

COMPENSATION REPORT FOR MEMBERS OF THE MANAGEMENT BOARD AND SUPERVISORY BOARD

Business Year 2021/22
voestalpine AG

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This report is a translation of the original German-language report, which is solely valid.

A. INTRODUCTION

This Compensation Report provides a comprehensive overview of the compensation paid or owed to the members of the Management Board and those of the Supervisory Board of voestalpine AG (also referred to as the “company”) in the business year 2021/22; in doing so, the Report satisfies the requirements of Sections 78c and 98a Austrian Stock Corporation Act (*Aktiengesetz – AktG*).

The present Compensation Report was prepared by the Management Board and the Supervisory Board and will be submitted to the company’s 30th Annual General Meeting on July 6, 2022, for a vote.

B. BUSINESS PERFORMANCE 2021/22

- » All-time highs in revenue, earnings, and equity¹
- » Year-over-year increase in revenue by 36.9%, from EUR 10.9 billion to EUR 14.9 billion
- » Operating result (EBITDA) doubles to EUR 2.3 billion (2020/21: EUR 1.1 billion); EBITDA margin of 15.4%
- » At EUR 1.5 billion, operating profit (EBIT) multiplies year over year (2020/21: EUR 338.2 million); EBIT margin of 9.7%
- » At EUR 1.4 billion and EUR 1.3 billion, respectively, profit before and after tax at all-time highs, too
- » At EUR 7.1 billion, equity climbs to new record; further reduction in gearing ratio as of March 31, 2022, to 32.4% (2020/21: 48.5%)

¹ Note with respect to the comparative numbers for the business year 2020/21 that the numbers for the business year 2020/21 were retroactively adjusted. For details, see section C. of the Notes to the Consolidated Financial Statements for the business year 2021/22.

voestalpine delivered record performance in the business year 2021/22—despite the challenging environment that was characterized by the COVID-19 pandemic, supply chain problems, massive increases in the cost of raw materials and energy, and, most recently, the fallout from the Russia/Ukraine war.

In the business year 2021/22, demand for the high-quality products of this steel and technology group developed along extremely robust trajectories in almost all market and product segments. Even the automotive business unit, which was hammered by both disrupted supply chains and the associated production cutbacks, delivered satisfactory results. The performance of the railway systems business unit was stable yet again. Thanks to the economic rebound, the aerospace business segment, which was affected dramatically by the pandemic, did as well in the business year ended as the energy segment, which benefited from rising oil and natural gas prices. The boom in the storage technology and high-bay warehouses business unit, which is being driven particularly by strong growth in online commerce, continued unabated in the business year 2021/22.

In terms of both revenue and earnings, as of March 31, 2022, voestalpine closed its most successful business year ever. Revenue climbed 36.9% year over year to EUR 14.9 billion. The operating result (EBITDA) also underscores the company's success: It doubled year over year to EUR 2.3 billion (2020/21: EUR 1.1 billion). The operating profit (EBIT) is phenomenal: It skyrocketed year over year, from about EUR 340 million in 2020/21 to EUR 1.5 billion. The EBITDA margin is 15.4%, the EBIT margin 9.7%. The accelerated reduction in the Group's liabilities in recent business years further lowered its net financial income for the reporting period to EUR -71.8 million (2020/21: EUR -103.4 million). This yields a profit before tax of EUR 1.4 billion (2020/21: EUR 234.8 million). At EUR 1.3 billion, the profit after tax soared as well (2020/21: EUR 31.7 million).

The gearing ratio (net financial debt as a percentage of equity) declined significantly yet further to 32.4% (2020/21: 48.5%). Net financial debt dropped substantially to EUR 2.3 billion (2020/21: EUR 2.7 billion). This equates to the lowest year-end net financial debt since the business year 2012/13 as well as to the lowest gearing ratio since the acquisition of Böhler-Uddeholm in the business year 2007/08. The voestalpine Group's equity breached EUR 7 billion for the first time in the company's history.

C. COMPENSATION OF THE MANAGEMENT BOARD

1. PRINCIPLES AND AIMS OF THE COMPENSATION POLICY FOR THE MEMBERS OF THE MANAGEMENT BOARD

The currently applicable Compensation Policy for the members of the Management Board was resolved by the Supervisory Board on June 2, 2020, and submitted to the Annual General Meeting on July 1, 2020, for a vote. It was approved with 97.05% of the votes cast. The Policy is available at www.voestalpine.com » Investors » Annual Shareholder's Meeting » Annual General Meeting 2020.

