



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**" or "**Aperam**")

are invited to attend the

**Annual General Meeting
and Extraordinary General Meeting
of Shareholders (the "General Meetings")**

on Wednesday May 9, 2018 at 14:00 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 of the Company (the “Board of Directors”) and the reports of the independent 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 (“IFRS”) as adopted by the European Union (the “Consolidated Financial Statements”) for the financial year ended December 31, 2017**

2. **Approval of the Consolidated Financial Statements for the financial year ended December 31, 2017**

Draft resolution (Resolution I)

The Annual General Meeting, after having reviewed the management report of the Board of Directors and the report of the independent auditor, approves the Consolidated Financial Statements for the financial year ended December 31, 2017 in their entirety, with a resulting consolidated net income of USD 361,036,540 (established in accordance with IFRS as adopted by the European Union).

3. **Approval of the Parent Company Annual Accounts for the financial year ended December 31, 2017**

Draft resolution (Resolution II)

The Annual General Meeting, after having reviewed the management report of the Board of Directors and the report of the independent auditor, approves the Parent Company Annual Accounts for the financial year ended December 31, 2017 in their entirety, with a resulting profit for Aperam as parent company of the Aperam Group of USD 1,016,040,426 (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 2017**

Draft resolution (Resolution III)

The Annual General Meeting, upon the proposal of the Board of Directors, acknowledges that the results of the Company to be allocated and distributed amount to USD 2,177,913,574. On this basis, the Annual 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 2017 as follows:

	In U.S. dollars
Profit for the financial year	1,016,040,426
Profit brought forward (<i>Report à nouveau</i>) before transfer from the reserve for own shares	1,161,873,148
Results to be allocated and distributed	2,177,913,574
Transfer from the reserve for own shares	496,304
Dividend ⁽¹⁾	(153,564,800)
Directors' compensation (<i>as per Resolution IV, below</i>)	(659,615)
Profit carried forward	2,024,185,463

⁽¹⁾ On the basis of 85,313,778 shares outstanding as of December 31, 2017 (85,496,280 shares in issue, net of 182,502 treasury shares). Dividends are paid quarterly, resulting in a total annualised cash dividend per share of USD 1.80.

The Annual General Meeting acknowledges that dividends are paid in four equal quarterly instalments of USD 0.45 (gross) per share and that the first instalment of dividend of USD 0.45 (gross) per share has been paid on March 29, 2018.

Draft resolution (Resolution IV)

Given the Resolution III above, the Annual 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 2017 at USD 659,615 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 Annual General Meeting decides to grant discharge to the members of the Board of Directors in relation to the financial year 2017.

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 Mr. Philippe Darmayan will come to an end on the date of this Annual General Meeting.

After consideration of the above, as well as the individual qualifications and experience of the proposed nominee to the Board of Directors and his contribution to the Board of Directors, the Board of Directors concluded that Mr. Philippe Darmayan should be re-elected as member of the Board of Directors for another three-year term that will automatically expire on the date of the Annual General Meeting of shareholders to be held in 2021.

The biographical information of Mr. Philippe Darmayan is available on www.aperam.com under "About" – "Investors & shareholders" - "Equity Investors"– "Shareholders' Meetings" – "9 May 2018 – General Meetings of Shareholders".

Draft resolution (Resolution VI)

The Annual General Meeting re-elects Mr. Philippe Darmayan as member of the Board of Directors of Aperam for a three-year mandate that will automatically expire on the date of the Annual General Meeting of shareholders to be held in 2021.

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 for the year ended December 31, 2018

Draft resolution (Resolution VII)

The Annual 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 auditor (*Réviseur d'Entreprises Agréé*) for the purposes of an independent audit of the Consolidated Financial Statements and the Parent Company Annual Accounts for the year ended December 31, 2018.

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 the Company's 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 Company. 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 80% of the year base salary for the Chief Executive Officer and 50% for the other LT members. Each PSU may give right to up to two (2) shares of the Company.

The allocation of PSUs to eligible LT members is reviewed by the Remuneration, Nomination and Corporate Governance Committee of the Company, 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 as well as on the applicable peer group.

The 2018 Cap for the number of PSUs that may be allocated to the LT members and other performance based grants below the LT level, if any, is proposed to be set at a maximum of 150,000 (one hundred and fifty thousand) shares (the "2018 Cap"), representing less than 0.17%

on a diluted basis and less than 0.18% of the Company's issued share capital (net of treasury shares) on an outstanding basis.

An explanatory presentation is available on www.aperam.com under "About" – "Investors & shareholders" - "Equity Investors" - "Shareholders' Meetings" - "9 May 2018 – General Meetings of Shareholders".

