



Aperam

société anonyme

Registered office:

12C, rue Guillaume Kroll, L-1882 Luxembourg

Grand-Duchy of Luxembourg

R.C.S. Luxembourg B 155908

CONVENING NOTICE

The shareholders of Aperam, *société anonyme* (the "**Company**")

are invited to attend the

Annual General Meeting of Shareholders

on Wednesday 4 May 2016 at 11:30 a.m. CET

at

24-26, boulevard d'Avranches, L-1160 Luxembourg, Grand-Duchy of Luxembourg

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 standalone annual accounts of the Company prepared in accordance with the laws and regulations of the Grand-Duchy of Luxembourg (the “Parent Company Annual Accounts”) and the consolidated financial statements of the Aperam Group prepared in accordance with the International Financial Reporting Standards as adopted by the European Union (the “Consolidated Financial Statements”) as of and for the year ended 31 December 2015**

- 2. Approval of the Consolidated Financial Statements as of and for the year ended 31 December 2015**

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 as of and for the year ended 31 December 2015 in their entirety, with a resulting consolidated net income of USD 171,949,739.

- 3. Approval of the Parent Company Annual Accounts as of and for the year ended 31 December 2015**

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 Annual Accounts as of and for the year ended 31 December 2015 in their entirety, with a resulting loss for Aperam as parent company of the Aperam group of USD 55,601,407 (established in accordance with the laws and regulations of the Grand-Duchy of Luxembourg).

- 4. Allocation of results and determination of the dividend and the compensation for the members of the Board of Directors in relation to the financial year 2015**

Draft resolution (Resolution III)

The General Meeting, upon the proposal of the Board of Directors, acknowledges that the results to be allocated and distributed amount to USD 1,545,326,119.

On this basis, the General Meeting, upon the proposal of the Board of Directors, decides to allocate the results of the Company based on the Parent Company Annual Accounts for the financial year 2015 as follows:

	In U.S. dollars
Loss for the financial year	(55,601,407)
Profit brought forward (<i>Report à nouveau</i>) before transfer to the reserve for own shares	1,600,927,526
Results to be allocated and distributed	1,545,326,119
Transfer to the reserve for own shares	(13,436,678)
Dividend ⁽¹⁾	(96,987,745)
Directors' compensation (<i>as per Resolution IV, below</i>)	(598,786)
Profit carried forward	1,434,302,910

⁽¹⁾ On the basis of 77,590,196 shares outstanding as of December 31, 2015 (78,049,730 shares in issue, net of 459,534 treasury shares). Dividends are paid quarterly, resulting in a total annualised cash dividend per share of USD 1.25.

The General Meeting acknowledges that dividends are paid in four equal quarterly instalments of USD 0.3125 (gross) per share and that the first instalment of dividend of USD 0.3125 (gross) per share has been paid on 30 March 2016. Aperam's Financial Policy has been announced on November 5, 2015 and is also available in Aperam's 2015 annual report, section Liquidity, Earnings Distribution.

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 2015 at USD 598,786 based on the following annual fees:

- Basic Director's remuneration: EUR 70,000;
- Lead Independent Director's remuneration: EUR 80,000;
- Additional remuneration for the Chair of the Audit and Risk Management Committee: EUR 15,000;
- Additional remuneration for the other Audit and Risk Management Committee members: EUR 7,500;
- Additional remuneration for the Chair of the Remuneration, Nomination and Corporate Governance Committee: EUR 10,000; and
- Additional remuneration for the members of the Remuneration, Nomination and Corporate Governance Committee: EUR 5,000.

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 2015.

6. Election of members of the Board of Directors

Background

Aperam places a strong emphasis on corporate governance. Aperam has four independent Directors on its seven members of the Board of Directors. Mr. Lakshmi N. Mittal is the Chairman of the Board of Directors and Mr. Romain Bausch is the Lead Independent Director.

This year, the mandate of each of the four following directors will come to an end on the date of this General Meeting: Mr. Lakshmi N. Mittal, Mr. Romain Bausch, Ms. Kathryn A. Matthews and Mr. Aditya Mittal.

