Rules of Procedure for the Supervisory Board of voestalpine AG

Preamble

The Supervisory Board adopted these Rules of Procedure at its meeting held on September 24, 2025; they are accordingly effective as of that date.

The Supervisory Board conducts its activities in accordance with the provisions of the Austrian Stock Corporation Act (*Aktiengesetz – AktG*), the Articles of Association of the Company, and these Rules of Procedure. It likewise adheres to the provisions of the Austrian Code of Corporate Governance (*Österreichische Corporate Governance Kodex – ÖCGK*). In the case of any doubt, the provisions set forth in these Rules of Procedure are to be interpreted in accordance with the provisions of the Austrian Code of Corporate Governance.

Section 1: Composition

1.1. The Supervisory Board submits proposals to the Annual General Meeting for the election of members to the Supervisory Board. Before proposing names for vacant positions, the Supervisory Board, if it deems this necessary, first draws up a profile of requirements for the vacant position to be filled on the Supervisory Board. In doing so, and taking into account the legal requirements for cooling off periods, the Supervisory Board must pay particular attention to the current and future requirements of the company and the market, to the performance profiles of the other members of the Supervisory Board ("Members") and, finally, whether the new member would be a good fit on the Board.

1.2. If the Supervisory Board considers it necessary to draw up a profile of requirements for the appointment of a Supervisory Board member, the profile of requirements must be drawn up at least one year before the Annual General Meeting in question. The Nomination Committee then conducts an initial review on this basis; if necessary, the Committee reserves the right to consult an external expert for the review and pre-selection process and to use recommendations from the expert as a basis for its decision.

1.3. Newly elected members are given an adequate introduction to their role in terms of company-related technical knowledge and on a personal level (onboarding). This onboarding may consist of half-day or full-day training, company tours, and presentations on individual business units during Supervisory Board meetings.

Section 2: Chairperson of the Supervisory Board

2.1. If at least four shareholder representatives have been newly elected or re-elected to the Supervisory Board, the Supervisory Board must immediately elect a Chairperson of the Supervisory Board ("Chairperson") and one or two Deputy Chairperson under the chairmanship of the oldest member in terms of age. If two deputies are elected, the order in which they represent the Chairperson is determined by their allocation of first or second chairperson. It is hereby made clear that the Chairperson has no casting vote in this election in accordance with Section 5 (2).

2.2. If no one obtains an absolute majority in an election, a run-off election is held between the candidates who received the most votes.

2.3. If the Chairperson resigns, the Supervisory Board must immediately elect a new chairperson under the direction of the deputy. Should both elected deputies resign during their term of office or a single elected deputy resign during their term of office, then the Supervisory Board must elect at least one new deputy by its next meeting at the very latest. Should one of two elected deputies resign during their term of office, then the Supervisory Board can elect a new deputy.

2.4. Re-election as Chairperson or Deputy Chairperson is permissible.

2.5. When representing the Chairperson, the Deputy Chairperson shall have the same rights and duties as the Chairperson.

2.6. The Chairperson prepares the Supervisory Board meetings. In particular, s/he maintains regular contact with the CEO and discusses the company's business development, risk situation, strategy and risk management, as well as other supervisory issues with the CEO. The agenda is drawn up by the Chairperson after consultation with the Management Board or chairpersons of a committee, taking into account proposals received from members.

2.7. The Chairperson chairs the meeting. In justified cases, the Chairperson may change the order of the items on the agenda. If the Supervisory Board meeting is convened by its members or by the Management Board, the set order of items on the agenda shall be maintained.

2.8. When chairing the meeting, the Chairperson determines the order for questions and contributions to the discussion and gives the floor. If necessary, the Chairperson may withdraw the floor and take any other measures necessary to ensure the proper conduct of the meeting, such as ordering that mobile phones, tablets or similar devices are not to be used or are to be handed over for the duration of the meeting, or that documents provided for reference during the meeting must be returned.

2.9. The Chairperson oversees the policy on handling conflicts of interest (Conflict of Interest Policy) as set out in Section 19 and Annex 1. Accordingly, s/he is authorized to initiate the initial preparatory measures for subsequent investigations.

