klöckner & co

multi metal distribution

Agenda
Annual General Meeting
of Klöckner & Co SE

May 26, 2009, Düsseldorf

Table of Contents

Klöckner & Co SE

with its registered seat in Duisburg
– ISIN DE000KC01000 –
– Wertpapier-Kenn-Nr. (Security Identification No.) KC0 100 –

Invitation
to the Annual General Meeting

Dear Shareholders,

We herewith invite you to the Annual General Meeting of Klöckner & Co SE on Tuesday, May 26, 2009, at 10:30 a.m. in the Congress Center Düsseldorf (CCD Ost), Messe Düsseldorf, Stockumer Kirchstraße 61, D-40474 Düsseldorf.

Agenda

1. Submission of the approved annual financial statement, the approved consolidated financial statement and the condensed management report for Klöckner & Co SE and the Group for financial year 2008 (including the report of the Management Board on information pursuant to sections 289, para. 4, 315 para. 4 of the German Commercial Code) and the report of the Supervisory Board

The aforementioned documents will be available on the Internet at www.kloeckner.de/HV2009 beginning on the date that the Annual General Meeting is convened. Furthermore, these documents will also be available for inspection by shareholders at the business premises of the company, Am Silberpalais 1, D-47057 Duisburg, and in the meeting room during the Annual General Meeting. Upon request, shareholders will be sent copies of these documents without undue delay and free of charge.

2. Resolution on the use of the balance sheet profit for financial year 2008

The Management Board and Supervisory Board propose that the full amount of the balance sheet profit of

€17,699,907.99

be carried forward to the new account.

3. Resolution of the discharge of the members of the Management Board for financial year 2008

The Management Board and the Supervisory Board propose the discharge of the members of the Management Board who held office during the period of financial year 2008.

4. Resolution on the discharge of the members of the Supervisory Board for financial year 2008

The Management Board and the Supervisory Board propose the discharge of the members of the Supervisory Board who held office during the period of financial year 2008

5. Resolution on the appointment of the auditor for the annual financial statement and consolidated annual financial statement for financial year 2009

The Supervisory Board proposes appointing KPMG Hartkopf + Rentrop Treuhand KG Wirtschaftsprüfungsgesellschaft, Cologne, as auditor for the annual financial statement and the consolidated annual financial statement for financial year 2009, as well as for reviewing the abridged financial statement and the interim management report pursuant to sections 37w para. 5, 37y no. 2 of the German Securities Trading Act (Wertpapierhandelsgesetz – WpHG) for financial year 2009.

6. Resolution on the authorization to acquire the company's own shares

Section 71 para. 1 no. 8 of the German Stock Corporation Act (Aktiengesetz – AktG) provides the company with the option of acquiring its own shares as long as the total does not exceed

10 percent of the company's share capital. As a result of a decision made by the Annual General Meeting on June 20, 2008, the company is authorized to initiate such an acquisition. This authorization, however, remains in effect only through Dec. 19, 2009. In order to enable the company to use the purchase of its own shares as an additional financing tool beyond this point in time and to enable it to react quickly and flexibly, the current authorization is to be rescinded and replaced by a new authorization regarding the purchase of the company's own shares.

The Management Board and the Supervisory Board propose that the following resolution be adopted:

(a) The authorization to acquire the company's own shares resolved as agenda item 9 of the Annual General Meeting of the former Klöckner & Co AG on June 20, 2008, will be revoked once the subsequent authorization regarding the acquisition of the company's own shares takes effect and will be replaced by said authorization.

(b) Pursuant to section 71 para. 1 no. 8 of the German Stock Corporation Act, the company will be authorized to acquire through Nov. 25, 2010, up to 10 percent of the company's share capital in existence at the time of this resolution by the Annual General Meeting. The authorization can be used in whole or in installments, once or several times, by the company, the companies of the Klöckner & Co Group or by third parties for the account of the company or companies of the Klöckner & Co Group. The authorization may be used for any legally permissible purpose. Trading with the company's own stock is not permitted. Depending on the Management Board's preference, such acquisitions will be effected either on the stock exchange or by means of a public purchase offer directed at all shareholders.

