

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

The Management Board and Supervisory Board of Klöckner & Co SE issued the annual Declaration of Conformity on December 14, 2020. Therein, it is stated that except for the recommendations of the German Corporate Governance Code in the version of December 16, 2019 (published on March 20, 2020 in the Federal Gazette; hereinafter "Code") in Section C.10 and Section G.1, Klöckner & Co SE had, as of their entry into force, complied with all recommendations of the Code and will comply with those in the future. This declaration needs to be supplemented as follows:

G.12:

Pursuant to Section G.12 of the Code, in the event of the termination of a Management Board member's contract, the disbursement of any remaining variable remuneration components attributable to the period up until contract termination shall be based on the originally agreed targets and comparison parameters, and on the due dates or holding periods stipulated in the contract.

The current Chairman of the Management Board of the Company, Gisbert Rühl, will leave the Management Board of the Company by mutual agreement after the Annual General Meeting on May 12, 2021. The termination agreement concluded with Gisbert Rühl against this background, in addition to a severance payment in the amount of the remuneration for the remaining term of his service contract until December 31, 2021 in compliance with the Code, provides for, among others, that the pro rata variable remuneration for the financial year 2021 for the period until Gisbert Rühl leaves the Company on May 12, 2021 shall be paid out ahead of schedule on June 1, 2021 in the amount of the target bonus. In addition, the obligation to invest a part of this target bonus in shares in the Company (personal investment) will not apply.

With this, the Company selectively deviates from Recommendation G.12 of the Code.

In the opinion of the Supervisory Board, the agreement reached is in the interest of the Company. It enables to have an amicable and comprehensive plus final settlement for the premature withdrawal of Gisbert Rühl and thus assures a clear transition of the position of the Chairman of the Management Board to Guido Kerkhoff.

Apart from that, the Declaration of Conformity of December 14, 2020 remains unchanged. There is no intention to deviate from Recommendation G.12 of the Code in the future.

Duisburg, 15 March 2021

The Supervisory Board

The Management Board