

**The German version of this invitation shall be binding. This English translation is for information purposes only.**

voestalpine AG, Linz

## **I n v i t a t i o n**

to the

23<sup>rd</sup> Annual General Meeting

of the Company,

taking place on Wednesday, July 1, 2015 at 10:00 a.m. in the Design Center Linz,  
Europaplatz 1, A-4020 Linz.

### **A g e n d a :**

- 1) Presentation of the approved annual financial statements of voestalpine AG, the management report combined with the group management report, the proposal with respect to the distribution of profits, the consolidated financial statements, the corporate governance report and the report of the Supervisory Board to the Annual General Meeting on business year 2014/2015
- 2) Resolution on the allocation of the balance sheet profit of the business year 2014/2015
- 3) Resolution on the discharge of the members of the Management Board for business year 2014/2015
- 4) Resolution on the discharge of the members of the Supervisory Board for business year 2014/2015
- 5) Resolution on the election of the auditor for the annual financial statements and consolidated financial statements for business year 2015/2016
- 6) Resolution on the authorization of the Management Board of voestalpine AG
  - a) to purchase own shares in accordance with Sec. 65 para. 1 no. 4 and no. 8 as well as para. 1a and para 1b of the Austrian Stock Corporation Act ("*Aktiengesetz or AktG*") both on the stock exchange and over-the-counter to the maximum extent of a total of 10% of the share capital also by excluding pro rata disposal rights which may accompany such an acquisition (reverse exclusion of subscription rights),
  - b) in accordance with Sec. 65 para. 1b Austrian Stock Corporation Act to determine a method of selling own shares in a manner other than via the stock exchange or a public offer based on the provisions on the exclusion of shareholders' subscription rights,
  - c) to decrease the share capital of the Company by a redemption of these own shares without any further resolution by the Annual General Meeting.

### **Annual General Meeting Documents**

The following documents will be available on the Company's website [www.voestalpine.com](http://www.voestalpine.com) no later than **June 10, 2015**:

- Annual financial statements,
- Corporate governance report,
- Consolidated financial statements,
- Management report (combined with the group management report),
- Proposal with respect to the distribution of profits,
- Report of the Supervisory Board,

in each case for business year 2014/2015;

- Resolution proposals for agenda items 2–6
- report by the Management Board in accordance with Sec. 65 para. 1b together with Sec. 170 para. 2 and Sec. 153 para. 4 Austrian Stock Corporation Act with regard to item 6 of the agenda
- Proxy authorisation form
- Proxy cancellation form
- Complete text of this invitation.

### **Information on shareholder rights under Secs. 109, 110, and 118 of the AktG**

Shareholders whose combined holdings represent at least **5% of the share capital** and who have owned these shares for at least three months prior to making such request have the right to request in writing that **additional items be put on the agenda** of this Annual General Meeting and be published provided that such request is made in writing and delivered to the Company no later than **June 10, 2015** only to the address voestalpine-Strasse 1, 4020 Linz, Attn. Mr. Christian Kaufmann, Head of Legal, M&A and Compliance. Each agenda item requested must be accompanied by a resolution proposal and a statement of reasons. Proof of shareholder status must be provided by submitting a deposit certificates in accordance with Sec. 10a of the AktG that confirms that the requesting shareholder has owned the shares for at least three months before the request and must no more than seven days old at the time it is submitted to the Company. Please refer to the section on the right to attend the Annual General Meeting for information on the other requirements for the deposit certificate.

Shareholders whose combined holdings represent at least **1% of the share capital** have the right to submit **resolution proposals** in text form for any agenda item, together with a statement of reasons, and request that these proposals, together with the names of the shareholders concerned, the reasons given and any statement by the Management Board or Supervisory Board, be made available on the Company's website. Such requests must be delivered to the Company in text form no later than **June 22, 2015** either by fax to +43 (0) 50304 15 5872 or to the address voestalpine-Strasse 1, 4020 Linz, Attn. Mr. Christian Kaufmann, Head of Legal, M&A and Compliance or by e-mail to [christian.kaufmann@voestalpine.com](mailto:christian.kaufmann@voestalpine.com), in which case such request submitted in text form, such as a pdf file, must be sent as an attachment to the e-mail. Proof of shareholder status must be provided by submitting a deposit certificate in accordance with Sec. 10a of the AktG that is no more than seven days old at the time it is submitted to the Company. Please refer to the section on the right to attend the Annual General Meeting for information on the other requirements for the deposit certificate.