The compensation system for the Management Board aims to compensate the Management Board's members in ways appropriate to the size and financial position of voestalpine AG and to offer them incentives for successfully managing and developing the company.

The compensation comprises non-performance-based, fixed elements and performance-based, variable elements.

OVERVIEW OF THE COMPONENTS OF COMPENSATION

Component	Summary
Performance-based, fixed compensation	
Base salary	Salary determinations consider market standards and competitiveness; as a rule, the base salary is the same for all members of the Management Board excepting the chairman.
Ancillary payments and bonuses	Include non-cash benefits, insurance premiums, long-service bonuses, sick pay, special payments in special cases (employee inventions, signing bonuses).
Pension plan	The current Compensation Policy provides for a pension contribution of up to 20% of the annual gross base salary to an industry-wide pension fund; different provisions under legacy contracts entail defined benefit obligations as well as higher contributions to the pension fund.
Performance-based, variable compensation	
Variable compensation	Achievement of particular quantitative and qualitative targets yields a maximum bonus of 250% for the chairman of the Management Board and of 200% for all other members of the Management Board; sustainable action is achieved by setting quantitative targets for three years in each case.

a. NON-PERFORMANCE-BASED, FIXED COMPENSATION

Every member of the Management Board is paid a base salary for carrying out their duties as such. This base salary is stipulated in the form of a monthly gross amount that is disbursed 14 times a year (“annual gross base salary”). In addition, ancillary and special payments (= company car, insurance, long-service bonuses, continued pay during sick leave and in case of accidents, employee inventions, and signing bonuses) as well as a pension contribution of up to 20% of the annual gross base salary to an industry-wide pension fund may be granted.

Two members of the Management Board are entitled to a defined benefit pension due to pension commitments under legacy contracts or activities within the Group that preceded their appointment to the Management Board. The amount of the contractual pension payable to these two Management Board members depends on the length of their service. The amount of the annual pension equals 1.2% of the most recent annual gross salary for each year of service. However, the pension benefit may not exceed 40% of their most recent annual gross base salary.

A review of the adequacy of the claim to pension resulting from the contributions paid up to the time at which three members of the Management Board were reappointed to their positions was conducted in 2018, and an additional contribution to the existing defined contribution agreement was resolved (= 15% of the annual gross base salary). Disbursement of the additional defined contribution payment in five annual instalments started in the business year 2019/20.

b. PERFORMANCE-BASED, VARIABLE COMPENSATION

TARGET AGREEMENT

Variable compensation

Maximum bonus (200% or 250% of the annual gross base salary)



Variable compensation is contingent on the setting and achievement of financial (i.e., quantitative) and non-financial (i.e., qualitative) targets that must be stipulated annually with the General Committee of voestalpine’s Supervisory Board, but no later than at the start of a business year. The lion’s share of the variable compensation—i.e., about 75% or more—is based on quantitative targets.

In any event, the variable compensation must be limited as to the amount, even in case of potential target overachievement. This may be accomplished by stipulating an absolute maximum or a percentage of the fixed compensation ahead of time. The maximum payable bonus is limited to 200% of the fixed compensation (= annual gross base salary) paid to members of the Management Board and to 250% of the fixed compensation paid to the chairman of the Management Board; this maximum bonus can be achieved solely in case of quantitative target overachievement. If the agreed quantitative targets are achieved exactly, a total of up to 80% of the maximum bonus is owed for both the financial and the non-financial targets. Any overachievement of the quantitative targets is considered proportionately until the maximum bonus is reached.

Quantitative targets

The lion's share of the variable compensation—i.e., 75% or more—is based on quantitative targets. The target agreements applicable to the members of the Management Board provide for the following quantitative performance criteria:

- » ROCE (return on capital employed)
- » EBIT (earnings before interest and taxes)

Besides these two quantitative performance criteria, additional performance criteria promoting the company's business strategy may be established, especially those that reflect capital commitments and the creation of liquidity (for example, the ratio of working capital to revenue or free cash flow). In any weighting of the quantitative performance criteria, the ROCE must be considered more significant than EBIT, and EBIT more significant than other performance criteria.

In any event, the specific targets for the two performance criteria, ROCE and EBIT, are determined periodically, i.e., at the start of a given period for a total of three years at minimum. For one, this uncouples the variable compensation system from the annual business and corporate planning process and, for another, it ensures that long-term, strategic objectives are considered in the compensation of Management Board members.

In special circumstances, such as an economic crisis, the General Committee may use alternative or additional performance criteria such as free cash flow to replace and/or expand the financial performance criteria that it established for a three-year period. In these special cases, the weighting of the performance criteria specified in the Compensation Policy may be adjusted as well.

