



**Motions Proposed and Resolutions Passed by the Common Shareholder of Miba Aktiengesellschaft to the 23rd Annual General Meeting of Shareholders of Miba AG on June 19, 2009**

**MOTION 1**

**"Adoption of a resolution concerning appropriation of net profit for 2008-2009"**

It is hereby moved that the Management Board's proposal approved by the Supervisory Board be adopted and that a preference dividend of **3.00 euros** per share be paid to preferred shareholders from the net retained profit totaling **4,308,030.35 euros**. It is also moved that the Management Board's proposal to distribute a dividend of **3.00 euros** per share to common shareholders and to carry the remaining amount over to the next year be approved.

The motion was passed with 100% of the common shareholder's vote and thus with the required majority.

**MOTION 2**

**"Resolution concerning discharge of Supervisory Board and Management Board members for fiscal year 2008-09"**

It is hereby moved that the members of the Management Board and the members of the Supervisory Board be granted discharge for fiscal year 2008-09.

The motion was passed with 100% of the common shareholder's vote and thus with the required majority.

**MOTION 3**

**"Compensation of the members of the Supervisory Board"**

It is moved that the Supervisory Board of Miba AG be granted compensation totaling **75,000 euros** for fiscal year 2008-09 and that distribution of this compensation be handled by the Supervisory Board itself.

The motion was passed with 100% of the common shareholder's vote and thus with the required majority.

**MOTION 4**

**"Selection of auditors for fiscal year 2008-09"**

It is moved that KPMG Austria GmbH Wirtschaftsprüfungs- und Steuerberatungsgesellschaft, Kudlichstrasse 41-43, 4020 Linz, be selected.

The motion was passed with 100% of the common shareholder's vote and thus with the required majority.

#### **MOTION 5**

##### **"Elections to the Supervisory Board"**

It is moved that Dr. Wolfgang Berndt be re-elected to the Supervisory Board for a term of five years.

The motion was passed with 100% of the common shareholder's vote and thus with the required majority.

#### **MOTION 6**

##### **"Acquisition of the company's own shares under § 65 Paragraph 1 Section 8 of the Austrian Stock Corporation Act [AktG]"**

It is moved that the General Meeting authorize the company, with the approval of the Supervisory Board, to acquire its own shares until December 31, 2011, provided that the total amount does not exceed 10 percent of the company's nominal capital and the shares are not earmarked for a specific purpose, except that trading in own shares shall be excluded as the purpose of the acquisition (buyback). This buyback of shares may be concluded at any price between 50.00 euros and 200.00 euros per share. It is also moved that the General Meeting authorize that the shares acquired under this resolution be disposed of for the purpose of issuing shares in return for the acquisition of companies, operations, divisions or participations in one or more companies based in Austria or any foreign country by methods other than through the stock exchange or a public offering (§ 65 Paragraph 1 Section 8 of the Austrian Stock Corporation Act).

The motion was passed with 100% of the common shareholder's vote and thus with the required majority.