

Development of the Key Figures

In millions of euros	2006/07	2007/08	2008/09	2009/10	2010/11
Revenue	6,943.8	10,481.2	11,724.9	8,550.0	10,953.7
Profit from operations before depreciation (EBITDA)	1,358.6	1,836.5	1,710.1	1,004.3	1,605.6
EBITDA margin	19.6%	17.5%	14.6%	11.7%	14.7%
Profit from operations (EBIT)	1,011.4	1,152.6	988.7	352.0	984.8
EBIT margin	14.6%	11.0%	8.4%	4.1%	9.0%
Profit before tax (EBT)	976.4	979.6	700.0	183.3	781.0
Profit for the period ¹	764.9	751.9	611.6	186.8	594.6
EPS – Earnings/share (euros)	4.76	4.69	3.26	0.65	3.04
Total assets	6,827.5	12,601.8	12,846.5	12,294.1	13,076.4
Cash flows from operating activities	970.2	1,135.8	1,357.9	1,606.1	957.6
Investments in tangible and intangible assets and interests	907.8	3,910.1	1,078.9	542.5	422.7
Depreciation	347.2	683.9	721.3	652.3	620.8
Equity	2,882.3	4,289.3	4,262.5	4,262.4	4,691.1
Net financial debt	526.2	3,571.7	3,761.6	3,037.3	2,713.1
Net financial debt (in % of equity)	18.3%	83.3%	88.2%	71.3%	57.8%
Return on capital employed (ROCE)	26.2%	13.4%	11.4%	4.4%	12.4%
Market capitalization, end of period	8,366.2	7,006.4	1,645.0	5,043.3	5,585.1
Number of outstanding shares as of March 31	154,073,274	159,235,738	167,003,706	168,390,878	168,581,289
Share price, end of period (euros)	54.30	44.00	9.85	29.95	33.13
Dividend/share (euros)	1.45	2.10	1.05	0.50	0.80 ²
Employees (excl. temporary personnel and apprentices), end of period	24,613	41,490	41,915	39,406	40,700

¹ Before deduction of non-controlling interests and interest on hybrid capital.

² As proposed to the Annual General Shareholders' Meeting.

Overview of the Key Figures

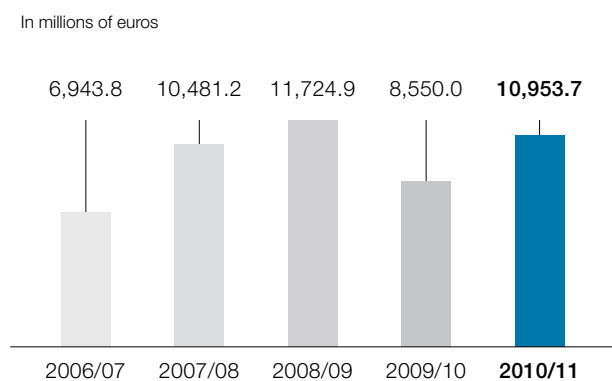
voestalpine Group

In millions of euros	2009/10	2010/11	Change in %
Revenue	8,550.0	10,953.7	28.1
EBITDA	1,004.3	1,605.6	59.9
EBITDA margin	11.7%	14.7%	
EBIT	352.0	984.8	179.8
EBIT margin	4.1%	9.0%	
Employees (excl. temporary personnel and apprentices)	39,406	40,700	3.3

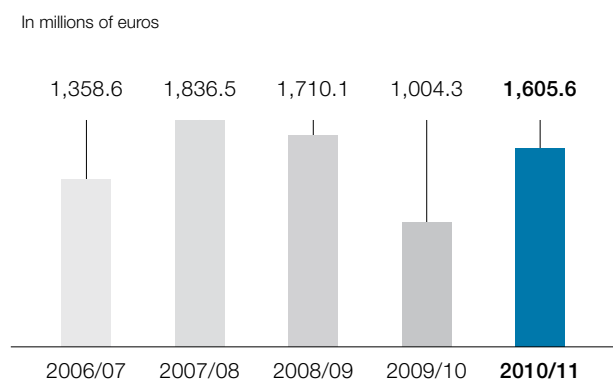
voestalpine Divisions

In millions of euros	Steel	Special Steel	Railway Systems	Profilform	Automotive
Revenue	4,175.0	2,631.3	2,723.3	1,139.3	1,040.1
EBIT	371.9	208.5	308.9	118.0	64.0
EBIT margin	8.9%	7.9%	11.3%	10.4%	6.2%
Employees (excl. temporary personnel and apprentices)	9,622	11,364	10,078	4,200	4,789

