



**CONVENING NOTICE FOR
THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS
S.C. ARCELORMITTAL HUNEDOARA S.A.**

The Board of Directors of S.C. ARCELORMITTAL HUNEDOARA S.A. (hereinafter referred to as the "**Company**"),

Whereas:

- The provisions of article 111, 113, 117, 117¹ and 118 from Law no 31/1990 on companies, republished in 2004, as subsequently amended and supplemented;
- The provisions of article 238 and 243 from Law no. 297/2004 on capital market, as subsequently amended and supplemented;
- The provisions of CNVM Regulation no 6/2009 on the exercise of certain rights of shareholders in the general meetings of companies, as subsequently amended and supplemented;
- The provisions of article 13 and 14 of the Company's Constitutive Act;

HEREBY CONVENES

The Company's EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS (the "Meeting") on **October 15, 2014, 10:30 hours**, at the Company's headquarters in Hunedoara, at the Meeting Room from the General Manager Office, from Steel Shop, with entering access through gate OE 2, from DJ687-No.4, Hunedoara County, for all shareholders registered at the end of the day of October 5, 2014 (i.e. the reference date) in the Shareholders' Register kept by S.C. Central Depository S.A., having the following

AGENDA

1. It is approved in principle, the merger through absorption, between SC MECANICA SIDER SA and SC ARCELORMITTAL HUNEDOARA SA, through absorption by SC ARCELORMITTAL HUNEDOARA SA, in position of absorbing company, of SC MECANICA SIDER SA in position of absorbed company, according with the provisions of art. 238, lit. a) of Law no. 31/1990 regarding companies.
2. It is appointed, with full power and authority, the Company's Board of Directors for preparing the merger project according to the provisions of art. 241 from Law no. 31/1990, regarding the companies, and to appoint the evaluation expert for the

merger operation, for global evaluation of the Company and to determine the net input.

3. Proposing the date of 30 June 2014 as reference date for balance sheet for merger, in accordance with the provisions of Finance Ministry Ordinance no. 1376/2004, for approving the methodological norms regarding the impact in accountancy of the main merger operations.
4. Proposing the date of October 31, 2014 as registration date to serve for the identification of the shareholders on which the effects of the Meeting decisions may have impact.
5. Empowering Mrs. Balint Dorina Adriana, Romanian citizen, identified with ID Card series HD, no. 294925, issued by SPCLEP Hunedoara on 13.09.2005, domiciled in Hunedoara, B-dul Traian, no, 4, bl. T2, ap.22, Hunedoara, Company's legal counsel to perform all procedures and formalities provided by the law in order to fulfill the Meeting decision, submit, take over documents and sign for and on behalf of the Company all necessary documents, and to represent the Company before any legal entities, especially in the relation with the Trade Registry.

In case the quorum conditions are not met on the first meeting, a new general meeting shall be convened on October 16, 2014, at the same time, in the same place and with the same agenda. For this new meeting, the reference date set up above for the shareholders to exercise their voting rights shall remain valid.

The informative materials, the drafts of the power of attorneys, the ballots for voting by correspondence, as well as the draft resolutions shall be made available to the shareholders at least 30 days prior to the Meeting date at the Company's headquarters, from Monday to Friday, 09:00 to 15:00. These documents may be consulted and/or downloaded also from the Company web site www.arcelormittalhunedoara.ro

The shareholders may request copies of these documents. The request may be made in writing, by courier to the following address: Hunedoara, DJ 687-No.4, HunedoaraCounty, by e-mail to the following address: adriana.vint@arcelormittal.com or adriana.balint@arcelormittal.com, or by fax to the no. 0254 715311. No matter how they are sent, the requests shall be signed by the shareholders or their representatives and shall be accompanied by documents bearing the note *True Copy* and the signature of the shareholder/its representative, attesting to the identity of the shareholders and – if case – the signatories' capacity of representatives. Also, the requests shall mention the mail address, e-mail address or fax number where the respective shareholder wishes to receive copies of the afore mentioned documents.

According to the legal provisions in force, only the persons registered as shareholders at the end of the day of October 5, 2014 are entitled to take part and vote in the Meeting. The

shareholders registered in the shareholders' register on the reference date may take part in the Meeting personally, by correspondence or by representative.

