

voestalpine Group Key Figures

In millions of euros	2005/06	2006/07	2007/08	2008/09 ¹	2009/10
Revenue	6,230.6	6,943.8	10,481.2	11,724.9	8,550.0
Profit from operations before depreciation (EBITDA)	1,079.0	1,358.6	1,836.5	1,710.1	1,004.3
EBITDA margin	17.3%	19.6%	17.5%	14.6%	11.7%
Profit from operations (EBIT)	724.1	1,011.4	1,152.6	988.7	352.0
EBIT margin	11.6%	14.6%	11.0%	8.4%	4.1%
Profit before tax (EBT)	674.3	976.4	979.6	700.0	183.3
Profit for the period ²	525.9	764.9	751.9	611.6	186.8
EPS – Earnings/share (euros)	3.25	4.76	4.69	3.26	0.65
Balance sheet total	6,158.6	6,827.5	12,601.8	12,846.5	12,294.1
Cash flow from operating activities	860.1	970.2	1,135.8	1,357.9	1,606.1
Investments in tangible and intangible assets and interests	566.3	907.8	3,910.1	1,078.9	542.5
Depreciation	354.9	347.2	683.9	721.3	652.3
Equity	2,547.3	2,882.3	4,289.3	4,262.5	4,262.4
Net financial debt	376.9	526.2	3,571.7	3,761.6	3,037.3
Net financial debt (in % of equity)	14.8%	18.3%	83.3%	88.2%	71.3%
Return on capital employed (ROCE)	21.5%	26.2%	13.4%	11.4%	4.4%
Market capitalization, end of period	4,565.4	8,366.2	7,006.4	1,645.0	5,043.3
Number of outstanding shares as of March 31	158,164,504	154,073,274	159,235,738	167,003,706	168,390,878
Share price, end of period (euros)	28.87	54.30	44.00	9.85	29.95
Dividend/share (euros)	0.78	1.45	2.10	1.05	0.50 ³
Employees (excl. temporary personnel and apprentices), end of period	22,918	24,613	41,490	41,915	39,406

¹ Business year 2008/09 retroactively adjusted according to IFRS 5.

² Before deduction of minority interests and interest on hybrid capital.

³ As proposed to the Annual General Shareholders' Meeting.

Overview of the voestalpine Group

voestalpine Group

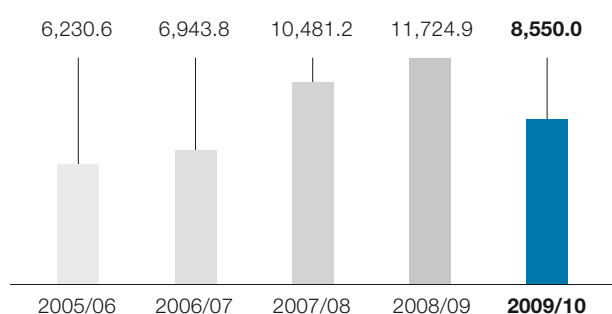
In millions of euros	2009/10
Revenue	8,550.0
EBIT	352.0
EBIT margin	4.1%
Employees (excl. temporary personnel and apprentices)	39,406

voestalpine Divisions

In millions of euros	Steel	Special Steel	Railway Systems	Profilform	Automotive
Revenue	3,098.7	2,358.4	1,908.5	724.0	835.4
EBIT	201.4	-79.6	225.6	31.9	18.0
EBIT margin	6.5%	-3.4%	11.8%	4.4%	2.2%
Employees (excl. temporary personnel and apprentices)	9,510	13,762	7,863	3,087	4,551

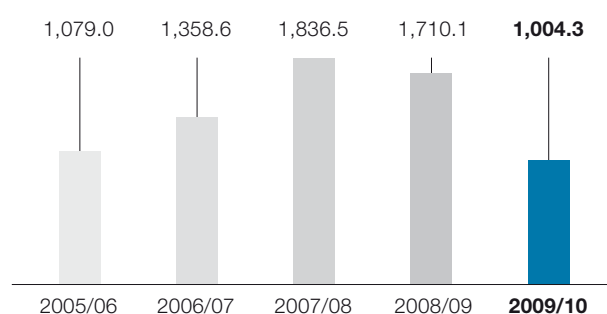
Revenue

In millions of euros



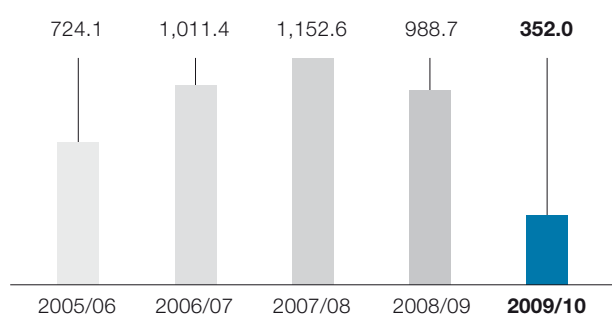
EBITDA Profit from operations before depreciation