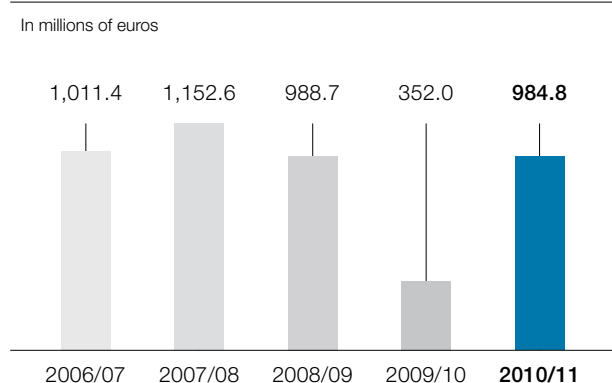
Revenue



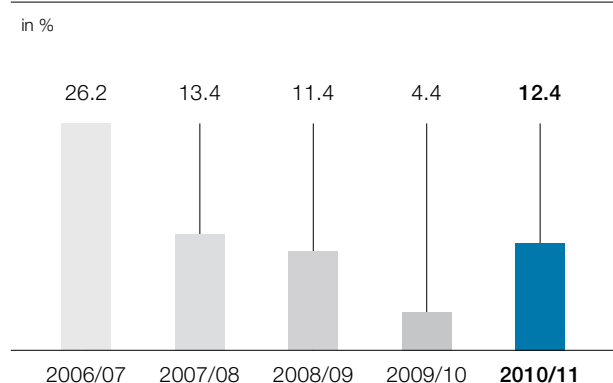
EBITDA Profit from operations before depreciation



EBIT Profit from operations



ROCE Return on capital employed



Highlights¹

- The **economic trend is gaining** significant momentum—**emerging economies** are **drivers** of the global economic recovery.
- In the **European Union, recovery driven substantially by exports in Western, Central, and Northern Europe**; increasing **economic revival** in **Eastern Europe** as well.
- **Economic environment** in **Southern Europe** and the **westernmost part of the continent** remains difficult due to massive public debt and high unemployment.
- **Outstanding development of demand** from the automotive and commercial vehicle industries, mechanical engineering and consumer goods sectors, and railway infrastructure; increasing revival of demand in the aviation industry; only the construction industry's recovery is still lagging.
- In the course of the year, growing capacity utilization of Group's processing capacity results in **full capacity utilization** in **all five divisions** toward the **end** of the **business year 2010/11**.
- **Revenue rises** compared to the previous year **by 28.1%** from EUR 8,550.0 million to **EUR 10,953.7 million—second-highest figure** after 2008/09 (EUR 11,724.9 million).
- **Increase of EBITDA** compared to 2009/10 **by 59.9%** from EUR 1,004.3 million to **EUR 1,605.6 million**.
- **At EUR 984.8 million, operating result (EBIT)** almost **tripled** compared to the previous year (EUR 352.0 million); **EBIT** in the fourth quarter 2010/11 **rose** for the **seventh** consecutive **time**.
- **EBITDA margin** up compared to the business year 2009/10 from 11.7% to **14.7%**, **EBIT margin more than doubled**, going from 4.1% to **9.0%**.
- At EUR 781.0 million, **profit before tax (EBT)** **more than quadruples the previous year's figure** (2009/10: EUR 183.3 million), **at EUR 594.6 million, profit for the period (net income)² goes up by 218.3%** (2009/10: EUR 186.8 million).
- **At EUR 3.04, earnings per share** almost **five times the previous year's figure** (EUR 0.65 per share).
- Despite dividend payment, servicing of the hybrid capital, and a build-up of working capital due to the economic situation, another **significant reduction of the gearing ratio** compared to March 31, 2010, from 71.3% to **57.8%**.
- **ROCE increased** from 4.4% in the previous year to **12.4%**.
- In the business year 2010/11, number of **core employees** (excluding temporary personnel and apprentices) went **up** from 39,406 to **40,700 employees (+3.3%)**, **total workforce** (including temporary personnel and apprentices) **rose** within one year from 43,829 to **46,066 employees** or by **5.1%**.
- In the business year 2010/11, the (purely accounting) **effects** of the **purchase price allocation (ppa)** from the acquisition of BÖHLER-UDDEHOLM had an adverse effect on the Group's operating result (EBIT) of **EUR 67.0 million** so that **EBIT before ppa** is **EUR 1,051.8 million**; this corresponds to an **EBIT margin before ppa** of **9.6%**.