Section 3: Representative authority of the Supervisory Board

3.1. To the extent that the Supervisory Board is authorized to issue declarations of intent on behalf of the company and to represent the company, the right of representation shall be exercised by the Chairperson, or if s/he is incapacitated, by the Deputy Chairperson in the elected order, on behalf of the Supervisory Board. If the Chairperson resigns, s/he must hand over to his or her successor any documents which are necessary for the continuation of business and that are not available at the company. Likewise, these documents are to be handed over to the Deputy Chairperson if the Chairperson is incapacitated.

3.2. The employment contract concluded with a member of the Management Board and related agreements, as well as the engagement letter concluded with the auditor of the annual financial statements and the auditor of the sustainability report shall be signed by the Chairperson on behalf of the Supervisory Board.

3.3. To the extent that the Supervisory Board is responsible for this task, the Chairperson, in consultation with the Chairperson of the Management Board, must communicate the position of the company to investors on behalf of the Supervisory Board in compliance with the provisions of stock corporation and stock exchange regulations (investor dialog).

Section 4: Convocation of the Supervisory Board

4.1. Meetings of the Supervisory Board are convened by the Chairperson as often as the interests of the company require, and at least four times a year in the text form stipulated in Section 13(2) AktG, accordingly by means of a simple text with or without signature, indicating the place, date, time and agenda, including the motions for resolutions and the associated decision documents, by post or email or using a cloud-based document management system or the company's internal intranet, namely the electronic Sharepoint. Each member must provide their postal and electronic delivery address to the company; the most recently provided delivery details are used.

4.2. If a request to convene a Supervisory Board meeting, which is made in writing by at least two Members or the Management Board, specifying the purpose and reasons for the meeting, is not complied with by the Chairperson within fourteen days, then the requesting parties may convene the Supervisory Board meeting themselves, giving details of the circumstances involved and providing all necessary documents.

4.3. Invitations and meeting documents concerning motions from the Management Board must be sent 14 days before a meeting, where possible, and the consolidated and annual financial statements one week before a meeting.

4.4. The schedule for ordinary meetings of the Supervisory Board is set in advance on an annual basis.

Section 5: Quorum and decision-making

5.1. The Supervisory Board shall be quorate if all its members have been properly invited and at least half of its members, including the Chairperson or his or her deputy(ies), are present.

5.2. In the absence of any statutory requirements to the contrary, resolutions are passed by a simple majority of the votes cast. In the event of a tie, the Chairperson has the casting vote, including in elections (except as provided for in Section 2.1). Each member is also entitled to vote on his or her own behalf when voting on the proposal for elections to the Supervisory Board and on the election of the Chairperson and Deputy Chairpersons.

5.3. The Supervisory Board may only pass a resolution on an item not on the agenda if the Chairperson agrees to the resolution and if all the members are present or represented. In the event that a member is neither present nor represented and cannot be reached by video call or telephone, the resolution shall only be effective with the member's separate consent to the resolution.

5.4. The Chairperson shall determine the voting procedure unless the Supervisory Board resolves a different voting procedure.

Section 6: Participation and representation in the meeting

6.1. The Management Board members shall attend all meetings of the Supervisory Board and its committees in an advisory capacity, provided the Chairperson of the Supervisory Board or the relevant committee does not rule otherwise.

6.2. The Chairperson may exclude members from attending meetings and from receiving meeting documents where there is a conflict of interest (cf. Section 19 and Annex 1) or there are strong grounds to suspect that information is being passed on or used to the detriment of the company.

6.3. Persons who are not members of the Supervisory Board or the Management Board are not permitted to attend meetings of the Supervisory Board. Experts and informants may be called upon to advise on individual items at the discretion of the Chairperson, unless the Supervisory Board decides otherwise. If the Supervisory Board decides to call upon experts or informants, a proposal from the Chairperson is not required. The Chairperson is entitled to call on assistants to assist them during the meeting (e.g. for taking minutes or technical support).

6.4. A member prevented from attending may appoint another member to represent them for a single meeting of the Supervisory Board in writing or in text form in accordance with Section 13 AktG. The represented member shall not be counted when determining the quorum of the Supervisory Board.