Identical quantitative targets are stipulated with all members of the Management Board.

Qualitative targets

The target agreement applicable to the members of the Management Board must establish non-financial performance criteria that account for up to no more than 25% of the variable compensation. When these performance criteria (which may change from year to year) are established, care must be taken to ensure that they promote the company's development in the long term and do not provide incentives for achieving merely short-term results.

c. CLAIMS UPON TERMINATION

Members of the Management Board are in any case subject to the corporate severance scheme under the Austrian Act on Severance and Retirement Funds for Salaried Employees and Self-Employed Persons (*Betriebliches Mitarbeiter- und Selbständigenvorsorgegesetz – BMSVG*). The company thus is obliged to make contributions to the corporate provision fund in the amount prescribed by law.

Members of the Management Board may be paid contractual severance upon termination of their director's contract by analogy to the Austrian White-Collar Employee Act (in the version that applied immediately prior to the effective date of the amended federal law as per Austrian Federal Gazette (BGBl I 2002/100), the so-called "Old Severance Payment Scheme"). In such cases, the gross severance pay from the corporate provision fund to which a Management Board member is entitled under the provisions of the BMSVG upon termination of their employment must be offset against the contractual gross severance pay.

2. COMPENSATION OF THE MEMBERS OF THE MANAGEMENT BOARD IN 2021/22

The compensation paid to the members of the Management Board as well as the total compensation paid to the Management Board for the business year 2021/22 is shown below.

For one, the compensation in 2021/22 comprises the non-performance-based, fixed compensation actually paid to the members of the Management Board in the business year 2021/22. For another, it comprises the claims the members of the Management Board acquired for the business year 2021/22 under the performance-based, variable compensation that is disbursed to them not all at once, but instead is paid out to them over the 12 months of calendar year 2022. Accordingly, a partial payment of the variable compensation for the last three months of the business year 2021/22 (= Q 1 of calendar year 2022) through to May 2022, as determined based on forecasts for the business year 2021/22, was made to the members of the Management Board. The variable compensation to which the members of the Management Board are in fact entitled for the business year 2021/22 will be paid out to them starting in June 2022 through to December 2022 in equal amounts less the previously disbursed partial payment—i.e., from the date on which the General Committee determines whether the targets applicable to the variable compensation were achieved. This means that the compensation paid to the members of the Management Board of voestalpine AG solely constitutes so-called “owed compensation.”

In the business year 2021/22, the company’s Management Board comprised the following six members:

- » Dipl.-Ing. Herbert Eibensteiner – Chairman of the Management Board
- » Dipl.-Ing. Dr. Franz Kainersdorfer – Head of the Metal Engineering Division
- » Mag. Dipl.-Ing. Robert Ottel, MBA – Chief Financial Officer
- » Dipl.-Ing. Franz Rotter – Head of the High Performance Metals Division
- » Dipl.-Ing. Dr. Peter Schwab, MBA – Head of the Metal Forming Division
- » Dipl.-Ing. Hubert Zajicek, MBA – Head of the Steel Division

a. NON-PERFORMANCE-BASED, FIXED COMPENSATION

The non-performance-based, fixed compensation of the members of the Management Board for the business year 2021/22 comprises the annual gross base salary as well as ancillary and special payments (i.e., the noncash compensation, which includes a company car that may be used not only for business purposes but also for private purposes) and group accident insurance.

Moreover, the compensation paid to Dipl.-Ing. Dr. Franz Kainersdorfer; Dipl.-Ing. Franz Rotter; Dipl.-Ing. Dr. Peter Schwab, MBA; and Dipl.-Ing. Hubert Zajicek, MBA, includes a contribution to an industry-wide pension fund that equates to 15% of their respective annual gross base salary. A review of the adequacy of the claim to pension resulting from the contributions paid up to the time at which Dipl.-Ing. Dr. Franz Kainersdorfer, Dipl.-Ing. Franz Rotter, and Dipl.-Ing. Dr. Peter Schwab, MBA, were reappointed to their positions in 2018 was conducted at that time; an additional contribution to the existing defined contribution agreement (= 15% of the annual gross base salary) was resolved. Disbursement of the additional defined contribution payment in five annual instalments started in the business year 2019/20. Dipl.-Ing. Herbert Eibensteiner and Mag. Dipl.-Ing. Robert Ottel, MBA, are entitled to a defined benefit pension due to pension commitments under legacy contracts or activities within the Group that preceded their appointment to the Management Board (see item C.1.a).

