz-Versicherungs-AG, Hanover

The mandates on the supervisory boards of the last-named companies are intragroup mandates in the same corporate group.

Together, the three proposed candidates stand for the urgently needed new beginning for SKW's Supervisory Board. Based on their experience, character, and many years of activity as managing directors, Management Board members and consultants, they are perfectly suited to make a crucial contribution to the successful work of the Supervisory Board and the future viability of SKW.

Sincerely yours,



Dr. Olaf Marx

COURTESY TRANSLATION