



## **Aperam**

*société anonyme*

**Registered office:**

**12C, rue Guillaume Kroll, L-1882 Luxembourg**

**Grand-Duchy of Luxembourg**

**R.C.S. Luxembourg B 155908**

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**Minutes of  
the Annual General  
Meeting of Shareholders  
(The "General Meeting")  
held on  
Tuesday 8 May 2013**

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The General Meeting, convened at the Hotel Le Royal 12, boulevard Royal, in L-2449 Luxembourg, Grand-Duchy of Luxembourg, as announced in the convening notice, was opened at 3.00 p.m.

The meeting was chaired by the Chairman of the Board of Directors, Mr. Lakshmi N. Mittal. Seated next to Mr. Lakshmi N. Mittal were:

- From the Board of Directors: Mr. Romain Bausch, Lead Independent Director;
- From the Management Committee: Mr. Philippe Darmayan, Chief Executive Officer, Mr. Julien Onillon, Chief Financial Officer and Ms. Johanna Van Sevenant, Head of Human Resources, Communication and Sustainability; and
- Mr. Laurent Beauloye, Company Secretary.

Mr. Gonzalo Urquijo from the Board of Directors was also present at the General Meeting.

Aperam's external auditor Mr. Luc De Meulemeester from Deloitte, who had examined Aperam's consolidated financial statements as of and for the year ended 31 December 2012 and the

standalone annual accounts as of and for year ended 31 December 2012, was present at the General Meeting.

Mr. Lakshmi N. Mittal proceeded with the constitution of the bureau of the General Meeting. The following two persons were proposed as scrutineers (each, a “**Scrutineer**”):

- Mr. Philippe Darmayan; and
- Mr. Julien Onillon.

Mr. Laurent Beuloye was proposed as secretary of the General Meeting (the “**Secretary**”). As there were no objections from the shareholders present, the constitution of the bureau was approved.

Mr. Laurent Beuloye then reminded the audience that the General Meeting was a private meeting and thus asked the members of the press present to respect the instructions given to them about picture-taking and recordings.

He also informed the General Meeting that the processing and counting of the votes would be carried out by the professional service provider IML and that these operations were being supervised by a ministerial officer ‘*huissier de justice*’ from the firm of TAPPELLA & NILLES from Esch-sur-Alzette.

Mr. Laurent Beuloye reminded the audience that the annual general meeting would validly deliberate on the 13 resolutions related to the annual general meeting items of the agenda regardless of the number of shareholders present and of the number of shares represented. The resolutions related to the items of the agenda would be adopted by a simple majority of the votes validly cast by the shareholders present or represented.

Mr. Laurent Beuloye confirmed that the General Meeting had been validly convened by convening notices published as follows:

<b>Name</b>	<b>Publication date</b>
<i>Mémorial C, Journal Officiel du Grand-Duché de Luxembourg, Recueil des Sociétés et Associations (official gazette)</i>	8 April 2013
<i>Tageblatt, Luxembourg</i>	8 April 2013

The convening notice in French and English and the proxy forms in French and English had been sent to the shareholders directly registered in the register of shareholders of Aperam by mail.

The management report of the Board of Directors and the reports of the independent company auditor on the standalone annual accounts as of and for the year ended 31 December 2012 and the consolidated financial statements as of and for the year ended 31 December 2012 in English had been made available to the shareholders free of charge on simple request. All the foregoing documents were also made available starting on 8 April 2013 on the Company’s website [www.aperam.com](http://www.aperam.com) in the “Investors” section under the header “General Meeting 8 May 2013”. The legally required publications had been deposited with the bureau of the General Meeting.

An electronic voting devise and a paper voting form was given to each properly registered shareholder and proxy holder prior to entering the room where the General Meeting was taking place.

Mr. Lakshmi N. Mittal proceeded to declare that the General Meeting had been validly constituted. Detailed participation numbers would be provided when coming to the voting procedure relating to the Agenda items.