FIXED COMPENSATION

	Herbert Eibensteiner	Franz Kainersdorfer	Robert Ottel	Franz Rotter	Peter Schwab	Hubert Zajicek
Annual gross base salary	1,180,000	950,000	950,000	950,000	950,000	950,000
Noncash compensation (especially passenger car, accident insurance)	9,555	9,293	12,203	12,188	12,203	12,173
Long-service bonus						
Current pension contribution		142,500	0	142,500	142,500	142,500
Additional amount (2018 Agreement)		388,606	0	465,752	564,769	
Total fixed compensation	1,189,555	1,490,399	962,203	1,570,440	1,669,472	1,104,673

In euros

In addition to the pension and insurance contributions mentioned in the foregoing, just as other directors and officers of the voestalpine Group, all members of the Management Board are covered by D&O insurance as well as criminal defense insurance providing adequate coverage, both of which the company has purchased for the entire Group. The cost of these insurance policies benefiting the Management Board members are borne by the company.

b. PERFORMANCE-BASED, VARIABLE COMPENSATION

The performance-based, variable compensation of the members of the Management Board for the business year 2021/22 is based on a performance target agreement, which the Management Board and the General Committee of the Supervisory Board entered into at the start of the business year 2021/22.

The quantitative performance criteria as per the Target Agreement 2021/22 were: return on capital employed (ROCE), earnings before interest and taxes (EBIT), the ratio of working capital to revenue as well as the value added per employee. The targets for both ROCE and EBIT corresponded to the different targets established at the start of the business year 2019/20 for each of the next three business years—and thus also for the business year 2021/22 in toto. For one, this three-year plan uncouples the variable compensation system from the annual business and corporate planning process and, for another, it ensures that long-term, strategic objectives are considered in the compensation of the Management Board members. The targets for the ratio of working capital to revenue, free cash flow as well as the value added per employee return were determined at the start of the business year 2021/22. Neither the performance criteria nor the corresponding targets were adjusted during the business year.

The qualitative targets defined for all members of the Management Board for the business year 2021/22 were: preparation of several alternative scenarios for both blast furnace-based plants in response to the pressure to decarbonize, including, for each one, a rough economic analysis and short-term communications strategy aimed at customers (“CO₂-reduced steel”) as well as work on the “Trentino” project (= sale of the majority stake in the Texas HBI plant) up to and including submission of the decision-ready documentation to the Supervisory Board.

The General Committee determined whether targets had been achieved on June 2, 2022, among other things on the basis of the company's audited consolidated financial statements. Pursuant to the target achievement thus determined, the variable compensation of the members of the Management Board is as follows:

VARIABLE COMPENSATION

	Chairman of the Management Board	Members of the Management Board
	Herbert Eibensteiner	Franz Kainersorfer, Robert Ottel, Franz Rotter, Peter Schwab
Annual gross base salary	1,180,000	950,000
Maximum bonus in % of the annual gross salary	250	200
Quantitative targets (60% of the maximum bonus)	60	60
Degree of target achievement	204.77	204.77
Target achievement in % of the maximum bonus ¹	80.00	80.00
Target achievement in % of the annual gross base salary	200.00	160.00
Variable compensation	2,360,000	1,520,000
Qualitative targets (20% of the maximum bonus)	20	20
Degree of target achievement	100.00	100.00
Target achievement in % of the maximum bonus	20.00	20.00
Target achievement in % of the annual gross base salary	50.00	40.00
Variable compensation	590,000	380,000
Total		
Target achievement in % of the maximum bonus	100.00	100.00
Target achievement in % of the annual gross base salary	250.00	200.00
Variable compensation	2,950,000	1,900,000

¹ The 80% threshold is a maximum that cannot be surpassed, not even in case of overachievement of the quantitative targets.

In euros

c. TOTAL COMPENSATION

The total compensation payable to the Management Board for the business year 2021/22 is EUR 20,436,742 (2020/21: EUR 12,346,329). Of this amount, the non-performance-based, fixed compensation is EUR 7,986,742 (2020/21: EUR 7,666,304), and the performance-based, variable compensation is EUR 12,450,000 (2020/21: EUR 4,680,025).

The following table shows the total compensation paid to the Management Board, broken down by the non-performance-based, fixed components and the performance-based, variable components (including their ratios) paid to each individual member of the Management Board²:

² This presentation is based on the form proposed by the Austrian Financial Reporting and Auditing Committee (AFRAC) in AFRAC Statement 37 (Compensation Report under the Austrian Stock Corporation Act). In contrast to the specifications of the Compensation Policy applicable to the members of the Management Board of voestalpine AG, in this presentation long-service bonuses are not shown as fixed compensation.

