



## **ArcelorMittal**

*Société anonyme*

**Registered office:**

**19, avenue de la Liberté, L-2930 Luxembourg**

**Grand-Duchy of Luxembourg**

**R.C.S. Luxembourg B 82.454**

### **CONVENING NOTICE**

The shareholders of ArcelorMittal, *société anonyme* (the "**Company**")  
are invited to attend the

**Annual General Meeting  
and Extraordinary General Meeting  
of Shareholders**

on Wednesday 8 May 2013 at 10.30 a.m.

at

Hotel Le Royal at 12, boulevard Royal, L-2449 Luxembourg, Grand-Duchy of Luxembourg

in order to deliberate on the following matters:

## **Agenda and Proposed Resolutions of the Annual General Meeting**

1. **Presentation of the management report of the Board of Directors and the reports of the independent company auditor on the financial statements of the parent company (the “Parent Company Financial Statements”) and the consolidated financial statements of the ArcelorMittal group (the “Consolidated Financial Statements”) for the financial year 2012 in each case prepared in accordance with the International Financial Reporting Standards as adopted by the European Union.**

### **2. Approval of the Consolidated Financial Statements for the financial year 2012**

*Draft resolution (Resolution I)*

The General Meeting, after having reviewed the management report of the Board of Directors and the report of the independent company auditor, approves the Consolidated Financial Statements for the financial year 2012 in their entirety, showing a consolidated net loss of USD 3,844 million.

### **3. Approval of the Parent Company Financial Statements for the financial year 2012**

*Draft resolution (Resolution II)*

The General Meeting, after having reviewed the management report of the Board of Directors and the report of the independent company auditor, approves the Parent Company Financial Statements for the financial year 2012 in their entirety, showing a loss for ArcelorMittal as parent company of the ArcelorMittal group of USD 6,502,612,465, as compared to the consolidated net loss of USD 3,844 million, in both cases established in accordance with International Financial Reporting Standards as adopted by the European Union.

### **4. Allocation of results and determination of the dividend and the remuneration of the members of the Board of Directors in relation to the financial year 2012**

*Draft resolution (Resolution III)*

The General Meeting acknowledges the net loss of USD 6,502,612,465 and that no allocation to the legal reserve or to the reserve for treasury shares is required.

On this basis the General Meeting, upon the proposal of the Board of Directors, decides to pay a dividend out of profit brought forward and to allocate the results of the Company based on the Parent Company Financial Statements for the financial year 2012 as follows:

Loss for the year	USD (6,502,612,465)
Profit brought forward ( <i>Report à nouveau</i> )	USD 48,710,673,796
<b>Results to be allocated and distributed</b>	<b>USD 42,208,061,331</b>
Transfer to reserve for treasury shares	--
Allocation to the legal reserve	--
Directors' remuneration for financial year 2012 (as per Resolution IV, below)	USD 1,981,469
Dividend of USD 0.20 (gross) per share relating to financial year 2012*	USD 332,952,603
<b>Profit carried forward</b>	<b>USD 41,873,127,259</b>

\* On the basis of 1,560,285,405 shares in issue at 31 December 2012 net of treasury shares held by the Company and the 104,477,612 new ordinary shares issued on 14 January 2013 resulting in a total number of ordinary shares issued of 1,664,763,017.

The General Meeting acknowledges that the dividend of USD 0.20 (gross) per share will be paid on 15 July 2013.

*Draft resolution (Resolution IV)*

Given the third resolution above, the General Meeting, upon the proposal of the Board of Directors, leaves the basis for remuneration for the Board of Directors unchanged compared to the previous year and sets the amount of total remuneration for the Board of Directors in relation to the financial year 2012 at USD 1,981,469, based on the following annual fees:

- Basic director's remuneration: EUR 134,000 (USD 176,800);
- Lead Independent Director's remuneration: EUR 189,000 (USD 249,367);
- Additional remuneration for the Chair of the Audit Committee: EUR 26,000 (USD 34,304);
- Additional remuneration for the other Audit Committee members: EUR 16,000 (USD 21,110);
- Additional remuneration for the Chairs of the other committees: EUR 15,000 (USD 19,791); and
- Additional remuneration for the members of the other committees: EUR 10,000 (USD 13,194).

