

The German version of this report shall be binding. This English translation is for information purposes only.

REPORT BY THE MANAGEMENT BOARD

IN ACCORDANCE WITH SEC. 65 PARA. 1b TOGETHER WITH SEC. 170 PARA. 2 and SEC. 153 PARA. 4 OF THE AUSTRIAN STOCK CORPORATION ACT (AKTIENGESETZ) WITH REGARD TO ITEM 6 OF THE AGENDA OF THE ANNUAL GENERAL MEETING OF VOESTALPINE AG

In the 18th Annual General Meeting of voestalpine AG, it is proposed to authorize the Management Board to sell own shares, which have previously been purchased in accordance with Sec. 65 para. 1 of the Austrian Stock Corporation Act (Aktiengesetz), in other ways than on the stock exchange or by a public offering.

Since the granting of such authorization—with the exception of sale of these shares to service share options of the group of persons stipulated in Sec. 65 para. 1 no. 4 of the Austrian Stock Corporation Act—requires compliance mutatis mutandis with the provisions regarding the exclusion of subscription rights, the Management Board is providing the present report pursuant to Sec. 153 para. 4 of the Austrian Stock Corporation Act.

The previously mentioned authorization to sell will enable the Management Board, among other things, to have the necessary flexibility when implementing its acquisition strategy to be able to utilize own shares if needed as (partial) purchase price for acquisition activities. The terms and execution of such transactions shall be determined on a case by case basis jointly with the Supervisory Board in accordance with the Articles of Association and the bylaws for the Supervisory Board and the Management Board.

Furthermore, the authorization to sell will enable a servicing of convertible bonds, which the Management Board of voestalpine AG at the 17th Annual General Meeting has been authorized to issue, as far as such issued convertible bonds in case of conversion will not be serviced by conditional capital in accordance with § 4 para. 6 of the Articles of Association of voestalpine AG.

In addition, it is planned to issue shares to employees, senior executives and members of the Management Board of voestalpine AG and its subsidiaries to cover existing and future employee participation programs. Regarding the sale of own shares to employees, senior executives and members of the Management Board of the Company or a Group company in order to service share options, we refer to Sec. 65 para. 1b sentence 4 of the Austrian Stock Corporation Act, according to which no resolution of the Annual General Meeting is required. Reference is also made to Sec. 153 para. 5 of the Austrian Stock Corporation Act according to which the issuance of shares to employees, senior executives and members of the Management Board is a sufficient reason for the exclusion of subscription rights.

According to Sec. 65 para. 1b in connection with Sec. 169 para. 2 of the Austrian Stock Corporation Act the authorization of the Management Board to sell own shares in other ways than on the stock exchange or as by a public offering is limited to a maximum period of 5 years. With the proposed resolution this period will be made use of.

The Management Board