

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

**voestalpine AG  
Linz, FN 66209 t  
ISIN AT0000937503**

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

We hereby invite our shareholders to the  
**20th Annual General Meeting of voestalpine AG**  
to be held on **Wednesday, July 4, 2012 at 10.00 a.m.**,  
at the Design Center Linz, 4020 Linz, Europaplatz 1.

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

- 1) Presentation of the approved annual financial statement of voestalpine AG, the management report combined with the group management report, the group's consolidated financial statement, the corporate governance report as well as the report of the Supervisory Board to the Annual General Meeting on the business year 2011/2012
- 2) Resolution on the allocation of the balance sheet profit of the business year 2011/2012
- 3) Resolution on the discharge of the members of the Management Board for the business year 2011/2012
- 4) Resolution on the discharge of the members of the Supervisory Board for the business year 2011/2012
- 5) Resolution on the election of the auditor of the annual financial statement and the group's consolidated financial statement for the business year 2012/2013
- 6) Election to the Supervisory Board

### **Annual General Meeting Documents**

Especially the following documents will be available at the Company's website [www.voestalpine.com](http://www.voestalpine.com) no later than **June 13, 2012** and will also be available at the Annual General Meeting:

- 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,
- each for the business year 2011/12;
- resolutions on agenda items 2–6
  - form for granting a power of attorney
  - form for the revocation of a power of attorney
  - complete text of this invitation notice.

### **Information on shareholders' rights pursuant to Secs. 109, 110, 118 and 119 of the Austrian Stock Corporation Act**

Shareholders who jointly hold **5% of the share capital** and who have been the holders of these shares for at least three months prior to making such request are entitled 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 13, 2012** exclusively to the address 4020 Linz, voestalpine-Strasse 1, attn.

Mr. Hubert Possegger, Head of Legal and Corporate Matters. Shareholders must also indicate proposals for resolutions regarding each item on the agenda so requested, including a statement of grounds. In the case of deposited bearer shares a deposit certificate (*Depotbestätigung*) pursuant to Sec. 10a of the Austrian Stock Corporation Act shall be sufficient to evidence that the shareholders making such requests have held their shares for at least three months prior to making such requests, and this certificate shall not be older than seven days at the time of it being submitted to the Company. As regards the other requirements of the certificate of deposit, please refer to the information on the right to attend the Annual General Meeting.

Shareholders holding jointly at least 1% of the share capital are entitled to submit proposals for resolution on any item of the agenda, including a statement of grounds, in text form (in writing but no signature required) and demand that such proposals, together with the names of the shareholders concerned and including the grounds therefore, be made available on the website of the Company together with a statement by the Management or Supervisory Board, if applicable. Such request must be delivered to the Company in text form no later than **June 25, 2012** either by telefax at +43 (1) 50304 55 5872 or to the address 4020 Linz, voestalpine-Strasse 1, attn. Mr. Hubert Possegger, Head of Legal and Corporate Matters or by e-mail to [hubert.possegger@voestalpine.com](mailto:hubert.possegger@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 deposited bearer shares a certificate of deposit pursuant to Sec. 10a of the Austrian Stock Corporation Act shall be sufficient to evidence that the shareholders are entitled to exercise their shareholders' rights; this certificate shall not be older than seven days at the time of it being submitted to the Company. As regards the other requirements of the certificate of deposit, please refer to the information on the right to attend the Annual General Meeting.

For bearer shares not held in a deposit, a written confirmation by a notary public, to which the above requirements for a deposit certificate apply, shall be sufficient.

Each shareholder, additionally, is entitled to present motions regarding any agenda item at the Annual General Meeting without any notice in advance.

Each shareholder has the right to be informed on any matters pertaining to the Company if so requested by the shareholder provided that such information is necessary for a proper opinion regarding a particular agenda item. Information may be denied if, according to reasonable commercial judgment, it could cause significant harm to the Company or a Group company, or if the provision of information would be chargeable.

Questions that require longer preparation should be submitted in text form to the Management Board in due time before the Annual General Meeting. Such questions should be submitted to the address 4020 Linz, voestalpine-Strasse 1, Head of Investor Relations, attn. Mr. Peter Fleischer or by e-mail to [investorrelations@voestalpine.com](mailto:investorrelations@voestalpine.com) or by telefax at +43 (1) 50304 55 5581.

Additional information on such rights of shareholders pursuant to Secs. 109, 110, 118 and 119 of the Austrian Stock Corporation Act are available as of now at the Company's website [www.voestalpine.com](http://www.voestalpine.com).

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

The right to attend the Annual General Meeting and the right to exercise the voting right and other shareholder rights to be exercised at the Annual General Meeting in accordance with Sec. 111 Austrian Stock Corporation Act are conditional on the shareholdings or, if interim certificates have been issued, on the registration in the register of shareholders of the Company ("*Aktienbuch*") at the end of **June 24, 2012 (record date)**.

The Annual General Meeting may only be attended by persons who are shareholders at such record date and who provide evidence of their shareholding to the Company.

#### **Bearer shares held in a deposit**

In the case of bearer shares held in a deposit, a deposit certificate in accordance with Sec. 10a of the Austrian Stock Corporation Act shall be sufficient to evidence a shareholder's shareholding on the record date, which shall be delivered to the Company no later than **June 29, 2012** exclusively at one of the following addresses.