**5. Discharge of the directors**

*Draft resolution (Resolution V)*

The General Meeting decides to grant discharge to the members of the Board of Directors in relation to the financial year 2012.

**6. Election of members of the Board of Directors**

*Background*

The mandate of each of the three following directors will have come to an end on the date of this General Meeting: Ms Vanisha Mittal Bhatia, Ms Suzanne P. Nimocks and Mr Jeannot Krecké.

The tabled proposal is to re-elect Ms Vanisha Mittal Bhatia, Ms Suzanne P. Nimocks and Mr Jeannot Krecké as members of the Board of Directors for another three-year term. The biographical information of the three directors proposed for re-election is included in ArcelorMittal's Annual Report 2012 available on [www.arcelormittal.com](http://www.arcelormittal.com) under "Investors – Equity Investors -- Annual General Meeting 8 May 2013".

*Draft resolution (Resolution VI)*

The General Meeting re-elects Ms Vanisha Mittal Bhatia as director of ArcelorMittal for a three-year mandate that will automatically expire on the date of the General Meeting of shareholders to be held in 2016.

*Draft resolution (Resolution VII)*

The General Meeting re-elects Ms Suzanne P. Nimocks as director of ArcelorMittal for a three-year mandate that will automatically expire on the date of the General Meeting of shareholders to be held in 2016.

*Draft resolution (Resolution VIII)*

The General Meeting re-elects Mr Jeannot Krecké as director of ArcelorMittal for a three-year mandate that will automatically expire on the date of the General Meeting of shareholders to be held in 2016.

**7. Appointment of an independent company auditor in relation to the Parent Company Financial Statements and the Consolidated Financial Statements for financial year 2013**

*Draft resolution (Resolution IX)*

The General Meeting decides to appoint Deloitte Audit, *société à responsabilité limitée*, with registered office at 560, rue de Neudorf, L-2220 Luxembourg, Grand-Duchy of Luxembourg, as independent company auditor to perform the

independent audit of the Parent Company Financial Statements and the Consolidated Financial Statements regarding the financial year 2013.

## **8. Authorisation of grants of share based incentives**

### *Background*

The Group Management Board Performance Share Unit Plan (the “GMB PSU Plan”) is designed to enhance the long-term performance of the Company and align the members of our Group Management Board (“GMB”) to the Company’s objectives. The GMB PSU Plan complements ArcelorMittal’s existing program of annual performance-related bonuses which is the Company’s reward system for short-term performance and achievements. The main objective of the GMB PSU Plan is to be an effective performance-enhancing scheme for GMB members based on the achievement of ArcelorMittal’s strategy aimed at creating a measurable long-term shareholder value.

The members of the GMB including the Chief Executive Officer will be eligible for Performance Share Unit (“PSU”) grants. The GMB PSU Plan provides for cliff vesting on the third year anniversary of the grant date, under the condition that the relevant GMB member continues to be actively employed by the ArcelorMittal group on that date. If the GMB member is retired on that date or in case of an early retirement by mutual consent, the relevant GMB member will not automatically forfeit PSUs and pro rata vesting will be considered at the end of the vesting period at the sole discretion of the Company. Awards under the GMB PSU Plan are subject to the fulfillment of cumulative performance criteria over a three-year period from the date of the PSU grant. The value of the grant at grant date will equal one year of base salary for the Chief Executive Officer and 80% of base salary for the other GMB members. Each PSU may give right to up to two (2) shares of the Company.