In millions of euros



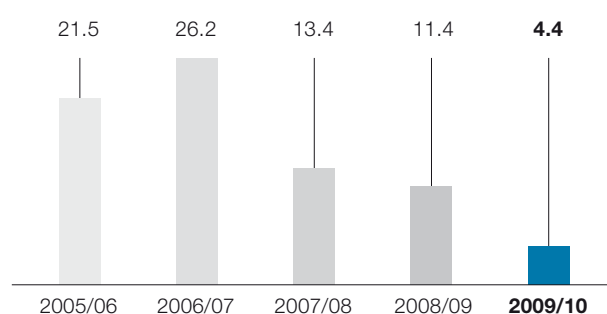
EBIT Profit from operations

In millions of euros



ROCE Return on capital employed

In %



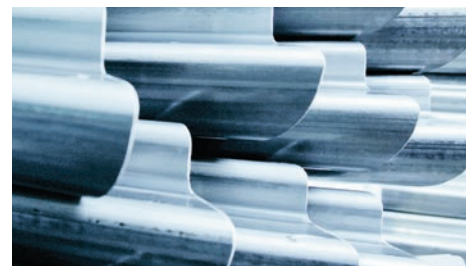
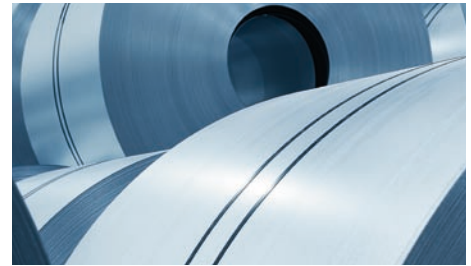
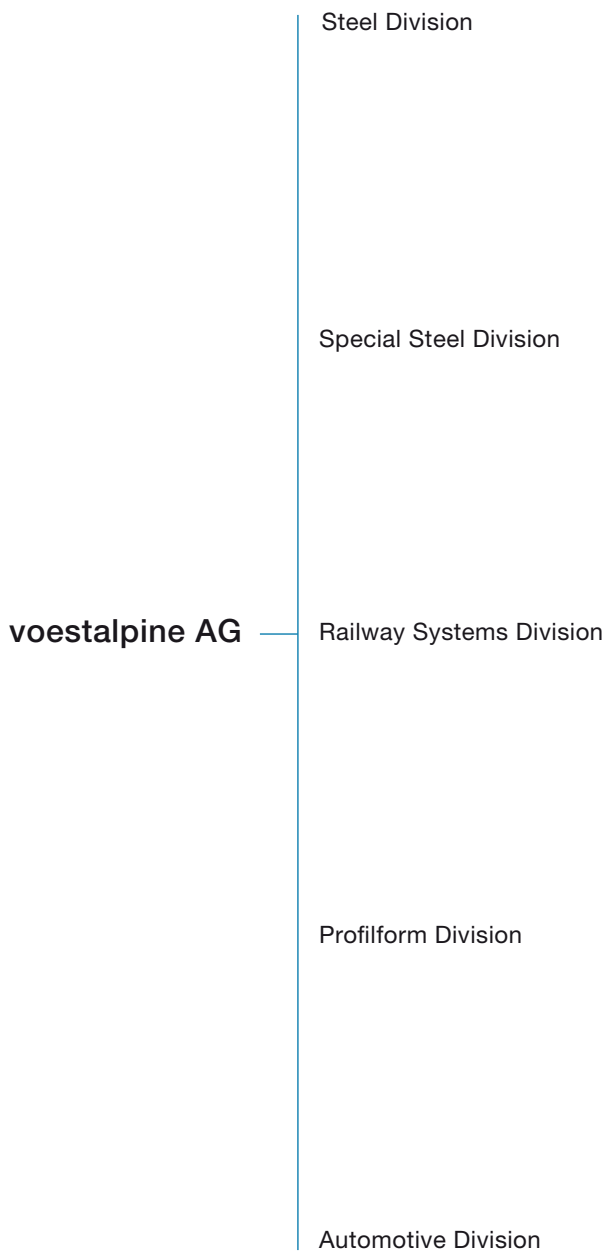
Highlights^{1, 2, 3}

- **Business year 2009/10** the most difficult in decades due to the economic climate. Gradual **economic recovery** since **summer 2009**, the extent and speed of which **varies significantly** across the regions and industries.
- The **sustainability of the upswing** will largely depend on the effects of the strained financial situation in many **economies**, and further economic development in the **emerging markets**, especially China.
- Extremely challenging economic environment compared to 2008/09 resulting in a **decline in revenue of 27.1%** from EUR 11,724.9 million **to EUR 8,550.0 million**.
- Despite the economic slump **EBITDA** and **EBIT** remain **highly positive** at **EUR 1,004.3 million** (-41.3%) and **EUR 352.0 million** (-64.4%).
- **EBITDA positive** in **all four individual quarters** across both the Group and the divisions.
- **Group EBIT** only slightly negative in the first quarter, at EUR -26.3 million, **massive development over the course of the year** to a final **EUR 176.8 million** (fourth quarter).
- Economic slump results in **decline in profits before tax of 73.8%**, from EUR 700.0 million **to EUR 183.3 million**, and **profit for the period⁴ of 69.5%**, from EUR 611.6 million **to EUR 186.8 million**.
- **Earnings per share** at **EUR 0.65** significantly below last year's figure (EUR 3.26 per share) but still **clearly positive**.
- **Dividend reduced** from EUR 1.05 per share to **EUR 0.50 per share** (recommendation to the Annual General Meeting), nevertheless **2.2% dividend yield** (measured against annual average rate).
- At EUR 1,019.2 million, **highest free cash flow** in the Group's history.
- **Massive reduction** in the **gearing ratio** from 88.2% (March 31, 2009) **to 71.3%** in spite of difficult economic conditions and dividend paid to shareholders and hybrid capital owners.
- Widespread and consistently implemented **crisis management** significantly reduces the **break-even point** both for the Group and each individual division, and leads to an **above average increase in results** over the course of the business year 2009/10 compared to revenue development. **EBITDA** and **EBIT margins** in the fourth quarter 2009/10 again back up, **at 15.1% and 7.8%**.
- A **cost optimization and efficiency program** being implemented **across the Group** is targeted at generating **EUR 600 million** (2012/13) in sustainable cost savings.
- The **number of employees** (core employees and temporary personnel, excluding apprentices) **dropped by -10.2%**, from **47,182 to 42,357 employees** as compared to the beginning of the crisis in September 2008.
- The (purely accounting) **effects** of the **purchase price allocation** (ppa) arising from the BÖHLER-UDDEHOLM acquisition adversely affected the operating result (EBIT) of the Group and the Stainless Steel Division by **EUR 116.4 million** in the **business year 2009/10** so that **EBIT before ppa amounts to EUR 468.4 million**; this represents an **EBIT margin before ppa of 5.5%**.

