

This is an English translation of the original German document for convenience purposes only. In case of any discrepancies between the German and the English version, the German version shall prevail.

**voestalpine AG**

Linz, FN 66209 t,

**ISIN AT0000937503**

(„Company“)

## **Invitation to the Annual General Meeting**

We hereby invite our shareholders<sup>1</sup> to the  
**30th Annual General Meeting of voestalpine AG**  
taking place on **Wednesday, July 6, 2022 at 10:00 a.m.**  
in the Design Center Linz, Europaplatz 1, A-4020 Linz.

### **I. AGENDA**

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 non-financial report, the consolidated corporate governance report and the report of the Supervisory Board to the Annual General Meeting on business year 2021/2022.
2. Resolution on the allocation of the balance sheet profit of the business year 2021/2022
3. Resolution on the discharge of the members of the Management Board for business year 2021/2022
4. Resolution on the discharge of the members of the Supervisory Board for business year 2021/2022
5. Resolution on the remuneration of the members of the Supervisory Board for the business year 2021/2022
6. Resolution on the election of the auditor for the annual financial statements and group's consolidated financial statements for business year 2022/2023
7. Resolution on the compensation report for the members of the Management Board and the Supervisory Board

### **II. DOCUMENTS FOR THE ANNUAL GENERAL MEETING; AVAILABILITY OF INFORMATION ON THE COMPANY WEBSITE**

In particular, the following documents will be available on the website of the Company at [www.voestalpine.com](http://www.voestalpine.com) no later than **June 15, 2022**:

- Annual financial statements and management report,
- Consolidated Non-Financial Report
- Consolidated corporate governance report,
- Consolidated financial statements and group management report,
- Proposal with respect to the distribution of profits,

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<sup>1</sup> In the interests of simplifying the language used and improving readability, we have avoided using gender-neutral formulations throughout this invitation and the associated documents. Insofar as personal data is only given in the masculine form, the diction chosen refers to all genders in the same way.

- Report of the Supervisory Board,
- Compensation report for members of the Management Board and Supervisory Board, in each case for business year 2021/2022;
- Resolution proposals for agenda items 2–7,
- Proxy authorization form,
- Proxy cancellation form,
- Proxy form for the special proxy holder IVA,
- Complete text of this invitation
- Data Protection Notice for attendees of the Annual General Meeting of voestalpine AG.

### III. RECORD DATE AND PREREQUISITES FOR PARTICIPATING IN THE ANNUAL GENERAL MEETING

Eligibility to participate in the Annual General Meeting and to exercise voting rights and other shareholder rights that apply to the Annual General Meeting are based on the shareholding at the end of day on **June 26, 2022** (12:00 a.m. [midnight], local Vienna time) (record date to provide proof of shareholding).

A person is only eligible to participate in the Annual General Meeting, if he/she is a shareholder on this record date and is able to supply sufficient proof of this status 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 **July 1, 2022** (12:00 a.m. [midnight], local Vienna time) exclusively via one of the following communication channels and addresses.

(i)	for transmission of the deposit certificate in written form
	By mail or messenger    voestalpine AG Legal, M&A and Compliance Attn. Christian Kaufmann voestalpine-Strasse 1 4020 Linz
	By SWIFT:                    GIBAATWGGMS (Message Type MT598 or MT599; ISIN AT0000937503 must be indicated in the text)
(ii)	for transmission of the deposit certificate in text form, which is permitted under Sec. 19 para. 3 of the Articles of Association
	By e-mail <a href="mailto:anmeldung.voestalpine@hauptversammlung.at">anmeldung.voestalpine@hauptversammlung.at</a> (Please use PDF format for deposit certificates)
	By fax                        +43 (0)1 8900 500 57

Shareholders are requested to contact their depository bank and arrange for the issuance and transmission of a deposit confirmation.

The record date has no impact on the saleability of the shares and has no bearing on dividend rights.

## Deposit certificates in accordance with Section 10a of the AktG

The deposit certification must be issued by a depository bank 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: company name and address or a code commonly used in dealings between banks,
- Information on the shareholder: name/company name and address, in addition date of birth for natural persons, and register and register number, if applicable, for legal persons in the legal person's country of origin
- Information on the shares: number of shares held by the shareholder, ISIN AT0000937503 (internationally used security identification number),
- Depot number, securities account number or other identification,
- Date or period referred to in the deposit certificate.

The depository certification to verify the shareholding as the basis for participation in the Annual General Meeting must relate to the above-mentioned record date for the proof of shareholding, i.e. **June 26, 2022** (12:00 a.m. [midnight], local Vienna time).

