

**Report of the Independent Expert
on the proposed spin-off of the stainless
and specialty steels business of ArcelorMittal S.A.
to APERAM S.A. (formerly “ArcelorMittal
Stainless & Specialty Steels S.A.”)
to be effective on January 25, 2010**

To the Board of Directors of

ArcelorMittal S.A.

Report of the Independent Expert on the proposed spin-off of the stainless and specialty steels business of ArcelorMittal S.A. to APERAM S.A. (formerly "ArcelorMittal Stainless & Specialty Steels S.A.") to be effective on January 25, 2010

1 Introduction

In connection with our appointment by the Board of Directors on December 8, 2010 as independent expert and in accordance with Article 294 of the amended Law of August 10, 1915 (the "Law"), we are pleased to submit our report on the spin-off proposal concerning the spin-off (the "Spin-Off") of the stainless and specialty steels business of ArcelorMittal S.A. (the "Core Company") to APERAM S.A. (formerly "ArcelorMittal Stainless & Specialty Steels S.A.") (the "Spin-Off Company" or "Spin-Off Company", together with the Core Company, the "Companies") foreseen on January 25, 2011 (the "Effective Date" of the spin-off).

2 Description of the spin-off proposal

On December 14, 2010 the Board of Directors of the Core Company and the Board of Directors of the Spin-Off Company (together the "Boards of Directors") have approved a joint director's report (the "Joint Directors' Report") on a Spin-Off proposal (the "Spin-Off Proposal") whereby the Core Company will transfer its stainless and specialty steels business (the "Transferred Business") to the Spin-Off Company, a recently created Luxembourg Company, without dissolution and liquidation of the Core Company.

The Core Company, ArcelorMittal S.A., is a "Société Anonyme" organized under the laws of the Grand Duchy of Luxembourg, having its registered office at 19, avenue de la Liberté, L-2930 Luxembourg, Grand Duchy of Luxembourg, registered with the Luxembourg Register of Trade and Companies under number B 82.454.

The Spin-Off Company, APERAM S.A. (formerly "ArcelorMittal Stainless & Specialty Steels S.A."), is a "Société Anonyme" organised under the laws of the Grand Duchy of Luxembourg, having its registered office at 12C, rue Guillaume Kroll, L-1882 Luxembourg, Grand Duchy of Luxembourg, registered with the Luxembourg Register of Trade and Companies under number B155.908.

The Core Company owns 100% of the share capital of the Spin-Off Company.

The obligation of the Core Company and the Spin-Off Company to complete the Spin-Off is subject to the satisfaction, or to the extent possible the waiver, of the following conditions:

- The Spin-Off, as contemplated by the Spin-Off proposal and the Joint Directors' Report dated December 14, 2010, has to be approved by the requisite affirmative votes of the extraordinary general meetings of the shareholders of the Core Company and of the Spin-Off Company to be held on January 25, 2011;
- The Spin-Off Company has to accept the transfer of the Core Company's stainless and specialty steels business as contemplated by the Spin-Off proposal and has to issue newly created shares to the shareholders of the Core Company as consideration for the transfer;
- The Luxembourg Stock Exchange, Euronext Amsterdam N.V. and Euronext Paris S.A. have to approve the listing and the admission to trading of all shares in the Spin-Off Company on their respective markets;
- No other events or developments should occur that in the judgment of the Board of Directors of the Core Company and of the Spin-Off Company in their sole and absolute discretion, would result in the Spin-Off having a material adverse effect on the Core Company, the Spin-Off Company or their shareholders.

3 Description of the methods used to determine the share exchange ratio

The Spin-Off Proposal has been approved by the Boards of Directors in their respective meetings held on December 14, 2010. The Boards of Directors have in particular jointly resolved that 20 shares in the Core Company will entitle to 1 newly issued share in the Spin-Off Company (the "Exchange Ratio").

3.1 Issuance of new shares

Upon effectiveness of the Spin-Off, holders of the Core Company's shares will automatically receive newly issued Spin-Off Company's shares in accordance with the Exchange Ratio and on the basis of their respective holdings as entered into the Core Company shareholders' registers or their respective securities accounts.

Holders of Core Company's shares whose shares are registered directly in the Core Company's shareholders' register will automatically receive newly issued Spin-Off Company's shares through an entry in the shareholders' register of the Spin-Off Company.

Holders of Core Company's shares whose shares are registered indirectly, that are through a clearing system, in the Core Company's shareholders' register, will automatically receive newly issued Spin-Off Company's shares through a credit to their respective securities accounts.

3.2 Valuation methods

In accordance with the Law, the Spin-Off proposal dated December 13, 2010, the proposed valuation methods used and the determination of the Exchange Ratio are the responsibility of the Boards of Directors.

To form their decision, the Boards of Directors of the Core Company and Spin-Off Company have relied upon EBITDA ratios and have ensured that the Exchange Ratio adequately reflects the respective relative intrinsic values of the Core Company and of the Transferred Business.

On the basis of historical financial information, the Boards of Directors have calculated an average EBITDA ratio, comparing the EBITDA of the Transferred Business with the EBITDA of the Core Company as follows:

EBITDA in USDm	2007	2008	2009	9 months	
				2010	Average
Transferred Business	1,151.0	934.0	258.0	443.0	
Core Company	19,400.0	24,478.0	5,824.0	7,155.0	
Transferred Business/Core Company	5.9%	3.8%	4.4%	6.2%	5.1%

Source: ArcelorMittal S.A. published quarterly news releases

On the basis of the table above and the EBITDA so determined, the Boards of Directors have estimated that the intrinsic value of the Transferred Business represents 5% of the intrinsic value of the Core Company. Accordingly, the Boards of Directors have estimated that the Exchange Ratio of 1 Spin-Off Company’s share for 20 Core Company’s shares reflects the relative intrinsic values of the Spin-Off Company (after the Spin-Off) and of the Core Company.