Every shareholder has the right to request information on any matters pertaining to the Company provided that such information is needed to properly evaluate an agenda item. Information may be denied if, based on the assessment of a prudent businessman, it could cause significant detriments to the Company or an affiliated company, or if provision of the information would be punishable.

To make efficient use of time during the Annual General Meeting, questions whose answers require lengthy preparation should be submitted in text form to the Management Board in timely fashion before the Annual General Meeting. Such questions should be submitted to the address Investor Relations Department, voestalpine-Strasse 1, 4020 Linz, Attn. Mr. Peter Fleischer or by e-mail to [IR@voestalpine.com](mailto:IR@voestalpine.com) or by fax to +43 (0) 50304 55 5581.

### **Presenting motions at the Annual General Meeting according Sec. 119 AktG**

Regardless of the number of shares held, every shareholder has the right to make motions on any agenda item during the Annual General Meeting.

Additional information on these shareholder rights, which are provided for in Secs. 109, 110, 118 and 119 of the AktG, is currently available on the Company's website [www.voestalpine.com](http://www.voestalpine.com).

### **QUALIFYING DATE AND RIGHT TO ATTEND THE ANNUAL GENERAL MEETING**

Under Sec. 111 of the AktG, the right to attend the Annual General Meeting, the right to exercise voting rights and other shareholder rights that can be exercised at the Annual General Meeting are based on share ownership at the end day on **June 21, 2015 (record date)**.

The Annual General Meeting may only be attended by persons who are shareholders on the record date and provide proof of this to the Company.

Proof of share ownership on the record date must be provided by delivering a deposit certificate in accordance with Sec. 10a of the AktG to the Company no later than **June 26, 2015** only to one of the following addresses.

By mail  
(in written form) voestalpine AG  
Legal, M&A and Compliance  
Attn. Mr. Christian Kaufmann  
voestalpine-Strasse 1  
4020 Linz

By fax: +43 (0)1 8900 500 57

By e-mail: [anmeldung.voestalpine@hauptversammlung.at](mailto:anmeldung.voestalpine@hauptversammlung.at); however, only with a qualified electronic signature in accordance with Sec. 4 para. 1 of the SignaturG (Austrian Digital Signature Act)

By SWIFT: GIBAATWGGMS - Message Type MT598; ISIN AT0000937503 must be indicated in the text

### **Deposit certificates in accordance with Sec. 10a of the AktG**

The deposit certification must be issued by a custodian financial institution domiciled in a member state of the European Economic Area or a full member state of the OECD and must contain the following information:

- Information on the issuer: name or company name and address or a code commonly used in dealings between banks (BIC),
- Information on the shareholder: name or company name, address, date of birth for natural persons, and register and register number, if applicable, for legal entities,
- Information on the shares: number of shares held by the shareholder, ISIN AT0000937503,
- Securities account number and/or other designation,
- Date to which the deposit certificate refers.

The deposit certificate providing proof of share ownership must refer to the record date **June 21, 2015** (end of this day) indicated above.

The deposit certificate will be accepted in German or English.

By registering for the Annual General Meeting and/or submitting a deposit certificate shareholders will not be prevented from freely disposing of their shares. However, in case of a transfer of shares only the person who was a shareholder on the record date has the right to attend the Annual General Meeting.

### **Declaration of invalidity of physical share certificates**

It was reported in the 21<sup>st</sup> Annual General Meeting of voestalpine AG that voestalpine AG is required to replace all outstanding bearer share certificates (physical share certificates) with a global certificate and deposit this global certificate with Oesterreichische Kontrollbank AG (OeKB). Based on an approval of April 19, 2013, by the Regional Court of Linz (*Landesgericht Linz*), three notices were published in the Official Gazette of the Wiener Zeitung newspaper requesting that all shareholders of the Company holding physical bearer ordinary share certificates submit their certificates no later than October 23, 2013, and the Management Board adopted a resolution on November 4, 2013 declaring the physical bearer share certificates that had not been submitted to be invalid in accordance with Sec. 67 of the AktG in combination with Sec. 262 para. 29 of the AktG; the notice to this effect was published in the Official Gazette of the Wiener Zeitung newspaper on November 8, 2013.

