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

Invitation to the Annual General Meeting

We hereby invite our shareholders to the
31st Annual General Meeting of voestalpine AG
taking place on Wednesday, July 5, 2023, at 10:00 a.m.
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 2022/2023
2. Resolution on the allocation of the balance sheet profit of the business year 2022/2023
3. Resolution on the discharge of the members of the Management Board for business year 2022/2023
4. Resolution on the discharge of the members of the Supervisory Board for business year 2022/2023
5. Resolution on the remuneration of the members of the Supervisory Board for the business year 2022/2023
6. Resolution on the election of the auditor for the annual financial statements and group's consolidated financial statements for business year 2023/2024
7. Resolution on the compensation report for the members of the Management Board and the Supervisory Board
8. Resolution on the authorization of the Management Board of voestalpine AG
 - a) to buy back own shares equivalent to up to 10% of the Company's share capital in accordance with Section 65 para. 1 nos. 4 and 8 AktG as well as Section 65 para. 1a and para. 1b AktG via stock exchanges as well as over-the-counter trading, subject as well to exclusion of the proportional right of disposal that may be associated with any such purchase (reverse exclusion of shareholders' subscription rights)
 - b) in accordance with Section 65 para. 1b of the Stock Corporation Act, to resolve on the sale or use of own shares by a method other than via the stock exchange or a public offer, applying mutatis mutandis the provisions on the exclusion of shareholders' subscription rights, whereby subscription rights are excluded for the servicing of conversion rights of holders of already issued and future convertible bonds, applying mutatis mutandis Sec. 153 para. 3 and para. 4 of the Stock Corporation Act
 - c) to decrease the Company's share capital by a redemption of these own shares without having to request another resolution of the Annual General Meeting
 - d) partial revocation of the authorization granted at the Annual General Meeting on July 7, 2021.

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 14, 2023**:

- 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
- Compensation report for members of the Management Board and Supervisory Board,

in each case for business year 2022/2023

- Proposed resolutions for agenda items 2–8
- Proxy authorization form
- Proxy authorization form and instructions to the independent voting proxy,
- Proxy cancellation form
- Complete text of this invitation
- 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 25, 2023** (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 of the AktG to the Company no later than **June 30, 2023** (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 mail or messenger
	voestalpine AG Legal, M&A and Compliance Attn. Dr. Christian Kaufmann voestalpine-Straße 1 4020 Linz
	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 Section 10a of the AktG

The deposit certification 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:

- Information on the issuer: company name and address or a code commonly used in dealings between banks
- 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)
- Depot number, securities account number, or other identification
- Date or period referred to in the deposit certificate

The depositary certification to verify the shareholding as the basis for participation in the Annual General Meeting must relate to the above-mentioned record date for the proof of shareholding, i.e., **June 25, 2023** (12:00 a.m. [midnight], CEST, local Vienna time).

The deposit certificate will be accepted in German or English.

Identification

voestalpine AG reserves the right to verify the identity of persons attending the meeting. Entry may be denied if a person's identity cannot be verified.

Therefore, for identification purposes, shareholders and their proxies are asked to be ready to show a valid official photo identification when registering for the Annual General Meeting.

Persons attending the Annual General Meeting as proxies are asked to bring the power of attorney with them in addition to their official photo ID. If the original of the power of attorney has already been sent to the Company, entry will be facilitated if a copy of the power of attorney is brought along.

Guests

The General Meeting is the key governing body of a stock corporation as it is the forum for the Company's owners—the shareholders. We therefore hope you will appreciate that we cannot turn a General Meeting into an event for guests, much as we value such interest. For further questions please contact the Investor Relations Team (phone: +43 (0) 50304 15 8735, e-mail: IR@voestalpine.com).

IV. POSSIBILITY TO APPOINT A PROXY AND THE PROCEDURE TO BE FOLLOWED

Every shareholder who is entitled to participate in the Annual General Meeting and has provided sufficient proof to the Company as described in point III of this invitation is also entitled to appoint a representative, who will participate in the Annual General Meeting on behalf of the shareholder and who is vested with the same rights as the shareholder whom he or she represents.

Proxy authorization must be granted to a specific person (natural person or legal entity) in text form (Sec. 13 para. 2 AktG). It is also possible to appoint several proxy holders.

The proxy can be appointed before or during the Annual General Meeting.

We offer the following communication channels and addresses for the delivery of proxies:

By mail or messenger voestalpine AG
 Legal, M&A and Compliance
 Attn. Dr. Christian Kaufmann
 voestalpine-Straße 1
 4020 Linz

By fax: +43 (0)1 8900 500 50

By e-mail anmeldung.voestalpine@hauptversammlung.at
 (Please use PDF format for proxy authorizations)

The proxies must be received by the Company no later than July 4, 2023, 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 holder can be downloaded from the Company's website at www.voestalpine.com. 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 compulsory for shareholders who wish to authorize a proxy holder to appoint the independent voting proxy Florian Beckermann, member of the Management Board of "Interessenverband für Anleger," named in point V, as their voting proxy.

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

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 Mr. Florian Beckermann, member of the Management Board of IVA, to represent shareholders at this Annual General Meeting.

A special proxy 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 or regular mail) 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 4, 2023, 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 provide instructions on how the independent voting proxy (or a sub-proxy authorized by him) is to exercise his or her 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 explicit instructions, it is not ensured that the independent voting proxy can exercise voting rights based on the proxy authorization. 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 14, 2023** (12:00 a.m. [midnight], CEST, 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 custody account confirmation 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 confirmation may not be more than seven days old at the time of its submission to the Company. Multiple custody account confirmations 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 either by fax to +43(0)50304 15 5872 or by regular mail to voestalpine AG, attn. Christian Kaufmann, Legal, M&A and Compliance, voestalpine-Strasse 1, 4020 Linz, or by e-mail to christian.kaufmann@voestalpine.com, and is received by the Company no later than **June 26, 2023** (12:00 a.m. [midnight], CEST, Vienna time). The request in text form may be attached to the e-mail as a PDF, for example. 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.

Shareholder status shall be proven by submitting a custody account confirmation in accordance with Sec. 10a AktG, which is no more than seven days old at the time of submission to the Company. Multiple custody account confirmations 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. The right of shareholders to obtain information pursuant to Sec. 118 AktG

Every shareholder has the right to request 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.

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 to the address voestalpine-Strasse 1, 4020 Linz, Investor Relations Department, DI (FH), attn. Mr. Peter Fleischer or by e-mail to IR@voestalpine.com or by fax to +43 (0) 50304 55 5581.

4. 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.

VII. FURTHER DISCLOSURES AND INFORMATION

1. Total number of shares

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. As of June 2, 2023, the Company held 6,944,028 own shares and can acquire additional own shares on the basis of an existing share buyback program up until the Annual General Meeting. The Company has no rights with respect to own shares. 8,975 shares were declared invalid in accordance with Sec. 67 para. 2 in combination with Sec. 262 para. 29 AktG, whereof 948 shares have not yet been submitted and credited to a securities account. Accordingly, the total number of voting shares as of June 2, 2023, is 171,604,187 no-par bearer shares, which

number may change based on the acquisition of own shares in accordance with an existing share buyback program. 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. Voting cards may be collected starting at 9:00 a.m.

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 5, 2023, live on the Internet at 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.

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.

Linz, June 2023

The Management Board