4 Work performed

Our responsibility is to issue, based on our review, a report on:

- The appropriateness and reasonableness of the share exchange ratio;
- The adequacy of the proposed methods used to determine the share exchange ratio.

We conducted our review in accordance with the professional standards adopted by the “Commission de Surveillance du Secteur Financier” applicable to this assignment. These professional standards require that we plan and perform the review to obtain moderate assurance as to whether the method used to determine the Exchange Ratio is appropriate and the calculation of the Exchange Ratio is free of material misstatement.

Our review is limited primarily to inquiries of personnel of the Companies and analytical procedures applied to financial data and thus provides less assurance than an audit. We do not perform an audit and, accordingly, we do not express an audit opinion.

4.1 Scope of the assignment

Except where expressly mentioned in this report, the documents and information submitted to us in the course of our assignment have not been verified by us and consequently we do not assume any responsibility nor do we make any representation or give any guarantee concerning the accuracy thereof.

Our main procedures are described in the section 4.2 below.

In accordance with our professional standards, our review did not comprise the following:

- Any assessment of the economic justification of the Spin-Off nor any comparison thereof with any alternative business opportunity;
- Any review of matters of the Spin-Off other than those expressly described in this report;
- Any analysis or assessment of the tax, legal or other consequences of the Spin-Off to the Core Company, to the holders of any class of shares of the Core Company, to the creditors of the Core Company and any other party or constituency thereof.

Except as otherwise indicated in this report, we have relied on the representations made by the Boards of Directors that all forecasted financial information, whether publicly available or not, has been reasonably prepared, reflecting the best currently available estimates of the Boards of Directors.

4.2 Description of the work performed

For the purpose of the preparation of our report, we have, in accordance with our professional standards:

- Gained a general understanding of the patrimonial situation of the Core Company and of the Transferred Business, and collected necessary documents to evaluate the Core Company and the Transferred Business for the purpose of determining the Exchange Ratio;
- Assessed of the appropriateness in the circumstances of the method used by the Boards of Directors to determine the Exchange Ratio, and reviewed of the reasonableness of the Exchange Ratio.

- a) **Gain of a general understanding of the patrimonial situation of the Core Company and of the Transferred Business and collection of necessary documents to evaluate the Core Company and the Transferred Business for the purpose of determining the Exchange Ratio**

For the Core Company, we have obtained and reviewed:

- The audited consolidated financial statements for 2007, 2008 and 2009;
- The audited interim consolidated financial statements for the six months ended June 30, 2010; and
- The unaudited “Third Quarter Results” as of September 30, 2010.

For the Transferred Business, we have obtained and reviewed:

- The segment information relating to the Transferred Business contained in the audited consolidated financial statements of the Core Company for the years 2007, 2008 and 2009;
- The segment information relating to the Transferred Business contained in the audited interim consolidated financial statements for the six months ended June 30, 2010 of the Core Company; and
- The segment information relating to the Transferred Business contained in the unaudited “Third Quarter Results” of the Core Company as of September 30, 2010.

We have also obtained:

- A valuation report of the Transferred Business as of June 30, 2010 and an impairment test report of the Transferred Business as of November 22, 2010 prepared by KPMG Advisory (the “Valuation Reports”);
- A valuation review report of the Transferred Business as of November 22, 2010 prepared by Goldman Sachs International (the “Valuation Review Report”);
- Other publicly available information on the Core Company and on the Transferred Business.

The Boards of Directors confirmed the absence of significant events likely to have an impact on the Exchange Ratio between September 30, 2010 and December 14, 2010.

We have reviewed publicly information available on the Core Company and on the Transferred Business and have not identified any significant events likely to have an impact on the Exchange Ratio between November 22, 2010 and December 14, 2010.

(b) Assessment of the appropriateness in the circumstances of the method used by the Boards of Directors to determine the Exchange Ratio and review of the reasonableness of the Exchange Ratio

In order to verify the appropriateness of the method used by the Boards of Directors in the circumstances, we have examined the results obtained through the use of alternative methods:

- Discounted cash flows;
- Market Multiples;
- Stock prices analysis;
- Brokers' notes analysis.

We note that these alternative methods lead to exchange ratios comparable to the Exchange Ratio determined by the Boards of Directors in the Spin-Off Proposal.

We draw the attention to the fact that the ratio of EBITDA of the Transferred Business and of the Core Company reflects the ratio of the Enterprise Value of the Transferred Business and of the Core Company. In order to assess the reasonableness of the Exchange Ratio determined by the Boards of Directors, it is necessary to consider the ratio of Equity Value of the Transferred Business and of the Core Company, the Equity Value being equal to the Enterprise Value minus the net financial debt.

We have therefore examined the proportion of net financial debt of the Transferred Business compared to the one of the Core Company. We note that the Spin-Off Proposal contemplates a debt structuring which leads to comparable proportions of net financial debt for the Transferred Business and for the Core Company.

5 Conclusion

Based on our review, nothing has come to our attention that causes us to believe that:

- The share exchange ratio is not appropriate and reasonable;
- The proposed method used to determine the share exchange ratio is not adequate in the circumstances.