The declaration of invalidity rendered these physical share certificates invalid, which means that their holders do not have the right to attend the Annual General Meeting of voestalpine AG and exercise voting rights. Shareholders who still have physical share certificates can submit the invalid share certificates to UniCredit Bank Austria AG, Schottengasse 6-8, 1010 Vienna, as receiving agent, or their custodian financial institution during normal business hours with a request for a credit to their securities account equal to the number of shares submitted. To ensure they have the right to attend the upcoming Annual General Meeting, shareholders must do this early enough that the securities account credit is performed no later than the qualification date, June 21, 2015.

### **REPRESENTATION BY PROXY**

Every shareholder who has the right to attend the Annual General Meeting has the right to appoint a proxy who can attend the Annual General Meeting on behalf of the shareholder and has the same rights as the shareholder she/he represents.

Proxy authorisation must be granted to a specific person (natural person or legal entity) in text form; more than one person may also be authorised.

The proxy authorisation must be delivered to the Company only to one of the following addresses:

By post	voestalpine AG Legal, M&A and Compliance Attn. Mr. Christian Kaufmann voestalpine-Strasse 1 4020 Linz
By fax:	+43 (0)1 8900 500 57
By e-mail:	<a href="mailto:anmeldung.voestalpine@hauptversammlung.at">anmeldung.voestalpine@hauptversammlung.at</a> ; the proxy authorisation in text form, for example as pdf file, must be attached to the e-mail
By SWIFT:	GIBAATWGGMS - Message Type MT598; ISIN AT0000937503 must be indicated in the text
In person:	During registration at the location of the Annual General Meeting

Proxy authorisation and proxy cancellation forms will be sent upon request and may be downloaded from the Company's website at [www.voestalpine.com](http://www.voestalpine.com).

Unless the proxy authorisation is handed over in person during registration on the date of the Annual General Meeting, it must be delivered to the Company no later than **4 p.m on June 30, 2015**.

The rules indicated above with respect to proxy authorisation apply similarly to proxy cancellation.

As a special service, a representative from the “Interessenverband für Anleger” (IVA, Austrian Association of Investors), Feldmühlgasse 22/4, 1130 Vienna, is available to shareholders as an independent voting proxy for exercising voting rights in accordance with shareholder instructions at the Annual General Meeting. IVA is currently planning to send Mr. Wilhelm Rasinger to represent shareholders at this Annual General Meeting. A special proxy form for authorising Mr. Wilhelm Rasinger may be downloaded from the Company’s website at [www.voestalpine.com](http://www.voestalpine.com) and must be delivered to the Company only to one of the addresses indicated above for delivery of proxy authorisations. Shareholders may also contact Mr. Wilhelm Rasinger directly at IVA by phone +43 (0)1 876334 30, fax +43 (0)1 8763343 39 or e-mail [rasinger@iva.or.at](mailto:rasinger@iva.or.at).

Shareholder must provide Mr. Wilhelm Rasinger with instructions on how he (or a sub-proxy authorised by Mr. Wilhelm Rasinger) is to exercise their voting rights. Mr. Wilhelm Rasinger only exercises voting rights based on the instructions given by the shareholder. Without explicit instructions, Mr. Wilhelm Rasinger will not exercise voting rights based on the proxy authorisation.

### **Total number of shares**

On the date the Annual General Meeting was convened, the Company had share capital of EUR 317,851,287.79 divided into 174,949,163 no-par bearer shares. Each share grants one vote. On the date the Annual General Meeting was convened, the Company held 28,597 treasury shares that do not confer any rights. 8,975 shares were declared invalid in accordance with Sec. 67 para. 2 in combination with Sec. 262 para. 29 of the AktG whereof 8,631 shares have not been submitted and credited to securities accounts on the date the Annual General Meeting was convened. Therefore, on the date the Annual General Meeting was convened there were a total of 174,911,935 shares giving their owners the right to attend and vote at the Annual General Meeting. There are no other classes of shares.

In order to avoid delays at the entrance checks, shareholders are asked to present themselves in due time before the start of the Annual General Meeting. Voting cards may be collected starting at 9:00 a.m.

Shareholders who did not receive admission cards or copies of the deposit certificates from their custodian financial institution are requested to bring valid official photo identification to the Annual General Meeting.

### **Internet broadcast of part of the Annual General Meeting**

Shareholders of the Company and interested members of the public may follow the speech by the Chairman of the Management Board at the Annual General Meeting on July 1, 2015 live on the Internet at [www.voestalpine.com](http://www.voestalpine.com) starting at approx. 10:00 a.m. No video or audio broadcast of any other part of the Annual General Meeting will take place.

Linz, June 2015

The Management Board