Two sets of performance criteria must be met for vesting of the PSUs. 50% of the criteria is based on the Total Shareholder Return (TSR) defined as the share price at the end of period minus the share price at start of period plus any dividend paid divided by the share price at the start of the period. “Start of period” and “end of period” will be defined by the Appointments, Remuneration & Corporate Governance Committee of the Board of Directors. This will then be compared with a peer group of companies and the S&P 500 index, each counting for half of the weighting. No vesting will take place for performance below 80% of the median compared to the peer group or below 80% of the S&P 500 index measured over three years.

- For 25% of PSUs, performance is compared to the peer group. The percentage of PSUs vesting will be 50% for achieving 80% of the median TSR, 100% for achieving the median TSR, 150% for achieving 120% of the median TSR, and up to a maximum of 200% for an achievement above the upper quartile.
- For 25% of PSUs, performance is compared to the S&P 500 index. The percentage of PSUs vesting will be 50% for achieving performance equal to 80% of the index, 100% for achieving a performance equal to the index, 150% for achieving a performance equal to index plus an outperformance of 2%, and up to a maximum of 200% for achieving a performance equal to index plus an outperformance of 5%.

The other 50% of the criteria to be met to trigger vesting of the PSUs is based on the development of Earnings Per Share (EPS), defined as the amount of earnings per share outstanding compared to a peer group of companies. The percentage of PSUs vesting will be 50% for achievement of 80% of the median EPS, 100% for achieving the median EPS, 150% for achieving 120% of the median EPS, and up to a maximum of 200% for an achievement above the upper quartile.

An explanatory presentation is available on [www.arcelormittal.com](http://www.arcelormittal.com) under Investors – Equity investors – Shareholders’ meetings – 8 May 2013.

The allocation of PSUs to eligible GMB members is reviewed by the Appointments, Remuneration & Corporate Governance Committee of the Board of Directors, which is comprised of four independent directors, and which makes a proposal and recommendation to the full Board of Directors. The vesting criteria of the PSUs are also monitored by the Appointments, Remuneration & Corporate Governance Committee. The Company will report in its Annual Reports on the progress of meeting the vesting criteria on each grant anniversary date as well as on the applicable peer group.

The 2013 Cap for the number of PSUs that may be allocated to the GMB members and other retention based grants below the GMB level, if any, is proposed to be set at a maximum of 3,500,000 (three million five hundred thousand) shares (the “2013 Cap”), representing less than 0.22% of the Company’s current issued share capital on a diluted basis.

*Draft resolution (Resolution X)*

The General Meeting acknowledges the above background information provided about the GMB PSU Plan and authorises the Board of Directors:

(a) to issue up to 3,500,000 (three million five hundred thousand) of the Company's fully paid-up ordinary shares under the 2013 Cap, which may be either newly issued shares or shares held in treasury, such authorisation to be valid from the date of this General Meeting until the General Meeting of shareholders to be held in 2014,

(b) to adopt any rules or measures to implement the GMB PSU Plan and other retention based grants below the level of the GMB that the Board of Directors may at its discretion consider appropriate,

(c) to decide and implement any increase of the 2013 Cap by the additional number of shares of the Company necessary to preserve the rights of the grantees of PSUs in the event of a transaction impacting the Company's share capital, and

(d) to do or cause to be done all such further acts and things as the Board of Directors may determine to be necessary or advisable in order to implement the content and purpose of this resolution.

**Agenda and proposed resolutions of the Extraordinary General Meeting**

**1. Decision to increase the authorised share capital of the Company by an amount equal to an increase of 19.84% of the current issued share capital, authorise the Board of Directors to limit or suspend the preferential subscription right of existing shareholders, and amend articles 5.2 and 5.5 of the articles of association accordingly**

*Background*

The proposal to increase the authorised share capital is based on the need:

- i) to deliver the necessary ordinary shares upon conversion of the \$2,250,000,000 aggregate principal amount of 6% Mandatory Convertible Subordinated Notes due 2016 which have been issued in an offering which closed on 16 January 2013 and which are, on the basis of the current conversion ratio mandatorily convertible into up to 134,328,600 ordinary shares of the Company (the "MCN")\*, and
- ii) for the Company to have adequate flexibility going forward.

