

EQS-News: voestalpine AG / Announcement of the Convening of the General Meeting

voestalpine AG: Annual General Meeting July 2, 2025

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Announcement of the Convening of the General Meeting, transmitted by EQS News - a service of EQS Group.
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voestalpine AG

Linz, FN 66209 t

ISIN AT0000937503

("Company")

Invitation¹ to the Annual General Meeting

We hereby invite our shareholders to the

33rd Annual General Meeting of voestalpine AG

on **Wednesday, July 2, 2025, at 10:00 a.m (CEST, local Vienna time)**,

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 (including the consolidated non-financial report/sustainability report), the consolidated corporate governance report, and the report of the Supervisory Board to the Annual General Meeting on business year 2024/2025
2. Resolution on the allocation of the balance sheet profit for the business year 2024/2025
3. Resolution on the discharge of the members of the Management Board for business year 2024/2025
4. Resolution on the discharge of the members of the Supervisory Board for business year 2024/2025
5. Resolution on the compensation of the members of the Supervisory Board for the business year 2024/2025
6. Resolution on the choice of auditor for the annual financial statements and the consolidated financial statements for the business year 2025/2026 and, if required by the legal provisions for the business year 2025/2026, resolution on the choice of auditor for the (consolidated) sustainability report to be drawn up for the business year 2025/2026
7. Resolution on the compensation report for the members of the Management Board and the Supervisory Board
8. Election to the Supervisory Board
9. 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 Sec. 65 para. 1 no. 4 and 8 AktG as well as Sec. 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 Sec. 65 para. 1b AktG, 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 AktG
 - 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

revocation of the authorization granted at the Annual General Meeting on July 5, 2023.

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 11, 2025**:

- Annual financial statements and management report
- Consolidated corporate governance report
- Consolidated financial statements and group management report (including the consolidated non-financial report/sustainability report)
- Proposal with respect to the distribution of profits
- Report of the Supervisory Board

for business year 2024/2025 in each case

- Proposed resolutions for agenda items 2–9
- Compensation report for members of the Management Board and Supervisory Board
- Statements pursuant to Sec. 87 para. 2 AktG and CVs for election to the Supervisory Board for agenda item 8
- Report of the Management Board pursuant to Sec. 65 para. 1b in conjunction with Sec. 170 para. 2 and Sec. 153 para. 4 Sentence 2 AktG for agenda item 9
- Proxy authorization form

- Proxy authorization form and instructions to the independent voting proxy
- Proxy cancellation form
- Complete text of this invitation
- General 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 22, 2025** (12:00 a.m.[midnight], CEST, local Vienna time) (record date to provide proof of shareholding).

A person is only eligible to participate and exercise his/her shareholder rights 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 AktG to the Company no later than **June 27, 2025** (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 regular mail or courier service	voestalpine AG c/o HV-Veranstaltungsservice GmbH Köppel 60 8242 St. Lorenzen/Wechsel, Austria
By SWIFT	GIBAAWGGMS (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. 20 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 Sec. 10a AktG

The deposit certificate 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 (Sec. 10a para. 2 AktG):

- Information on the issuer: company name and address or a code commonly used in dealings between banks (SWIFT Code)
- 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 deposit certificate 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 22, 2025** (12:00 a.m.[midnight], CEST, local Vienna time). The deposit certificate will be accepted in German or English.

Proof of identity

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 proxy authorization has already been sent to the Company, entry will be facilitated if a copy of the proxy authorization is brought along.

If you represent a legal person in the Annual General Meeting as member of an executive body, please provide proof, in addition to the official photo identification, that you are entitled to represent the legal person individually (Commercial Register extract, as well as a proxy authorization with an authorized corporate signature in the case of collective representation).

Guests

The Annual 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 an Annual 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 courier service voestalpine AG
c/o HV-Veranstaltungsservice GmbH
Köppel 60
8242 St. Lorenzen/Wechsel, Austria

The proxies must be received by the Company no later than **July 1, 2025**, 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 can be downloaded from the Company's website at www.voestalpine.com no later than **June 11, 2025**. 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 mandatory for shareholders who wish to appoint a representative to appoint the independent voting proxy from the "Interessenverband für Anleger" (Austrian Association of Investors, IVA), referred to in point V, Florian Beckermann, Board Member of the IVA, as their representative.

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

As a special service, a representative from IVA, 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 authorization 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, regular mail, or courier service) 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 1, 2025**, 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 issue instructions to the voting proxy as to how the latter (or a sub-proxy authorized by him/her) must exercise the 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 express instructions, there is no assurance that the voting proxy can exercise voting rights. 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 11, 2025** (12:00 a.m. [midnight], CEST, local 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 deposit certificate 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 certificate may not be more than seven days old at the time of its submission to the Company. Multiple deposit certificates 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 no later than **June 23, 2025** (12:00 a.m. [midnight], CEST, local Vienna time) either by fax to +43 (0) 50304 15 5872 or by regular mail or courier service to **4020 Linz, voestalpine-Strasse 1, attn. Dr. Christian Kaufmann, Legal, M&A, and Compliance**, or by e-mail to christian.kaufmann@voestalpine.com, where the request is to be attached to the e-mail in text form, for example as a PDF. 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.

In the case of a **proposal to elect a Supervisory Board member**, the statement of the proposed person pursuant to Sec. 87 para. 2 AktG takes the place of the statement of reasons.

Shareholder status shall be proven by submitting a deposit certificate in accordance with Sec. 10a AktG, which may be no more than seven days old at the time of submission to the Company. Multiple deposit certificates 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 and obtain 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. 21 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. Please note that **appropriate time limits** may be set **by the Chairperson** during the Annual General Meeting.

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 or courier service to the address voestalpine-Strasse 1, 4020 Linz, Investor Relations Department, attn. DI (FH) Mr. Peter Fleischer, or by e-mail to IR@voestalpine.com.

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.

However, a **shareholder motion regarding agenda item 8 "Election of the Supervisory Board"** necessarily requires the timely transmission of a proposed resolution in accordance with Sec. 110 AktG: Persons may be nominated for the Supervisory Board by shareholders whose combined shares reach 1% of the share capital. Such election proposals must be received by the Company in the manner set forth above (point VI para. 2) by **June 23, 2025**, at the latest. Each election proposal shall be accompanied by a statement in accordance with Sec. 87 para. 2 AktG regarding the proposed person's technical qualifications, professional or similar functions, and any circumstances which might give rise to the concern of bias.

If this is not the case, the shareholder's request for the election of a Supervisory Board member may not be taken into account in the vote.

VII. FURTHER DISCLOSURES AND INFORMATION

1. Total number of shares and voting rights

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. The company holds 7,098,547 shares. The Company has no rights with respect to own shares. 8,975 shares were declared invalid in accordance with Sec. 67 para. 2 in conjunction with Sec. 262 para. 29 AktG, whereof 948 shares have not yet been submitted and credited to a securities account. The total number of voting shares is therefore 171,449,668 no-par bearer shares at the time of convocation. 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. Admission for collection of voting cards commences at 9:00 a.m. (CEST, local Vienna time).

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 2, 2025**, live on the Internet at www.voestalpine.com starting at approx. 10:00 a.m. (CEST, local Vienna time). 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.at

Linz, June 2025

The Management Board

¹ Only the text of the following notice published in German is legally binding.

Language: English
Company: voestalpine AG
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ISIN: AT0000937503
WKN: 897200
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End of News

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