¹ In accordance with IFRS, all figures after application of the purchase price allocation (ppa).

² Before non-controlling interests and interest on hybrid capital.

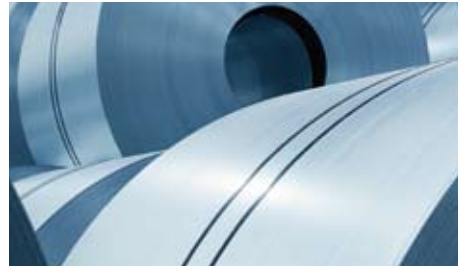
Overview of the voestalpine Group

In their core segments, the companies of the voestalpine Group are leading providers globally or at least in Europe and perform with top technology and quality leadership. The following is an overview of the individual divisions of the Group, their products, customers, and markets, as well as the most important key figures for the business year 2010/11.

Steel Division

Top European player

European top-3 supplier of high-quality sheet and heavy plate for most demanding applications.



Special Steel Division

Global leadership

Worldwide leader in tool steel.
Leading position in high-speed steel and special forgings.



Railway Systems Division

Global leadership

European market leader for rails and processed wire, world market leader for turnouts and complete railway systems; leading position in welding consumables and seamless tubes.



Profilform Division

Global leadership

Worldwide market leader in special sections and custom rollforming; leading position in precision strip.



Automotive Division

Top European player

European top-3 player in the automotive supplier industry for special components.



The Steel Division is a strategic supplier to renowned automotive manufacturers in Europe and to large automotive subsuppliers. Furthermore, it is one of the largest suppliers to the European consumer goods industry and a top supplier to the energy and machine building industry. To the oil and gas industry, this division offers heavy plates for highest demands (e.g., deep sea applications).

Revenue (in millions of euros)	4,175.0
EBIT (in millions of euros)	371.9
EBIT margin	8.9%
Employees (excl. temporary personnel and apprentices)	9,622

High performance metals have specifically designed material properties regarding wear resistance, polishability, and toughness. They are typically used in the automotive, consumer goods, power generation, and oil & gas industries. The Special Steel Division has a leading position in closed-die forgings to the aircraft and power generation industries. It has worldwide distribution and local service centers and a strong presence in emerging markets.

Revenue (in millions of euros)	2,631.3
EBIT (in millions of euros)	208.5
EBIT margin	7.9%
Employees (excl. temporary personnel and apprentices)	11,364

The Railway Systems Division is the world's sole supplier of ultra-long head-hardened HSH® rails in unwelded lengths of up to 120 m. Customers are supplied globally with most advanced special trackwork and track-based monitoring solutions for high-speed, passenger, (heavy) freight, and municipal transportation. Additionally, this division is producing wire, seamless tubes for the global oil & gas industry, as well as welding consumables.

Revenue (in millions of euros)	2,723.3
EBIT (in millions of euros)	308.9
EBIT margin	11.3%
Employees (excl. temporary personnel and apprentices)	10,078

The products are focused on cold-rolled formed steel sections and light-weight structural systems for the construction and building industry, special sections for the automotive, truck, and commercial vehicle industries, as well as stringers for fuselage, special sections for tanks and welded seat tracks, all for the aerospace industry, and customized solutions for optimized and cost-effective storage systems. In addition, this division is also a successful niche player with distinct products in demanding precision strip applications (e.g., band saw steel, razor blades).

Revenue (in millions of euros)	1,139.3
EBIT (in millions of euros)	118.0
EBIT margin	10.4%
Employees (excl. temporary personnel and apprentices)	4,200

Competencies and the product portfolio comprise structure parts and assemblies (e.g., A- and B-pillar reinforcements, suspension elements), class-A panels, assemblies (e.g., doors, bonnets), laser-welded blanks for ultra-high-strength components and tube components, and automotive tubes (e.g., for airbag components, seat belt restraint systems).