The historical flexibility granted to the Board to issue ordinary shares was 10% of the issued share capital.

\* More information relating to the MCN can be found in the Prospectus dated 09 January 2013 which is available on the Company's website at <http://www.arcelormittal.com> under Investors – Fixed Income Investors – Mandatorily Convertible Notes.

The remaining unissued part of the current authorised share capital (which now consists of 1,773,091,461 ordinary shares) is limited to approximately 6.1% or 107,699,239 ordinary shares after the recent share issuance in January 2013. When taking into account the 134,328,600 ordinary shares required to cover the conversion of the MCN and the ordinary shares to be potentially issued based on the Company's existing equity-based incentive plans (stock options issued until 2011, Restricted Share Units ("RSU"s) and Performance Share Units ("PSU"s) issued in 2011 and 2012) into account, and subtracting the treasury shares available to ArcelorMittal on the date of this convening notice, the Company would need to be able to raise the number of issued ordinary shares to 1,814,415,648 (the "Minimum Requirement"), which means there is currently a shortfall in the necessary authorised share capital of 41,324,187 ordinary shares. It is also proposed to renew the authorisation to the Board to issue new ordinary shares currently valid until 17 June 2014 from the date of this General Meeting until five years from the date of the publication of the minutes of this General Meeting in the Luxembourg official gazette (*Mémorial C*).

The proposal is (i) to approve an increase of the Company's authorised share capital by EUR 523,788,717.20, equivalent to 222,765,752 ordinary shares without nominal value (which is 19.84% above the currently issued share capital, but corresponds to 10% above the Minimum Requirement and will therefore allow the Company to revert to a historical level of flexibility), so that the Company's authorised share capital shall amount to EUR 8,249,049,316.38, represented by 1,995,857,213 ordinary shares without nominal value; (ii) to renew, from the date of this General Meeting until five years after the publication of the minutes of this General Meeting, the authority of the Board of Directors to issue additional ordinary shares in the Company within the limit of the new authorised share capital, and (iii) to authorise the

Board of Directors to limit or suppress the preferential subscription right of existing shareholders in this regard. The purpose of the limitation or suppression of preferential subscription rights is to allow the Board of Directors to choose the most beneficial process to issue additional ordinary shares, taking into account market conditions and appropriate processes, as well as the rights of existing shareholders.

The report of the Board of Directors of the Company relating to the proposed increase in ArcelorMittal's authorised share capital and the authorisation to limit or suspend the preferential subscription right of existing shareholders, as well as an explanatory calculation are available on [www.arcelormittal.com](http://www.arcelormittal.com) under Investors – Equity Investors – Annual General Meeting 8 May 2013. The consolidated version of the articles of association of the Company (in English and French) is available on [www.arcelormittal.com](http://www.arcelormittal.com) under Investors – Equity Investors – Annual General Meeting 8 May 2013. Shareholders may also obtain a copy of the same free of charge at the Company's registered office, by calling +352 4792 3198, sending a fax to +352 26 48 19 95 or +44 20 7629 7993, or by making a request by e-mail to [privateinvestors@arcelormittal.com](mailto:privateinvestors@arcelormittal.com).