TOTAL COMPENSATION – BUSINESS YEAR 2021/22

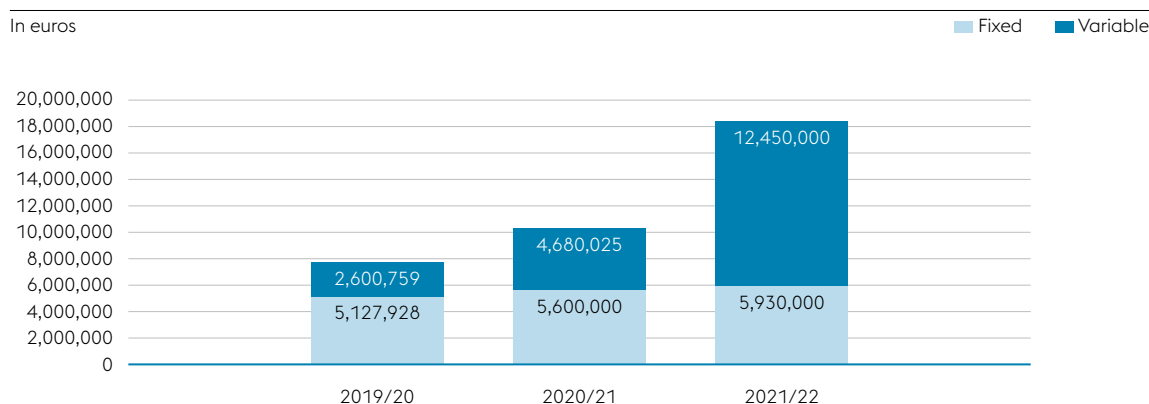
	Herbert Eibensteiner	Franz Kainersdorfer	Robert Ottel	Franz Rotter	Peter Schwab	Hubert Zajicek
Fixed Compensation						
Annual gross base salary	1,180,000	950,000	950,000	950,000	950,000	950,000
Noncash compensation (especially passenger car, accident insurance)	9,555	9,293	12,203	12,188	12,203	12,173
Contributions to the industry-wide pension fund		142,500		142,500	142,500	142,500
Additional amount (2018 Agreement)		388,606		465,752	564,769	
Subtotal	1,189,555	1,490,399	962,203	1,570,440	1,669,472	1,104,673
Variable compensation						
Annual bonus	2,950,000	1,900,000	1,900,000	1,900,000	1,900,000	1,900,000
Disbursement prior-year bonus	0	0	0	0	0	0
Subtotal	2,950,000	1,900,000	1,900,000	1,900,000	1,900,000	1,900,000
Compensation from affiliates¹						
Salary for activities as managing directors in subsidiaries	0	0	0	0	0	0
Subtotal	0	0	0	0	0	0
Other compensation						
One-time severance payment	0	0	0	0	0	0
Subtotal	0	0	0	0	0	0
Compensation from previous work in corporate body						
Pension	0	0	0	0	0	0
Subtotal	0	0	0	0	0	0
Total compensation						
Fixed	1,189,555	1,490,399	962,203	1,570,440	1,669,472	1,104,673
Variable	2,950,000	1,900,000	1,900,000	1,900,000	1,900,000	1,900,000
Affiliates ¹	0	0	0	0	0	0
Other	0	0	0	0	0	0
Pension (former Manage- ment Board members)	0	0	0	0	0	0
Total	4,139,555	3,390,399	2,862,203	3,470,440	3,569,472	3,004,673
<i>Relative percentage of fixed components (in %)</i>	28.74	43.96	33.62	45.25	46.77	36.77
<i>Relative percentage of variable components (in %)</i>	71.26	56.04	66.38	54.75	53.23	63.23

¹ One member of the Management Board does not have a claim to compensation for serving on corporate bodies of the Group and/or Group companies.

In euros

The following table shows the development of the non-performance-based, fixed components (excluding noncash compensation, pension fund contributions, and long-service bonuses) as well as of the performance-based, variable components in the past three business years:

TOTAL COMPENSATION OVER THREE YEARS



The compensation of the members of the Management Board for the business year 2021/22 corresponds to the current Compensation Policy. Developments in the compensation on the whole—but particularly with respect to the performance-based, variable component—clearly show the strong correlation of the Management Board members' compensation and the company's performance.

