

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

voestalpine AG, Linz

## **I n v i t a t i o n**

to the

22<sup>nd</sup> Annual General Meeting

of the Company,

taking place on Wednesday, July 2, 2014 at 10:00 a.m. in the Design Center Linz,  
Europaplatz 1, A-4020 Linz.

## **A g e n d a :**

- 1) Presentation of the approved annual financial statements of voestalpine AG, the management report combined with the group management report, the consolidated financial statements, the corporate governance report and the report of the Supervisory Board to the Annual General Meeting on business year 2013/2014
- 2) Resolution on the allocation of the balance sheet profit of the business year 2013/2014
- 3) Resolution on the discharge of the members of the Management Board for business year 2013/2014
- 4) Resolution on the discharge of the members of the Supervisory Board for business year 2013/2014
- 5) Resolution on the election of the auditor for the annual financial statements and consolidated financial statements for business year 2014/2015
- 6) Election of the Supervisory Board
- 7) Resolution on the creation of new Authorised Capital in an amount equal to 40% of the share capital against cash contributions with statutory pre-emption rights granted, including indirect pre-emption rights as provided for in Sec. 153 para. 6 of the AktG (Austrian Stock Corporation Act) [Authorised Capital 2014/I], together with corresponding amendments to Sec. 4 (Share Capital and Shares) para. 2 of the Articles of Association
- 8) Resolution on the creation of new Authorised Capital in an amount equal to 10% of the share capital against contributions in kind and/or for issue to employees, executives and members of the Management Board of the Company or a company affiliated with the Company, with authorisation to exclude pre-emption rights [Authorised Capital 2014/II], together with corresponding amendments to Sec. 4 (Share Capital and Shares) para. 2 of the Articles of Association
- 9) Resolution on authorisation of the Management Board to issue financial instruments within the meaning of Sec. 174 of the AktG, in particular convertible bonds, income bonds, participation rights, which can also convey subscription and/or conversion rights for the acquisition of shares of the Company, together with authorisation to exclude shareholder pre-emption rights to subscribe to the financial instruments
- 10) Resolution on cancellation of the Authorised Capital in accordance with Sec. 159 para. 2 no. 1 of the AktG approved by general meeting resolution of July 1, 2009, and a contingent increase of the share capital of the Company in accordance with Sec. 159 para. 2 no. 1 of the AktG in an amount equal to 10% of the share capital for issue to financial instrument holders [Contingent Capital 2014], together with corresponding amendments to Sec. 4 (Share Capital and Shares) para. 6 of the Articles of Association

## Annual General Meeting Documents

The following documents will be available on the Company's website [www.voestalpine.com](http://www.voestalpine.com) no later than **June 11, 2014** and will also be available at the Annual General Meeting:

- Annual financial statements,
- Corporate governance report,
- Consolidated financial statements,
- Management report (combined with the group management report),
- Proposal with respect to the distribution of profits,
- Report of the Supervisory Board,

in each case for business year 2013/14;

- Resolution proposals for agenda items 2–10
- Report by the Management Board in accordance with Sec. 170 para. 2 of the AktG in combination with Sec. 153 para. 4 of the AktG with regard to agenda item 8
- Report by the Management Board in accordance with Sec. 174 para. 4 of the AktG in combination with Sec. 153 para. 4 of the AktG with regard to agenda items 9 and 10
- Articles of Association with proposed amendments in track changes mode
- Proxy authorisation form
- Proxy cancellation form
- Complete text of this invitation.

## Information on shareholder rights under Secs. 109, 110, 118 and 119 of the AktG

Shareholders whose combined holdings represent at least **5 % of the share capital** and who have owned these shares for at least three months prior to making such request have the right to request in writing that **additional items be put on the agenda** of this Annual General Meeting and be published provided that such request is made in writing and delivered to the Company no later than **June 11, 2014** only to the address voestalpine-Strasse 1, 4020 Linz, Attn. Dr. Christian Kaufmann, Head of Legal and Corporate Matters. Each agenda item requested must be accompanied by a resolution proposal and a statement of reasons. Proof of shareholder status must be provided by submitting a deposit certificate in accordance with Sec. 10a of the AktG that confirms that the requesting shareholder has owned the shares for at least three months before the request and must no more than seven days old at the time it is submitted to the Company. Please refer to the section on the right to attend the Annual General Meeting for information on the other requirements for the deposit certificate.

Shareholders whose combined holdings represent at least **1 % of the share capital** have the right to submit **resolution proposals** in text form (in writing but no signature required) for any agenda item, together with a statement of reasons, and request that these proposals, together with the names of the shareholders concerned, the reasons given and any statement by the Management Board or Supervisory Board, be made available on the Company's website. Such requests must be delivered to the Company in text form no later than **June 23, 2014** either by fax to +43 (0) 50304 55 5872 or to the address voestalpine-Strasse 1, 4020 Linz, Attn. Dr. Christian Kaufmann, Head of Legal and Corporate Matters or by e-mail to [christian.kaufmann@voestalpine.com](mailto:christian.kaufmann@voestalpine.com), in which case such request submitted in text form, such as a pdf file, must be sent as an attachment to the e-mail. In the case of a **nomination of a candidate for election to the Supervisory Board**, instead of a statement of reasons, a statement by the candidate must be submitted in accordance with Sec. 87 para. 2 of the AktG. Proof of shareholder status must be provided by submitting a deposit certificate in accordance with Sec. 10a of the AktG that is no more than seven days old at the time it is submitted to the Company. Please refer to the section on the right to attend the Annual General Meeting for information on the other requirements for the deposit certificate.