The deposit certificate will be accepted in German or English.

For identification purposes, shareholders and their proxies are asked to be ready to show official photo identification when registering for the Annual General Meeting. Persons attending the Annual General Meeting as proxies are asked to bring the power of attorney with them in addition to their official photo ID. If the original of the power of attorney has already been sent to the company, entry will be facilitated if a copy of the power of attorney is brought along. voestalpine AG reserves the right to verify the identity of persons attending the meeting. Entry may be denied if a person's identity cannot be verified.

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.

## Data protection

The processing of personal data by voestalpine AG is absolutely necessary for participation in the Annual General Meeting. Information on the processing of personal Data of participants of the Annual General Meeting in accordance with the General Data Protection Regulation is available at [www.voestalpine.com/datenschutz-hv](http://www.voestalpine.com/datenschutz-hv)

## IV. POSSIBILITY TO APPOINT A PROXY AND THE PROCEDURE TO BE FOLLOWED

Every shareholder who is entitled to participate in the Annual General Meeting and has provided sufficient proof to the Company as described in point III of this invitation is also entitled to appoint a representative, who will participate in the Annual General Meeting on behalf of the shareholder and who is vested with the same rights as the shareholder who he or she represents.

Proxy authorization must be granted to a specific person (natural person or legal entity) in text form (Sec. 13 para. 2 AktG). It is also possible to appoint several proxy holders.

The proxy can be appointed before or during the Annual General Meeting.

We offer the following communication channels and addresses for the delivery of proxies:

By mail or messenger	voestalpine AG
	Legal, M&A and Compliance
	Attn. 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)

(Please use PDF format for deposit certificates)

The proxies must be received by the Company no later than July 5, 2022 at 4:00 p.m. (CEST, local Vienna time), exclusively at one of the previously listed addresses, unless they are submitted at the entry or exits check at the Annual General Meeting on the day of the Annual General Meeting.

A form for the appointment (or revocation) of a proxy holder can be downloaded from the Company's Website at [www.voestalpine.com](http://www.voestalpine.com). In order to ensure problem-free processing, we request that you only use the forms, which have been made available.

Details on appointing a proxy, especially the text form and contents of the proxy, are set out in the proxy authorization form made available to shareholders.

If the shareholder has appointed the depositary bank (Sec. 10a AktG) as her or his proxy, it will suffice if the depositary bank submits a declaration in addition to the deposit certificate, via the communication channels stipulated for this purpose, stating that the depositary bank was appointed to serve as the proxy.

Even after appointing a proxy, shareholders may still personally attend the Annual General Meeting and exercise their shareholder rights. Personal attendance is considered to serve as a revocation of the proxy authorization.

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

#### **Independent voting representative**

As a special service, a representative from the "Interessenverband für Anleger" (IVA, Austrian Association of Investors), Feldmühlgasse 22, 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. Florian Beckermann to represent shareholders at this Annual General Meeting. A special proxy form 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 authorizations. Furthermore, direct contact is possible:

Dipl. Vw. Dipl. Jur. Florian Beckermann, LL.M.

By phone +43 (0)1 8763343-30

By fax +43 (0)1 8763343-39

By e-mail: [beckermann.voestalpine@hauptversammlung.at](mailto:beckermann.voestalpine@hauptversammlung.at).

Shareholder must provide instructions on how the independent voting proxy (or a sub-proxy authorized by him) is to exercise their voting rights. The independent voting proxy only exercises voting rights based on the instructions given by the shareholder. Without explicit instructions, it is not ensured that the independent voting proxy can exercise voting rights based on the proxy authorization.

#### **Guests**

The General Meeting is the key governing body of a stock corporation as it is the forum for the Company's owners – the shareholders. We therefore hope you will appreciate that we cannot turn a General Meeting into an event for guests, much as we value such interest. For further questions please contact the Investor Relations Team (phone: +43 (0) 50304 15 8735, e-mail: [IR@voestalpine.com](mailto:IR@voestalpine.com))

## V. INFORMATION ON THE RIGHTS OF SHAREHOLDERS AS DEFINED IN SECTIONS 109, 110, 118 AND 119 AUSTRIAN STOCK CORPORATION ACT (AKTG)

### 1. Additions to the agenda pursuant to Sec. 109 AktG

Shareholders who collectively hold 5% of the share capital and owned the shares for at least three months before making the request can make a written demand for **additional items be placed on the agenda** of this Annual General Meeting and announced, if the written request is sent exclusively to the following address: 4020 Linz, voestalpine-Strasse 1, attn. Mr. Christian Kaufmann, Legal, M&A and Compliance, by regular mail or courier service, or if an e-mail is sent to the e-mail address [christian.kaufmann@voestalpine.com](mailto:christian.kaufmann@voestalpine.com) or a SWIFT message is sent to the address GIBAATWGGMS and is received by the Company no later than **June 15, 2022** (12:00 a.m. [midnight], Vienna time). "Written" means with a hand-written signature or an authorized corporate signature from each requester or, for e-mails, with a qualified electronic signature, or if sent by SWIFT, with message type MT598 or MT599. ISIN AT0000937503 must be included in the text.