6.5. Authorization to chair the meeting cannot be transferred.

Section 7: Virtual meetings

The Chairperson is entitled to convene a virtual meeting of the Supervisory Board. Each member must be able to participate in the meeting from any location by

means of a real-time, two-way audio and visual connection (video conference). The same rules apply to convening, voting, and recording the minutes of the meeting as for meetings attended in person. A virtual meeting is considered equivalent to an in-person meeting (Section 4).
The Chairperson shall convene a virtual meeting of the Supervisory Board if requested by the majority of members.

Section 8: Circulated voting

8.1. Resolutions may also be passed in writing, by telephone, by fax or by email at the Chairperson's proposal.

8.2 A circulation resolution shall be passed if all members have been duly invited to vote, no objection to the circulation resolution from a member has been received by the Chairperson within three days of receipt of the invitation to vote and at least half of the members, including the Chairperson or a deputy, have cast their votes to the company, represented by the Chairperson.

8.3. The Chairperson shall inform the other members of the outcome of the resolution as soon as it has been passed. The Chairperson must also ensure that the title and date of any corresponding circulation resolutions are recorded in the minutes of the next meeting.

8.4. Members may not be represented by other members during a circulated vote.

8.5. Votes must be cast within three days of receipt of the documents or any other period specified by the Chairperson in the invitation. The date on which the vote is sent is decisive.

8.6. If an objection is submitted against the procedure under Section 8.2 or if no valid resolution is passed by circulated vote, the Chairperson or, if the Chairperson is incapacitated, the Deputy Chairperson must immediately convene a meeting of the Supervisory Board and submit the corresponding proposed resolution for a vote at that meeting of the Supervisory Board.

Section 9: Minutes

9.1. Minutes of meetings of the Supervisory Board are to be taken.

9.2. The minutes must be signed by the Chairperson.

9.3. The minutes must contain the names of those present, the agenda, the resolutions passed, and the main points of the discussion.

9.4. These minutes are to be sent to each member together with the documents for the next ordinary meeting of the Supervisory Board.

9.5. An item must be included on the agenda for the adoption of the minutes at the next ordinary meeting of the Supervisory Board.

9.6. At the request of a member, any opinion that differs from the adopted resolution must be recorded in the minutes. The member must formulate a dissenting opinion themself (if necessary, in writing as an annex to the minutes).

9.7. Each member shall store the Supervisory Board minutes and documents transmitted to them with due care and in consideration of confidentiality. The obligation to store these documents with due care continues to exist once the member in question has left the Supervisory Board. At the request of the Chairperson, the resigning member is obliged to return the Supervisory Board minutes and documents to the company for destruction by the Chairperson and to confirm the irrevocable deletion of these data in the case of electronically transmitted documents.

9.8. The company keeps the minutes of the Supervisory Board in a closed chronological series under the responsibility of the Chairperson.

Section 10: Personnel authority of the Supervisory Board toward the Management Board

10.1. The Supervisory Board must define a profile of requirements for the appointment of the Management Board and, in relation to this, appoint the members of the Management Board on the basis of a defined appointment procedure; in addition, the Supervisory Board must take succession planning into consideration (see Annex 2).

10.2. Newly elected members of the Management Board are given an adequate introduction to their role on a personal level and, for members who have not previously worked for the voestalpine Group, in terms of company-related technical knowledge (onboarding), e.g. as part of Management Board meetings as well as company tours.

10.3. An employment contract may not be signed before the appointment of the member of the Management Board. The members of the Supervisory Board must be informed of the breakdown and amount of the salary granted (fixed/variable) and a summary of any external assessment obtained before a person is appointed as a member of the Management Board.

10.4. The assumption of a supervisory board mandate by a member of the Management Board in companies that hold a stake in voestalpine AG that is subject to disclosure requirements under stock exchange regulations will not be approved unless voestalpine AG has a business interest in this company (Section 189a (2) of the Austrian Commercial Code (*Unternehmensgesetzbuch – UGB*)).

10.5. The Supervisory Board passes a resolution on the compensation policy for the company's Management Board at least once every four years or when an update is required, based on a proposal received from the Compensation Committee.

Section 11: Duties of the Supervisory Board

11.1. The Supervisory Board advises, assists, and supervises the Management Board.

11.2. To this end, it receives, requests or submits reports, holds discussions and deliberations with the Management Board, and proposes recommendations or opinions.

Section 12: Reports

12.1. The Supervisory Board's activities are primarily based on reports submitted by the Management Board to the Supervisory Board, either at its own initiative or as requested by the Supervisory Board, its Chairperson or a member (with the support of another member, if necessary).

