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# Annual General Meeting and Extraordinary General Meeting of Shareholders

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**2020 PROXY - Annual General Meeting and Extraordinary General Meeting of Shareholders** **Aperam**

**This proxy card must be received by Citibank, N.A., at the address indicated below, prior to 10:00 A.M. (New York time) on April 28, 2020 for action to be taken.**

**Aperam, a *société anonyme* (public limited company) governed by the laws of Luxembourg  
Ordinary Shares - Proxy**

**Annual General Meeting and Extraordinary General Meeting of Shareholders to be held on May 5, 2020 at 11:00 A.M. (CET). Due to the exceptional COVID-19 situation, this year's General Meetings will be held without a physical presence, as permitted by Luxembourg law.**

## **THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS OF APERAM FOR THE 2020 ANNUAL GENERAL MEETING AND EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS**

The undersigned, who is the holder of record of the Ordinary Shares of New York Registry of Aperam identified above, hereby acknowledges receipt of the Convening Notice for the 2020 Annual General Meeting and Extraordinary General Meeting of Shareholders and hereby appoints Citibank, N.A. through its agents, with full power of substitutions, on behalf and in the name of the undersigned to represent the undersigned at the 2020 Annual General Meeting and Extraordinary General Meeting of Shareholders of Aperam to be held on May 5, 2020 at 11:00 A.M. (local time) and at any adjournment or adjournments thereof, and to vote all Ordinary Shares of New York Registry which the undersigned would be entitled to vote if then and there present on the matters and in the manner set forth on the reverse of this proxy card hereby revoking any proxy previously given.

### **IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE ANNUAL GENERAL MEETING AND EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS TO BE HELD ON MAY 5, 2020**

A copy of the documentation related to the Meetings are available on the Company's website [www.aperam.com](http://www.aperam.com) under Investors - Equity Investors - Shareholders Meetings - 5 May 2020 - General Meetings of Shareholders.

The New York Registrar and Transfer Agent's Notice of Annual General Meeting and Extraordinary General Meeting of Shareholders, the form of proxy card and the Agenda (included in the Convening Notice) of the 2020 Annual General Meeting and Extraordinary General Meeting of Shareholders are also available at the above internet address.

This proxy will be automatically invalidated if the undersigned is no longer the holder of record of the referenced Ordinary Shares of New York Registry after 6:00 P.M. (New York time) on April 21, 2020.

**Please indicate on the reverse side of this proxy card how your shares are to be voted. This proxy card must be marked, signed and returned to Citibank, N.A. prior to 10:00 A.M. (New York time) on April 28, 2020, in order to be counted.**

**If this proxy card is signed and timely returned to Citibank, N.A. but no specific direction as to voting is marked as to an issue, the undersigned shall be deemed to have given a proxy to vote "FOR" all Proposals and as said proxies deem advisable on all other matters as may come before the Meetings.**

**Proposed Resolutions of the Annual General Meeting**

- I. Approval of the Consolidated Financial Statements for the financial year ended December 31, 2019
- II. Approval of the Parent Company Annual Accounts for the financial year ended December 31, 2019
- III. Determination of the compensation for the members of the Board of Directors in relation to the financial year 2019
- IV. Approval of a dividend
- V. Allocation of the results
- VI. Approval of the Remuneration Policy of the Company
- VII. Approval of the Remuneration Report of the Company for 2019
- VIII. Approval of annual fees structure of the Board of Directors and remuneration of the CEO
- IX. Discharge of the Directors
- X. The Annual General Meeting re-elects Mr. Joseph Greenwell 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 2023
- XI. The Annual General Meeting elects Mr. Alain Kinsch 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 2023
- XII. The Annual General Meeting elects Dr. Ros Rivaz 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 2023
- XIII. 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 and for the year ended December 31, 2020
- XIV. Authorisation of grants of share based incentives

**Proposed Resolutions of the Extraordinary General Meeting**

- I. Decision to cancel shares and to consequently reduce the issued share capital following the cancellation of shares repurchased under its share buyback program
- II. Decision to renew and extend the scope of the authorised share capital of the Company, to authorise the Board of Directors to limit or cancel the preferential subscription rights of existing shareholders and to amend articles 5.2 and 5.5 of the articles of association accordingly

**A Issues**

**Aperam**

**Annual General Meeting**

	For	Against	Abstain
Proposal I	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Proposal II	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Proposal III	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Proposal IV	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Proposal V	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Proposal VI	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Proposal VII	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Proposal VIII	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Proposal IX	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**Extraordinary General Meeting**

	For	Against	Abstain
Proposal X	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Proposal XI	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Proposal XII	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Proposal XIII	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Proposal XIV	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

	For	Against	Abstain
Proposal I	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Proposal II	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**B Authorized Signatures - Sign Here - This section must be completed for your instructions to be executed.**

If this Proxy Card is signed and timely returned to the NY Registrar and Transfer Agent but no specific direction as to voting is marked above as to an issue, the undersigned shall be deemed to have given a proxy "FOR" the unmarked issue and as the proxy holder(s) deem advisable on all other matters that may come before the Meetings.

If this Proxy Card is signed and timely returned to the NY Registrar and Transfer Agent but multiple specific directions as to voting are marked above as to an issue, the undersigned shall be deemed to have given a proxy to give an "ABSTAIN" voting instruction for such issue.

Please be sure to sign and date this Proxy Card.

Please sign your name to this Proxy Card exactly as printed. When signing in a fiduciary or representative capacity, give full title as such. Where more than one owner, each MUST sign. Proxy Cards executed by a corporation should be in full name by a duly authorized officer with full title as such.

Signature 1 - Please keep signature within the line

Signature 2 - Please keep signature within the line

Date (mm/dd/yyyy)

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