A proposed resolution and an explanatory statement must be attached to every requested agenda item. The agenda item and the proposed resolution, but not the explanatory statement, must be drafted in the German language. If there is an inconsistency between the German text and the text in another language, the German text takes precedence. Shareholder status must be proven by submitting a custody account confirmation in accordance with Sec. 10a AktG, which confirms that the requesting shareholders owned the shares for at least three months before making the request. The confirmation may not be more than seven days old at the time of its submission to the Company. Multiple custody account confirmations for shares that only make up a 5% equity holding when aggregated must relate to the same point in time (date, time of day).

Please refer to the section on the right to attend the Annual General Meeting for information on the other requirements for the deposit certificate (point III of this invitation).

### 2. Resolutions proposed for the agenda by shareholders pursuant to Sec. 110 AktG

Shareholders who collectively hold 1% of the share capital can send **proposed resolutions** (with explanatory statements) **for any item on the agenda** in text form and request that these proposals be made available on the Company website registered in the Commercial Register, together with the names of the respective shareholders, the attached explanatory statement and any comments by the Management Board or the Supervisory Board, if the request in text form is sent to the Company either by fax to +43(0)50304 55 5872 or by regular mail or courier to voestalpine AG, attn. Christian Kaufmann, Legal, M&A and Compliance, voestalpine-Strasse 1, 4020 Linz, or by e-mail to [christian.kaufmann@voestalpine.com](mailto:christian.kaufmann@voestalpine.com), and is received by the Company no later than **June 27, 2022** (12:00 a.m. [midnight], Vienna time). The request in text form may be attached to the e-mail as a PDF, for example. To the extent that text form within the meaning of Sec. 13 para. 2 AktG is prescribed for declarations, the declaration must be made in a document or in any other manner suitable for permanent reproduction in characters, the declarant must be identified, and the conclusion of the declaration must be made evident by reproducing the declarant's signature or otherwise. The proposed resolution, but not the explanatory statement, must be drafted in the German language. If there is an inconsistency between the German text and the text in another language, the German text takes precedence.

Shareholder status shall be proven by submitting a custody account confirmation in accordance with Sec. 10a AktG, which is no more than seven days old at the time of submission to the Company. Multiple custody account confirmations for shares that only make up a 1% equity holding when aggregated must relate to the same point in time (date, time of day).

Please refer to the section on the right to attend the Annual General Meeting for information on the other requirements for the deposit certificate (point III of this invitation).

### **3. The right of shareholders to obtain information pursuant to Sec. 118 AktG**

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. This obligation to provide information also covers the Company's legal relations with an associated company as well as the status of the Group and companies included in the consolidated financial statements.

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.

In accordance with Sec. 20 para. 3 of the Articles of Association, the chairperson of the Annual General Meeting may set appropriate limits for the time allotted to speakers and the time allotted for questions as well as general limitations for speaking time and time for posing questions during the Annual General Meeting.

Requests for information at the Annual General Meeting are generally to be made orally, but may also be submitted in written form.

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 company to the address voestalpine-Strasse 1, 4020 Linz, Investor Relations Department, 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.

### **4. Motions by Shareholders at the Annual General Meeting pursuant to 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. If several motions have been proposed for one item on the agenda, the Chairman of the Annual General Meeting determines the order of voting pursuant to Sec. 119 para. 3 AktG.

### **5. Information on the website**

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

## **VI. FURTHER DISCLOSURES AND INFORMATION**

### **1. Total number of shares**

On the date the Annual General Meeting was convened, the Company had share capital of EUR 324,391,840.99 divided into 178,549,163 no-par bearer shares. Each share grants one vote. On the date the Annual General Meeting was convened, the Company held 28,547 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 AktG whereof 948 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 178,519,668 shares giving their owners the right to attend and vote at the Annual General Meeting. There are no other classes of shares.

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

It is planned to transmit a webcast of the Annual General Meeting up to the start of the general debate.

Shareholders of the Company and the interested public may follow the speech by the Chairman of the Management Board at the Annual General Meeting on July 6, 2022 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.