¹ Pursuant to IFRS, all stated figures are after purchase price allocation (ppa). Please refer to the inside cover of the Annual Report 2007/08 for more details about ppa. ² Retroactively adjusted according to IFRS 5 in the Automotive Division—Resumption of the division's plastics operations and the company Amstutz Levin & Cie in continuing company operations. ³ Unless otherwise expressly stated, all comparative figures refer to the business year 2008/09. ⁴ Before minority interests and interest on hybrid capital.

Group structure¹

The companies shown in this organizational chart are major investments of the voestalpine Group; groups of companies are represented by their respective holding company. For details, please refer to the section “Investments” in the appendix to this Annual Report.



voestalpine Stahl GmbH

voestalpine Grobblech GmbH
 voestalpine Giesserei Linz GmbH
 voestalpine Anarbeitung GmbH
 voestalpine Rohstoffbeschaffungs GmbH²

voestalpine Stahl Service Center GmbH
 voestalpine Eurostahl GmbH
 Logistik Service GmbH
 vatron gmbh (71.5%)²

BÖHLER-UDDEHOLM Aktiengesellschaft

BÖHLER Edelstahl GmbH & Co KG
 Buderus Edelstahl GmbH
 Villares Metals S.A.
 BÖHLER-UDDEHOLM Deutschland GmbH
 Uddeholms AB
 ASSAB Pacific Pte. Ltd

Eschmann Stahl GmbH & Co KG
 BÖHLER Bleche GmbH & Co KG
 Böhler-Uddeholm Italia S.p.A.
 Buderus Edelstahl Band GmbH
 BÖHLER Schmiedetechnik GmbH & Co KG
 Buderus Edelstahl Schmiedetechnik GmbH

voestalpine Bahnsysteme GmbH & Co KG

voestalpine Schienen GmbH
 TSTG Schienen Technik GmbH & Co KG
 voestalpine Rail Center Duisburg GmbH
 VAE GmbH
 voestalpine Railpro B.V. (70%)

voestalpine Klöckner Bahntechnik GmbH
 voestalpine Tubulars GmbH & Co KG (50%)
 voestalpine Stahl Donawitz GmbH & Co KG
 voestalpine Austria Draht GmbH
 Böhler Welding Holding GmbH

voestalpine Profilform GmbH

voestalpine Krems GmbH
 voestalpine Krems Finaltechnik GmbH
 Nedcon Groep N.V.
 Sadeif N.V.
 Metsec plc
 Roll Forming Corporation
 voestalpine Präzisionsprofil GmbH

voestalpine Profilform s.r.o.
 ZAO voestalpine Arkada Profil
 Société Profilafroid
 Société Automatique de Profilage (SAP)
 Meicol Distribuidora de Aços S.A. (75%)
 BÖHLER-UDDEHOLM Precision Strip GmbH

voestalpine Automotive GmbH

voestalpine Polynorm B.V.
 voestalpine Europlatinen GmbH
 voestalpine Rotec GmbH
 voestalpine Vollmer GmbH & Co KG

voestalpine Gutbrod GmbH
 voestalpine Hügel GmbH & Co KG
 voestalpine Dancke GmbH & Co KG

¹ Valid from April 1, 2010. ² Including minority interests of other Group companies.