After consideration of the above, as well as the individual qualifications and experience of each of the proposed nominees to the Board of Directors and their contributions to the Board of Directors, the Board of Directors concluded that Mr. Lakshmi N. Mittal, Mr. Romain Bausch, Ms. Kathryn A. Matthews and Mr. Aditya Mittal should be re-elected as members of the Board of Directors for

another three-year term that will automatically expire on the date of the General Meeting of shareholders to be held in 2019.

The biographical information of the four Directors proposed for re-election, is available on www.aperam.com under “About” – “Investors & shareholders” – “Shareholders’ Meetings” – “4 May 2016 – Annual General Meeting of Shareholders”.

Draft resolution (Resolution VI)

The General Meeting re-elects Mr. Lakshmi N. Mittal as member of the Board of Directors of Aperam for a three-year mandate that will automatically expire on the date of the General Meeting of shareholders to be held in 2019.

Draft resolution (Resolution VII)

The General Meeting re-elects Mr. Romain Bausch as member of the Board of Directors of Aperam for a three-year mandate that will automatically expire on the date of the General Meeting of shareholders to be held in 2019.

Draft resolution (Resolution VIII)

The General Meeting re-elects Ms. Kathryn A. Matthews as member of the Board of Directors of Aperam for a three-year mandate that will automatically expire on the date of the General Meeting of shareholders to be held in 2019.

Draft resolution (Resolution IX)

The General Meeting re-elects Mr. Aditya Mittal as member of the Board of Directors of Aperam for a three-year mandate that will automatically expire on the date of the General Meeting of shareholders to be held in 2019.

7. Appointment of a *réviseur d'entreprises agréé* (authorised statutory auditor) for the purposes of the audit of the Consolidated Financial Statements and the Parent Company Annual Accounts as of and for the year ended 31 December 2016

Draft resolution (Resolution X)

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 (*Réviseur d'Entreprises Agréé*) for the purposes of an independent audit of the Consolidated Financial Statements and Parent Company Annual Accounts of the Company as of and for the year ended 31 December 2016.

8. Authorisation of grants of share based incentives

Background

The Leadership Team Performance Share Unit Plan (the “LT PSU Plan”) is designed to enhance the long-term performance of the Company and align the members of our Leadership Team (“LT”) to the Company’s objectives. The LT PSU Plan complements Aperam’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 LT PSU Plan is to be an effective performance-enhancing scheme for LT members based on the achievement of Aperam’s strategy aimed at creating measurable long-term shareholder value.

The members of the LT including the Chief Executive Officer will be eligible for Performance Share Unit (“PSU”) grants. The LT PSU Plan provides for cliff vesting on the third year anniversary of the grant date, under the condition that the relevant LT member continues to be actively employed by the Aperam group on that date. If the LT member is retired on that date or in case of an early retirement by mutual consent, the relevant LT 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 Remuneration, Nomination and Corporate Governance Committee of the Board of Directors. Awards under the LT 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 45% of the year base salary for the Chief Executive Officer and for the other LT members. Each PSU may give right to up to one and half (1.5) shares of the Company.

An explanatory presentation is available on www.aperam.com under “About” – “Investors & shareholders” - “Shareholders’ Meetings” - “4 May 2016 – Annual General Meeting of Shareholders”.

The allocation of PSUs to eligible LT members is reviewed by the Remuneration, Nomination and Corporate Governance Committee of the Board of Directors, which is comprised of three 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 Remuneration, Nomination and 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 2016 Cap for the number of PSUs that may be allocated to the LT members and other retention based grants below the LT level, if any, is proposed to be set at a maximum of 220,000 (two hundred and twenty thousand) shares (the “2016 Cap”), representing less than 0.26% on a diluted basis and less than 0.29% of the Company’s issued share capital (net of treasury shares) on an outstanding basis.

Draft resolution (Resolution XI)

The General Meeting acknowledges the above background information provided about the LT PSU Plan and other retention based grants and authorises the Board of Directors:

(a) to allocate up to 220,000 (two hundred and twenty thousand) of the Company’s fully paid-up ordinary shares under the 2016 Cap, which may be either newly issued shares or shares held in treasury, such authorisation to be valid from the date of the General Meeting until the annual general meeting of shareholders to be held in 2017,

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

(c) to decide and implement any increase of the 2016 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.

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.