Supplementary information included in the Spin-Off proposal has been reviewed in the context of our mandate, but has not been subject to specific procedures carried out in accordance with the professional standards described above. Consequently, we express no opinion on such information. We have no observation to make concerning such information in the Spin-Off proposal.

Our report has been prepared solely for the purpose of complying with Article 294 of the Law, and it should not be used, mentioned or distributed for other purpose without our prior written consent.

PricewaterhouseCoopers S.à r.l.
Represented by

Luxembourg, December 14, 2010



Pascal Rakovsky

ArcelorMittal

Société Anonyme

Registered office: 19, Avenue de la Liberté, L-2930 Luxembourg,
Grand Duchy of Luxembourg
R.C.S. Luxembourg B 82454

APERAM

(formerly "ArcelorMittal Stainless & Specialty Steels")

Société Anonyme

Registered office: 12C, rue Guillaume Kroll, L-1882 Luxembourg,
Grand Duchy of Luxembourg
R.C.S. Luxembourg B 155908

SPIN-OFF PROPOSAL

The board of directors of **ArcelorMittal**, a *société anonyme* incorporated under Luxembourg law, having its registered office at 19, Avenue de la Liberté, L-2930 Luxembourg, Grand Duchy of Luxembourg, registered with the Luxembourg Commercial and Companies register under number B 82454 (hereafter the "**Core Company**") and the board of directors of **APERAM**, a *société anonyme* incorporated under Luxembourg law, having its registered office 12C, rue Guillaume Kroll, L-1882 Luxembourg, Grand Duchy of Luxembourg, registered with the Luxembourg Commercial and Companies register under number B 155908 (the "**Spin-Off Company**"), have prepared the following partial spin-off proposal (the "**Spin-Off Proposal**") in accordance with article 289 (2) of the law of 10 August 1915 on commercial companies, as amended (the "**Law**"):

PREAMBLE:

The boards of directors of the Core Company and of the Spin-Off Company propose a partial spin-off from the Core Company by transferring part of the assets and liabilities of the Core Company, without dissolution of the Core Company to the Spin-Off Company in accordance with articles 287, 289 and following of the Law (the "**Spin-Off**"). The assets and liabilities subject to the transfer comprise all stainless and specialty steels activities and all ancillary activities, business and services related to the stainless and specialty steels activities as further described in section 8 hereof (the "**Transferred Business**").

The Spin-Off will be subject to the approval by the general meeting of shareholders of the Core Company and of the Spin-Off Company in accordance with article 291 of the Law.

This Spin-Off Proposal will be published in the Luxembourg Official Gazette, *Mémorial C, Recueil des Sociétés et Associations*, at least one month prior to the general meetings of the shareholders of the Core Company and of the Spin-Off Company which shall deliberate on the Spin-Off Proposal.

1 Legal Form - Name - Corporate Seat of the companies participating in the Spin-Off

1.1 Core Company

The Core Company exists under the form of *société anonyme* incorporated under Luxembourg law under the name « **ArcelorMittal** ». The registered office of the Core Company is established at 19, Avenue de la Liberté, L-2930 Luxembourg, Grand Duchy of Luxembourg and it is registered with the Luxembourg Commercial and Companies register under number B 82454.

1.2 Spin-Off Company

The Spin-Off Company exists under the form of *société anonyme* incorporated under Luxembourg law under the name « **APERAM** » (*formerly « ArcelorMittal Stainless & Specialty Steels »*). The registered office of the Spin-Off Company is established at 12C, rue Guillaume Kroll, L-1882 Luxembourg, Grand Duchy of Luxembourg and it is registered with the Luxembourg Commercial and Companies register under number B 155908.

2 Exchange ratio of the shares and possible cash payment

As consideration for the transfer by the Core Company of all assets and liabilities constituting the Transferred Business that will transfer at the Effective Date (as defined in section 5 below), the Spin-Off Company shall allot newly created fully paid-up shares of the Spin-Off Company to the shareholders of the Core Company, and the Core Company will continue its legal existence.

In consideration of the transfer of the Transferred Business of the Core Company the Spin-Off Company will issue seventy-eight million forty-five thousand seven hundred thirty (78,045,730) new shares without nominal value as fully paid-up shares.

The shares to be issued by the Spin-Off Company will be allotted to the shareholders of the Core Company proportionally to their shareholding in the Core Company based on the following exchange ratio:

Twenty (20) shares in the Core Company will entitle to one (1) newly issued share in the Spin-Off Company.

The difference between the value of the Transferred Business and the accounting value of the shares allotted to the shareholders of the Core Company in consideration for the transfer of the Transferred Business will be recorded in the share premium, legal reserve and carry forward account of the Spin-Off Company.

No cash payment will be made to the shareholders of the Core Company.

3 Delivery modalities of the shares of the Spin-Off Company

Following allotment of the newly issued shares by the Spin-Off Company to the shareholders of the Core Company, the shareholders will be either registered directly as shareholders in the shareholders' register of the Spin-Off Company or the newly issued shares will be delivered to them through a depository system, at the option of the shareholder.

The Spin-Off Company will not issue share certificates nor allot or deliver fractional shares. The Core Company or its mandated agents will aggregate into whole shares of the Spin-Off Company all the fractional shares that otherwise would have been allocated and delivered and sell such shares of the Spin-Off Company in the open market at the prevailing market prices. The Core Company or its mandated agents will then distribute the aggregate sale proceeds on a pro-rata basis to the holders of the Core Company shares who will be entitled to a fractional Spin-Off Company share.

