



Motions Proposed and Resolutions Passed by the Common Shareholder of Miba Aktiengesellschaft to the 25th Annual General Meeting of Shareholders of Miba AG on July 1, 2011

MOTION 1

" Resolution concerning the allocation of net profit for 2010-2011"

It is moved that the Management Board's proposal approved by the Supervisory Board be adopted and that a preference dividend of EUR 7.00 per share be paid to preferred shareholders from the net retained profit in the amount of EUR 24,787,535.55. It is further moved that the Management Board's proposal to distribute a dividend of EUR 7.00 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 the discharge of Management Board and Supervisory Board members for the 2010-2011 business year"

It is moved that the members of the Management Board and the members of the Supervisory Board be granted discharge for the 2010-2011 business year.

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

MOTION 3

"Resolution concerning the level of compensation for members of the Supervisory Board"

It is moved that the Supervisory Board of Miba be granted compensation totaling EUR 75,000 for the 2010-2011 business year 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

"Appointment to the Supervisory Board"

It is moved that Dr. Robert Büchelhofer be re-elected to the Supervisory Board of Miba AG for a period of office until the General Meeting which deals with the granting of discharge for the fiscal year 2012-2013.

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

MOTION 5

"Selection of auditor for the 2011-2012 business year"

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

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

MOTION 6

"Resolution on authorization of the Management Board

- a. To buy back own shares for a period of thirty months from July 2, 2011 as per section 65 para. 1 sub-para. 8 AktG (Austrian Stock Corporation Act) subject to the provisions of the Stock Corporation Act and the Stock Exchange Act"**

It is moved that the General Meeting authorizes the company in accordance with section 65, para. 1, sub-para. 8 AktG (Austrian Stock Corporation Act) to acquire own shares (category "B" preferred shares) up to a maximum of 10% of the share capital of the company for a period of 30 months from the day said resolution will be adopted. The lowest price per share must not be less than EUR 100.00 and the highest price must not exceed EUR 300.00. Any trading in the company's own shares for the purpose of profit making is expressly excluded. The Management Board shall be authorized to define the buyback conditions.

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

MOTION 7

"Resolution on authorization of the Management Board

- b. To decide for a period of five years as from the date of adopting the resolution and with the approval from the Supervisory Board, on alienating own shares in a way other than by sale via the stock exchange or by public offer thereby also excluding public purchase (exclusion of subscription rights) if such alienation of own shares serves as a consideration in the acquisition of companies, businesses, business units or shares in companies."**

It is moved that the company is authorized to alienate own shares (category "B" preferred shares) acquired on the basis of the above-mentioned resolution for the purpose of using the shares as a consideration in the acquisition of companies, operations, independent divisions of enterprises or participations in one or more companies within or outside Austria in other ways than via stock markets or public offerings thereby excluding the subscription right of the shareholders for a period of 5 years from the day the resolution was adopted, in accordance with section 65, para. 1b AktG (Austrian Stock Corporation Act), provided that the Supervisory Board gives its approval.

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