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voestalpine AG

Linz, FN 66209 t

Resolutions proposed by the Management Board and the Supervisory Board for the  
30<sup>th</sup> Annual General Meeting

July 6, 2022

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.**

The aforementioned documents will be available on the Company's website at [www.voestalpine.com](http://www.voestalpine.com) »Investors » Annual General Meeting.

No resolution shall be taken in respect of this agenda item.

2. **Resolution on the allocation of the balance sheet profit of the business year 2021/2022**

The financial statement of voestalpine AG for the business year 2021/2022 shows a balance sheet profit in the amount of EUR 215,000,000.

The Management Board and the Supervisory Board propose to pay a dividend of EUR 1.20 per dividend-bearing share from the balance sheet profit and to carry the remaining amount forward to the new accounting period.

The payment of the dividend shall be made as from July 18, 2022.

3. **Resolution on the discharge of the members of the Management Board for the business year 2021/2022**

The Management Board and the Supervisory Board propose to discharge the members of the Management Board for the business year 2021/2022.

4. **Resolution on the discharge of the members of the Supervisory Board for the business year 2021/2022**

The Management Board and the Supervisory Board propose to discharge the members of the Supervisory Board for the business year 2021/2022.

**5. Resolution on the compensation for the members of the Supervisory Board for the business year 2021/2022**

The Annual General Meeting on July 7, 2021, resolved a revision of Article 15 of the company's Articles of Association regarding the compensation of the Supervisory Board. Accordingly, the members of the Supervisory Board elected by the Annual General Meeting are granted appropriate compensation as well as an attendance fee for each Supervisory Board or Committee meeting they attend. The amount of the compensation and of the attendance fee shall be established by the Annual General Meeting. The upcoming Annual General Meeting will be called upon to resolve this for the first time with respect to the business year 2021/22.

The Management Board and the Supervisory Board propose that the following compensation and attendance fee be paid to the elected members of the Supervisory Board for the business year 2021/22:

Compensation

Chairman	EUR 100,000
Deputy Chairman	EUR 75,000
Simple Member	EUR 50,000
Chairperson of a Committee (unless s/he is the Chairman of the Supervisory Board)	EUR 25,000

Depending on a given Supervisory Board member's actual term of office, that member's compensation for a given business year shall be paid either on a pro rata basis or in toto.

Attendance fee:

In addition, every elected member of the Supervisory Board is entitled to an attendance fee of EUR 500 per meeting. This attendance fee shall be paid only if the member attends a given meeting in person.

Pursuant to the Compensation Policy of voestalpine AG for the members of its Supervisory Board, the compensation and the attendance fees shall be paid 14 days from the date of the respective Annual General Meeting.

**6. Resolution on the election of the auditor for the annual financial statements and group's consolidated financial statements for the business year 2022/2023**

At the recommendation of the Audit Committee, the Supervisory Board proposes appointing Deloitte Audit Wirtschaftsprüfungs GmbH, Vienna, Austria, as the auditor of voestalpine AG and as the auditor of the Consolidated Financial Statements for the business year 2022/23.

## **7. Resolution on the compensation report for the members of the Management Board and the Supervisory Board**

Under Sections 78c and 98a of the Austrian Stock Corporation Act (Aktiengesetz – AktG), the Management Board and the Supervisory Board of a listed company must prepare a clear and comprehensible compensation report regarding the compensation of the members of the Management Board and of the members of the Supervisory Board. This report must contain a comprehensive overview of the compensation paid or owed to the current and former members of the Management Board and of the Supervisory Board, including absolutely all benefits, under the applicable compensation policy. The compensation report shall provide information to the company's shareholders on the compensation of the Management Board and the Supervisory Board; it must be submitted to the Annual General Meeting for a vote every year. The Annual General Meeting's vote thereon is a recommendation. This resolution cannot be contested (Section 78d (1) AktG).

Pursuant to Section 108 (1) AktG, the Management Board and the Supervisory Board must submit a proposal regarding the resolution on the compensation report.

The Management Board (at its meeting on June 1, 2022) and the Supervisory Board (at its meeting on June 2, 2022) approved the compensation report for the members of the Management Board and those of the Supervisory Board in accordance with Section 78c AktG in conjunction with Section 98a AktG as well as the proposed resolution set forth below.

Deloitte Audit Wirtschaftsprüfungs GmbH reviewed the compensation report of voestalpine AG as to compliance with the statutory requirements regarding compensation reports set forth in Sections 78c through 78e AktG and 98a AktG and found that the company's compensation report fulfills all statutory requirements.

The Management Board and the Supervisory Board propose the adoption of the compensation report for the business year 2021/22 as published on the company's webpage ([www.voestalpine.com](http://www.voestalpine.com) » Investors » Annual General Meeting) in preparation of the Annual General Meeting.