Revenue (in millions of euros)	1,040.1
EBIT (in millions of euros)	64.0
EBIT margin	6.2%
Employees (excl. temporary personnel and apprentices)	4,789

The Supervisory Board of voestalpine AG

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

February 9, 1923, to October 28, 2010

Honorary Chairman of the Supervisory Board from July 4, 2001, to October 28, 2010

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

Attorney at law; 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

Initial appointment: 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

Initial appointment: March 24, 2000

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

Johann Prettenhofer

Member of the Supervisory Board

Initial appointment: 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

Initial appointment: 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

Mag. Wolfgang Spreitzer

Born 1951

Member of the Management Board
since 2001

Head of the Profilform Division

Assigned area of responsibility:

Information Technology

Dipl.-Ing. Franz Rotter

Born 1957

Member of the Management Board
since 2011

Head of the Special Steel Division

Mag. Dipl.-Ing. Robert Ottel, MBA

Born 1967

Member of the Management Board
since 2004

CFO

Assigned areas of responsibility:

Corporate Accounting and Reporting,
Controlling, Group Treasury, Taxes,
Management Information Systems,
Risk Management



Dr. Wolfgang Eder

Born 1952

Member of the Management Board since 1995

Chairman of the Management Board since 2004

Head of the Steel Division

Assigned areas of responsibility:

Corporate Development, Corporate Human Resources, Corporate Communications and Corporate Image, Legal Department and M&A, Strategic Environmental Management, Investor Relations, Internal Auditing

Dipl.-Ing. Franz Hirschmanner

Born 1953

Member of the Management Board

since 2003

Head of the Automotive Division

Assigned area of responsibility:

R&D and Innovation Strategy

Dipl.-Ing. Josef Mülner

Born 1947

Member of the Management Board

since 2003

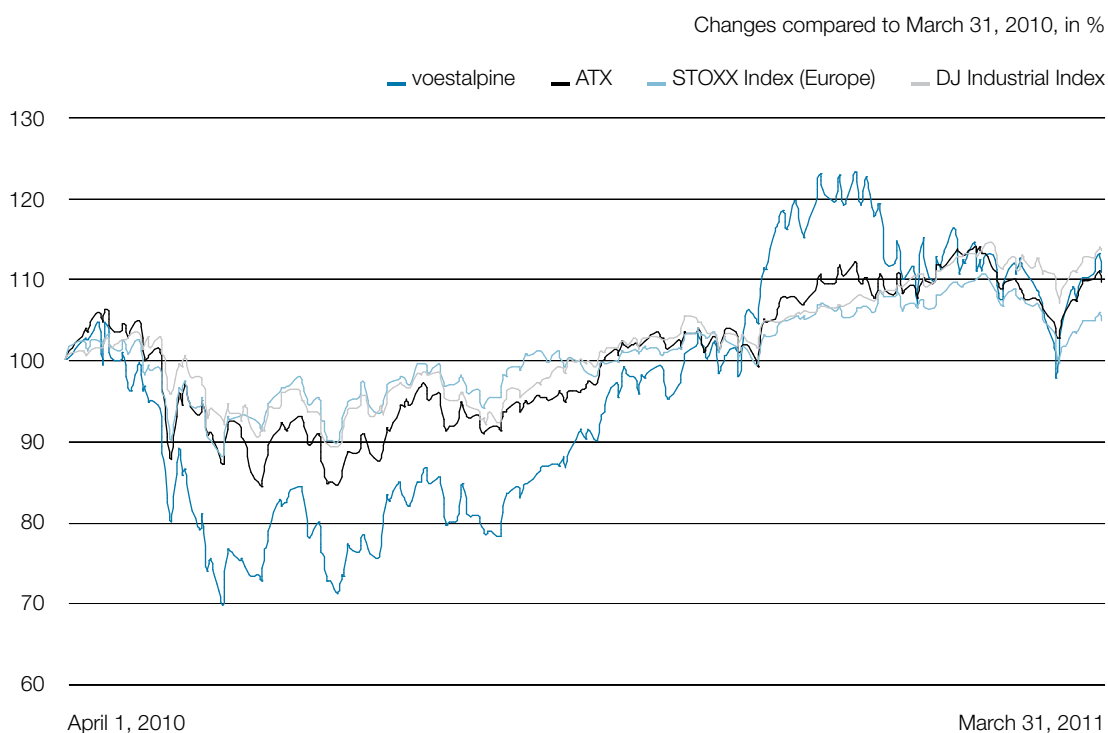
Head of the Railway Systems Division

Assigned area of responsibility:

