

Translation of the Auditor's independence declaration – for the original see the German version

voestalpine AG
Attn: Dr. Joachim Lemppenau
Chairman of the Supervisory Board
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Appointment of the auditor for the annual financial statements and consolidated financial statements as of March 31, 2018

Declarations of the auditor in accordance with §270 para 1a UGB and Article 6 of Regulation (EU) No. 537/2014 of the European Parliament and the Council dated April 16, 2014

Dear Dr. Lemppenau!

In accordance with §270 para 1 UGB (Austrian Commercial Code), the Supervisory Board must propose an auditor for selection by the General Meeting. Before this proposal is made, the auditor must report on the following points in accordance with **§270 para 1a UGB**:

- The auditor must disclose and document all circumstances that may establish partiality or exclusion and any safeguards taken to ensure an independent and impartial audit.
- It must report on its inclusion in the system of external quality assurance required by the Auditor Supervision Act (Federal Law Gazette – BGBl I No. 43/2016) and its current registration.
- The auditor must submit a list of the fees received from the company during the preceding financial year, broken down by categories of services.

In addition, Article 6 of Regulation (EU) No. 537/2014 of the European Parliament and the Council dated April 16, 2014 (hereinafter referred to as the “Regulation”) requires the following measures:

- Before accepting or continuing an engagement to audit the financial statements of a public-interest entity, an auditor must assess and document whether he complies with the requirements of Articles 4 and 5 of the Regulation or whether the conditions of Article 17 of the Regulation are complied with.
- In addition – without prejudice to Directive 2005/60/EC – he must judge the integrity of the members of the supervisory, administrative and management bodies of the company.
- He must confirm annually in writing to the audit committee that he, the audit firm partners and senior managers as well as the managers conducting the audit are independent from the audited company.

- Finally, he must discuss with the audit committee the threats to his independence and the safeguards applied to mitigate those threats as documented by the auditor.

The following report is provided on the points above:

- There are no circumstances that might constitute grounds for partiality or exclusion of our company as auditor. In particular, none of the grounds for exclusion in §§271, 271a and 271b UGB apply. The measures taken to ensure our independence are described in the Grant Thornton Unitreu GmbH Wirtschaftsprüfungs- und Steuerberatungsgesellschaft Transparency Report for the financial year 2016 (October 1, 2015 till September 30, 2016) prepared in accordance with §24 A-QSG (Austrian Audit Quality Assurance Act). The Transparency Report is published on the website. Appropriate organisational measures ensure that the audit can be performed independently and impartially.
- Our company is included in the statutory quality assurance system provided for by the Auditor Supervision Act (Federal Law Gazette – BGBl I No. 43/2016). The Working Committee for External Quality Audits issued us a certificate dated February 22, 2016 for successful participation in external quality audits. The certificate, issued in accordance with §§14 and 15 Austrian Audit Quality Assurance Act, is valid until April 20, 2019 for audits of public-interest entities (for all other audits: until April 20, 2022). In any case, under the transitional provisions codified at §84 para 12 of the Auditor Supervision Act, certificates issued in accordance with the provisions of the Austrian Audit Quality Assurance Act retain their validity until the expiration of the six-year-period stated on the certificate until September 30, 2016. Therefore, Grant Thornton Unitreu GmbH Wirtschaftsprüfungs- und Steuerberatungsgesellschaft has a valid registration under the provisions of the Auditor Supervision Act. In addition, an internal quality assurance system has been established in the Grant Thornton network to monitor the quality of audits of financial statements.
- Grant Thornton Unitreu GmbH Wirtschaftsprüfungs- und Steuerberatungsgesellschaft, Vienna, and the foreign members of the Grant Thornton Network will receive or have received the following fees from voestalpine AG or its group companies for the previous financial year:

	TEUR
Fee for Grant Thornton Unitreu, Vienna, for auditing the separate financial statements and consolidated financial statements (in accordance with audit agreement 2016/17)	251.4
Fee for Grant Thornton Unitreu, Vienna, for auditing the Austrian subsidiaries (in accordance with audit agreement 2016/17)	1,023.2
Fee for Grant Thornton Unitreu, Vienna, for other audit services	32.9
Fee for Grant Thornton Unitreu, Vienna, for tax advisory services	0.0
Fee for Grant Thornton Unitreu, Vienna, for other services	<u>218.4</u>
Total for Grant Thornton Unitreu GmbH	<u><u>1,525.9</u></u>

Companies in the Network: Fee for auditing subsidiaries	1,656.1
Companies in the Network: Fee for other audit services	10.9
Companies in the Network: Fee for tax advisory services	56.7
Companies in the Network: Fee for other services	<u>28.2</u>
Total Grant Thornton Network	<u><u>3,277.8</u></u>

- Article 4 of the Regulation establishes the framework conditions for setting auditors' fees. According to that Article, fees for auditing the financial statements of public-interest entities may not be outcome-based. There are no such fees in the business relationship between voestalpine AG and its affiliated companies, on one hand, and our company, on the other hand.
- In addition, there is a cap on fees for permissible non-audit services of 70% of the average of the fees paid in the last three consecutive financial years for the audits of the financial statements of the audited company, its parent company, its controlled companies and the consolidated financial statements of that group of companies. Since this provision first applies to services provided after the Regulation takes effect on June 17, 2016, i.e. commencing in financial year 2017/18, no such calculation is possible yet. However, the figures for financial year 2016/17 (see Item 3.) can provide an indication. These figures show that other services amounting to TEUR 218.4 do not come close to reaching the threshold of TEUR 892.2.
- Finally, Article 4 of the Regulation codifies a reporting obligation on the part of the auditor if the total fees paid by a public-interest entity in each of the last three consecutive financial years make up more than 15% of the auditor's total income. This threshold figure was not exceeded.
- Article 5 of the Regulation lists the non-audit services that the auditor of a public-interest entity may not provide to the latter, its parent company or the companies it controls. This applies not only to the auditor, but also to every member of the network to which the auditor belongs. Our internal network quality assurance measures ensure timely identification of such facts. Based on our inquiries, we have reached the conclusion that neither our company nor the member companies of the Grant Thornton International Network have provided prohibited non-audit services to voestalpine AG and the companies it controls.
- The provisions on the duration of the audit engagement codified in Article 17 of the Regulation will not apply to voestalpine AG until after the expiration of a multi-year transitional period. Therefore, they do not cover financial year 2017/18. It should be noted that Grant Thornton Unitreu GmbH Wirtschaftsprüfungs- und Steuerberatungsgesellschaft and its legal predecessors have been appointed the auditor and group auditor for voestalpine AG in an unbroken line since financial year 1995/96, that is, the financial year in which voestalpine AG went public.
- The measures carried out within the framework of our professional duty of care gave no indication that would lead us to doubt the integrity of the members of the supervisory, administrative and management bodies of voestalpine AG.
- Grant Thornton Unitreu GmbH Wirtschaftsprüfungs- und Steuerberatungsgesellschaft, the audit firm partners and senior managers and the managers conducting the audit are independent of voestalpine AG.
- Based on the foregoing, we have not found any threats to our independence that require safeguards.

- Finally, we wish to point out that we are taking the provisions on internal rotation in §271a UGB into account. Since financial year 2015/16, the function of senior auditor has been performed by Univ. Doz. Dr. Walter Platzer, auditor. This is also planned for financial year 2017/18.

We hope this information is of assistance. Please contact us if you have any further questions.

Yours sincerely,

Grant Thornton Unitreu GmbH
Wirtschaftsprüfungs- and Steuerberatungsgesellschaft