While voestalpine's business year 2018/19 had been very good, its business year 2019/20 was defined by a massive dampening of sentiment in the economic environment due to the worldwide trade conflicts. These developments hit Europe's export-driven industry, which accounts for about two-thirds of the voestalpine Group's revenue, particularly hard. The equally important automotive segment slumped worldwide. Add to that globally rising iron ore prices in the face of simultaneously falling steel prices. An upward trend did not make itself felt until the start of that reporting period's fourth quarter, only to be brought to a sudden standstill by the outbreak of the COVID-19 pandemic. EBIT for the business year 2019/20 was EUR –89 million, and ROCE stood at –0.8%. Group working capital in percent of revenue deteriorated from 32.4% to 34.6%. voestalpine's business year 2020/21 was characterized by an economic collapse of historic proportions. The first business quarter saw a massive meltdown in demand in almost all customer segments. However, demand for the company's products started to grow again in the second business quarter despite renewed lockdowns in many markets and continued to rise throughout the remaining business year. The automotive industry, in particular, rebounded from its COVID-19-induced low surprisingly strongly, causing a pronounced increase in demand for high-quality steel products. Even though demand for voestalpine's products rose significantly throughout the business year 2020/21, the Group's revenue fell by 11.4% to EUR 11.3 billion on account of economic factors. Similarly to revenue, the Group also saw a marked upturn in earnings over that reporting period's individual quarters. Given the COVID-19 crisis, the decline in EBITDA by 4% to EUR 1.1 billion was moderate. As for EBIT, at EUR 115 million the Group succeeded once again in posting a positive number despite impairment losses of EUR 197 million. The ROCE was 1.14%. Group working capital in percent of revenue also improved substantially in the business year 2020/21, from 34.6% to 30.8%. voestalpine delivered record performance in the business year 2021/22—despite the challenging environment that was characterized by the COVID-19 pandemic, supply chain problems, massive increases in the cost of raw materials and energy, and, most recently, the fallout from the Russia/Ukraine war. In the business year 2021/22, demand for the high-quality products of this steel and technology group developed along extremely robust trajectories in almost all market and product segments. As for revenue and earnings, the business year 2021/22 is voestalpine's most

successful in its corporate history. Revenue rose year over year by 36.9%¹ to EUR 14.9 billion. The operating result (EBITDA) is very good, too: It doubled to EUR 2.3 billion year over year. The operating profit (EBIT) is phenomenal: It skyrocketed to EUR 1.5 billion. The EBITDA margin is 15.4%, the EBIT margin 9.7%, and the ROCE 15.5%. At 26.5%, Group working capital in percent of revenue improved substantially yet again in the business year 2021/22. The free cash flow is EUR 590 million (2020/21: EUR 1.03 billion); the value added per employee is about EUR 131,000 (2020/21: about EUR 91,000). The development of the variable compensation of the members of the Management Board for the business year 2021/22 reflects the Group's performance. Given the business year's all-time highs, the quantitative targets for the members of the Management Board were overachieved, and the maximum bonus applies. The development of the variable compensation of the members of the Management Board reflects the Group's performance as described in the foregoing.

For one, the selected quantitative performance criteria provide an incentive to utilize the capital available to the company as best as possible; for another, they incentivize the members of the Management Board to focus on the company's earnings. Compared with the business year 2020/21, the quantitative targets for the business year 2021/22 were expanded by two performance criteria—free cash flow and valued added per employee. As a result, the company's focus in the business year 2021/22 shifted to the management of working capital and the generation of free cash flow. Initial signs of the upturn that made itself felt at the end of the business year 2020/21 were not expected to lead to a disproportionately large increase in working capital or personnel reductions. The qualitative targets addressed issues that were material to the company in the business year 2021/22, for example, the decarbonization of the steel facilities in Linz and Donawitz.

d. INFORMATION ON SHARE-BASED PAYMENTS

As per the Compensation Policy for the members of the Management Board, voestalpine AG does not make share-based payments to them.

e. ANNUAL CHANGE IN THE TOTAL COMPENSATION, THE GROUP'S PERFORMANCE, AND THE AVERAGE COMPENSATION OF THE OTHER EMPLOYEES OF voestalpine AG