Mr. Lakshmi N. Mittal proceeded with the General Meeting and asked the Secretary to read out the agenda 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 2012
2. Approval of the Consolidated Financial Statements as of and for the year ended 31 December 2012
3. Approval of the Parent Company Annual Accounts as of and for the year ended 31 December 2012
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 2012
5. Discharge of the directors
6. Election of members of the Board of Directors
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 2013
8. Authorisation of grants of share based incentives

Mr. Lakshmi N. Mittal presented the key highlights of the year 2012 to the shareholders with respect to sustainability and the financial and operational performance. Mr. Lakshmi N. Mittal concluded his presentation with the Company's value strategy.

Mr. Philippe Darmayan then gave an overview on the Company's performance in 2012 during which he explained the Company's health and safety priority and its unique strengths and achievements within the Leadership Journey®. He also commented on the highlights of the consolidated and statutory accounts of the Company.

The presentation is attached to these minutes.

Mr. Lakshmi N. Mittal then turned to the agenda of the Annual General Meeting and started with a brief outline of the "non standard" agenda items related to the re-election of Board Members and the authorization of share based incentives.

The Secretary provided biographical information with respect to the six directors whose mandates were expiring at the Annual General Meeting and whose mandates were submitted for renewal. The Secretary then presented the background information with respect to the long term incentive plan. This information had been published in the convening notice of the General Meeting.

The Secretary provided an explanation and information on the procedure regarding the Questions and Answers session. Mr. Laurent Beuloye then declared the questions and answers session on the different items of the agenda to be open.

Answers to the verbal and written questions raised by shareholders present in the General Meeting room were given by Mr. Romain Bausch, Mr. Philippe Darmayan, Mr. Julien Onillon and Mr. Laurent Beuloye (a summary of these questions and answers is provided in the Schedule to these Minutes).

As no shareholders or proxy holders raised their hands to ask further questions, Mr. Lakshmi N. Mittal declared the questions and answers session closed and reverted back to the agenda of the General Meeting in order to proceed with the vote on the proposed resolutions.

Mr. Lakshmi N. Mittal announced that the number of shares present or represented and the number of voting rights attached thereto was a total of 46,782,903 shares (59.94% of shares outstanding) based on information provided to him by BNP Paribas Securities Services.

The Secretary informed the audience about the practical arrangements of the voting process.

Mr. Laurent Beuloye then submitted each of the proposed resolutions on the agenda of the General Meeting to the vote of the shareholders while reminding the audience of the subject-matter of each resolution, during which time the text of the proposed resolution was projected on a large screen visible by the audience.

For each resolution the shareholders were granted the necessary time to express their vote on the electronic voting device previously made available to each of them. The voting results were projected on a large screen visible by the entire audience and divided into votes "in favor" and "against" and showing the number of shares abstaining.

## **Annual General Meeting**

### Resolution I

*Approval of the Consolidated Financial Statements as of and for the year ended 31 December 2012*

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 2012 in their entirety, with a resulting consolidated net loss of USD 108,372,880.

The first resolution was approved by 99.99% of the shares present or represented

### Resolution II

*Approval of the Parent Company Annual Accounts as of and for the year ended 31 December 2012*

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 2012 in their entirety, with a resulting loss for Aperam as parent company of the Aperam group of USD 173,378,216 (established in accordance with the laws and regulations of the Grand-Duchy of Luxembourg).

The second resolution was approved by 99.99% of the shares present or represented.

### Resolution III

#### *Allocation of results and determination of dividend*

The General Meeting, upon the proposal of the Board of Directors, acknowledges that the results to be allocated and distributed amount to USD 1,871,351,354.

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 2012 as follows:

	In U.S. dollars
Loss for the financial year	(173,378,216)
Profit brought forward ( <i>Report à nouveau</i> )	<u>2,044,729,570</u>
<b>Results to be allocated and distributed</b>	<b><u>1,871,351,354</u></b>
Dividend	-
Directors' compensation ( <i>as per Resolution IV, below</i> )	<u>(778,446)</u>
<b>Profit carried forward</b>	<b><u>1,870,572,908</u></b>

The General Meeting acknowledges the decision not to pay a dividend in 2013 to accelerate the net debt reduction target of USD 650 million by the end of 2014.

The third resolution was approved by 99.99% of the shares present or represented.