4 Profit entitlement

The newly issued shares to be allotted by the Spin-Off Company to the shareholders of the Core Company will entitle them to the profits of the Spin-Off Company and then to dividends as of the Effective Date (as defined in section 5 below).

5 Effective Date - Effectiveness of the Spin-Off for accounting purposes

The Spin-Off will become effective between the Core Company and the Spin-Off Company and will entail *ipso jure* (by law) the universal transfer of the assets and liabilities of the Core Company forming the Transferred Business to the Spin-Off Company on the day on which the general meetings of shareholders of the Core Company and of the Spin-Off Company will approve the Spin-Off which is scheduled to take place on 25 January 2011 (the "Effective Date").

The Spin-Off will become effective towards third parties on the day of the publication in the Luxembourg Official Gazette, *Mémorial C, Recueil des Sociétés et Associations* of the deeds recording the resolutions taken by the shareholders at the general meetings of shareholders of the Core Company and of the Spin-Off Company.

The Spin-Off Company will become the legal owner of the transferred assets and liabilities forming the Transferred Business on the Effective Date.

For accounting purposes, the transfer of the Transferred Business to the Spin-Off Company will be deemed to be effective and the activities related to such assets and liabilities will be considered to be undertaken on behalf of the Spin-Off Company from the Effective Date.

6 Special benefits granted to shareholders or other holders

No special benefit has been granted by the Spin-Off Company to the shareholders of the Core Company or to the holders of securities of the Core Company other than shares.

7 Particular advantages granted to the special auditor, the members of the boards of directors and the statutory auditor

Except for the fees paid to the special auditor appointed for the purpose of the Spin-Off no particular advantages (in the meaning of article 289 (2) g) of the Law) will be granted to the special auditor, the members of the boards of directors or the external auditor of the companies participating in the Spin-Off.

8 Transferred assets and liabilities

The Core Company will transfer all assets and liabilities pertaining to the Transferred Business to the Spin-Off Company which comprises the following three divisions:

- Stainless & Electrical Steel,
- Services & Solutions, and
- Alloys & Specialties.

The assets to be transferred will include, among others, one hundred percent (100%) of the shares in AM LuxCo S.à r.l., a *société à responsabilité limitée* incorporated under Luxembourg law, having its registered office at 19, Avenue de la Liberté, L-2930 Luxembourg, Grand Duchy of Luxembourg, registered with the Luxembourg Commercial and Companies register under number B 153870 (« **AM LuxCo** »). AM LuxCo is the holding company controlling all entities and businesses included in the Transferred Business.

The assets and liabilities to be transferred by the Core Company to the Spin-Off Company are outlined in Schedule 1 of this Spin-Off Proposal, including for the avoidance of doubt, all rights, privileges and charges related to the Transferred Business.

The assets and liabilities of the Core Company pertaining to the Transferred Business shall transfer to the Spin-Off Company in their status as existing on the Effective Date and at book value.

All assets and liabilities of the Core Company which are not explicitly transferred to the Spin-Off Company, meaning all assets not expressly forming part of the Transferred Business, will remain with the Core Company.

The Spin-Off will not cause the dissolution of the Core Company.

9 Allocation of shares of the Spin-Off Company to the shareholders of the Core Company

The shares to be issued by the Spin-Off Company will be allotted and delivered to the shareholders of the Core Company proportionally to their shareholding in the Core Company based on the following exchange ratio:

Twenty (20) shares in the Core Company will entitle to one (1) newly issued share in the Spin-Off Company.

Such allocation of the shares of the Spin-Off Company is based on each shareholder of the Core Company holding ordinary shares in the Core Company on the record date as evidenced by the shareholders register of the Core Company or by means of confirmation received by the Core Company from a securities settlement system or the operator of such system or by a professional depositary of securities or depositary or sub-depositary.

10 Documents for inspection

The shareholders of the Core Company and of the Spin-Off Company are entitled to inspect at the registered office of the Core Company and of the Spin-Off Company the following documents at least one month prior to the date of the general meetings of shareholders convened for the purpose of deliberating on the Spin-Off Proposal:

- this Spin-Off Proposal;
- the audited annual accounts and the management reports of the Core Company for the last three financial years ended 31 December 2007, 2008 and 2009;

- the financial statements as at 30 September 2010 of the Core Company which shall serve as interim financial statements for the purpose of article 295 (1) of the Law;
- the audited opening balance sheet of the Spin-Off Company as at 9 September 2010;
- the report prepared by the respective board of directors of the Core Company and of the Spin-Off Company on the Spin-Off Proposal; and
- the reports prepared by an independent auditor on the Spin-Off Proposal in accordance with article 294 of the Law.

Each shareholder may request a copy of these documents free of charge.

11 Spin-Off formalities

The Spin-Off Company shall take charge of all formalities (including filing and publication formalities) required by the Law necessary or useful in order to implement or to ensure the effectiveness of the transfer of the Transferred Business from the Core Company to the Spin-Off Company.

If required by the Law or deemed necessary or useful, the Core Company and the Spin-Off Company shall execute such agreement or document as will be required to operate the transfer of the assets and liabilities pertaining to the Transferred Business from the Core Company to the Spin-Off Company.

12 Language

This Spin-Off Proposal is drafted in English followed by a free French translation. In case of discrepancy between the two texts, the English version will prevail.

Signed in Luxembourg on 13 December 2010.