*Draft resolution (EGM Resolution I)*

The General Meeting resolves:

(a) to increase the authorised share capital by five hundred and twenty three million seven hundred and eighty eight thousand seven hundred and seventeen euros and twenty cents (EUR 523,788,717.20), equivalent to two hundred and twenty two million seven hundred and sixty five thousand seven hundred and fifty two (222,765,752) ordinary shares, so that the Company's authorised share capital shall amount to eight billion two hundred forty nine million forty nine thousand three hundred and sixteen euros and thirty eight cents (EUR 8,249,049,316.38), represented by one billion nine hundred ninety five million eight hundred and fifty seven thousand two hundred and thirteen (1,995,857,213) ordinary shares without nominal value;

(b) to authorise the Board of Directors, during a period of five years from the date of this General Meeting of shareholders to the fifth anniversary of the date of publication in the Luxembourg official gazette (*Mémorial C*) of the minutes of this General Meeting, to issue additional ordinary shares in the Company within the limit of the authorised share capital set out in point (a) of these resolutions,

(c) to authorise the Board of Directors to limit or cancel the preferential subscription rights of existing shareholders in the event of any increase in the issued share capital up to and including the authorised share capital set out in point (a) of these resolutions, and

(d) to amend article 5.2 and the first paragraph of article 5.5 of the articles of association accordingly as set out below:

**“5.2.** The Company's authorised share capital, including the issued share capital, shall amount to eight billion two hundred forty-nine million forty-nine thousand three hundred and sixteen euros and thirty eight cents (EUR 8,249,049,316.38) represented by one billion nine hundred and ninety-five million five hundred and ninety-five thousand two hundred and thirteen (1,995,857,213) ordinary shares without nominal value.”

**“5.5** The board of directors is authorised, during a period starting on the day after this General Meeting of shareholders and ending on the fifth anniversary of the date of publication in the Luxembourg official gazette (*Mémorial C*) of the minutes of the General Meeting held on 8<sup>th</sup> May 2013, without prejudice to any renewals, to increase the issued share capital on one or more occasions within the limits of the authorised share capital.”

(e) to authorise the Board of Directors to do or cause to be done all such further acts and things as the Board may determine to be necessary or advisable in order to implement the content and purpose of this resolution.

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The Annual General Meeting will validly deliberate on all resolutions on the agenda regardless of the number of shareholders present and of the number of shares represented, and the resolutions relating to these agenda items will be adopted by a simple majority of the votes validly cast by shareholders present or represented. Each share is entitled to one vote.

The Extraordinary General Meeting will validly deliberate on all resolutions on its agenda provided that a quorum of 50% of the Company's issued share capital is present or represented. The resolutions will be validly adopted by at least two-thirds of the votes validly cast in favour by the shareholders present or represented. If the aforementioned quorum is

not met, the extraordinary general meeting may be reconvened by the Board of Directors and at the reconvened meeting no quorum will be required. Each ArcelorMittal share is entitled to one vote.

A copy of the documentation related to the General Meetings is available from the date of publication of this convening notice on the Company's website [www.arcelormittal.com](http://www.arcelormittal.com) under Investors – Equity Investors – Annual General Meeting 8 May 2013. Shareholders may obtain free of charge a hard copy of the Annual Report 2012 (in English and in abbreviated form in French) at the Company's registered office or by calling +352 4792 3198, sending a fax to +352 26 48 19 95 or +44 20 7629 7993, or by e-mail to [privateinvestors@arcelormittal.com](mailto:privateinvestors@arcelormittal.com)

### **Addition of agenda items or tabling of alternative resolutions**

One or more shareholders holding together at least 5% of the issued share capital of the Company have the right to add new items to the agenda of the General Meetings and/or table draft resolutions regarding existing or new agenda items. Any such request must be received by the Company before 6.00 p.m. Central European Time ("CET") on 16 April 2013. The request must be made in writing by e-mail (to [agm2013@arcelormittal.com](mailto:agm2013@arcelormittal.com)) or postal mail (to ArcelorMittal, Company Secretary, 19, avenue de la Liberté, L-2930 Luxembourg, G.D. Luxembourg) and must include either (a) the text of the new agenda item and/or a draft resolution, and a background explanation or (b) an alternative resolution for an existing agenda item, with a clear identification of the agenda item concerned, the text of the proposed alternative resolution, and a background explanation. The request must include the name of a contact person and a contact address (postal address and e-mail) to enable the Company to confirm receipt within 48 hours, and proof must be provided (in the form of a confirmation issued by a financial intermediary) that the requestor was a shareholder of the Company on the Record Date (as defined below under "Conditions for personal attendance").