### Resolution IV

#### *Determination of compensation for the members of the Board of Directors in relation to the financial year 2012*

Given the third resolution, the General Meeting, upon the proposal of the Board of Directors, leaves the basis for remuneration for the Board of Directors unchanged compared to the previous year and sets the amount of total remuneration for the Board of Directors in relation to the financial year 2012 at USD 778,446 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 Chairs of the other Committees: EUR 10,000; and
- Additional remuneration for the members of the other Committees: EUR 5,000.

The fourth resolution was approved by 98.34% of the shares present or represented.

### Resolution V

#### *Discharge of the directors*

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

The fifth resolution was approved by 95.97% of the shares present or represented.

#### Resolution VI

##### *Re-election of Mr. Lakshmi N. Mittal*

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

The sixth resolution was approved by 95.97% of the shares present or represented.

#### Resolution VII

##### *Re-election of Mr. Romain Bausch*

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

The seventh resolution was approved by 99.76% of the shares present or represented.

#### Resolution VIII

##### *Re-election of Mr. Dave Burritt*

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

The eighth resolution was approved by 99.91% of the shares present or represented.

#### Resolution IX

##### *Re-election of Ms. Kathryn A. Matthews*

The General Meeting re-elects Ms. Kathryn A. Matthews as director of Aperam for a three-year mandate that will automatically expire on the date of the General Meeting of shareholders to be held in 2016.

The ninth resolution was approved by 99.90% of the shares present or represented.

#### Resolution X

##### *Re-election of Mr. Aditya Mittal*

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

The tenth resolution was approved by 99.89% of the shares present or represented.

#### Resolution XI

##### *Re-election of Mr. Gonzalo Urquijo*

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

The eleventh resolution was approved by 99.74% of the shares present or represented.

#### Resolution XII

*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 2013*

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 2013.

The twelfth resolution was approved by 99.99% of the shares present or represented.

### Resolution XIII

#### *Decision to Authorize grants of share based incentives*

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

(a) to issue up to 220,000 (two hundred and twenty thousand) of the Company's fully paid-up ordinary shares under the 2013 Cap, which may be either newly issued shares or shares held in treasury, such authorisation to be valid from the date of this General Meeting until the General Meeting of shareholders to be held in 2014,

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

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

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

The thirteenth resolution was approved by 89.45% of the shares present or represented.

Mr. Lakshmi N. Mittal then explained that there were no further items to be voted on based on the General Meeting's agenda and suggested the General Meeting to grant discharge of the reading out of the minutes of the General Meeting, to which no member of the audience objected.

The Chairman thanked the shareholders for their participation to the General Meeting and expressed his wish to see them again at the Company's next general meeting of shareholders.

Nothing else being on the agenda of the General Meeting and no member of the audience requesting to be heard, Mr. Lakshmi N. Mittal declared the meeting closed at 4:00 PM.

Immediately thereafter, the attendance list was signed by the members of the bureau.

Signed by:

*Lakshmi N. Mittal (Chairman of the Board of Directors)*

*Laurent Beuloye (Secretary)*

*Philippe Darmayan (Scrutineer)*

*Julien Onillon (Scrutineer)*

## Schedule

### **Questions and Answers session at the 8 May 2013 General Meeting**

*Below is a summary of the questions and answers raised during the meeting*

#### **Question**

Last year Aperam has said to be working on a comprehensive Human Rights framework. The company also promised to formulate a whistleblower policy. It seems that these policies are still not completed. What is the reason for this delay and when can we expect these policies to be implemented?

#### **Answer**

Aperam's Human Right Policy has been drafted and will be subject to management approval at the end of the present quarter.

Aperam has implemented a whistleblower hot line at the end of last year together with a Whistleblower Charter applicable to all employees.

It is now accessible on a internal dedicated website accessible to all employees that gather all Aperam corporate policies including the Whistleblower Charter.

This Charter was developed with the assistance of the Luxembourg *Commission Nationale pour la Protection des Données* ('CNPD') to make sure that confidentiality and personal data are correctly protected while using the whistleblower hotline.

#### **Question**

Can you please elaborate on the Terni remedy process and what are the implications for your employees and the Aperam's industrial layout?