The Supervisory Board of voestalpine AG

em. o. Univ.-Prof. DDr. h. c. Dr. Rudolf Strasser

Honorary Chairman of the Supervisory Board (since July 4, 2001)
Member of the Supervisory Board from August 1959 to July 3, 2001

Dr. Joachim Lemppenau

Chairman of the Supervisory Board (since July 1, 2004)
Initial appointment: July 7, 1999
Former Chairman of the Management Board of Volksfürsorge
Versicherungsgruppe, Hamburg

KR Mag. Dr. Ludwig Scharinger

Deputy Chairman of the Supervisory Board (since July 1, 2004)
Initial appointment: January 20, 1994
CEO of Raiffeisenlandesbank Oberösterreich AG, Linz

Dr. Franz Gasselsberger, MBA

Member of the Supervisory Board
Initial appointment: July 1, 2004
CEO of Oberbank AG, Linz

Dr. Hans-Peter Hagen

Member of the Supervisory Board
Initial appointment: July 4, 2007
Deputy CEO of WIENER STÄDTISCHE
Versicherung AG Vienna Insurance Group, Vienna

Dr. Josef Krenner

Member of the Supervisory Board
Initial appointment: July 1, 2004
Head of the Directorate of Finance of the Federal State of Upper Austria, Linz

Dr. Michael Kutschera MCJ. (NYU)

Member of the Supervisory Board
Initial appointment: July 1, 2004
Lawyer; Partner with Binder Grösswang Rechtsanwälte OEG, Vienna

Mag. Dr. Josef Peischer

Member of the Supervisory Board

Initial appointment: July 1, 2004

Director of the Chamber of Workers and Employees for
Upper Austria, Linz

Dipl.-Ing. Dr. Michael Schwarzkopf

Member of the Supervisory Board

Initial appointment: July 1, 2004

CEO of Plansee Holding AG, Reutte

Appointed by the Works Council:

Josef Gritz

Member of the Supervisory Board

Initially delegated: January 1, 2000

Chairman of the Works Council for Wage Earners of voestalpine Stahl
Donawitz GmbH & Co KG, Donawitz

Johann Heiligenbrunner

Member of the Supervisory Board

Initially delegated: March 24, 2000

Chairman of the Works Council for Salaried Employees of
voestalpine AG, Linz

Johann Prettenhofer

Member of the Supervisory Board

Initially delegated: January 1, 2008

Chairman of the Works Council for Wage Earners of BÖHLER Edelstahl
GmbH & Co KG, Kapfenberg

Hans-Karl Schaller

Member of the Supervisory Board

Initially delegated: September 1, 2005

Chairman of the Group Works Council of voestalpine AG, Linz

Chairman of the European Works Council of voestalpine AG, Linz

The Management Board of voestalpine AG



From left to right:
Mag. Dipl.-Ing. Robert Ottel, MBA
Dr. Wolfgang Eder
Dipl.-Ing. Josef Mülner
Dipl.-Ing. Franz Hirschmanner
Dkfm. Dr. Claus J. Raidl
Mag. Wolfgang Spreitzer

Dr. Wolfgang Eder

Chairman of the Management Board and
CEO of voestalpine AG since 2004
Member of the Management Board since 1995
Head of the Steel Division

Born 1952

Joined the Company in 1978

Assigned areas of responsibility: Corporate Development,
Corporate Human Resources, Legal and M&A, Group
Communications and Corporate Image, Investor Relations,
Strategic Environmental Management, Internal Auditing

Dipl.-Ing. Franz Hirschmanner

Member of the Management Board since 2003
Head of the Automotive Division

Born 1953

Joined the Company in 1978

Assigned area of responsibility: R&D and Innovation Strategy

Dipl.-Ing. Josef Mülner

Member of the Management Board since 2003
Head of the Railway Systems Division

Born 1947

Joined the Company in 1974

Assigned area of responsibility: Procurement Strategy,
including Raw Materials Strategy

Mag. Dipl.-Ing. Robert Ottel, MBA

Member of the Management Board since 2004
CFO

Born 1967

Joined the Company in 1997

Assigned areas of responsibility: Corporate Accounting
and Reporting, Controlling, Group Treasury, Corporate Tax,
Management Information Systems, Risk Management

Dkfm. Dr. Claus J. Raidl

Member of the Management Board since 2007
Head of the Special Steel Division

Born 1942

Chairman of the Management Board
of BÖHLER-UDDEHOLM Aktiengesellschaft since 1991