Procurement Strategy, including Raw Materials Strategy

Investor relations

voestalpine AG vs. the ATX and international indices



Price development of the voestalpine share

The development of the voestalpine share in the business year 2010/11 reflects the extremely inconsistent stock market environment, which was affected primarily by macroeconomic factors. While, initially, capital markets reflected uncer-

tainty about how global economic performance would develop, later on, they were affected by growing doubts about the long-term stability of government budgets (primarily in the euro zone, however, increasingly in the USA as well) and the sustainability of economic growth in China. Most recently, the uncertainty was exacerbated by continuing political instability in large parts

of North Africa as well as the aftereffects of the earthquake, tsunami, and nuclear disaster in Japan.

Against this backdrop, the price of the voestalpine share during the past business year was very volatile, at the same time reflecting overall performance on the stock exchanges. After the share lost up to 30% of its value in the early part of the business year, in the period from July to December 2010, its value rose by about 64% due to the increasingly dynamic trend in the global economy. However, the share was unable to sustain this trend in the fourth quarter.

Looking at the business year 2010/11 overall, the price of the voestalpine share rose from EUR 29.95 to EUR 33.13, an increase in value of 10.6% (which approximately corresponds to the performance of the ATX, Austria's leading share index).

Bonds

Hybrid bond (2007–2014)

The hybrid bond issued by voestalpine AG in October 2007 with a total volume of EUR 1 billion (coupon rate 7.125%) has recovered well from the turmoil on the international financial markets in 2008 and 2009. Following a low of 75 (% of the face value), as of the end of the fourth quarter of 2010/11, it was at 104 (% of the face value).

(Please refer to Item 16 "Equity" in the explanations and other disclosures in the consolidated financial statements for more details.)

Corporate bond 1 (2009–2013)

The corporate bond, which was issued at the height of the credit crisis in order to ensure liquid-

ity (volume EUR 400 million, coupon rate 8.75%), has registered substantial price gains since being issued. After a lengthy period of lateral movement, by the end of the business year 2010/11, the corporate bond 2009–2013 had risen to 110 (% of the face value).

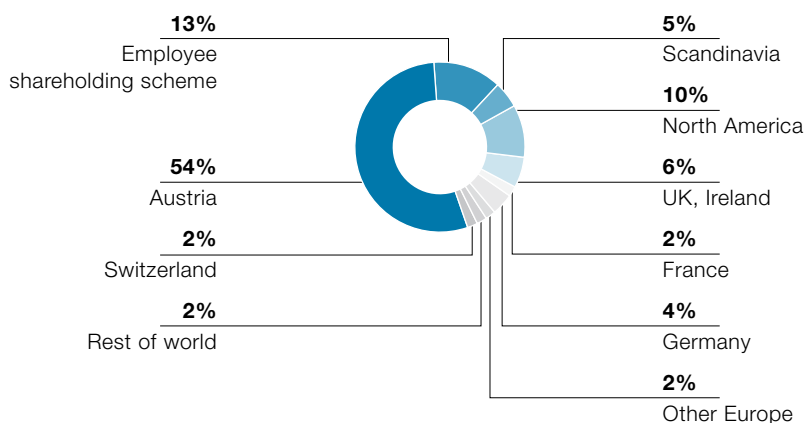
Corporate bond 2 (2011–2018)

In early February 2011, voestalpine AG successfully placed a seven-year bond issue on the capital market with a coupon rate of 4.75% and a volume of EUR 500 million. Interest in this bond was unusually high so that the order book attained a volume of more than EUR 700 million, thus clearly exceeding the originally planned transaction volume of EUR 300 to 400 million. Trading of the bond began on February 3, 2011, in the regulated over-the-counter market of the Vienna Stock Exchange. Since then, the bond has always been trading above the initial offering price, closing on March 31, 2011, at 101 (% of the face value).