	Compensation ²		Difference 2019/20 vs. 2020/21		Compensation ²		Difference 2020/21 vs. 2021/22	
	2019/20	2020/21	absolute	in %	2021/22	absolute	in %	
Herbert Eibensteiner	1,415,605	2,195,325	779,720	55.08%	4,130,000	1,934,675	88.13%	
Franz Kainersdorfer	1,190,000	1,616,940	426,940	35.88%	2,850,000	1,233,060	76.26%	
Robert Ottel	1,190,000	1,616,940	426,940	35.88%	2,850,000	1,233,060	76.26%	
Franz Rotter	1,190,000	1,616,940	426,940	35.88%	2,850,000	1,233,060	76.26%	
Peter Schwab	1,190,000	1,616,940	426,940	35.88%	2,850,000	1,233,060	76.26%	
Hubert Zajicek ³	604,164	1,616,940	1,012,776	167.63%	2,850,000	1,233,060	76.26%	
Total	6,779,769	10,280,025	3,500,256	51.63%	18,380,000	8,099,975	78.79%	

² Fixed compensation (excluding noncash compensation, long-service bonus, and pension contributions) and variable compensation.

³ Member of the Management Board since July 4, 2019.

In euros

¹ Note with respect to the comparative numbers for the business year 2020/21 that the numbers for the business year 2020/21 were retroactively adjusted. For details, see section C. of the Notes to the Consolidated Financial Statements for the business year 2021/22.

	2019/20	2020/21	Difference 2019/20 vs. 2020/21		2021/22	Difference 2020/21 vs. 2021/22	
			absolute	in %		absolute	in %
Key performance indicators							
Revenue	12,717.2	11,266.6	-1,450.6	-11.41%	14,923.3	3,656.7	32.46%
EBITDA	1,181.5	1,134.5	-47.0	-3.98%	2,291.3	1,156.8	101.97%
EBIT	-89.0	115.2	204.2	229.45%	1,454.3	1,339.1	1,162.29%
ROCE	-0.78%	1.14%	1.92%		15.5%	14.36%	

In millions of euros

	2019/20	2020/21	Difference 2019/20 vs. 2020/21		2021/22	Difference 2020/21 vs. 2021/22	
			absolute	in %		absolute	in %
Employees in Austria (FTE)	21,521	20,855	-666	-3.09%	20,754	-101	-0.48%
Average compensation of all employees in Austria Full-time equivalents (in EUR)	60,922	60,355	-567	-0.93% ¹	68,768	8,413	13.94%

¹ The reduction largely follows from the broad-based implementation of short time work programs.

f. PAYMENTS TO FORMER MANAGEMENT BOARD MEMBERS

In the business year 2021/22, the pension fund made a total of EUR 1,561,798.56 (2020/21: EUR 1,539,912) in pension payments to five former members of the Management Board with defined benefit pension plans.

D. COMPENSATION OF THE SUPERVISORY BOARD

1. PRINCIPLES AND AIMS OF THE COMPENSATION POLICY FOR THE MEMBERS OF THE SUPERVISORY BOARD

The currently applicable Compensation Policy for the members of the Supervisory Board was resolved by the Supervisory Board on June 8, 2021, and was submitted to the Annual General Meeting on July 7, 2021, for a vote. It was approved with 99.89% of the votes cast.

The compensation paid to the Supervisory Board is intended to compensate the Supervisory Board members elected by the Annual General Meeting (“shareholder representatives”) in a way that is appropriate to the size and financial position of voestalpine AG, is based on prevailing market rates, and is competitive. The compensation is designed to enable the company to recruit sufficiently experienced and competent individuals to serve on the Supervisory Board of an international, listed Group. At the same time, it is supposed to do justice to the scope of the individuals’ tasks, activities, and responsibilities.

The individuals representing the Works Council on the Supervisory Board are not paid any compensation.

Solely the Annual General Meeting determines the compensation of the Supervisory Board. The Annual General Meeting resolves the actual amount of compensation (which consists of pay and attendance fees) to be paid to the shareholder representatives on the Supervisory Board based on the objectives previously set forth. While the compensation of the shareholder representatives involves a fixed amount, it can be variable and is governed by the given individual’s responsibilities on the Supervisory Board or its committees and all associated tasks and activities. All shareholder representatives are paid the same attendance fee. There are no provisions for performance-based components. No loans or advances may be paid to Supervisory Board members.

Compensation paid to a Supervisory Board member whose term of office begins or ends during a business year is prorated.

Just as other directors and officers of the voestalpine Group, all members of the Supervisory Board are covered by D&O insurance as well as criminal defense insurance providing adequate coverage, both of which the company has purchased for the entire Group. The cost of these insurance policies benefiting the members of the Supervisory Board are borne by the company.