Mag. Wolfgang Spreitzer

Member of the Management Board since 2001
Head of the Profillform Division

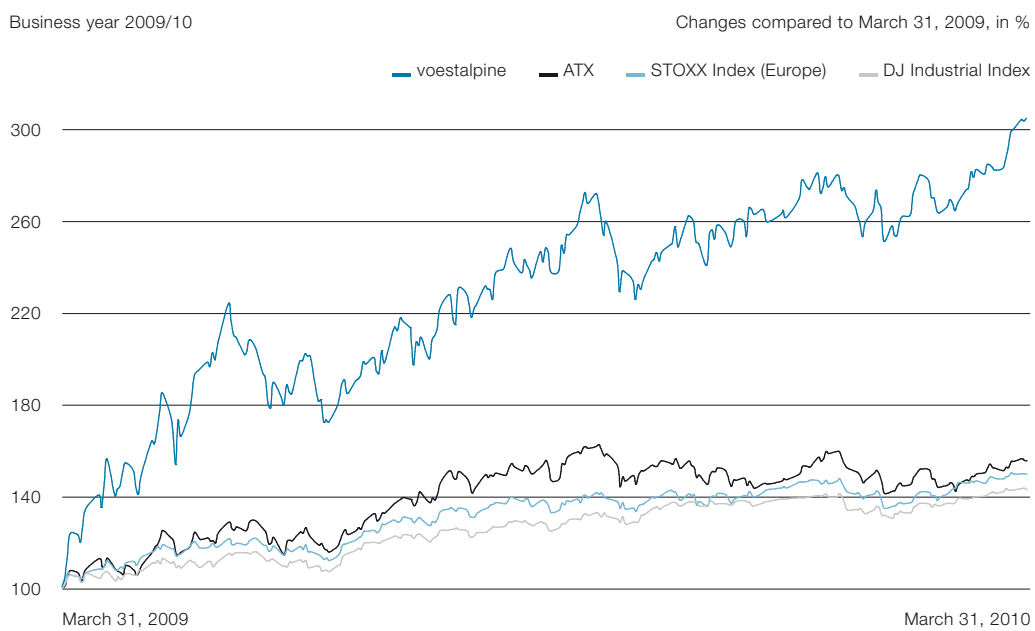
Born 1951

Joined the Company in 1971

Assigned area of responsibility: Information Technology

Investor relations

voestalpine AG vs. international indices



Price development of the voestalpine share

In the business year 2009/10, the voestalpine share was able to significantly gain value despite an economic environment that was also challenging for the capital market so that its overall performance was significantly better than the indices that are relevant for price comparisons (see diagram).

Starting out as of March 31, 2009, with a low share price of EUR 9.85 due to the economic crisis, the price recovered substantially in the course of the year and by the end of the business year had tripled to EUR 29.95. However, as a consequence of the agitation on the capital markets, driven not least by the developments surrounding the European currency and the critical debt burden of some EU member states, subsequently,

the voestalpine share—as was the case for stock exchanges overall—could not maintain this upward trend. The price development during the first two months of the business year 2010/11 was very volatile, and the voestalpine share, which had reached the EUR 30 mark as late as April 1, 2010, then began to trend downward. It made it more difficult that during this period of time—despite the basically positive economic prospects—the steel industry was being assessed much more critically because the capital markets were skeptical about its ability to pass on the exorbitant increases in raw materials costs to the market in the form of higher prices in the long term.

Bonds

Convertible bond (2005–2010)

The still outstanding convertible bonds, which had been issued in July 2005, were called on December 4, 2009, effective January 29, 2010. All of the convertible bonds that were still outstanding at this time (about 8.6% of the total face value of EUR 250 million) were converted by the bond holders to voestalpine AG shares. In their place, the Company issued a total of 1,150,131 new, no-par value bearer shares. Therefore, as of March 31, 2010, the share capital amounts to EUR 307,132,044.75 and is divided into 169,049,163 ordinary no-par value bearer shares.

Hybrid bond (2007–2014)

After the turbulence on the international financial markets during the business year 2009/10, the hybrid bond, which had been issued by voestalpine AG in October 2007, was able to regain a significant part of its value, and by the end of March 2010, it had risen to the initial offering price of 100 (% of the face value). This positive trend continued after the end of the business year 2009/10.

Corporate bond (2009–2013)

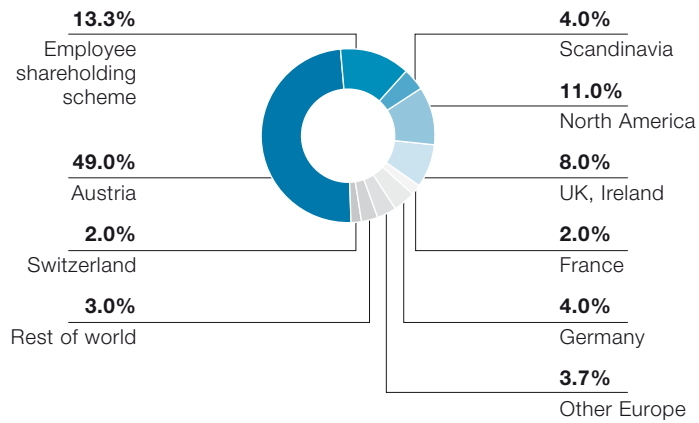
The development of the corporate bond, which had been issued very successfully by voestalpine AG in March 2009 under extremely difficult market conditions, was very positive throughout the entire business year. In addition to the price increase as of the end of March 2009 to 104 (% of the face value), an additional gain of nine percentage points was achieved. As of March 31, 2010, the corporate bond had risen to 113 (% of the face value).

Shareholder structure

During the past business year, there were only small regional changes in the shareholder structure. The largest shift was between the shares held in North America (from 14% to 11%) and in Austria (from 44% to 49%). The level of employee shareholding remained almost unchanged at 13.3% compared to 13.5% in the previous year.

Shareholder structure

Presented geographically, the approximate current distribution of ownership is as follows.



Largest individual shareholders

Raiffeisenlandesbank Oberösterreich Invest GmbH & Co OG	> 15%
voestalpine Mitarbeiterbeteiligung Privatstiftung	13.3%
Oberbank AG	> 5%

voestalpine AG is currently being analyzed by the following investment banks/institutions:

- Berenberg, Hamburg ■ BHF-BANK, Frankfurt ■ Cheuvreux, Vienna/Paris ■ Citigroup, London ■ Credit Suisse, London ■ Deutsche Bank, Frankfurt ■ Erste Bank, Vienna
- Exane BNP Paribas, Paris ■ Goldman Sachs, London ■ HSBC, London ■ JP Morgan, London ■ Macquarie, Frankfurt ■ Merrill Lynch, London ■ Morgan Stanley, London
- Nomura, London ■ Raiffeisen Centrobank, Vienna ■ Steubing AG, Frankfurt ■ UBS, London ■ UniCredit, Munich