#### **Answer**

Overcapacity in the stainless steel market in Europe and beyond is a well-known fact. As a responsible company, Aperam has created a consortium with two partners to pursue the acquisition of Terni if certain conditions are met. The acquisition would be conducted by Terni Invest Srl a Joint Venture company incorporated under the law of Italy whose shareholders are Aperam S.A., Marcegaglia SpA and Ilta Inox (Arvedi) SpA. Our partners are well known and respected industrial companies in Italy. Aperam will be the majority shareholder and sole operator while Arvedi and Marcegaglia would each have equal minority shareholdings. The creation of the consortium reduces Aperam's financial risk.

Aperam has stated that it might submit a bid for Terni if it makes sense from an industrial point of view, if the transaction was to get approval from European Commission, and if the mill could be acquired at an attractive price creating shareholder value.

Considering that the approval process has been delayed by the European Commission it is premature to provide any information about potential implications on the industrial layout of Aperam and for our employees. We remind you that we have a long track record of promoting social dialogue with employee representatives in each of the jurisdictions in which we operate and will involve our European Works Council should be move forward in this transaction.

#### **Question**

Is the purchase of ThyssenKrupp Isbergues envisaged?



Answer:

No this purchase is not envisaged.

**Question**

Please elaborate on your plans with respect to Firminy?

Answer

Our plant in Firminy, part of the Precision unit within Aperam Stainless & Electrical Steel Europe division, is suffering from the weakness of the photovoltaic market on which this plant has been specialised. We are currently examining three options for this plant: selling it, redefining its mission by replacing the margin and losses of market volumes for photovoltaic, or closing it. We are currently investigating these options and plan to discuss them with the unions in the coming weeks and months.

**Question**

Could you please elaborate on your biodiversity actions at Aperam?

Answer

Preserving biodiversity is part of Aperam's general commitment regarding the way the Company manages natural resources and we continuously monitor our progress in this respect. This comprises the conservation of wildlife in the areas surrounding our operations.

In Brazil, our commitment to the preservation of biodiversity takes the shape of a Green Area Management program which was launched in 2004 and has both preservation and environmental education aspects. Aperam South America is committed to maintaining and protecting its forests distributed in the environment of Timóteo. Among them, the Education Center Environmental Oikós, a remaining area of Atlantic Forest, adjacent to the Parque Estadual do Rio Doce, houses 120 species including trees and shrubs carefully recomposed and renewed, 110 bird species and 32 springs which have the flow rate monitored. In Jequitinhonha Valley, Aperam has launched an initiative aimed at preparation for the labor market of communities with Beekeepers Association Veredinha (AAPIVER) which helps families generating revenue in the beekeeping business in the areas near our eucalyptus forests.

**Question**

In 2011, PUMA introduced an Environmental Profit & Loss Account (EPLA), which basically reports monetized effects of company's operations on the environment and the amount needed to compensate for these., Would Aperam be willing to produce such a report on a yearly basis?

Answer

Aperam does not intent to produce such an environmental profit & loss report at this time. Our Sustainability Committee will continue to monitor this issue going forward.

**Question**

Does Aperam have a socially responsible tax policy?

Answer

No but Aperam intends to comply with tax regulations applicable to it.

**Question**

Can you please elaborate on the impact on the Gueugnon fire on your Leadership Journey® program and the coverage from the insurance?

Answer

On December 23, 2012, an accidental fire damaged the RD79 pickling and annealing line at the Gueugnon plant in France. Aperam is mitigating the resulting production fallout by stepping up production at its other active pickling and annealing lines and has in addition decided to temporarily relaunch two production lines at its plants in Genk, Belgium (BUL1) and Isbergues, France (Inox3) which were kept as capacity reserve. With these measures, Aperam will be able to supply its customers while the RD79 line is being rebuilt. The RD79 line is expected to be restarted before the second half of the year 2013.

The Gueugnon fire has not impacted our Leadership Journey®, which continued to progress over the first quarter 2013 and has contributed a total amount of USD 299 million to EBITDA since the beginning of 2011.

Depreciation and amortization expense in the fourth quarter of 2012 included USD 14 million of impairment relating to damaged assets in Gueugnon.

**Question**

Can you please elaborate where to find the accounts of the statutory accounts of Aperam S.A.?

Answer

The statutory accounts of the holding company Aperam S.A. are available page 126 of our annual report for the year 2012. The report is also available on our internet on [www.aperam.com](http://www.aperam.com), section Investors & shareholders.