12.2. The Management Board has fulfilled its reporting obligation once it has submitted its report to the Chairperson. The Chairperson decides whether to forward the reports to the members in writing or to hand them out at the next meeting.

12.3. The Chairperson is entitled to withhold reports or information from the reports from individual members of the Supervisory Board where there is a conflict of interest (cf. Section 19 and Annex 1) or there are strong grounds to suspect that information is being passed on or used to the detriment of the company. In such cases, the Chairperson must immediately seek a decision from the other members on the withholding of reports.

12.4. The Supervisory Board, the Chairperson, or a member appointed by the Supervisory Board is permitted to speak with employees of the company, preferably in consultation with the Management Board. If it is suspected that the Management Board is not providing the Supervisory Board with all the necessary information, the Supervisory Board, the Chairperson, or a member appointed by the Supervisory Board is permitted to speak with employees of the company, even without consulting the Management Board. The other members shall not be entitled to do so without the prior consent of the Chairperson, the Management Board or the Supervisory Board.

Section 13: Cooperation with the auditor of the annual financial statements and the auditor of the sustainability report

13.1. The auditor of the annual financial statements (auditor of the consolidated financial statements) shall be invited to meetings that address the adoption of the annual financial statements and their preparation as well as the audit of the annual financial statements (consolidated financial statements). This meeting must provide the members of the Supervisory Board and the auditor with the opportunity to talk without the presence of the Management Board.

13.2. The auditor of the sustainability report shall be invited to meetings that address the preparation of the sustainability report. This meeting must provide the members of the Supervisory Board and the auditor of the sustainability report with the opportunity to talk without the presence of the Management Board.

13.3. The auditor of the annual financial statements and the auditor of the sustainability report must forward the audit reports (Section 273 (4) UGB) to each member of the Supervisory Board. Other reports and documents must be provided by the auditor to each member or to the Chairperson, who must forward them to the members in accordance with Section 12 (2) and Section 12 (3).

13.4. Members shall have the right to ask the auditor of the annual financial statements or the auditor of the sustainability report questions directly at the meetings at which they are present. Outside meetings, questions are to be submitted to the Chairperson, who then forwards them to the auditor of the annual financial statements or the auditor of the sustainability report. The auditor of the annual financial statements or the auditor of the sustainability report must respond to the Chairperson, so that s/he can pass the response on to the members (Section 12 (2) and Section 12 (3)).

Section 14: Committees of the Supervisory Board

14.1. The Supervisory Board comprises the following committees, as a minimum requirement:

- General Committee, which also constitutes the Nomination Committee
- Audit Committee
- Compensation Committee

14.2. The Supervisory Board elects the members of the committees after each ordinary Annual General Meeting at which one or more new members have been elected to the Supervisory Board, unless they have already been appointed in accordance with these Rules of Procedure. The Supervisory Board is also entitled to set up permanent or temporary dedicated committees for specific projects and topic areas, and to elect members from among its members (e.g. working committee or project committee).

14.3. The committees may be granted the powers of the Supervisory Board to prepare and decide on matters. Unless decision-making authority has been explicitly delegated, a committee shall only have the power to prepare and submit proposals to the Supervisory Board.

14.4. The following matters cannot be referred to a committee for decision:

- Appointment, dismissal, and suspension of a member of the Management Board;
- Approval of matters pursuant to Section 95a AktG (Material transactions with related parties).

14.5. When electing the members of the committee, the Supervisory Board shall also appoint a chairperson of the committee. Care must be taken to ensure that the same person is not appointed chairperson of all committees. Authorization to chair the meeting cannot be transferred. In principle, the chairperson of a committee reports to the Supervisory Board on the work of

the committee at the beginning of each Supervisory Board meeting. The Chairperson of the Supervisory Board shall decide whether this information shall be presented with or without the presence of the members of the Management Board.

14.6. In accordance with the ratio defined in Section 110 (1) Austrian Labor Constitution Act (*Arbeitsverfassungsgesetz – ArbVG*), the employee representatives on the Supervisory Board have the right to appoint members to the committees of the Supervisory Board. This does not apply to the instances governed by Section 15 (2) and (3).