Share information

Share capital	EUR 307,132,044.75 divided into 169,049,163 no-par value shares
	Shares in proprietary possession as of March 31, 2010: 658,285 shares
Class of shares	Ordinary bearer shares
Stock identification number	93750 (Vienna Stock Exchange)
ISIN	AT0000937503
Reuters	VOES.VI
Bloomberg	VOE AV

Prices (as of end of day)

Share price high April 2009 to March 2010	EUR 29.95
Share price low April 2009 to March 2010	EUR 10.23
Share price as of March 31, 2010	EUR 29.95
Initial offering price (IPO) October 1995	EUR 5.18
All-time high price (July 12, 2007)	EUR 66.11
Market capitalization as of March 31, 2010*	EUR 5,043,306,796.10

*Based on total number of shares less treasury shares.

Business year 2009/10

Earnings per share	EUR 0.65
Dividend per share	EUR 0.50*
Book value per share	EUR 24.88

*As proposed to the Annual General Shareholders' Meeting.

Financial calendar 2010/11

Annual General Meeting	July 7, 2010
Ex-dividend date	July 12, 2010
Dividend payment date	July 19, 2010
Letter to shareholders for the first quarter of 2010/11	August 19, 2010
Letter to shareholders for the second quarter of 2010/11	November 18, 2010
Letter to shareholders for the third quarter of 2010/11	February 18, 2011
Annual Report 2010/11	May 31, 2011
Annual General Meeting	July 6, 2011

Corporate Governance Report

Commitment to the Austrian Corporate Governance Code

The Austrian Corporate Governance Code provides Austrian stock corporations (*Aktiengesellschaften*) with a framework for management and control. The Code aims to establish a system of management and control of companies and groups that is accountable and geared to creating sustainable long-term value. The Code is designed to increase the degree of transparency for all stakeholders.

The Code is based on the provisions of Austrian stock corporation, stock exchange, and capital market law, the EU recommendation regarding the responsibilities of members of Supervisory Boards and the compensation of company directors, as well as the OECD Principles of Corporate Governance. Since 2002, the Code has undergone a number of amendments. The present Corporate Governance Report is based on the most recent amendment of the Code, which was adopted in January 2009. The Code is available to the public at www.corporate-governance.at and on the Company's website.

Companies voluntarily undertake to adhere to the Code. The Management Board and the Supervisory Board of voestalpine AG recognized the Corporate Governance Code in 2003 and have also accepted and/or implemented the amendments introduced since that date. voestalpine AG thus affirms that it will comply with the most recent version of the Austrian Corporate Governance Code.

In addition to the mandatory "L rules"¹ the Company also complies with all of the "C rules" of the Code.

As legal counsel to voestalpine AG, the law firm Binder Grösswang Rechtsanwälte GmbH, where Dr. Michael Kutschera is a partner, performed legal advisory services during the business year 2009/10 on questions in connection with the minority shareholder squeeze-out procedure relating to BÖHLER-UDDEHOLM Aktiengesellschaft. Fees for these matters are invoiced at the general hourly rates of the law firm of Binder Grösswang Rechtsanwälte applicable at the time. In the business year 2009/10, total net fees of EUR 147,525.83 were incurred for services provided by the law firm of Binder Grösswang Rechtsanwälte GmbH.

¹ The Corporate Governance Code contains the following rules: "L rules" (= Legal) are measures prescribed by law; "C rules" (= Comply or Explain) must be justified in the event of non-compliance; "R rules" (= Recommendations) are recommendations only, which, in the case of voestalpine AG are being largely complied with.

Composition of the Management Board

<p>■ Dr. Wolfgang Eder Born 1952</p>	<p>Joined the Company in 1978 Member of the Management Board since 1995 Chairman of the Management Board since 2004 End of the current term of office: March 31, 2014 Member of the Supervisory Board of Oberbank AG</p>	<p>Head of the Steel Division <i>Assigned areas of responsibility:</i> Corporate Development, Corporate Human Resources, Legal and M&A, Group Communications and Corporate Image, Investor Relations, Strategic Environmental Management, Internal Auditing</p>
<p>■ Dipl.-Ing. Franz Hirschmanner Born 1953</p>	<p>Joined the Company in 1978 Member of the Management Board since 2003 End of the current term of office: March 31, 2014</p>	<p>Head of the Automotive Division <i>Assigned area of responsibility:</i> R&D and Innovation Strategy</p>
<p>■ Dipl.-Ing. Josef Mülner Born 1947</p>	<p>Joined the Company in 1974 Member of the Management Board since 2003 End of the current term of office: March 31, 2014</p>	<p>Head of the Railway Systems Division <i>Assigned area of responsibility:</i> Procurement Strategy, including Raw Materials Strategy</p>
<p>■ Mag. Dipl.-Ing. Robert Ottel, MBA Born 1967</p>	<p>Joined the Company in 1997 Member of the Management Board since 2004 End of the current term of office: March 31, 2014 Member of the Supervisory Board of Josef Manner & Comp. AG</p>	<p>CFO <i>Assigned areas of responsibility:</i> Corporate Accounting and Reporting, Controlling, Group Treasury, Corporate Tax, Management Information Systems, Risk Management</p>
<p>■ Dkfm. Dr. Claus J. Raidl Born 1942</p>	<p>Chairman of the Management Board of BÖHLER-UDDEHOLM Aktiengesellschaft since 1991 Member of the Management Board since 2007 End of the current term of office: December 31, 2010 Member of the Supervisory Board of Wienerberger AG</p>	<p>Head of the Special Steel Division</p>
<p>■ Mag. Wolfgang Spreitzer Born 1951</p>	<p>Joined the Company in 1971 Member of the Management Board since 2001 End of the current term of office: March 31, 2014</p>	<p>Head of the Profilform Division <i>Assigned area of responsibility:</i> Information Technology</p>