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. 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.

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

### **Presenting motions at the Annual General Meeting**

Regardless of the number of shares held, every shareholder has the right to make motions on any agenda item during the Annual General Meeting. However, a **shareholder motion to nominate a candidate for election to the Supervisory Board** requires timely submission of a resolution proposal in accordance with Sec. 110 of the AktG: Candidates for election to the Supervisory Board (Agenda Item 6) can only be nominated by shareholders whose combined holdings represent at least 1% of the share capital. The Company must receive such nominations no later than **June 23, 2014**, in the manner described above. Each candidate nomination must be accompanied by a statement in accordance with Sec. 87 para. 2 of the AktG by the candidate on his or her professional qualifications, professional or comparable positions held, and all circumstances that could provide reasonable grounds to suspect partiality.

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

### **QUALIFYING DATE AND RIGHT TO ATTEND THE ANNUAL GENERAL MEETING**

Under Sec. 111 of the AktG, the right to attend the Annual General Meeting, the right to exercise voting rights and other shareholder rights that can be exercised at the Annual General Meeting are based on share ownership at the end day on **June 22, 2014 (record date)**.

The Annual General Meeting may only be attended by persons who are shareholders on the record date and provide proof of this 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 **June 27, 2014** only to one of the following addresses.

By mail  
(in written form) voestalpine AG  
Legal and Corporate Matters  
Attn. Dr. Christian Kaufmann  
voestalpine-Strasse 1  
4020 Linz

By fax: +43 (1) 8900 500 - 57

By e-mail: [anmeldung.voestalpine@hauptversammlung.at](mailto:anmeldung.voestalpine@hauptversammlung.at); however, only with a qualified electronic signature in accordance with Sec. 4 para. 1 of the SignaturG (Austrian Digital Signature Act)

By SWIFT: GIBAATWGGMS - Message Type MT598; ISIN AT0000937503 must be indicated in the text

### **Deposit certificates in accordance with Sec. 10a of the AktG**

The deposit certification must be issued by a custodian financial institution domiciled in a member state of the European Economic Area or a full member state of the OECD and must contain the following information:



Attn. Dr. Christian Kaufmann  
voestalpine-Strasse 1  
4020 Linz  
By fax: +43 (1) 8900 500 - 57  
By e-mail: [anmeldung.voestalpine@hauptversammlung.at](mailto:anmeldung.voestalpine@hauptversammlung.at); the proxy authorisation in text form, for example as pdf file, must be attached to the e-mail  
By SWIFT: GIBAATWGGMS - Message Type MT598; ISIN AT0000937503 must be indicated in the text  
In person: During registration at the location of the Annual General Meeting

Proxy authorisation and proxy cancellation forms will be sent upon request and may be downloaded from the Company's website at [www.voestalpine.com](http://www.voestalpine.com).

Unless the proxy authorisation is handed over in person during registration on the date of the Annual General Meeting, it must be delivered to the Company no later than **4 p.m on July 1, 2014**.

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

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 Dr. Wilhelm Rasinger to represent shareholders at this Annual General Meeting. A special proxy form for authorising Dr. Wilhelm Rasinger 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 authorisations. Shareholders may also contact Dr. Wilhelm Rasinger directly at IVA by phone +43 1 8763343 0, fax +43 1 8763343 39 or e-mail [rasinger@iva.or.at](mailto:rasinger@iva.or.at).

Shareholder must provide Dr. Wilhelm Rasinger with instructions on how he (or a sub-proxy authorised by Dr. Wilhelm Rasinger) is to exercise their voting rights. Dr. Wilhelm Rasinger only exercises voting rights based on the instructions given by the shareholder. Without explicit instructions, Dr. Wilhelm Rasinger will not exercise voting rights based on the proxy authorisation.

### **Total number of shares**

On the date the Annual General Meeting was convened, the Company had share capital of EUR 313,309,235.65 divided into 172,449,163 no-par bearer shares. Each share grants one vote. On the date the Annual General Meeting was convened, the Company held 28,597 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 of the AktG whereof 8,675 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 172,411,891 shares giving their owners the right to attend and vote at the Annual General Meeting. There are no other classes of shares.

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.

Shareholders who did not receive admission cards or copies of the deposit certificates from their custodian financial institution are requested to bring valid official photo identification to the Annual General Meeting.

**Internet broadcast of part of the Annual General Meeting**

Shareholders of the Company and interested members of the public may follow the speech by the Chairman of the Management Board at the Annual General Meeting on July 2, 2014 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.

Linz, June 2014

The Management Board