14.7. The Chairperson of the Supervisory Board may exclude members of the Supervisory Board and committees from attending meetings and from receiving meeting documents where there is a conflict of interest (cf. Section 19 and Annex 1) or there are strong grounds to suspect that information is being passed on or used to the detriment of the company.

14.8. A committee shall be chaired by the chairperson of the committee and, in the event that s/he is incapacitated, by his or her deputy, if one is elected.

14.9. A committee must be convened without delay at the request of one of its members or of the Management Board.

14.10. A committee has a quorum if at least two-thirds of its members, including the chairperson or his or her deputy, are present.

14.11. If a member of the Supervisory Board who is not a member of the committee has a question for the committee, s/he must address this question to the chairperson of the committee. Only the chairperson of the committee shall reply to questions from members of the Supervisory Board who are not members of the committee.

14.12. Unless otherwise stipulated in these Rules of Procedure, the rules laid down in these Rules of Procedure for the plenary session of the Supervisory Board apply mutatis mutandis to the activities of the committees and their members.

Section 15: General Committee, Nomination Committee

15.1. The General Committee (= Nomination Committee) consists of the Chairperson of the Supervisory Board and his or her deputy. The General Committee also includes one or two members to be appointed by the

members of the works council in accordance with the ratio defined in Section 110 (1) of the Austrian Labor Constitution Act (*Arbeitsverfassungsgesetz – ArbVG)*, but not in the case of matters pursuant to Section 15 (2) and (3).

15.2. The General Committee constitutes a quorum on matters concerning the company's relations with members of the Management Board when the Chairperson and a Deputy Chairperson are present.

15.3. The General Committee is responsible for concluding, amending, and terminating employment contracts with the members of the Management Board and for granting remuneration as well as for all matters relating to the settlement of stock options for members of the Management Board (see Annex 2).

15.4. The General Committee prepares motions to be submitted to a vote of the Supervisory Board to the Annual General Meeting in accordance with Section 1 (2). It also makes proposals to the Supervisory Board regarding the appointment of members of the Management Board (see Annex 2).

15.5. The Supervisory Board may also delegate other tasks and measures to the General Committee on a case-by-case basis with preparatory or decision-making powers.

15.6. The Supervisory Board authorizes the General Committee to pass immediate resolutions in cases of urgency also in all other matters of the Supervisory Board. The Chairperson is responsible for determining whether the case in question can be considered urgent. The Chairperson of the General Committee must report any corresponding resolutions passed to the Supervisory Board without delay.

Section 16: Audit Committee

16.1. The Audit Committee is tasked with the following responsibilities set forth in Section 92 (4a) AktG as well as in Rule 40 ÖCGK:

- Monitoring accounting procedures and the sustainability reporting process,
- Monitoring the independence and activities of the auditor annual financial statements, the auditor of the consolidated financial statements and the auditor of the sustainability report,

- Auditing and preparing the adoption of the annual financial statements (consolidated financial statements), the sustainability report, the proposal for the distribution of profits, the management report, and the corporate governance report; monitoring the consolidated financial statements,
- Preparing a proposal for the appointment of the auditor of the annual financial statements and the auditor of the sustainability report,
- Monitoring the effectiveness of the Group-wide internal control system, the internal audit system, and the risk management system, including to the extent that sustainability reporting is concerned;
- Approving non-audit services, subject to the audit committee setting a maximum limit for each service and providing evidence of approval to the auditor of the annual financial statements or the auditor of the sustainability report.

16.2. The Chairperson of the Supervisory Board is not also the Chairperson of the Audit Committee.

16.3. The Chairperson of the Audit Committee must report the outcome of the audit of the annual financial statements and the audit of the sustainability report to the Chairperson of the Supervisory Board and explain how the audit of the annual financial statements and the audit of the sustainability report contributed to the reliability of the financial reporting and sustainability reporting, as well as on the role of the Audit Committee in this regard. The Chairperson shall forward the report to the members of the Supervisory Board in accordance with Section 12, unless the report is already presented at a meeting of the Supervisory Board.

16.4. The Head of Internal Audit must report to the Audit Committee on the audit plan, its implementation and on key findings on a regular basis.

