

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

Invitation to the Annual General Meeting

We hereby invite our shareholders to the
25th Annual General Meeting of voestalpine AG
taking place on **Wednesday, July 5, 2017 at 10:00 a.m.**
in the Design Center Linz, Europaplatz 1, A-4020 Linz.

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 corporate governance report and the report of the Supervisory Board to the Annual General Meeting on business year 2016/2017
2. Resolution on the allocation of the balance sheet profit of the business year 2016/2017
3. Resolution on the discharge of the members of the Management Board for business year 2016/2017
4. Resolution on the discharge of the members of the Supervisory Board for business year 2016/2017
5. Resolution on the election of the auditor for the annual financial statements and consolidated financial statements for business year 2017/2018
6. Resolution on the authorization of the Management Board
 - a) to purchase own shares in accordance with Section 65 para. 1 no. 4 and no. 8 as well as para. 1a and para 1b of the Austrian Stock Corporation Act ("Aktiengesetz" or "AktG") both on the stock exchange and over-the-counter to the maximum extent of a total of 10% of the share capital also by excluding pro rata disposal rights which may accompany such an acquisition (reverse exclusion of subscription rights),
 - b) in accordance with Section 65 para. 1b Austrian Stock Corporation Act to determine a method of selling or using own shares in a manner other than via the stock exchange or a public offer based on the provisions on the exclusion of shareholders' subscription rights,
 - c) to decrease the share capital of the Company by a redemption of these own shares without any further resolution by the Annual General Meeting,
 - d) by revoking the authorization given by the Annual General Meeting on July 1, 2015 (see TOP 6).

Shareholders are requested to contact their depository 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 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 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,
- Securities account number and/or other designation,
- Date to which the deposit certificate refers.

The depository 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, 2017** (12:00 midnight, CEST, local Vienna time).

The deposit certificate will be accepted in German or English.

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

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.

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 who he or she represents.

Proxy authorisation must be granted to a specific person (natural person or legal entity) in text form (Section 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. Mr. Christian Kaufmann voestalpine-Strasse 1 4020 Linz
By fax	+43 (0)1 8900 500 57

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

The proxies must be received by the Company no later than July 4, 2017 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 exits 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 (Section 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.

Even after appointing a proxy, shareholders may still personally attend the Annual General Meeting and exercise their shareholder rights. Personal attendance is considered to serve as a revocation of the proxy authorisation.

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

Independent voting representative

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. Wilhelm Rasinger to represent shareholders at this Annual General Meeting. A special proxy form for authorising Mr. Wilhelm Rasinger may be downloaded from the Company's website at 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 Mr. Wilhelm Rasinger directly at IVA by phone +43 (0)1 8763343 30, fax +43 (0)1 8763343 39, or via e-mail at wilhelm.rasinger@iva.or.at.

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

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)

V. INFORMATION ON THE RIGHTS OF SHAREHOLDERS AS DEFINED IN SECTIONS 109, 110, 118 AND 119 AUSTRIAN STOCK CORPORATION ACT (AKTG)

1. Additions to the agenda pursuant to Section 109 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 14, 2017** (12:00 midnight, CEST, local Vienna time) only to the address voestalpine-Strasse 1, 4020 Linz, Attn. Mr. Christian Kaufmann. 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 certificates in accordance with Section 10a of the AktG that confirms that the requesting shareholders have 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 (point III).

2. Resolutions proposed for the agenda by shareholders pursuant to Section 110 AktG

Shareholders whose combined holdings represent at least 1% of the share capital have the right to submit **resolution proposals** in text form 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 as entered into the Commercial Register. Such requests must be delivered to the Company in text form no later than **June 26, 2017** (12:00 midnight, CEST, local Vienna time) either by fax to +43 (0) 50304 15 5872 or by mail to the address voestalpine-Strasse 1, 4020 Linz, Attn. Mr. Christian Kaufmann or by e-mail to christian.kaufmann@voestalpine.com, whereby the written request must be attached to the e-mail, e.g. as a PDF file.

Proof of shareholder status must be provided by submitting a deposit certificate in accordance with Section 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 (point III).

3. The right of shareholders to obtain information pursuant to Section 118 AktG

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. 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 detriments to the Company or an affiliated company, or if provision of the information would be punishable.

In accordance with Section 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 address Investor Relations Department, voestalpine-Strasse 1, 4020 Linz, 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 Section 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 Section 119 Para. 3 AktG.

5. Information on the website

Additional information on these shareholder rights, which are provided for in Sections 109, 110, 118 and 119 of the AktG, is available on the Company's website www.voestalpine.com.

VI. 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 320,394,836.99 divided into 176,349,163 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 Section 67 para. 2 in combination with Section 262 para. 29 of the AktG whereof 2,263 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 176,318,303 shares giving their owners the right to attend and vote at the Annual General Meeting. There are no other classes of shares.

2. 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, 2017 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.

Linz, June 2017

The Management Board