### **Ability to ask questions ahead of the General Meetings**

Shareholders have the right to ask questions about items on the agenda of the Annual General Meeting and the Extraordinary General Meeting ahead of and during the meetings. The Company will on a best efforts basis provide responses to the questions during the questions & answers session. Questions must be received by the Company before 6:00 p.m. CET on 30 April 2013. Questions must be sent by e-mail to: [agm2013@arcelormittal.com](mailto:agm2013@arcelormittal.com) and include the shareholder's full name and address and a proof of ownership of Company shares (issued by a financial intermediary and dated between 5 April and 30 April 2013).

### **General Meetings – Attending in person or voting by proxy**

Only shareholders who were holders of record of European Shares or New York Shares on the Record Date are allowed to vote and participate in the General Meetings. **The "Record Date" is defined as 24 April 2013 at midnight (24:00 hours) CET and 6:00 p.m. (18:00 hours) New York time.**

ArcelorMittal's shares are divided into European Shares and New York Shares. "European Shares" are the shares directly or indirectly recorded in the Company's shareholders' register held in Luxembourg. "New York Shares" are the shares directly or indirectly recorded in the Company's shareholders' register held in New York. The listing agent for the European Shares is BNP Paribas Securities Services and the listing agent for the New York Shares is Citibank, N.A. There is no material difference between a European Share and a New York Share and both types of shares give access to equal rights.

## **1. Conditions for personal attendance**

### ***(i) Holders of shares whose ownership is directly recorded***

Shareholders who own European Shares or New York Shares and whose ownership is directly recorded in their own name in the Company shareholders' register should announce their intention to attend and vote at the General Meetings by completing, signing, dating the participation form available in English and French on request from the Centralisation Agent or the Company's website [www.arcelormittal.com](http://www.arcelormittal.com) under Investors – Equity Investors - Annual General Meeting 8 May 2013, and sending it to:

- For holders of European Shares on the Record Date:

BNP Paribas Securities Services - Corporate Trust Services

CTS – Assemblée Centralisée

Grands Moulins de Pantin

9, rue du Débarcadère, F-93761 Pantin Cedex, France

Tel.: + 33 1 55 77 95 60; Fax: + 33 1 55 77 95 01

- For holders of New York Shares on the Record Date:

Citibank Shareholder Services

P.O. Box 43077

Providence, Rhode Island 02940-3077, United States of America

Tel.: 1-877-CITI-ADR (toll-free; U.S. only) or + 1-781-575-4555 (international)

e-mail: [citibank@shareholders-online.com](mailto:citibank@shareholders-online.com)

Holders whose ownership is directly recorded in the Company's shareholders' register include current and former employees holding through the AESOPE plan.

The participation form must be received no later than 3 May 2013 by 5.00 p.m. CET by BNP Paribas Securities Services for European Shares and by 10.00 a.m. New York time by Citibank Shareholder Services for New York Shares.

**(ii) Holders whose ownership is indirectly recorded (shares held in clearing)**

The holders of European Shares and New York Shares held in clearing and whose ownership is therefore considered indirectly recorded in the Company's shareholders' register include employees who acquired Company shares through the Employee Share Purchase Plan ("ESPP") 2008, 2009 or 2010.

Holders of European Shares on the Record Date whose ownership is indirectly recorded, through a clearing system (e.g. Euroclear), in the Company's shareholders' (including U.S. and Canada residents) register and who wish to attend and vote at the General Meetings in person must ask their financial intermediary (bank, broker or other financial institution or intermediary) where their shares are on deposit to send a registration certificate to the relevant Centralisation Agent who must receive it no later than 5.00 p.m. CET on 3 May 2013. The registration certificate must indicate the identity of the owner of the ArcelorMittal shares, the number of shares registered, and a statement that the relevant shares were registered in the financial intermediary's records in the holder's name on the Record Date. When the Centralisation Agent has received the registration certificate, an attendance card will be sent to the relevant shareholder.