Per post (in written form) voestalpine AG  
Legal and Corporate Matters  
attn. Mr. Hubert Possegger  
voestalpine-Strasse 1  
4020 Linz

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

Per 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 Austrian Digital Signature Act ("*Signaturgesetz*")

voestalpine AG will not accept deposit certifications and declarations in accordance with Sec. 114 para. 1 fourth sentence Austrian Stock Corporation Act via an international, specially secured communication network of depository banks (SWIFT) as other electronic ways of communication (fax and e-mail) are available instead. The reason for this is that voestalpine AG offered SWIFT as an electronic means of communication for the two preceding Annual General Meetings, but the depository banks did not make use of it.

#### **Bearer shares not held in a deposit**

For bearer shares not held in a deposit, a written confirmation by a notary public, which the Company must receive at one of the above mentioned addresses, only, is sufficient.

For the content of the confirmation by the notary public, the following applies mutatis mutandis (except the deposit number).

#### **Deposit certificates pursuant to Sec. 10a of the Austrian Stock Corporation Act**

The deposit certification must be issued by a depository bank domiciled in a member state of the European Economic Area or a full member state of the OECD and must contain the following details:

- details of the issuer: name/company and address or a code commonly used in dealings between banks,
- details of the shareholder: name/company, address, date of birth for individuals, and register and register number, if applicable, for legal entities,
- information regarding shares: number of the shares held by the shareholder, ISIN AT0000937503,
- deposit number and/or other designation,
- date to which the deposit certificate refers.

The deposit certificate as evidence of the shareholding must refer to the record date **June 24, 2012** (the end of this day) mentioned above.

The deposit certificate will be accepted in German or English.

By registering for the Annual General Meeting and/or by submitting a deposit certificate shareholders will not be prevented from transferring their shares. However, in case of a transfer of shares only such person is allowed to attend the shareholders' meeting who was a shareholder at the record date.

### **Interim certificates**

With regard to interim certificates only those shareholders are allowed to attend the Annual General Meeting whose registration in text form has been delivered to the Company no later than **June 29, 2012** exclusively at one of the following addresses.

Per post (in written form) voestalpine AG  
Legal and Corporate Matters  
attn. Mr. Hubert Possegger  
voestalpine-Strasse 1  
4020 Linz

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

Per e-mail: [anmeldung.voestalpine@hauptversammlung.at](mailto:anmeldung.voestalpine@hauptversammlung.at); the registration in text form, for example as pdf file, must be attached to the e-mail

### **REPRESENTATION BY PROXY**

Each shareholder entitled to attend the Annual General Meeting has the right to appoint a representative (proxy) who attends the Annual General Meeting on behalf of such shareholder and has the same rights as the shareholder she/he represents.

The power of attorney must be granted to a specific person (natural person or legal entity) in text form; also several persons may be authorised.

The power of attorney must be delivered to the Company exclusively at one of the following addresses:

Per post (in written form) voestalpine AG  
Legal and Corporate Matters  
attn. Mr. Hubert Possegger  
voestalpine-Strasse 1  
4020 Linz

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

Per e-mail: [anmeldung.voestalpine@hauptversammlung.at](mailto:anmeldung.voestalpine@hauptversammlung.at); the power of attorney in text form, for example as pdf file, must be attached to the e-mail

Personally: at the registration at the venue of the Annual General Meeting

A form for a power of attorney and a form for revoking the power of attorney will be sent to shareholders upon request and may be downloaded from the Company's website at [www.voestalpine.com](http://www.voestalpine.com).

Unless the power of attorney is handed over personally at the registration on the day of the Annual General Meeting, the power of attorney must be delivered to the Company no later than **July 3, 2012 at 4 p.m.**

The rules indicated above regarding the granting of a power of attorney apply mutatis mutandis to its revocation.

As a special service, a representative of the "Interessenverband für Anleger" (IVA, Austrian Association of Investors), 1130 Vienna, Feldmühlgasse 22, is available to shareholders as an independent representative bound by the shareholders' instructions for exercising voting rights at the Annual General Meeting. For the time being Mr. Wilhelm Rasinger is foreseen to represent the shareholders at this Annual General Meeting on behalf of IVA. A special form of power of attorney for Mr. Wilhelm Rasinger may be downloaded at the Company's website at [www.voestalpine.com](http://www.voestalpine.com). Shareholders may also contact Mr. Wilhelm Rasinger of IVA directly by calling +43 1 8763343 0, by fax at +43 1 8763343 39 or by e-mail [rasinger@iva.or.at](mailto:rasinger@iva.or.at).

The shareholder must provide Mr. Wilhelm Rasinger with instructions as to how he (or a sub-proxy authorized by Mr. Wilhelm Rasinger) shall exercise the voting right. Mr. Wilhelm Rasinger exercises the voting right exclusively on the basis of the instructions given by the shareholder. Without express instructions Mr. Wilhelm Rasinger will not exercise the voting right.

**Total number of shares and interim certificates**

At the date of convening the Annual General Meeting the share capital of the Company amounts to EUR 307,132,044.75 and is divided into 169,049,163 no-par bearer shares. Each share grants one vote. At the date of convening the Annual General Meeting the Company holds 288.012 own shares that do not confer any rights. The total number of shares entitled to participate and vote at the Annual General Meeting therefore at the date of convening the Annual General Meeting amounts to 168.761.151 shares. There are no other types 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 from 9.00 a.m. onwards.

Shareholders who neither received admission cards nor copies of the deposit certificates are kindly requested to bring a valid official identity document to the Annual General Meeting.

**Partially coverage of Annual General Meeting on the Internet**

All shareholders as well as all other interested people may follow the report of the CEO of the Company at the Annual General Meeting on Wednesday July 4, 2012 live on the Internet as of approx. 10.00 a.m. An image or sound programme transmission going beyond the report of the CEO will not take place.

Linz, June 2012

The Management Board