

The German version of these proposed resolutions shall be binding. This English translation is for information purposes only.

**voestalpine AG
Linz, FN 66209 t**

**Resolutions proposed by the Management Board and the Supervisory Board
for the 24th Annual General Meeting
July 06, 2016**

- 1. Presentation of the approved annual financial statement of voestalpine AG, the management report combined with the group management report, the proposal with respect to the distribution of profits, 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 2015/2016**

No resolution shall be taken in respect of this agenda item.

- 2. Resolution on the allocation of the balance sheet profit of the business year 2015/2016**

The financial statement of voestalpine AG for the business year 2015/2016 shows a balance sheet profit in the amount of EUR 184,000,000.00.

The Management Board and the Supervisory Board propose to pay a dividend of EUR 1.05 per dividend-bearing share from the balance sheet profit as shown in the balance sheet for the business year 2015/2016 and to carry the remaining amount forward to the new accounting period.

The payment of the dividend shall be made as from July 18, 2016.

- 3. Resolution on the discharge of the members of the Management Board for the business year 2015/2016**

The Management Board and the Supervisory Board propose to discharge the members of the Management Board for the business year 2015/2016.

- 4. Resolution on the discharge of the members of the Supervisory Board for the business year 2015/2016**

The Management Board and the Supervisory Board propose to discharge the members of the Supervisory Board for the business year 2015/2016.

5. Resolution on the election of the auditor of the annual financial statement and the group's consolidated financial statement for the business year 2016/2017

The Supervisory Board proposes to appoint Grant Thornton Unitreu GmbH Wirtschaftsprüfungs- und Steuerberatungsgesellschaft, Vienna, as auditor for the business year 2016/2017, both for the annual financial statement and the group's consolidated financial statement. This proposed resolution is based on a proposal by the Audit Committee.

6. Resolution on the amendment of the Articles of Association in Article 15 para. 2 (Remuneration of the Supervisory Board)

§ 15 Abs. 2 shall be amended as follows:

As reimbursement for their work, the elected members of the Supervisory Board shall receive per financial year a total of one-tenth of one percent of the net income in accordance with the approved Group's Consolidated Financial Statement. This amount is to be divided between the Chairman, the Deputy Chairman/Chairmen, and all other members of the Supervisory Board as follows: 100% for the Chairman, 75% for the Deputy Chairman/Chairmen, and 50% for the other members of the Supervisory Board, whereby the Chairman is entitled to a minimum compensation of EUR 27,000,-, the Deputy Chairman/Chairmen a minimum compensation of EUR 20,000,-, and all other members of the Supervisory Board a minimum compensation of EUR 13,000,-. The compensation is, however, limited to four times the stipulated amounts. If the term of office of a Supervisory Board member should commence or end during the financial year, then a prorated remuneration shall be paid. This compensation regulation for the first time shall apply for the financial year 2015/2016 and thereafter for all financial years, unless the General Meeting resolves a different compensation regulation.