16.5. Before submitting the proposal for the choice of the statutory auditor, each auditor of the annual financial statements or auditor of the sustainability report must verify their authority to audit a public liability company and the absence of any grounds for exclusion in writing and provide a breakdown of total income by service category received from the company for the previous business year, report on their involvement in a quality assurance system, and disclose any circumstances which may give rise to concerns of bias. For the appointment of the auditor of the annual financial statements or auditor of

the sustainability report, the Audit Committee and the Supervisory Board shall propose one or more auditors for the annual financial statements and auditors for the sustainability report to the Annual General Meeting, all of whom have been certified in accordance with the statutory quality assurance system. The auditor of the annual financial statements and auditor of the sustainability report may be identical.

16.6. The Chairperson of the Audit Committee must, among other questions, ask the auditor whether, upon reading the corporate governance statements issued by the Management Board and Supervisory Board, s/he has identified any material inconsistencies with the annual financial statements or with the knowledge obtained during the audit.

Section 17: Compensation Committee

17.1. The Compensation Committee consists of at least two shareholder representatives, including the Chairperson (see Rule 43 ÖCGK).

17.2. The Compensation Committee draws up proposals for the compensation policy (Section 10 (5)). If the Compensation Committee engages the services of a consultant, it must be ensured that the consultant does not simultaneously advise the members of the Management Board. The Compensation Committee monitors compliance with the compensation policy in employment contracts.

17.3. The Chairperson briefs the Annual General Meeting on the principles of the compensation policy once a year.

Section 18: General duties of members of the Supervisory Board

18.1 Members are required to attend each Supervisory Board meeting. If a member does not attend more than half of the Supervisory Board meetings held in one business year, this shall be disclosed in the Corporate Governance Report.

18.2 Members of the Supervisory Board are listed as members of a Permanent Confidentiality area under the company's Capital Market Compliance Directive. Members agree to comply with this policy by signing a corresponding confirmation.

Section 19: Conflicts of interest

19.1. Members are not permitted to pass resolutions in pursuit of their own interests or those of related parties or companies that are in conflict with the interests of the company, or to claim business opportunities to which the company is entitled, or pass these opportunities on to third parties.

19.2. Each member must inform the Chairperson on behalf of the company if they perform any executive roles at other domestic or foreign companies in order to permit the Chairperson to review the existence of any potential conflicts of interest.

19.3. Each member shall be required to disclose any conflicts of interest to the Chairperson without undue delay. The Chairperson is required to disclose any conflicts of interest to his or her deputy(ies).

19.4. The conclusion of agreements with members according to which the members agree to perform work for the company or a subsidiary (Section 189 UGB) outside their activities on the Supervisory Board in return for material remuneration requires the consent of the Supervisory Board. This also applies to agreements concluded with companies in which a member has a significant economic interest, namely a stake of more than 25%, or the conclusion of an agreement that will have an impact on the compensation if the member or the member's spouse or partner holds an executive position at the company in question. The subject matter and compensation arrangements of such contracts are published in the annual report. The requirement to obtain the consent of the Supervisory Board also applies to contracts concluded by the company with a spouse or partner of a member or a company in which the spouse or partner has a significant economic interest (see above).

19.5. The policy on the handling of conflicts of interest (Conflicts of Interest Policy), as set out in Annex 1, governs the specific treatment of conflicts of interest.

Section 20: Non-disclosure obligation

20.1. Each member agrees to maintain the strictest confidentiality with regard to the deliberations of the Supervisory Board and to all matters of the Company and all companies affiliated with it of which they become aware in their capacity as a member of the Supervisory Board.

20.2. This non-disclosure obligation continues to apply even after the member has left the Supervisory Board. This obligation is of indefinite duration.

20.3. Each member must keep their physical documents in a locked, secure location. Login credentials for an electronic filing system, to the electronic mailbox or Sharepoint must be stored separately and securely.

Annex 1

voestalpine AG

policy

for handling conflicts of interest in the Supervisory Board

Annex to the Rules of Procedure

for the Supervisory Board

of

voestalpine AG

1. Introduction

1.1 The subject matter of this policy is the handling of conflicts of interest at Supervisory Board level. It aims to provide the guidance and instructions required by members of the Supervisory Board for identifying and handling conflicts of interest that may impede their ability to make objective, impartial decisions that are in the best interests of voestalpine AG.