ArcelorMittal

APERAM

By: 
Name and title:

Henk Scheffer, Company Secretary

By: _____
Name and title:

Julien Onillon, Chief Financial Officer

By: _____
Name and title:

Egbert Jansen, Vice President Tax & Insurance

By: _____
Name and title:

Michael C. Bennett, Head of Investor Relations & Funding

- the financial statements as at 30 September 2010 of the Core Company which shall serve as interim financial statements for the purpose of article 295 (1) of the Law;
- the audited opening balance sheet of the Spin-Off Company as at 9 September 2010;
- the report prepared by the respective board of directors of the Core Company and of the Spin-Off Company on the Spin-Off Proposal; and
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If required by the Law or deemed necessary or useful, the Core Company and the Spin-Off Company shall execute such agreement or document as will be required to operate the transfer of the assets and liabilities pertaining to the Transferred Business from the Core Company to the Spin-Off Company.

12 Language

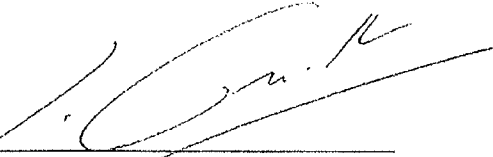
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Signed in Luxembourg on 13 December 2010.

ArcelorMittal

APERAM

By: _____
Name and title:

By: 
Name and title:
Julien O'NEILL - CFO

By: _____
Name and title:

By: _____
Name and title:

- the financial statements as at 30 September 2010 of the Core Company which shall serve as interim financial statements for the purpose of article 295 (1) of the Law;
- the audited opening balance sheet of the Spin-Off Company as at 9 September 2010;
- the report prepared by the respective board of directors of the Core Company and of the Spin-Off Company on the Spin-Off Proposal; and
- the reports prepared by an independent auditor on the Spin-Off Proposal in accordance with article 294 of the Law.

Each shareholder may request a copy of these documents free of charge.

11 Spin-Off formalities

The Spin-Off Company shall take charge of all formalities (including filing and publication formalities) required by the Law necessary or useful in order to implement or to ensure the effectiveness of the transfer of the Transferred Business from the Core Company to the Spin-Off Company.

If required by the Law or deemed necessary or useful, the Core Company and the Spin-Off Company shall execute such agreement or document as will be required to operate the transfer of the assets and liabilities pertaining to the Transferred Business from the Core Company to the Spin-Off Company.

12 Language

This Spin-Off Proposal is drafted in English followed by a free French translation. In case of discrepancy between the two texts, the English version will prevail.

Signed in Luxembourg on 13 December 2010.

ArcelorMittal

APERAM

By: _____

By: _____


Name and title:

Name and title:

Henk Scheffer, Company Secretary

Julien Onillon, Chief Financial Officer

By: _____

By:  _____

Name and title:

Name and title:

Egbert Jansen, Vice President Tax & Insurance

Michael C. Bennett, Head of Investor Relations & Funding

Schedule 1

Transferred assets and liabilities

- one hundred percent (100%) of the shares in AM LuxCo S.à r.l., a *société à responsabilité limitée* incorporated under Luxembourg law, having its registered office at 19, Avenue de la Liberté, L-2930 Luxembourg, Grand Duchy of Luxembourg, registered with the Luxembourg Commercial and Companies register under number B 153870;
- one (1) unlimited partner share (*action de commandité*) and thirty-thousand nine hundred ninety-eight (30,998) limited partner shares (*actions de commanditaire*) in ArcelorMittal Stainless Sourcing S.C.A., a *société en commandite par actions* incorporated under Luxembourg law, having its registered office at 19, Avenue de la Liberté, L-2930 Luxembourg, Grand Duchy of Luxembourg, registered with the Luxembourg Commercial and Companies register under number B 156760;
- one (1) unlimited partner share (*action de commandité*) and thirty-thousand nine hundred ninety-eight (30,998) limited partner shares (*actions de commanditaire*) in ArcelorMittal Stainless Treasury S.C.A., a *société en commandite par actions* incorporated under Luxembourg law, having its registered office at 19, Avenue de la Liberté, L-2930 Luxembourg, Grand Duchy of Luxembourg, registered with the Luxembourg Commercial and Companies register under number B 156775;
- the assets (including intra-group loans) and liabilities which are currently existing or will exist as at the Effective Date and pertaining to the Transferred Business and which are or will be allocated partially and/or entirely to the Swiss finance branch of the Core Company;
- the receivable expected to be on the Effective Date in a principal amount of EUR 221,590,788.70 against ArcelorMittal Stainless Belgium S.A.;
- the receivable expected to be on the Effective Date in a principal amount of PLN 99,600,000.- against ArcelorMittal Stainless Service Poland Sp. z o.o.;
- the payable expected to be on the Effective Date in a principal amount of USD 900 million due to ArcelorMittal Finance S.C.A., a *société en commandite par actions* incorporated under Luxembourg law, having its registered office at 19, Avenue de la Liberté, L-2930 Luxembourg, Grand Duchy of Luxembourg, registered with the Luxembourg Commercial and Companies register under number B 13244;
- the intellectual property rights which are currently owned or will be owned as at the Effective Date by the Core Company and pertaining to the Transferred Business;
- the liabilities such as third party debt and costs incurred by the Core Company with respect to the incorporation of the Spin-Off Company;
- the employment contract of Mr Bernard Fontana (CEO of the Transferred Business) as well as all the employment contracts of the Core Company's employees involved in the Transferred Business which are currently existing or will exist as at the Effective Date; and
- the right pertaining to a sub-lease of Luxembourg located office premises.