Shareholder structure

As of April 1, 2011, the (indicative) ownership structure according to regions is as follows:

Shareholder structure



The majority shareholders of voestalpine AG, who are subject to reporting requirements, remained unchanged; as of the end of the business year, their holdings were as follows:

Largest individual shareholders

Raiffeisenlandesbank Oberösterreich Invest GmbH & Co OG	> 15%
voestalpine Mitarbeiterbeteiligung Privatstiftung	13.0%
Oberbank AG	> 5%

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

- Bank of America/Merrill Lynch, London
- Berenberg, Hamburg
- BHF-BANK, Frankfurt
- Cheuvreux, Vienna/Paris
- Citigroup, London
- Credit Suisse, London
- Deutsche Bank, Frankfurt/London
- Erste Bank, Vienna
- Exane BNP Paribas, Paris
- Goldman Sachs, London
- HSBC, London
- JP Morgan, London
- Main First, Frankfurt
- 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, 2011: 467,874 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 2010 to March 2011	EUR 36.86
Share price low April 2010 to March 2011	EUR 20.87
Share price as of March 31, 2011	EUR 33.13
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, 2011*	EUR 5,585,098,104.57

* Based on total number of shares minus repurchased shares.

Business year 2010/11

Earnings per share	EUR 3.04
Dividend per share	EUR 0.80*
Book value per share	27.39 EUR

* As proposed to the Annual General Shareholders' Meeting.

Financial calendar 2011/12

Annual General Meeting	July 6, 2011
Ex-dividend date	July 11, 2011
Dividend payment date	July 18, 2011
Letter to shareholders for the first quarter of 2011/12	August 18, 2011
Letter to shareholders for the second quarter of 2011/12	November 17, 2011
Letter to shareholders for the third quarter of 2011/12	February 15, 2012
Annual Report 2011/12	May 31, 2012
Annual General Meeting	July 4, 2012

Corporate Governance Report

Commitment to the Austrian Corporate Governance Code

The Austrian Corporate Governance Code provides domestic stock corporations with a framework for managing and monitoring their company. 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. It is designed to increase the degree of transparency for all stakeholders of a company.

The Code is based on the provisions of Austrian stock corporation, stock exchange, and capital market law, the EU recommendations 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 revisions. The present Corporate Governance Report is based on the most recent amendment of the Code, which was adopted in January 2010. The Code can be accessed by the public at www.corporate-governance.at.

The Code achieves validity when companies voluntarily undertake to adhere to it. The Management Board and the Supervisory Board of voest-

alpine AG recognized the Corporate Governance Code in 2003 and have also accepted and implemented the amendments introduced since that date. voestalpine AG has thus committed itself to comply with the most recent version, as amended, 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.

Referring to Rule 49 of the Code, it is herewith stipulated that the law firm Binder Grösswang Rechtsanwälte GmbH, where Supervisory Board member Dr. Michael Kutschera is a partner, provided legal advisory services as legal counsel of voestalpine AG in the reporting period 2010/11 on matters associated with the minority shareholder squeeze-out procedure related to BÖHLER-UDDEHOLM Aktiengesellschaft, on the issuance of a bond (early 2011), and on matters under stock exchange law. Fees for these matters are invoiced at the general hourly rates of the law firm of Binder Grösswang Rechtsanwälte GmbH applicable at the time. Total net fees of EUR 59,410.84 were incurred for services provided by the law firm of Binder Grösswang Rechtsanwälte GmbH in the business year 2010/11.

