

**2016 Joint Declaration of Conformity
by the Management Board and the Supervisory Board of Klöckner & Co SE
pursuant to Section 161 of the German Stock Corporation Act
on the German Corporate Governance Code**

Klöckner & Co SE had complied with the recommendations of the German Corporate Governance Code in the version of May 5, 2015 (published on June 12, 2015 in the Federal Gazette) since the last Declaration of Conformity dated December 15, 2015 with the exceptions outlined therein, and will comply with the recommendations of the German Corporate Governance Code in the aforementioned version in future without any exceptions.

Duisburg/Germany, December 16, 2016

The Supervisory Board

The Management Board