The access of shareholders entitled to take part in the Meeting is allowed on the basis of a mere evidence of their identity, i.e. in case of individual shareholders by their identity card or, in case of legal entities and represented individual shareholders, by the power of attorney granted to the individual who represents them. Shareholders may also be represented at the Meeting by persons who are not shareholders, based on a special power of attorney in accordance with CNVM regulations. The shareholders which are incapable and the shareholders-legal entities can be represented by legal representatives, who at their turn can empower other persons.

The special power of attorneys shall be filled in and signed in three counterparts. one of the counterparts shall be submitted to the Company's headquarters in Hunedoara, DJ 687-No. 4, Hunedoara county, or shall be sent by e-mail at the following address: adriana.balint@arcelormittal.com in both cases no later than October 13, 2014, 10.30 hours, a counterpart shall be handed over to the representative and the third counterpart shall be kept by the represented shareholder. If the Company's counterpart is sent by e-mail, the power of attorney must have attached an extended electronic signature.

The votes by mail shall be taken into account if they are registered with the Company until October 13, 2014, 10.30 hours. The shareholders' votes shall be sent by registered mail at the Company's headquarters (as mentioned above), in a clear and exact manner, providing whether the shareholders is "for", "against" or "abstaining" as regards each issue submitted for approval. However, given the possibility of completing the agenda, following the Company's shareholders owning application, individually or together, at least 5% of the share capital, we recommend that the voting ballots by correspondence not be passed earlier than 06.10. 2014 .

The informative materials provided to the shareholders shall also detail the procedure determined by the Company's competent body as regards the vote by mail (which shall stipulate, *inter alia*, the method for identifying the capacity of shareholder and the number of shares held by the persons casting their vote by mail), the shareholders having the obligation to comply with this procedure for the respective votes to be deemed valid. The votes by mail shall be centralized, verified and recorded by a commission of the Company. The members of this commission shall safely keep the documents and confidentiality of the votes thus cast until the appropriate resolutions on the agenda are submitted to vote.

One or more shareholders representing, individually or together, at least 5% of the share capital, are/is entitled:

a) to introduce items on the agenda of the general meeting, provided that each item is accompanied by a rationale or a draft decision proposed for approval by the Meeting; and

b) to submit draft decisions for the items included or proposed for inclusion on the Meeting agenda.

To exercise the right to introduce items on the agenda/the right to introduce draft decisions for the items included or proposed for inclusion on the Meeting agenda, the entitled shareholders may send the request in writing by courier to the following address: Hunedoara, DJ 687 – No. 4, Hunedoara county, or by e-mail to the following address: adriana.balint@arcelormittal.com, within no more than 15 days as of the date when the convening notice is published in the Romanian Official Gazette and in the newspapers. Irrespective of the transmission method, the requests shall be signed by the relevant shareholders or by their representatives and shall be accompanied by the relevant documents certified as "true copies" and the signature of the respective shareholder/its representative, attesting the shareholders' identity and, if the case, the representative powers of the representatives signing the request. The proposals of draft decisions submitted by the shareholders shall be posted on the Company's website.

Each shareholder shall have the right to ask questions related to items on the agenda of the Meeting. The Company shall answer the questions asked by shareholders. The right to ask questions and the obligation to answer may be conditional on the measures which the Company may take to ensure shareholders' identification, the proper development and preparation of general meetings and the protection of confidentiality and its business interests. The Company may provide a general answer to questions having the same content.

To ask questions on the items on the agenda, the shareholders may send their written request by courier services, to the following address: Hunedoara, DJ 687 – No. 4, Hunedoara county, or by e-mail to the following address: adriana.balint@arcelormittal.com no later than October 13, 2014, 10.30 hours. No matter how they are sent, the requests shall be signed by the shareholders or their representatives and shall be accompanied by documents bearing the note *True Copy* and the signature of the shareholder/its representative, attesting to the identity of the shareholders and – if case – the signatories' capacity of representatives.

The Company shall answer all shareholders' questions latest during the meeting. Also, it is deemed that the Company has answered shareholders' questions if the answer is posted on the Company's website, in questions & answers format.

Additional information on the convening and development of the Meeting may be obtained from the Company's headquarters, telephone no. 0254 715311 or by e-mail to adriana.balint@arcelormittal.com.


Chairman of the Board of Directors

Jacquier Bertrand