To the extent that they have not been specifically set out in this Schedule 1, all rights, privileges and charges directly held or owned by the Core Company as at the Effective Date and related to the Transferred Business will transfer to the Spin-Off Company.

For the avoidance of doubt, the master transitional services agreement (including its schedules and annexes), which will be entered into between the Core Company and the Spin-Off Company to provide for certain services for the benefit of the Spin-Off Company during a transitional period, is excluded from the scope of the transferred assets and liabilities set out in this Schedule 1 and will not be transferred to the Spin-Off Company.

Suit la traduction française du texte qui précède:

ArcelorMittal

Société Anonyme

Siège social: 19, Avenue de la Liberté, L-2930 Luxembourg,
Grand-Duché de Luxembourg
R.C.S. Luxembourg B 82454

APERAM

(anc. "ArcelorMittal Stainless & Specialty Steels")

Société Anonyme

Siège social: 12C, rue Guillaume Kroll, L-1882 Luxembourg,
Grand-Duché de Luxembourg
R.C.S. Luxembourg B 155908

PROJET DE SCISSION

Le conseil d'administration de la société **ArcelorMittal**, une société anonyme de droit luxembourgeois, ayant son siège social sis au 19, Avenue de la Liberté, L-2930 Luxembourg, Grand-Duché de Luxembourg et enregistrée au Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 82454 (la « **Société Transférante** ») et le conseil d'administration de la société **APERAM**, une société anonyme de droit luxembourgeois, ayant son siège social sis au 12C, rue Guillaume Kroll, L-1882 Luxembourg, Grand-Duché de Luxembourg et enregistrée au Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 155908 (la « **Société Récipiendaire** »), ont préparé le projet de scission partielle suivant (le « **Projet de Scission** »), conformément à l'article 289 (2) de la loi du 10 août 1915 concernant les sociétés commerciales, telle que modifiée (la « **Loi** »):

PRÉAMBULE:

Les conseils d'administration de la Société Transférante et de la Société Récipiendaire proposent une scission partielle de la Société Transférante par le transfert d'une partie du patrimoine actif et passif de la Société Transférante, sans dissolution de la Société Transférante, à la Société Récipiendaire conformément aux articles 287, 289 et suivants de la Loi (la « **Scission** »). Le patrimoine actif et passif faisant l'objet du transfert comprend toutes les activités aciers inoxydables et de spécialité ainsi que toutes les activités, opérations et services liés aux activités aciers inoxydables et de spécialité, tels que décrits dans la section 8 ci-dessous (les « **Activités Transférées** »).

La Scission sera soumise à l'approbation de l'assemblée générale des actionnaires de la Société Transférante et de la Société Récipiendaire, conformément à l'article 291 de la Loi.

Le Projet de Scission sera publié dans le journal officiel luxembourgeois, Mémorial C, Recueil des Sociétés et Associations, au moins un mois avant les assemblées générales des actionnaires de la Société Transférante et de la Société Réciendaire qui sont appelées à se prononcer sur le Projet de Scission.

1 Forme Sociale – Dénomination – Siège Social des sociétés participant à la Scission.

1.1 Société Transférante

La Société Transférante existe sous la forme d'une société anonyme de droit luxembourgeois sous le nom « **ArcelorMittal** ». Le siège social de la Société Transférante est sis au 19, avenue de la Liberté, L-2930 Luxembourg, Grand-Duché de Luxembourg et est enregistrée au Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 82454.

1.2 Société Réciendaire

La Société Réciendaire existe sous la forme d'une société anonyme de droit luxembourgeois sous le nom « **APERAM** » (*anc. « ArcelorMittal Stainless & Specialty Steels »*). Le siège social de la Société Réciendaire est sis au 12C, rue Guillaume Kroll, L-1882 Luxembourg, Grand-Duché de Luxembourg et est enregistrée au Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 155908.

2 Rapport d'échange des actions et montant de la soulte le cas échéant

En contrepartie du transfert par la Société Transférante, qui sera opéré à la Date d'Effet (telle que définie à la section 5 ci-dessous), de l'ensemble du patrimoine actif et passif ayant trait aux Activités Transférées, la Société Réciendaire devra attribuer aux actionnaires de la Société Transférante les actions de la Société Réciendaire qui seront alors émises et entièrement libérées ; la Société Transférante poursuivra son existence légale.

En contrepartie du transfert par la Société Transférante des Activités Transférées, la Société Réciendaire émettra soixante-dix-huit millions quarante cinq mille sept cent trente (78.045.730) nouvelles actions sans valeur nominale entièrement libérées.

Les actions devant être émises par la Société Réciendaire seront attribuées aux actionnaires de la Société Transférante en proportion de leur participation dans la Société Transférante selon le rapport d'échange suivant :

Vingt (20) actions dans la Société Transférante donneront droit à une (1) action nouvellement émise par la Société Réciendaire.

La différence entre la valeur des Activités Transférées et la valeur comptable des actions attribuées aux actionnaires de la Société Transférante en contrepartie du transfert des Activités Transférées sera enregistrée dans les comptes de prime d'émission, réserve légale et report à nouveau de la Société Réciendaire.

Aucun paiement en numéraire ne sera effectué au profit des actionnaires de la Société Transférante.

3 Modalités de remise des actions de la Société Récipiendaire

À la suite de l'attribution des actions nouvellement émises par la Société Récipiendaire aux actionnaires de la Société Transférante, les actionnaires seront directement enregistrés en tant qu'actionnaires dans le registre des actionnaires de la Société Récipiendaire ou alors les actions nouvellement émises leur seront distribuées par le biais d'un système de dépositaires, et ce au choix de l'actionnaire.