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>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, Member of the Supervisory Board of Allianz Elementar Versicherungs-AG</p>	<p>Head of the Steel Division <i>Assigned areas of responsibility:</i> Corporate Development, Corporate Human Resources, Corporate Communications and Corporate Image, Legal Department and M&A, Strategic Environmental Management, Investor Relations, Internal Auditing</p>
<p>■ Dipl.-Ing. Franz Hirschmanner Born 1953</p>	<p>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>Member of the Management Board since 2003, End of the current term of office: June 30, 2011, Chairman of the Supervisory Board of VA Intertrading Aktiengesellschaft, Member of the Supervisory Board of VA Erzberg GmbH</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>Member of the Management Board since 2004, End of the current term of office: March 31, 2014, Member of the Supervisory Board of VA Intertrading Aktiengesellschaft, Member of the Supervisory Board of APK-Pensionskasse AG, 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, Taxes, Management Information Systems, Risk Management</p>
<p>■ Dkfm. Dr. Claus J. Raidl Born 1942</p>	<p>Member of the Management Board from 2007 to December 31, 2010, Member of the Supervisory Board of Wienerberger AG</p>	<p>Head of the Special Steel Division</p>
<p>■ Dipl.-Ing. Franz Rotter Born 1957</p>	<p>Member of the Management Board since 2011 (from January 1, 2011), End of the current term of office: March 31, 2014</p>	<p>Head of the Special Steel Division</p>
<p>■ Mag. Wolfgang Spreitzer Born 1951</p>	<p>Member of the Management Board since 2001, End of the current term of office: March 31, 2014, Deputy Chairman of the Supervisory Board of Gemeinnützige Donau-Ennstaler Siedlungs-AG</p>	<p>Head of the Profilform Division <i>Assigned area of responsibility:</i> Information Technology</p>

As of January 1, 2011, Dipl.-Ing. Franz Rotter has taken over as head of the Special Steel Division.

He succeeds Dkfm. Dr. Claus J. Raidl, whose term of office as Member of the Management Board ended as scheduled as of December 31, 2010, due to age.

Composition of the Supervisory Board

<ul style="list-style-type: none"> ■ em. o. Univ.-Prof. DDr. h. c. Dr. Rudolf Strasser † February 9, 1923, to October 28, 2010 	<p>Honorary Chairman of the Supervisory Board from July 4, 2001, to October 28, 2010 Member of the Supervisory Board from August 1959 to July 3, 2001</p>
<ul style="list-style-type: none"> ■ Dr. Joachim Lemppenau Born 1942 	<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>
<ul style="list-style-type: none"> ■ KR Mag. Dr. Ludwig Scharinger Born 1942 	<p>Deputy Chairman of the Supervisory Board (since July 1, 2004) Initial appointment: January 20, 1994 CEO of Raiffeisenlandesbank Oberösterreich AG, Linz Deputy Chairman of the Supervisory Board of Raiffeisen Bank International AG, Vienna Member of the Supervisory Board of AMAG Austria Metall AG, Braunau-Ranshofen</p>
<ul style="list-style-type: none"> ■ Dr. Franz Gasselsberger, MBA Born 1959 	<p>Member of the Supervisory Board Initial appointment: July 1, 2004 Managing Director of Oberbank AG, Linz Chairman of the Supervisory Board of Bank für Tirol und Vorarlberg Aktiengesellschaft, Innsbruck Deputy Chairman of the Supervisory Board of BKS Bank AG, Klagenfurt</p>
<ul style="list-style-type: none"> ■ Dr. Hans-Peter Hagen Born 1959 	<p>Member of the Supervisory Board Initial appointment: July 4, 2007 Deputy Managing Director of WIENER STÄDTISCHE Versicherung AG Vienna Insurance Group, Vienna</p>
<ul style="list-style-type: none"> ■ Dr. Josef Krenner Born 1952 	<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, Lenzing</p>
<ul style="list-style-type: none"> ■ Dr. Michael Kutschera MCJ. (NYU) Born 1957 	<p>Member of the Supervisory Board Initial appointment: July 1, 2004 Attorney at law; partner at Binder Grösswang Rechtsanwälte GmbH, Vienna</p>
<ul style="list-style-type: none"> ■ Mag. Dr. Josef Peischer Born 1946 	<p>Member of the Supervisory Board Initial appointment: July 1, 2004 Director of the Chamber of Workers and Employees for Upper Austria, Linz</p>
<ul style="list-style-type: none"> ■ Dipl.-Ing. Dr. Michael Schwarzkopf Born 1961 	<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, Vienna Member of the Board of Directors of Molibdenos y Metales S.A., Santiago, Chile</p>
Appointed by the Works Council:	
<ul style="list-style-type: none"> ■ Josef Gritz Born 1959 	<p>Member of the Supervisory Board Initial appointment: January 1, 2000 Chairman of the Works Council for Wage Earners of voestalpine Stahl Donawitz GmbH & Co KG, Donawitz</p>
<ul style="list-style-type: none"> ■ Johann Heiligenbrunner Born 1948 	<p>Member of the Supervisory Board Initial appointment: March 24, 2000 Chairman of the Works Council for Salaried Employees of voestalpine AG, Linz</p>
<ul style="list-style-type: none"> ■ Johann Prettenhofer Born 1949 	<p>Member of the Supervisory Board Initial appointment: January 1, 2008 Chairman of the Works Council for Wage Earners of BÖHLER Edelstahl GmbH & Co KG, Kapfenberg</p>
<ul style="list-style-type: none"> ■ Hans-Karl Schaller Born 1960 	<p>Member of the Supervisory Board Initial appointment: September 1, 2005 Chairman of the Group Works Council 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 Supervisory Board meetings during the last business year.