2. COMPENSATION OF THE MEMBERS OF THE SUPERVISORY BOARD IN 2021/22

The Management Board and the Supervisory Board will propose the following Supervisory Board compensation rules and the amount of the attendance fee to the Annual General Meeting on July 6, 2022:

Chairman	EUR 100,000
Deputy Chairman	EUR 75,000
Member	EUR 50,000
Chairperson of a Committee (unless s/he is the Chairman of the Supervisory Board)	EUR 25,000
Attendance fee	EUR 500

Subject to approval by the Annual General Meeting on July 6, 2022, the total compensation payable to the Supervisory Board (including attendance fees) for the business year 2021/22 is EUR 532,000 (2020/21: EUR 179,000).

The compensation of the Supervisory Board for the business year 2021/22 shall be disbursed no later than 14 days from the Annual General Meeting on July 6, 2022.

Just as other directors and officers of the voestalpine Group, all members of the Supervisory Board are covered by D&O insurance as well as criminal defense insurance providing adequate coverage, both of which the company has purchased for the entire Group. The cost of these insurance policies benefiting the members of the Supervisory Board are borne by the company.

Below is a detailed presentation of the compensation owed to the members of the Supervisory Board for the business year 2021/22 and payable to them in July 2022, subject to approval by the Annual General Meeting on July 6, 2022:

BUSINESS YEAR 2021/22

Member of the Supervisory Board	Compensation	Attendance fees	Total
Dr. Joachim Lemppenau ¹	100,000	5,500	105,500
Dr. Heinrich Schaller (Deputy Chairman)	75,000	5,500	80,500
KR Dr. Franz Gasselsberger, MBA ²	75,000	3,500	78,500
Dr. Wolfgang Eder (Chairman) ³	50,000	3,500	53,500
Mag. Ingrid Jörg	50,000	3,500	53,500
Dr. Florian Khol	50,000	3,500	53,500
Mag. Maria Kubitschek	50,000	3,500	53,500
Prof. Elisabeth Stadler	50,000	3,500	53,500
Josef Gritz			
Sandra Fritz			
Hans-Karl Schaller			
Gerhard Scheidreiter			
Total	500,000	32,000	532,000

¹ Chairman of the Supervisory Board until March 31, 2022, and thus for the entire business year 2021/22.

² Member of the Supervisory Board and Chairman of the Audit Committee.

³ Chairman since April 1, 2022.

In euros

The compensation of the members of the Supervisory Board for the business year 2020/21 was based on the Compensation Policy resolved by the Annual General Meeting on July 1, 2020, which has been revised and replaced in the meantime by the current Compensation Policy (see above). The Compensation Policy applicable to the business year 2020/21 provided for variable compensation, including minimum and maximum compensation, as stipulated in the Articles of Association.

In the business year 2020/21, the minimum compensation as per the Articles of Association was applied in light of the Group's earnings. As a result, the compensation paid to the members of the Supervisory Board for the business year 2020/21 was as follows:

BUSINESS YEAR 2020/21

Member of the Supervisory Board	Compensation ¹	Attendance fees ²	Total
Dr. Joachim Lemppenau (Chairman)	27,000	6,500	33,500
Dr. Heinrich Schaller (Deputy Chairman)	20,000	6,500	26,500
KR Dr. Franz Gasselsberger, MBA	13,000	4,000	17,000
Dr. Wolfgang Eder	13,000	4,000	17,000
Mag. Ingrid Jörg	13,000	4,000	17,000
Dr. Florian Khol	13,000	4,000	17,000
Mag. Maria Kubitschek	13,000	4,000	17,000
Prof. Elisabeth Stadler	13,000	4,000	17,000
Josef Gritz		4,000	4,000
Sandra Fritz		4,000	4,000
Hans-Karl Schaller		5,000	5,000
Gerhard Scheidreiter		4,000	4,000
Total	125,000	54,000	179,000

¹ Compensation owed for the business year 2020/21 and paid in July 2021.

² The attendance fees were paid on a quarterly basis during the business year 2020/21.

In euros

E. OTHER INFORMATION AND EXPLANATIONS

In the business year 2021/22, no deviations from the Compensation Policy applied to the members of the Management Board and the Compensation Policy applicable to the members of the Supervisory Board.

Linz, June 2, 2022

Wolfgang Eder
Chairman of the Supervisory Board

Linz, June 1, 2022

Herbert Eibensteiner
Chairman of the Management Board

Franz Kainersdorfer
Member of the Management Board

Robert Ottel
Member of the Management Board

Franz Rotter
Member of the Management Board

Peter Schwab
Member of the Management Board

Hubert Zajicek
Member of the Management Board

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ONE STEP AHEAD.