1.2 Each member of the Supervisory Board must be able to act impartially, i.e. make a reasonable, objective, and independent assessment when performing his or her duties and make decisions in consideration of all relevant facts. This is reflected in particular in the lack of and the proper handling of conflicts of interest.

2. Potential conflicts of interest and detection measures

A conflict of interest is considered to exist if, from the point of view of a well-informed, reasonable, and unbiased third party, there is a risk of a member of the Supervisory Board being guided in their activities by extrinsic considerations due to special interests.
For the purposes of this policy, a conflict of interest is defined as both an existing and a potential conflict of interest.

2.1 In particular, conflicts of interest may exist in the following cases:

- Economic interests (e.g. holding shares, bonds or other financial instruments to an extent that does not correspond to customary asset management, as well as other economic interests in voestalpine AG or its affiliated companies, or a competitor or contractual partner)
- Current or previous positions in the voestalpine Group within the past five years (excluding as an employee representative in accordance with Section 110 of the Austrian Labor Constitution Act (*Arbeitsverfassungsgesetz – ArbVG*)
- Personal or professional relationships with external partners of voestalpine AG or its affiliated companies (e.g. consultants, service providers, contractual partners)
- Personal or professional relationships with competitors of voestalpine AG or its affiliated companies.

2.2 Measures to detect and stop conflicts of interest include, in particular:

- Regular survey of all other mandates held in listed companies

- Annual IAS 24 survey of all Supervisory Board members in the context of the preparation of the annual financial statements
- Verification of compliance with the statutory provision on board transactions (Section 95 (5)(12) AktG)
- Check by voestalpine AG HR management of current or previous positions (within the past five years) in the voestalpine Group.

3. Responsibilities and handling of conflicts of interest

3.1 The existence of a conflict of interest, appropriate measures to deal with it, and its impact on the impartiality of the respective Supervisory Board member and therefore the materiality of the conflict of interest are to be reviewed on a case-by-case basis. All existing and potential conflicts of interest must be communicated, documented, and properly handled within the Supervisory Board.

3.2 If members of the Supervisory Board become involved in conflicts of interest, they must disclose them to the Chairperson of the Supervisory Board without delay—and within good time before the matter in question is addressed at a Supervisory Board meeting. If the Chairperson becomes involved in conflicts of interest, s/he must immediately disclose them to his or her deputy (see Section 19(3) of the Rules of Procedure for the Supervisory Board).

3.3 An existing conflict of interest and the relevant information provided by the respective Supervisory Board member must be critically assessed by the Chairperson of the Supervisory Board or their deputy, if applicable, and checked in terms of its materiality and impact on the impartiality of the respective Supervisory Board member. Furthermore, specific proposals for measures to deal with the conflict of interest in question must be defined (e.g. exclusion of voting rights in decisions relating to the disclosed conflict of interest; ban on attending meetings of the Supervisory Board, consultations or the passing of resolutions relating to the disclosed conflict of interest; suspension of the Supervisory Board mandate for the duration of the conflict of interest). The findings from the review are to be documented and submitted to the General Committee (with the exclusion of the member affected by the conflict of interest, if applicable). The decision made by the General Committee on the conflicts of interest in question, including measures established for dealing with specific conflicts of interest classified as material, must be documented and communicated to the entire Supervisory Board.

3.4 The measures specified by the General Committee and communicated to the Supervisory Board must be complied with by the relevant Supervisory Board member. This mandated conduct must also be recorded in the minutes or, in the case of Supervisory Board resolutions, documented in a circular resolution.

4. Effective date

This policy is Annex 1 to the Rules of Procedure of the Supervisory Board and the current version was approved by the Supervisory Board on September 24, 2025.

Appointment of a member of the voestalpine AG Management Board

A) Profile of requirements
B) Selection procedure
C) Succession planning
D) Appointment, Management Board compensation

A) Profile of requirements

The aim behind the profile of requirements for the Management Board of voestalpine AG is to ensure that the composition of the Management Board is as diverse and complementary as possible, with strong leadership skills. In its entirety, the Management Board must possess the knowledge, skills, and experience required for the proper performance of its duties. The decision to fill a specific position on the Management Board is always based on the Group's best interests, taking into account all the circumstances of the individual case.