La Société Récipiendaire n'émettra pas d'attestations d'actions, et elle n'attribuera pas et ne délivrera pas de coupures d'actions. La Société Transférante ou ses mandataires rassembleront les coupures d'actions qui auraient dues être attribuées et délivrées, afin de créer des actions entières de la Société Récipiendaire, et les mettront à la vente en bourse au prix de marché du moment. La Société Transférante ou ses mandataires distribueront ensuite aux détenteurs des actions de la Société Transférante qui auraient dû recevoir des coupures d'action de la Société Récipiendaire, le total des revenus de la vente des dites actions au prorata de leur détention.

4 Droit de participation aux bénéfices

Les actions nouvellement émises devant être attribuées par la Société Récipiendaire aux actionnaires de la Société Transférante leur donneront droit aux bénéfices de la Société Récipiendaire et ainsi leur donneront droit aux dividendes de la Société Récipiendaire à compter de la Date d'Effet (telle que définie à la section 5 ci-dessous).

5 Date d'Effet – Effectivité de la Scission à des fins comptables

La Scission prendra effet entre la Société Transférante et la Société Récipiendaire, et la Scission entraînera *ipso jure* (de plein droit) le transfert universel du patrimoine actif et passif des Activités Transférées de la Société Transférante à la Société Récipiendaire, à compter du jour où les assemblées générales des actionnaires de la Société Transférante et de la Société Récipiendaire, qui se tiendront le 25 janvier 2011, approuveront la Scission (la « **Date d'Effet** »).

La Scission prendra effet à l'égard des tiers le jour de la publication des actes notariés actant les résolutions prises par les actionnaires lors des assemblées générales des actionnaires de la Société Transférante et de la Société Récipiendaire dans le journal officiel luxembourgeois, Mémorial C, Recueil des Sociétés et associations.

La Société Récipiendaire deviendra le propriétaire légal du patrimoine actif et passif transféré des Activités Transférées à la Date d'Effet.

Du point de vue comptable, le transfert des Activités Transférées à la Société Récipiendaire sera réputé être effectif à compter de la Date d'Effet, de même que l'exercice des activités relevant du patrimoine actif et passif au nom de la Société Récipiendaire.

6 Avantages particuliers accordés aux actionnaires et autres porteurs de titres

Aucuns avantages particuliers ne seront accordés par la Société Récipiendaire aux actionnaires de la Société Transférante ou à tous les autres porteurs de titres de la Société Transférante autres que des actions.

7 Avantages particuliers attribués à l'expert, aux membres des conseils d'administration et au réviseur d'entreprise agréé

A l'exception des honoraires payés à l'expert nommé pour les besoins de la Scission, aucuns avantages particuliers (au sens de l'article 289 (2) g) de la Loi) ne seront accordés à l'expert, aux membres des conseils d'administration ou au réviseur d'entreprise agréé des sociétés parties à la Scission.

8 Patrimoine actif et passif transféré

La Société Transférante transférera à la Société Réciendaire l'ensemble du patrimoine actif et passif des Activités Transférées, qui comprend les trois divisions suivantes :

- Acier Inoxydable & Magnétique,
- Services & Solutions, et
- Alliages & Produits de Spécialité.

Le patrimoine actif devant être transféré comprend, entre autre, cent pourcent (100%) des parts sociales de la société AM LuxCo S.à r.l., une société à responsabilité limitée de droit luxembourgeois, ayant son siège social sis au 19, avenue de la liberté, L-2930 Luxembourg, Grand-Duché de Luxembourg et enregistrée au Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 153870 (« **AM LuxCo** »). AM LuxCo est la société *holding* contrôlant toutes les entités et les activités incluent dans les Activités Transférées.

Le patrimoine actif et passif devant être transféré par la Société Transférante à la Société Réciendaire est décrit dans l'Annexe 1 de ce Projet de Scission, y compris, et ce afin de lever toute ambiguïté, tous les droits, privilèges et charges liés aux Activités Transférées.

Le patrimoine actif et passif des Activités Transférées de la Société Transférante devra être transféré à la Société Réciendaire tel qu'il se trouve à la Date d'Effet et à sa valeur comptable.

Tout le patrimoine actif et passif de la Société Transférante qui n'est pas mentionné comme étant transféré à la Société Réciendaire, c'est-à-dire l'ensemble du patrimoine actif ne faisant pas partie des Activités Transférées, sera conservé par la Société Transférante.

La Scission n'entraînera pas la dissolution de la Société Transférante.

9 Attribution des actions de la Société Réciendaire aux actionnaires de la Société Transférante

Les actions devant être émises par la Société Réciendaire seront attribuées et distribuées aux actionnaires de la Société Transférante en proportion de leur participation dans la Société Transférante selon le rapport d'échange suivant :

Vingt (20) actions de la Société Transférante donneront droit à une (1) nouvelle action émise dans la Société Réciendaire.

Une telle attribution des actions de la Société Réciendaire est faite en fonction de la détention d'actions ordinaires dans la Société Transférante de chaque actionnaire de la Société Transférante à la date de clôture des registres, tel que cela apparaît dans le

registre des actionnaires de la Société Transférante ou dans la confirmation reçue par la Société Transférante d'un système de règlement de valeurs mobilières, ou de l'opérateur d'un tel système ou par un dépositaire professionnel de valeurs mobilières, un dépositaire ou un sous-dépositaire.