Composition of the Supervisory Board

<p>■ em. o. Univ.-Prof. DDr. h. c. Dr. Rudolf Strasser Born 1923</p>	<p>Honorary Chairman of the Supervisory Board (since July 4, 2001) Member of the Supervisory Board from August 1959 to July 3, 2001</p>
<p>■ Dr. Joachim Lemppenau Born 1942</p>	<p>Chairman of the Supervisory Board (since July 1, 2004) Initial appointment: July 7, 1999 Former Chairman of the Management Board of Volksfürsorge Versicherungsgruppe, Hamburg</p>
<p>■ KR Mag. Dr. Ludwig Scharinger Born 1942</p>	<p>Deputy Chairman of the Supervisory Board (since July 1, 2004) Initial appointment: January 20, 1994 CEO of Raiffeisenlandesbank Oberösterreich AG, Linz</p>
<p>■ Dr. Franz Gasselsberger, MBA Born 1959</p>	<p>Member of the Supervisory Board Initial appointment: July 1, 2004 CEO of Oberbank AG, Linz Chairman of the Supervisory Board of Bank für Tirol und Vorarlberg AG Member of the Supervisory Board of BKS Bank AG (until May 19, 2010)</p>
<p>■ Dr. Hans-Peter Hagen Born 1959</p>	<p>Member of the Supervisory Board Initial appointment: July 4, 2007 Deputy CEO of WIENER STÄDTISCHE Versicherung AG Vienna Insurance Group, Vienna</p>
<p>■ Dr. Josef Krenner Born 1952</p>	<p>Member of the Supervisory Board Initial appointment: July 1, 2004 Head of the Directorate of Finance of the Federal State of Upper Austria, Linz Member of the Supervisory Board of Lenzing AG</p>
<p>■ Dr. Michael Kutschera MCJ. (NYU) Born 1957</p>	<p>Member of the Supervisory Board Initial appointment: July 1, 2004 Lawyer; Partner with Binder Grösswang Rechtsanwälte OEG, Vienna</p>
<p>■ Mag. Dr. Josef Peischer Born 1946</p>	<p>Member of the Supervisory Board Initial appointment: July 1, 2004 Director of the Chamber of Workers and Employees for Upper Austria, Linz</p>
<p>■ Dipl.-Ing. Dr. Michael Schwarzkopf Born 1961</p>	<p>Member of the Supervisory Board Initial appointment: July 1, 2004 CEO of Plansee Holding AG, Reutte Member of the Supervisory Board of Mayr-Melnhof Karton AG</p>
<p><i>Appointed by the Works Council:</i></p>	
<p>■ Josef Gritz Born 1959</p>	<p>Member of the Supervisory Board Initially delegated: January 1, 2000 Chairman of the Works Council for Wage Earners of voestalpine Stahl Donawitz GmbH & Co KG, Donawitz</p>
<p>■ Johann Heiligenbrunner Born 1948</p>	<p>Member of the Supervisory Board Initially delegated: March 24, 2000 Chairman of the Works Council for Salaried Employees of voestalpine AG, Linz</p>
<p>■ Johann Prettenhofer Born 1949</p>	<p>Member of the Supervisory Board Initially delegated: January 1, 2008 Chairman of the Works Council for Wage Earners of BÖHLER Edelstahl GmbH & Co KG, Kapfenberg</p>
<p>■ Hans-Karl Schaller Born 1960</p>	<p>Member of the Supervisory Board Initially delegated: September 1, 2005 Chairman of the Group Works Council of voestalpine AG, Linz Chairman of the European Works Council of voestalpine AG, Linz</p>

All Supervisory Board positions held by shareholders' representatives terminate as of the close of the Annual General Meeting of voestalpine AG, which adopts resolutions relative to the business year 2013/14.

None of the members of the Supervisory Board attended fewer than half of the meetings of the Supervisory Board.

Compensation report for Management Board and Supervisory Board

Regarding the compensation report for Management Board and Supervisory Board, we refer to the notes to the annual financial statements.

Information regarding the independence of the members of the Supervisory Board

All of the members elected to the Supervisory Board by the General Meeting have confirmed that they consider themselves to be independent based on the criteria defined by the Supervisory Board (Rule 53). The criteria for independence defined by the Supervisory Board may be viewed on the website www.voestalpine.com and correspond largely to Appendix 1 of the Corporate Governance Code. Furthermore, with the exception of Dr. Scharinger, who represents the shareholder Raiffeisenlandesbank Ober-

österreich Invest GmbH & Co OG, and Dr. Peischer, who represents the voestalpine Mitarbeiterbeteiligung Privatstiftung (a private foundation for the Group's employee shareholding scheme), no member elected to the Supervisory Board by the Annual General Shareholders' Meeting is a shareholder with an investment of more than 10% or represents the interests of such shareholders (Rule 54).