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 Annual 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. Ludwig Scharinger, who represents the shareholder Raiffeisenlandesbank Oberösterreich Invest GmbH & Co OG, and Dr. Josef Peischer, who represents the voestalpine Mitarbeiterbeteiligung Privatstiftung (a private foundation for the Group's employee shareholding scheme), none of the members elected to the Supervisory Board by the Annual General Meeting are shareholders with an investment of more than 10% or represent the interests of such shareholders (Rule 54).

Committees of the Supervisory Board

The Articles of Association 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 (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 Management Board members' stock option plans. 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's consolidated financial statements 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 2010/11, the Supervisory Board fulfilled its responsibilities under the law and the Articles of Association, holding five plenary sessions, two meetings of the Audit Committee, and four 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 issues surrounding the Group's strategic development, measures involving risk management and securing the Group's liquidity (including the issue of a corporate bond), as well as appointments to the Management Board (Dipl.-Ing. Franz Rotter, succeeding Dkfm. Dr. Claus J. Raidl as of January 1, 2011, and Dipl.-Ing. Dr. Franz Kainersdorfer succeeding Dipl.-Ing. Josef Mülner as of July 1, 2011). The Audit Committee dealt with the review and preparation of the approval of the Company's consolidated financial statements and the individual financial statements, 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. In its function as the Compensation Committee, the General Committee also dealt with questions relative to the compensation of the members of the Management Board, and in its function as the Nomination Committee, it dealt with the preparation of the aforementioned appointments to 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 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 compliance with the Code. This evaluation was carried out by the Group's auditor during the audit of the 2010/11 financial statements. As a result of this evaluation, the auditor has determined that the declaration given by voestalpine AG with regard to compli-

ance with the 2010 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 on the Management Board, the Supervisory Board, and other leadership positions

In the business year 2010/11, the percentage of female executives (members of the Management Board excepted) was at about 10%, the same as in the previous year. Within the scope of internal leadership development efforts, great importance is being placed on continuing to expand the percentage of female participants. Therefore, the relative resolution by the Management Board stipulates that women must be represented at each level of training. In the business year 2010/11, there were 18 women of a total of 133 participants (13.5%).

Overall, the percentage of women in the voestalpine Group in the business year 2010/11 was about 13%. This percentage is still low compared to other sectors of the economy, and this has industry-specific, historical, and cultural reasons. In the consciousness of the public, the image of a steel and processing company is still the image of heavy industry and, therefore, broad-based recruitment of female employees is a challenging undertaking.

None of the Group companies have 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 in-

creased hiring of female graduates of technical schools and universities. As a result of these efforts, women are now employed in top leadership positions in traditionally male-dominated, technical areas of the Company (e.g., hot-dip galvanizing plants, wire production facilities) and are in executive positions in financial and legal departments of various Group companies, both in Austria and abroad.

In annual human resources reporting, data on the percentage of women in executive positions is collected and analyzed regularly according 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 business year 2009/10, the Management Board also decided to introduce a voestalpine Code of Conduct in addition to the Corporate Governance Code; this Code can be downloaded at the Company website. This Code of Conduct applies to all employees of the Group and provides the basis for ethical and legally correct conduct in the voestalpine Group. Currently, the voestalpine Group is working on an overall update and expansion of basic compliance principles; appropriate decisions for their implementation are planned for the business year 2011/12.