10 Documents disponibles pour examen

Les actionnaires de la Société Transférante et de la Société Récipiendaire ont le droit d'examiner aux sièges sociaux de la Société Transférante et de la Société Récipiendaire, au moins un mois avant la date des assemblées générales des actionnaires appelées à se prononcer sur le Projet de Scission, les documents suivants:

- ce Projet de Scission ;
- les comptes annuels audités ainsi que les rapports de gestion de la Société Transférante des trois derniers exercices clôturés aux 31 décembre 2007, 2008 et 2009 ;
- les états comptables de la Société Transférante à la date du 30 septembre 2010 utilisés comme états comptables intermédiaires aux fins de l'article 295 (1) de la Loi ;
- le bilan d'ouverture audité de la Société Récipiendaire à la date du 9 septembre 2010 ;
- le rapport préparé par les conseils d'administration respectifs de la Société Transférante et de la Société Récipiendaire relativement au Projet de Scission ; et
- les rapports préparés par un expert indépendant relativement au Projet de Scission conformément à l'article 294 de la Loi.

Tout actionnaire peut obtenir une copie de ces documents sans frais et sur simple demande.

11 Formalités de la Scission

La Société Récipiendaire effectuera à ses frais toutes les formalités (y compris toutes les formalités de dépôts et de publications) requises par la Loi, qui sont nécessaires ou utiles afin de mettre en œuvre et d'assurer l'effectivité du transfert des Activités Transférées de la Société Transférante à la Société Récipiendaire.

Dans la mesure où la Loi l'impose, ou si cela est jugé nécessaire ou utile, la Société Transférante et la Société Récipiendaire devront signer tout contrat ou document qui serait requis pour effectuer le transfert de l'actif et du passif relatif aux Activités Transférées de la Société Transférante à la Société Récipiendaire.

12 Langue

Ce Projet de Scission est rédigé en langue anglaise suivie d'une version française. En cas de divergence entre le texte anglais et le texte français, la version anglaise fera foi.

Signé à Luxembourg le 13 décembre 2010.

[Signatures]

Annexe 1

Patrimoine actif et passif transféré

- cent pourcent (100%) des parts sociales de la société AM LuxCo S.à r.l., une société à responsabilité limitée soumise au droit luxembourgeois, ayant son siège social sis au 19, Avenue de la Liberté, L-2930 Luxembourg, Grand-Duché de Luxembourg et enregistrée au Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 153870;
- une (1) action de commandité et trente mille neuf cent quatre-vingt-dix-huit (30.998) actions de commanditaire de la société ArcelorMittal Stainless Sourcing S.C.A., une société en commandite par actions soumise au droit luxembourgeois, ayant son siège social sis au 19, Avenue de la Liberté, L-2930 Luxembourg, Grand-Duché de Luxembourg et enregistrée au Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 156760;
- une (1) action de commandité et trente mille neuf cent quatre-vingt-dix-huit (30.998) actions de commanditaire de la société ArcelorMittal Stainless Treasury S.C.A., une société en commandite par actions soumise au droit luxembourgeois, ayant son siège social sis au 19, Avenue de la Liberté, L-2930 Luxembourg, Grand-Duché de Luxembourg et enregistrée au Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 156775;
- le patrimoine actif (y compris les prêts intra-groupes) et passif ayant trait aux Activités Transférées, qui existe actuellement ou qui existera à la Date d'Effet, et qui est ou sera alloué en partie et/ou en totalité à la succursale financière suisse de la Société Transférante;
- la créance anticipée à la Date d'Effet pour un montant principal de EUR 221.590.788,70 à l'encontre de la société ArcelorMittal Stainless Belgium S.A. ;
- la créance anticipée à la Date d'Effet pour un montant principal de PLN 99.600.000,- à l'encontre de la société ArcelorMittal Stainless Service Poland Sp. z o.o. ;
- la dette anticipée à la Date d'Effet pour un montant principal de USD 900 millions due à la société ArcelorMittal Finance S.C.A., une société en commandite par actions soumise au droit luxembourgeois, ayant son siège social sis au 19, Avenue de la Liberté, L-2930 Luxembourg, Grand-Duché de Luxembourg et enregistrée au Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 13244 ;
- les droits de propriété intellectuelle ayant trait aux Activités Transférées qui sont actuellement détenus ou qui seront détenus à la Date d'Effet par la Société Transférante ;
- le passif tels que les créances à l'encontre de tiers et les coûts engendrés par la Société Transférante, relativement à la constitution de la Société Récipiendaire ;
- le contrat de travail de M. Bernard Fontana (président-directeur général « CEO » des Activités Transférées) ainsi que les contrats de travail des employés de la Société Transférante faisant partie des Activités Transférées, qui existent actuellement ou qui existeront à la Date d'Effet ; et

- le droit à la sous-location d'espaces de bureau sis à Luxembourg.

Dans la mesure où ils n'auraient pas été mentionnés dans cette Annexe 1, tous les droits privilégiés et charges directement détenues par la Société Transférante à la Date d'Effet et ayant trait aux Activités Transférées seront transférés à la Société Réciendaire.

Afin de lever toute ambiguïté, la convention-cadre relative aux services transitoires (« *master transitional services agreement* ») (y compris ses annexes et autres documents liés), qui sera conclue entre la Société Transférante et la Société Réciendaire afin de fournir certains services au profit de la Société Réciendaire durant la période de transition, est exclue du patrimoine actif et passif transféré tel que décrit dans cette Annexe 1 et ne sera pas transférée à la Société Réciendaire.