Committees of the Supervisory Board

The Articles of Incorporation authorize the Supervisory Board to appoint committees from among its ranks and to define their rights and responsibilities. The committees can also be given the right to make decisions. Pursuant to § 110 para. 1 of the Labor Constitution Act (*Arbeitsverfassungsgesetz—ArbVG*), the employee representatives on the Supervisory Board have the right to nominate members for Supervisory Board committees, who will have a seat and a vote. This does not apply to committees that handle relations between the Company and the members of the Management Board.

The following Supervisory Board committees have been established:

General Committee

The General Committee is both the Nomination and Compensation Committee as defined by the Corporate Governance Code.

As the Nomination Committee, the General Committee submits recommendations to the Supervisory Board regarding filling Management Board positions that become vacant and handles issues regarding succession planning. As the Compensation Committee, the General Committee is also responsible for executing, amending, and dissolving employment agreements with members of the Management Board, as well as for all matters associated with the management of the stock option plans of Management Board members. Furthermore, the General Committee has the right to make decisions in urgent cases. It also makes decisions regarding whether members of the Management Board are permitted to take on ancillary activities.

Members of the General Committee of the Supervisory Board:

- Dr. Joachim Lemppenau (Chairman)
- KR Mag. Dr. Ludwig Scharinger (Deputy Chairman)
- Hans-Karl Schaller

Audit Committee

The Audit Committee is responsible for reviewing and preparing approval of the annual financial statements, the recommendation for the appropriation of earnings, and the Management Report. It is also this committee's responsibility to review the Group Management Report and to submit a recommendation for the selection of an auditor and to report to the Supervisory Board in this matter.

Members of the Audit Committee of the Supervisory Board:

- Dr. Joachim Lemppenau (Chairman)
- KR Mag. Dr. Ludwig Scharinger (Deputy Chairman)

- Dr. Franz Gasselsberger, MBA
- Dr. Josef Krenner (financial expert)
- Hans-Karl Schaller
- Josef Gritz

Number of Supervisory Board meetings and significant matters raised during Supervisory Board meetings and meetings of the committees during the business year

During the business year 2009/10, the Supervisory Board fulfilled its responsibilities under the law and the Articles of Incorporation, holding six plenary sessions, two meetings of the Audit Committee, and two meetings of the General Committee. In addition to ongoing reports on the Group's current economic and financial situation, these meetings dealt in particular with strategies and measures for coping with the economic crisis, measures to secure Group liquidity, and measures for implementing the Austrian Company Law Amendment Act of 2008 (*Unternehmensrechtsänderungsgesetz—URÄG 2008*). The Audit Committee dealt with the review and preparation of the approval of the consolidated financial statements and the individual financial statements of the Company, preparation of the recommendation for the appointment of an auditor, the Group's insurances, as well as topics relative to the internal control system, the risk management system, and Internal Auditing. Among other issues, the General Committee dealt with questions relative to compensation of the members of the Management Board.

In the last meeting of the business year, the Supervisory Board carried out the self-

evaluation stipulated under Rule 36 of the Corporate Governance Code and, on the basis of the written evaluation provided by each member, dealt in particular with issues relative to internal organization and the general working methods in the plenary sessions and in the committees.

External evaluation of the Corporate Governance Report

The Corporate Governance Code provides for a regular external evaluation of the Company's compliance with the Code. This evaluation was carried out by the Group's auditor during the audit of the 2009/10 financial statements. As a result of this evaluation, the auditor has determined that the declaration given by voestalpine AG with regard to compliance with the 2009 version of the Corporate Governance Code conforms to the actual conditions and/or facts.

- The external review report may be viewed on the Internet at www.voestalpine.com.

Measures to advance women in leadership positions

The percentage of female executives (members of the Management Board excepted) in the voestalpine Group in the business year 2009/10 was at 10% (10% in the business year 2008/09) and thus slightly below the percentage of women of the total voestalpine workforce of 13%. Within the scope of internal leadership development efforts, great importance is being placed on continuing

to expand the percentage of female participants. During the business year 2009/10, there were 24 women of a total of 155 participants (15%), bringing the percentage to above that of the Group's female workforce for the first time.

None of the Group companies has explicit "female quotas." Rather, the voestalpine Group is striving to implement appropriate measures in order to increase the percentage of women in the Group at all levels. This includes a number of activities, some of which are country-specific, such as participation in Girl's Day, advancement of women in technical professions, and/or increased hiring of female graduates of technical schools and universities. In the voestalpine Group, women are now employed in top leadership positions in both traditionally male-dominated, technical areas of the Company (e.g., hot-dip galvanizing plant, wire production) and in various central functions (e.g., finances, legal).

In annual human resources reporting, data on the percentage of women in executive positions is collected and analyzed regularly with regard to their qualifications and their status in the training programs, in order to monitor the sustainability of the implemented measures.

Code of Conduct

In the past business year, the Management Board also decided on the introduction of a voestalpine Code of Conduct in addition to the Corporate Governance Code. This Code of Conduct applies to all employees of the Group and provides the basis for ethical and legally correct behavior in the voestalpine Group.