Holders of New York Shares on the Record Date whose ownership is indirectly recorded (through a clearing system) in the Company's New York shareholders' register and who wish to attend and vote at the General Meetings in person must have their financial intermediary (bank or other financial institution or intermediary) or its agent where their shares are on deposit issue a proxy to them. The proxy will confirm that they owned the relevant number of New York Shares on the Record Date and are authorised to attend and vote at the General Meetings. In addition to issuing a proxy, the financial intermediary must complete and return a New York Share registration request to Citibank, which must be received by Citibank no later than 10.00 a.m. New York time on 3 May 2013. The holders of New York Shares must bring the proxy received from their financial intermediary to the General Meetings; the proxy will serve as attendance card for the General Meetings.

The Consolidated Financial Statements and the Parent Company Financial Statements for 2012 filed with the *Commission de Surveillance du Secteur Financier* (CSSF) in Luxembourg and the annual report 2012 on Form 20-F filed with the U.S Securities and Exchange Commission are available on the Company's website [www.arcelormittal.com](http://www.arcelormittal.com) under Investors – Equity Investors – Annual General Meeting 8 May 2013 or on request by calling +352 4792 3198, by sending a fax to +352 26 48 19 95 or +44 20 7629 7993 or an e-mail to [privateinvestors@arcelormittal.com](mailto:privateinvestors@arcelormittal.com).

Holders of European Shares or New York Shares who wish to attend the General Meetings in person must bring their attendance card and a proof of their identity (in the form of a non-expired identity card or passport) to the General Meetings. In order for the General Meetings to proceed in a timely and orderly manner, shareholders are requested to arrive on time. The doors will open at 9.00 a.m. CET and the General Meetings will start promptly at 10.30 a.m. CET.

● Holders of European Shares on the Record Date who received them through the ESPP (including U.S. and Canada residents) and who wish to attend and vote in person must complete, sign and date the participation form or the proxy form (available in English and French) which can be obtained by contacting:

BNP Paribas Securities Services, Corporate Trust Services  
CTS – *Assemblée Centralisée*

Grands Moulins de Pantin  
9, rue du Débarcadère  
F-93761 Pantin Cedex, France  
Tel.: + 33 1 55 77 95 60; Fax: + 33 1 55 77 95 01 or +33 1 40 14 58 90

The forms can also be downloaded from the Company's website [www.arcelormittal.com](http://www.arcelormittal.com), under Investors – Equity Investors – Annual General Meeting 8 May 2013. The completed, signed and dated proxy form must be received by the Centralisation Agent no later than 5.00 p.m. CET on 3 May 2013.

## **2. Conditions for proxy voting or appointing a proxy**

### **(i) European Shares**

Holders of European Shares on the Record Date who are unable to attend the General Meetings in person may give voting instructions to the Company Secretary, Mr Henk Scheffer, or to any other person designated by them. In order to give voting instructions to the Company Secretary, holders of European Shares, whose ownership is directly recorded, must have obtained and delivered to the Centralisation Agent the completed, dated and signed proxy form described above (see “Conditions for personal attendance”, above) by 5.00 p.m. CET on 3 May 2013.

Holders of European Shares whose ownership is indirectly recorded must have obtained and delivered to their financial intermediary the completed, dated and signed proxy form described above (see “Conditions for personal attendance”, above); this financial intermediary will have to provide the relevant Centralising Agent with the proxy form and the registration certificate by 5.00 p.m. CET on 3 May 2013.

