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voestalpine AG
Linz, FN 66209 t
ISIN AT0000937503
("Company")

Invitation¹ to the Annual General Meeting

We hereby invite our shareholders to the
32nd Annual General Meeting of voestalpine AG
on **Wednesday, July 3, 2024, at 10:00 a.m (CEST, local Vienna time)**,
in the Design Center Linz, 4020 Linz, Europaplatz 1.

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 2023/2024
2. Resolution on the allocation of the balance sheet profit of the business year 2023/2024
3. Resolution on the discharge of the members of the Management Board for business year 2023/2024
4. Resolution on the discharge of the members of the Supervisory Board for business year 2023/2024
5. Resolution on the compensation of the members of the Supervisory Board for the business year 2023/2024
6. Resolution on the election of the auditor for the annual financial statements and group's consolidated financial statements as well as the sustainability reporting for business year 2024/2025
7. Election of the Supervisory Board
8. Resolution on the compensation report for the members of the Management Board and the Supervisory Board
9. Resolution on the compensation policy for the members of the Management Board
10. Resolution on the compensation policy for the members of the Supervisory Board
11. Resolution on amendments of the Articles of Association in Sec. 3 "Publications" and Sec. 18 "Annual General Meeting—Invitation" and amendment of the Articles of Association by adding a new Sec. 19 "Moderated Virtual Annual General Meeting" and amending the numbering of the subsequent paragraphs of the Articles of Association accordingly
12. Resolution on the creation of new authorized capital of 20% of the share capital against cash

¹ Only the text of the following notice published in German is legally binding.

contributions while respecting statutory subscription rights, including indirect subscription rights pursuant to Sec. 153 para. 6 AktG [Authorized Capital 2024/I], and appropriate amendment of the Articles of Association in Sec. 4 (Share Capital and Shares) para. 2a

13. Resolution on the creation of new authorized capital of 10% of the share capital against contributions in kind and/or for issuance to employees, officers, and members of the Management Board of the Company or a company affiliated with the Company, with authorization to exclude subscription rights [Authorized Capital 2024/II] and to amend the Articles of Association accordingly in Sec. 4 (Share Capital and Shares), para. 2b
14. Resolution on the authorization of the Management Board to issue financial instruments within the meaning of Sec. 174 AktG, in particular convertible bonds, income bonds, and profit participation rights, which may also grant the right to purchase and/or exchange shares in the Company, including with authorization to exclude the right of shareholders to purchase the financial instruments
15. Resolution on the cancellation of contingent capital in accordance with Sec. 159 para. 2 no. 1 AktG in accordance with the resolution of the Annual General Meeting of July 3, 2019, conditional increase of the share capital of the Company in accordance with Sec. 159 para. 2 no. 1 AktG for issuance to creditors of financial instruments to the extent of 10% of the share capital [Contingent Capital 2024] and amendment of the Articles of Association in Sec. 4 (Share Capital and Shares) para. 6 accordingly

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

In particular, pursuant to Sec. 108 para. 3 and para. 4 AktG, the following documents will be available on the website of the Company at www.voestalpine.com no later than **June 12, 2024**:

- 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
- Report of the Supervisory Board

for business year 2023/2024 in each case

- Proposed resolutions for agenda items 2–15
- Statements pursuant to Sec. 87 para. 2 AktG and CVs for election to the Supervisory Board for agenda item 7
- Compensation report for members of the Management Board and Supervisory Board
- Compensation policy for the members of the Management Board
- Compensation policy for the members of the Supervisory Board
- Report of the Management Board pursuant to Sec. 170 para. 2 in conjunction with Sec. 153 para. 4 AktG for agenda item 13
- Report of the Management Board pursuant to Sec. 174 para. 4 in conjunction with Sec. 153 para. 4 AktG for agenda items 14 and 15
- Articles of Association with the proposed amendments to the Articles in modification mode
- Proxy authorization form
- Proxy authorization form and instructions to the independent voting proxy

- Proxy cancellation form
- Complete text of this invitation
- General 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 23, 2024** (12:00 a.m.[midnight], CEST, 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 AktG to the Company no later than **June 28, 2024** (12:00 a.m.[midnight], CEST, local Vienna time) exclusively via one of the following communication channels and addresses:

