

The German version of these proposed resolutions shall be binding. This English translation is for information purposes only.

voestalpine AG

Linz, FN 66209 t

**Resolutions proposed by the Management Board and the Supervisory Board
for the 28th Annual General Meeting
July 1, 2020**

- 1. Presentation of the approved Annual Financial Statements and Management Report, the proposal with respect to the distribution of profits, the Consolidated Financial Statements and Group Management Report, the Consolidated Corporate Governance Report and the Report of the Supervisory Board to the Annual General Meeting for the business year 2019/2020 and the Consolidated Non-Financial Report for 2019**

No resolution need be adopted regarding this agenda item.

- 2. Resolution on the allocation of the balance sheet profit for the business year 2019/2020**

The financial statements of voestalpine AG for the business year 2019/2020 show a balance sheet profit of EUR 100 Mio.

The Management Board and the Supervisory Board propose to pay a dividend of EUR 0.20 per dividend-bearing share from the balance sheet profit and to carry the remaining amount forward to the new accounting period.

The dividends shall be paid commencing on July 13, 2020.

- 3. Resolution to ratify the actions of the members of the Management Board for the business year 2019/2020**

The Management Board and the Supervisory Board propose the ratification of the actions of the members of the Management Board in the business year 2019/2020 for this period.

4. Resolution to ratify the actions of the members of the Supervisory Board for the business year 2019/2020

The Management Board and the Supervisory Board propose the ratification of the actions of the members of the Management Board in the business year 2019/2020 for this period.

5. Resolution on the election of the independent auditor for the Annual Financial Statements and the Group's Consolidated Financial Statements for the business year 2020/2021

At the recommendation of the Audit Committee, the Supervisory Board proposes the appointment of Deloitte Audit Wirtschaftsprüfungs GmbH, Vienna, as the independent auditor for voestalpine AG and for the Consolidated Financial Statements for the business year 2020/2021.

6. Resolution on the compensation policy for the members of the Management Board

The Supervisory Board of a publicly listed company must develop principles for the compensation of the members of the Management Board in accordance with Sec. 78a of the Austrian Stock Corporation Act ("Aktengesetz," or "AktG") (compensation policy). The vote on the compensation policy in the Annual General Meeting is treated as a recommendation. The resolution is not contestable (Sec. 78b para. 1 AktG).

The Supervisory Board proposes the adoption of the compensation policy for the members of the Management Board as published on the Company's website (www.voestalpine.com) in preparation for the Annual General Meeting.

7. Resolution on the compensation policy for the members of the Supervisory Board

The Supervisory Board of a publicly listed company must develop principles for the compensation of the members of the Supervisory Board in accordance with Sec. 98a in conjunction with Sec. 78a AktG (compensation policy). The resolution is not contestable (Sec. 98a in conjunction with Sec. 78b para. 1 AktG).

The Supervisory Board proposes the adoption of the compensation policy for the members of the Supervisory Board as published on the Company's website (www.voestalpine.com) in preparation for the Annual General Meeting.