The Company Secretary will vote in accordance with the instructions given by the shareholder in the proxy form. If no voting instructions are given in the proxy form, the Company Secretary will vote in favour of the resolutions proposed and supported by the Board of Directors. The registration certificate and the proxy form may be obtained from the relevant Centralisation Agent. The proxy form can be downloaded in English and French from [www.arcelormittal.com](http://www.arcelormittal.com) under Investors – Equity Investors – Annual General Meeting 8 May 2013.

Holders of European Shares who wish to revoke their proxy may do so by timely delivering a properly executed later-dated proxy to the relevant Centralisation Agent no later than 5.00 p.m. CET on 3 May 2013, or by attending and voting in person at the General Meeting.

### **(ii) New York Shares**

Holders of New York Shares on the Record Date who are unable to attend the General Meetings in person must follow the voting procedures and instructions received from their financial intermediary or, as the case may be, its procedures on changing or revoking voting instructions. Attending the General Meetings without voting will not revoke the proxy.

Persons designated as a proxy by holders of European Shares or New York Shares on the Record Date and who wish to attend the General Meetings in person must bring their proxy card and a proof of their identity (in the form of a non-expired identity card or a passport) to the General Meetings. In order for the General Meetings to proceed in a timely and orderly manner, proxy holders are requested to arrive on time. The doors will open at 9.00 a.m. CET and the General Meetings will start promptly at 10.30 a.m. CET.

## **3. Request for information and contact details of Centralisation Agents**

Shareholders requiring more information may do so by:

- **Contacting the Centralising Agents:**

- For European Shares included in the Euroclear Nederland system and admitted to trading on NYSE Euronext (Amsterdam, Paris), the Centralisation Agent is:

BNP Paribas Securities Services, Corporate Trust Services  
CTS – *Assemblée Centralisée*  
Grands Moulins de Pantin  
9, rue du Débarcadère

93761 Pantin Cedex, France  
Tel.: + 33 1 55 77 95 60 ; Fax: + 33 1 55 77 95 01 or +33 1 40 14 58 90

- For European Shares included in the Clearstream Banking or Euroclear Bank system and admitted to trading on the Luxembourg Stock Exchange's regulated market, the Centralisation Agent is:

BNP Paribas Securities Services  
Corporate Trust Services - Corporate Action  
33, rue de Gasperich  
L - 2085 Luxembourg, Grand-Duchy of Luxembourg  
Tel.: +352 26 96 65 934; Fax: + 352 26 96 97 57

- For European Shares included in the Iberclear system and admitted to trading on the Spanish exchanges, the Centralisation Agent is:

BNP Paribas Securities Services  
Banking Operations – GIS  
Calle Ribera de Loira 28  
28042 Madrid, Spain  
Tel.: +34 91 388 8807; Fax: +34 91 388 8803

- For New York Shares admitted to trading on the New York Stock Exchange, the Centralisation Agent is:

Citibank Shareholder Services  
P.O. Box 43077  
Providence, Rhode Island 02940-3077, United States of America  
Tel.: 1-877-CITI-ADR (toll-free, U.S. only) or + 1-781-575-4555 (international)  
e-mail: [citibank@shareholders-online.com](mailto:citibank@shareholders-online.com)

• **Contacting the Company's Investor Relations department:**

Tel.: +352 4792 3198; Fax: +352 2629 6829 or +44 20 7629 7993  
E-mail: [privateinvestors@arcelormittal.com](mailto:privateinvestors@arcelormittal.com)

#### **4. Electronic proxy voting**

Shareholders may exercise their vote electronically by accessing [www.abnamro.com/evoting](http://www.abnamro.com/evoting) and following the registration steps. For further information please contact:

ABN AMRO Bank N.V.  
Equity Capital Markets / Corporate Broking HQ 7050  
Gustav Mahlerlaan 10  
1082 PP Amsterdam, The Netherlands  
Tel.: +31 20 343 2000; Fax. +31 20 628 8481

Luxembourg, 5 April 2013

*For the Board of Directors*

*(The Chairman)*