(i)	for transmission of the deposit certificate in written form	
	By regular mail or courier service	voestalpine AG c/o HV-Veranstaltungsservice GmbH Köppel 60 8242 St. Lorenzen/Wechsel, Austria
	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	anmeldung.voestalpine@hauptversammlung.at (Please use PDF format for deposit certificates)
	By fax	+43 (0)1 8900 500 50

Shareholders are requested to contact their depositary 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 Sec. 10a AktG

The deposit certificate must be issued by a depositary 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 (Sec. 10a para. 2 AktG):

- Information on the issuer: company name and address or a code commonly used in dealings between banks (SWIFT Code)
- 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)

The proxies must be received by the Company no later than **July 2, 2024**, 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 exit check at the Annual General Meeting on the day of the Annual General Meeting.

A form for the appointment (or revocation) of a proxy can be downloaded from the Company's website at www.voestalpine.com no later than **June 12, 2024**. 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.

After revoking a proxy authorization, shareholders may also attend the Annual General Meeting and exercise their shareholder rights in person. 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.

It is not mandatory for shareholders who wish to appoint a representative to appoint the independent voting proxy from the "Interessenverband für Anleger" (Austrian Association of Investors, IVA), referred to in point V, Florian Beckermann, Board Member of the IVA, as their representative.

V. OPTION TO APPOINT AN INDEPENDENT VOTING PROXY AND PROCEDURE TO BE FOLLOWED

As a special service, a representative from IVA, 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, member of the Management Board of IVA, to represent shareholders at this Annual General Meeting.

A **special proxy authorization form** may be downloaded from the Company's website at www.voestalpine.com and may only be delivered to the Company (by fax, e-mail, regular mail, or courier service) at one of the addresses for the delivery of proxy authorizations indicated above (see IV. POSSIBILITY TO APPOINT A PROXY AND THE PROCEDURE TO BE FOLLOWED). Furthermore, direct contact is possible at:

Florian Beckermann

Tel. +43 (0)1 8763343-30

E-mail: beckermann.voestalpine@hauptversammlung.at.

The proxies must be received by the Company no later than **July 2, 2024**, at 4:00 p.m. (CEST, local Vienna time), at one of the addresses listed above or under point IV (= POSSIBILITY TO APPOINT A PROXY AND THE PROCEDURE TO BE FOLLOWED), unless they are submitted at the entry or exit check at the Annual General Meeting on the day of the Annual General Meeting.

The shareholder must issue instructions to the voting proxy as to how the latter (or a sub-proxy authorized by him/her) must exercise the voting rights. The independent voting proxy may only exercise voting rights based on the instructions issued by the shareholder and only within the limits of the voting instructions regarding the individual items of the agenda issued by the shareholder. Without express instructions, there is no assurance that the voting proxy can exercise voting rights. Please note that the voting proxy will not accept instructions to request to speak, raise objections to resolutions at the Annual General Meeting, ask questions, or make motions.

After revoking a proxy authorization, shareholders may also attend the Annual General Meeting and exercise their shareholder rights in person. 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 revocation.

VI. INFORMATION ON THE RIGHTS OF SHAREHOLDERS AS DEFINED IN SECTIONS 109, 110, 118, AND 119 OF THE 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 to 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 an e-mail with a qualified electronic signature is sent to the e-mail address **christian.kaufmann@voestalpine.com**, or a SWIFT message is sent to the address GIBAATWGGMS and is received by the Company no later than **June 12, 2024** (12:00 a.m. [midnight], CEST, local 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 deposit certificate 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 certificate may not be more than seven days old at the time of its submission to the Company. Multiple deposit certificates 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 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 no later than **June 24, 2024** (12:00 a.m.[midnight], CEST, local Vienna time) either by fax to +43 (0) 50304 15 5872 or by regular mail or courier service to **4020 Linz, voestalpine-Strasse 1, attn. Dr. Christian Kaufmann, Legal, M&A, and Compliance**, or by e-mail to **christian.kaufmann@voestalpine.com**, where the request is to be attached to the e-mail in text form, for example as a PDF. 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.

In the case of a **proposal to elect a Supervisory Board member**, the statement of the proposed person pursuant to Sec. 87 para. 2 AktG takes the place of the statement of reasons.