The profile of requirements for the appointment of a member of the Management Board must in any case contain:

- No legally binding conviction for an offense that calls into question the professional reliability of the candidate as a member of the Management Board.
- No legally binding conviction for more than six months imprisonment for a business-related offense (disqualification).
- The member of the Management Board is able to fulfill their mandate and is not restricted by (material) ancillary activities, in particular, the member does not hold more than four supervisory board mandates (position of chair counts twice) in companies outside the Group, whereby companies included in the consolidated financial statements or in which voestalpine AG has a business interest are not considered to be companies outside the Group.

In addition, a profile of requirements for a member of the Management Board must include the following things, among others, which must be taken into account when deciding on the appointment of a candidate for a specific Management Board position:

- Members of the Management Board must have the necessary training and management experience for the respective Management Board position.

- Members of the Management Board should have different educational and professional backgrounds. The Management Board must contain members with a technical background.
- As regards the composition of the Management Board, attention should be paid to ensuring its international character, in particular in terms of international experience gained through time spent abroad (ideally several years).
- Attention should also be paid to age and gender diversity, with no specific age limit for the resignation or reappointment of a member of the Management Board.

B) Selection procedure

A selection procedure must be initiated by the General Committee (= Nomination Committee) of the Supervisory Board at least one year before the planned departure of a member of the Management Board.

Taking into account the profile of requirements (see A), the General Committee shall draw up a target profile of the specific requirements and invite suitable candidates, including both internal and external candidates, to a hearing with the General Committee. At the request of the General Committee, the Chairperson of the Management Board shall attend hearings and may also submit proposals for suitable candidates.

In principle, the General Committee should be able to select from at least two candidates, unless, due to existing succession planning or other circumstances, only one candidate is considered to be the most suitable by all members of the General Committee and is invited to a hearing. If requested by a member of the General Committee, at least one external candidate must be invited to the hearing. In the absence of suitable known external candidates, the General Committee will appoint a recruitment consultant/headhunter in this case. In addition, the General Committee can generally consult a recruitment consultant/headhunter for advice on preparing decisions and/or to supervise the hearings. The General Committee is not bound by the recommendations of a recruitment consultant/headhunter.

At the request of a member of the General Committee, the candidate(s) shall undergo a potential analysis by a recruitment consultant/headhunter.

Following the hearings, the General Committee will submit a candidate proposal to the Supervisory Board for a resolution, including a justification of its recommendation.

C) Succession planning

Timely and purposeful succession planning forms an important part of the management work undertaken in the companies and divisions of the voestalpine Group. Succession planning aims to provide a comprehensive overview of key positions and potential successor candidates and to ensure through continuous monitoring that vacant key positions in the voestalpine Group are filled proactively and cost-effectively, e.g. by increasing or developing the skills profile of potential candidates in good time.

In a systematic and rolling process, executives are regularly assessed with regard to their performance and their future development opportunities and steps on the basis of an annual structured employee appraisal.

Targeted qualification steps are defined for senior executives with short and medium-term potential for Management Board positions.

The Chairperson of the Management Board and the General Committee will agree on their involvement in succession planning.

D) Appointment, Management Board compensation

Members of the Management Board are initially appointed for at least three years.

When contracts are concluded with members of the Management Board, it must be ensured that the total compensation of the Management Board members (salaries, profit sharing, expenses, insurance charges, commissions, incentive-based compensation commitments and ancillary benefits of any kind) is proportionate to the duties and benefits of the individual Management Board member, to the state of the company, and to the customary level of remuneration, and that it provides long-term incentives for sustainable corporate development. This applies mutatis mutandis to pensions, survivors' pensions and benefits of a similar nature.
In accordance with Rule 27 of the Austrian Code of Corporate Governance (ÖCGK), the following principles are ensured when concluding contracts with members of the Management Board: The compensation contains fixed and variable components. The variable compensation components shall be linked in particular to sustainable, long-term, and multi-year performance criteria, include non-financial criteria, including environmental, social or governance criteria, and not encourage inappropriate risk-taking. Measurable performance criteria as well as maximum amounts or percentages of the fixed compensation components are defined in advance for variable compensation components. It

must be stipulated that the company may reclaim variable compensation components if it is established that they have been paid on the basis of manifestly incorrect data.

Furthermore, the principles of Rules 27a and 28 ÖCGK must also be observed when concluding contracts with members of the Management Board.