A copy of the documentation related to the General Meeting is available from the date of publication of this convening notice on the Company's website www.aperam.com under "About" – "Investors & shareholders" - "Shareholders' Meetings" - "4 May 2016 - Annual General Meeting of Shareholders". Shareholders may obtain free of charge a hard copy of the Annual Report 2015 (in English) at the Company's registered office or by calling +352 27 36 27 144, sending a fax to +352 27 36 27 244, or by e-mail to laurent.beauloye@aperam.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 Meeting 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 12 April 2016**. The request must be made in writing by e-mail (to laurent.beauloye@aperam.com) or postal mail (to Aperam, Company Secretary, 12C, Rue Guillaume Kroll, L-1882 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 "General Meeting – Attending in person or voting by proxy").

Ability to ask questions ahead of the General Meeting

Shareholders have the right to ask questions about items on the agenda of the Annual General Meeting ahead of and during the meeting. 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 29 April 2016**. Questions must be sent by e-mail to: laurent.beauloye@aperam.com and include the shareholder's full name and address and a proof of ownership of Company shares on the Record Day (as defined below) issued by a financial intermediary.

General Meeting – 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 Meeting. **The “Record Date” is defined as 20 April 2016 at midnight (24:00 hours) CET and 6:00 p.m. (18:00 hours) New York time.**

Aperam’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.

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 Meeting by completing, signing, dating the participation form available in English and French on request from the Centralisation Agent or the Company’s website www.aperam.com under “About” – “Investors & shareholders” - “Shareholders’ Meetings” - “4 May 2016 - Annual General Meeting of Shareholders”, 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 57 43 83 02; Fax: + 33 1 55 77 95 01 or +33 1 40 14 58 90

- 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): Tel.: + 1 781-575-4555 (International). Fax:
1-201-324-3284.
e-mail: 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 **29 April 2016 by 5.00 p.m. CET** by BNP Paribas Securities Services for European Shares and no later than **27 April 2016 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)

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 Meeting 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 29 April 2016**. The registration certificate must indicate

the identity of the owner of the Aperam 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 Meeting 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 Meeting. 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 27 April 2016**. The holders of New York Shares must bring the proxy received from their financial intermediary to the General Meeting; the proxy will serve as attendance card for the General Meeting.

The Consolidated Financial Statements and the Parent Company Financial Statements for 2015 filed with the *Commission de Surveillance du Secteur Financier* (CSSF) in Luxembourg (in English) are available on the Company's website www.aperam.com under "About" – "Investors & shareholders" - "Shareholders' Meetings" - "4 May 2016 - Annual General Meeting of Shareholders" or on request by calling +352 27 36 27 144 or by sending a fax to +352 27 36 27 244 or an e-mail to laurent.beauloye@aperam.com.

Holders of European Shares or New York Shares who wish to attend the General Meeting 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 Meeting. In order for the General Meeting to proceed in a timely and orderly manner, shareholders are requested to arrive on time. The doors will open at **10.30 a.m. CET** and the General Meeting will start promptly at **11.30 a.m. CET**.

The forms can also be downloaded from the Company's website www.aperam.com under "About" – "Investors & shareholders" - "Shareholders' Meetings" - "4 May 2016 - Annual General Meeting of Shareholders".

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 Meeting in person may give voting instructions to the Company Secretary, Mr. Laurent Beauloye, 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 29 April 2016**.

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 29 April 2016**.

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.aperam.com under “About” – “Investors & shareholders” - “Shareholders’ Meetings” - “4 May 2016 - Annual General Meeting of Shareholders”.

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 29 April 2016**, 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 Meeting 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 Meeting 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 Meeting 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 Meeting. In order for the General Meeting to proceed in a timely and orderly manner, proxy holders are requested to arrive on time. The doors will open at **10.30 a.m. CET** and the General Meeting will start promptly at **11.30 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, F-93761 Pantin Cedex, France

Tel.: + 33 1 57 43 83 02 ; 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 2389 / 62455 / 2407; Fax: + 352 26 96 97 57

- For New York Shares traded over the counter, 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): Tel.: + 1 781-575-4555 (International). Fax:

1-201-324-3284.

e-mail: citibank@shareholders-online.com

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

Tel.: +352 27 36 27 144; Fax: +352 27 36 27 244

E-mail: contact@aperam.com

Luxembourg, 4 April 2016

For the Board of Directors

(The Chairman)