Shareholder status shall be proven by submitting a deposit certificate in accordance with Sec. 10a AktG, which may be no more than seven days old at the time of submission to the Company. Multiple deposit certificates 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. Information according to Sec. 110 para. 2 sentence 2 in conjunction with Sec. 86 paras. 7 and 9 AktG

With regard to agenda item 7 “New election of the Supervisory Board” and the possible submission of a corresponding election proposal by shareholders in accordance with Sec. 110 AktG, the Company provides the following information:

After the last election by the Annual General Meeting, the Supervisory Board of voestalpine AG consists of eight members elected by the Annual General Meeting (**shareholder representatives**) and four members delegated by the Works Council in accordance with Sec. 110 of the Austrian Labor Constitution Act (Arbeitsverfassungsgesetz, ArbVG). Of the current seven shareholder representatives, four are male and three are female, of the four employee representatives, three are male and one female. The **Supervisory Board currently consists of seven men and four women; therefore, the minimum proportion requirement according to Sec. 86 para. 7 AktG is met at this time.**

voestalpine AG falls within the scope of Sec. 86 para. 7 AktG and has to take the minimum proportion requirement under Sec. 86 para. 7 AktG into account.

It is noted that an objection according to Sec. 86 para. 9 AktG was not raised by the majority of shareholder representatives or by the majority of employee representatives, and therefore there is no separate fulfillment, but an **overall fulfillment** of the minimum proportion requirement according to Sec. 86 Abs 7 AktG.

According to Sec. 9 para. 1 of the Articles of Association of voestalpine AG, the Supervisory Board consists of three to eight members elected by the Annual General Meeting as well as the members delegated in accordance with Sec. 110 of the ArbVG.

If item 7 “Election of the Supervisory Board” includes the **shareholder submission of an election proposal**, it should be noted that, if the election proposals are adopted, **the Supervisory Board will include at least four women in total.**

4. The right of shareholders to obtain information pursuant to Sec. 118 AktG

Every shareholder has the right to request and obtain information on any matters pertaining to the Company during the Annual General Meeting, 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 detriment to the Company or an affiliated company, or if provision of the information would be punishable. Information may be also denied if it was continuously available on the Company’s website in question-and-answer form for a minimum of seven days before the start of the Annual General Meeting.

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.

Please note that **appropriate time limits** may be set by the **Chairperson** during the Annual General Meeting.

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 by regular mail or courier service to the address voestalpine-Strasse 1, 4020 Linz, Investor Relations Department, attn. DI (FH) Mr. Peter Fleischer, or by e-mail to IR@voestalpine.com.

5. 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.

However, a **shareholder motion regarding agenda item 7 “Election of the Supervisory Board”** necessarily requires the timely transmission of a proposed resolution in accordance with Sec. 110 AktG: Persons may be nominated for the Supervisory Board by shareholders whose combined shares reach 1% of the share capital. Such election proposals must be received by the Company in the manner set forth above by **June 24, 2024**, at the latest. Each election proposal shall be accompanied by a statement in accordance with Sec. 87 para. 2 AktG regarding the proposed person’s technical qualifications, professional or similar functions, and any circumstances which might give rise to the concern of bias.

If this is not the case, the shareholder’s request for the election of a Supervisory Board member may not be taken into account in the vote.

With regard to information in accordance with Sec. 110 para. 2 sentence 2 in conjunction with Sec. 86 para. 7 and para. 9 AktG, please see point VI para. 3.

VII. FURTHER DISCLOSURES AND INFORMATION

1. Total number of shares and voting rights

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. The company holds 7,098,547 shares. The Company has no rights with respect to own shares. 8,975 shares were declared invalid in accordance with Sec. 67 para. 2 in conjunction with Sec. 262 para. 29 AktG, whereof 948 shares have not yet been submitted and credited to a securities account. The total number of voting shares is therefore 171,449,668 no-par bearer shares at the time of convocation. There are no other classes of shares.

2. Admission and registration

In order to avoid delays at the entrance checks, shareholders are asked to present themselves at the site of the Annual General Meeting in due time before its start. Admission for collection of voting cards commences at 9:00 a.m. (CEST, local Vienna time).

3. 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 3, 2024**, live on the Internet at www.voestalpine.com starting at approx. 10:00 a.m. (CEST, local Vienna time). No video or audio broadcast of any other part of the Annual General Meeting will take place.

4. 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.at

Linz, June 2024

The Management Board