Draft resolution (Resolution VIII)

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

(a) to allocate up to 150,000 (one hundred and fifty thousand) of the Company's fully paid-up ordinary shares under the 2018 Cap, which may be either newly issued shares or shares held in treasury, such authorisation to be valid from the date of the Annual General Meeting until the Annual General Meeting of shareholders to be held in 2019,

(b) to adopt any rules or measures to implement the LT PSU Plan and other performance 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 2018 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 cancel shares and to consequently reduce the issued share capital following the cancellation of shares repurchased under its share buyback program

Background

The Company announced on January 30, 2018 a share buyback program under the authorization given by the Annual General Meeting of shareholders held on May 5, 2015 (the "Program") as well as its intention to cancel the shares so acquired to reduce the share capital of Aperam.

Under the Program, the Company intends to repurchase per day a variable number of shares at market price, for an aggregate maximum amount of one hundred million US dollars (USD 100,000,000) and a maximum of one point eight million shares (1,800,000), over a period from February 2, 2018 until December 31, 2018. The price per share, of the shares to be bought under the Program, shall not exceed 110% of the average of the final listing prices of the 30 trading days preceding the three trading days prior to each date of repurchase, in accordance with the resolution of the Annual General Meeting of shareholders held on May 5, 2015.

The proposed resolution is to allow the Company to cancel all the shares repurchased under the Program during a period ending on December 31, 2018 up to a maximum of one point eight

million (1,800,000) shares, while amending the articles of association, reducing or cancelling the relevant reserves in consequence and approving the required delegations.

The detailed press release announcing the share buyback program on January 30, 2018 is available on www.aperam.com under “About” – “Investors & shareholders” - “Equity Investors” - “Share buyback program”.

Draft sole resolution (EGM Resolution I)

The Extraordinary General Meeting acknowledges the above background information provided about the share buyback program and authorises the Board of Directors:

(i) to cancel all the shares repurchased by the Company under its share buyback program announced on January 30, 2018 (the “Program”) during a period ending on December 31, 2018 up to a maximum of one point eight million shares (1,800,000) (the “Repurchased Shares”) and to consequently reduce the issued share capital of the Company by an amount corresponding to the product of the number of Repurchased Shares multiplied by five Euro and twenty-four cents (EUR 5.24), being the par value of the shares in the Company (the “Par Value”), and

(ii) to consequentially amend article 5.1 of the articles of association of the Company (the “Articles”) to reflect the above cancellation and capital reduction, and

(iii) to reduce or cancel the relevant reserves constituted under applicable law in relation thereto, and

(iv) to instruct and delegate power to and authorise the board of directors of the Company or its delegate(s) to implement the cancellation of the Relevant Shares and the corresponding reduction of share capital and related matters in one or more instalments as deemed fit by the board of directors of the Company, to cause the share capital reductions and cancellations of the Relevant Shares and the consequential amendment of the Articles to be recorded by way of one or more notarial deeds, and generally to take any steps, actions or formalities as appropriate or useful to implement this decision of the Extraordinary General Meeting.

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 the resolution on its agenda if a quorum of 50% of the Company’s issued share capital is present or represented. The resolution 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 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.aperam.com under “About” – “Investors & shareholders” - “Equity Investors” - “Shareholders’ Meetings” - “9 May 2018 - General Meetings of Shareholders”. Shareholders may obtain free of charge a hard copy of the

Annual Report 2017 (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 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 April 17, 2018**. 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 Meetings – Attending in person or voting by proxy").

Ability to ask questions ahead of the General Meetings

Shareholders have the right to ask questions about items on the agenda of the General Meetings 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 May 4, 2018**. 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 Date (as defined below) issued by a financial intermediary.

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 April 25, 2018 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 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.aperam.com under "About" – "Investors & shareholders" - "Equity Investors" - "Shareholders' Meetings" - "9 May 2018 - General Meetings 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 **May 4, 2018 by 5.00 p.m. CET** by BNP Paribas Securities Services for European Shares and no later than **May 2, 2018 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' register (including U.S. and Canada residents) 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 May 4, 2018**. 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 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 May 2, 2018**. 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 the financial year 2017 in the form as 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" - "Equity Investors" - "Shareholders' Meetings" - "9 May 2018 - General Meetings of Shareholders" or on request 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.

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 **1.00 p.m. CET** and the General Meetings will start promptly at **2.00 p.m. CET** on May 9, 2018.

The forms can also be downloaded from the Company's website www.aperam.com under "About" – "Investors & shareholders" - "Equity Investors" - "Shareholders' Meetings" - "9 May 2018 - General Meetings 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 Meetings 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, or to any other person designated by them, 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 May 4, 2018**.

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, dated on the Record Date (April 25, 2018) by **5.00 p.m. CET on May 4, 2018**.

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" - "Equity Investors" - "Shareholders' Meetings" - "9 May 2018 - General Meetings 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 May 4, 2018**, or by attending and voting in person at the General Meetings.

(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 **1.00 p.m. CET** and the General Meetings will start promptly at **2.00 p.m. CET** on May 9, 2018.

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 Euronext European markets (Amsterdam, Brussels, 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, April 6, 2018

For the Board of Directors, Mr. Lakshmi N. Mittal

(The Chairman)