(c) The nominal value of each share to be acquired (excluding transaction costs) may not exceed or fall below the price fixed during the opening auction of company shares with the same features in XETRA trading (or a comparable successor system) on the Frankfurt Stock Exchange by more than 10 percent.

(d) If shares are acquired by means of a public purchase offer, the company can either publish a formal offer or publicly call for the submission of offers. In both cases, the company will set a purchase price or a purchase-price range per share. In the latter case, the final price will be determined from the available declarations of acceptance or sale offers. The offer or the call for submission of offers can include a time limit applying to acceptances or offers, conditions and the option of modifying a possible purchase-price range during the time period covering acceptances and sale offers if significant price swings occur during this period. The purchase price per company share (excluding transaction costs) may not exceed or fall below the stock-market price by more than 10 percent. If the company makes a formal public offer, the applicable stock-market price will be the average closing price of the company's stock with the same features in Xetra trading (or a comparable successor system) on the Frankfurt Stock Exchange in the five trading days that preceded the final decision by the Management Board regarding the formal offer or, should the offer be adjusted, that preceded the final decision by the Management Board regarding the offer adjustment. In the event that a call to submit sale offers is issued, the day on which the company accepted the sale offer will be substituted by the day on which the Management Board made a decision about the offer or the adjustment of the offer.

(e) Should the volume of tendered shares exceed the expected repurchase volume, the acquisition must be carried out on the basis of the proportion of the tendered or offered shares. A preferential acquisition of fewer than 100 shares of offered or tendered stock per stockholder as well as the rounding according to business principles can be stipulated. The

Management Board will be authorized to sell the company's own shares on the stock exchange or through a public offer directed at stockholders. For sales on the stock exchange, subscription rights for stockholders will be excluded. In the event of a sale through a public offer, the Management Board will be authorized to exclude stockholder subscription rights for fractional amounts of shares.

The Management Board will also be authorized to sell the company's own shares in a different manner if the company's shares are sold for cash at a price (excluding transaction costs) that is not significantly below the stock-market price of the company's stock at the time of the sale. This authorization will be limited (including other authorizations governing the issuance of new shares that exclude subscription rights pursuant to section 186 para. 3 sentence 4 of the German Stock Corporation Act) to a total of 10 percent of the share capital that existed at the time that the decision was made by the Annual General Meeting and, should this be less, to the company's share capital that existed at the time that the sale authorization was exercised.

(f) The Management Board will be further authorized to sell the company's acquired shares to third parties under the exclusion of subscription rights for stockholders if this is carried out for the purpose of acquiring companies, stakes in companies and/or making investments in companies or servicing option and/or convertible bonds issued in accordance with agenda item 9 at the Annual General Meeting held on June 20, 2007, in accordance with agenda item 10 of the Annual General Meeting held on June 20, 2008, and agenda item 7 of the Annual General Meeting held on May 26, 2009.

(g) Finally, the Management Board will be authorized to cancel the acquired shares of the company without any further decision by the Annual General Meeting being necessary.

The preceding authorizations can be used once or several times, in whole or in parts, individually or separately by the company or by companies affiliated with it or by third parties for the account of the company or companies affiliated with it.

7. Authorization to issue options and/or convertible bonds

The Management Board and the Supervisory Board propose that the following decision be made:

The Management Board is authorized to grant bearer option and/or convertible bonds and/or option bonds (hereinafter jointly referred to as "bonds") on one or several occasions until May 25, 2014, in the total nominal amount of up to €350,000,000 with a maximum term of 20 years, and to grant the owners of the bonds option or conversion rights to a total of up to 4,650,000 registered non-par value shares of the company with a pro rata sum in the share capital of up to €11,625,000.00, in accordance with the respective conditions of the bonds (hereinafter "bond conditions").

The bonds can be issued in euros or the statutory currency of an OECD state – restricted to the equivalent value of the maximum euro amount of €350,000,000. They can also be issued via companies with their business seat in Germany or aboard in which Klöckner & Co SE holds a direct or indirect majority (hereinafter "group companies"). In this event, the Management Board is authorized, with the consent of the Supervisory Board, to assume a guarantee for the bonds on behalf of Klöckner & Co SE and to grant the creditors of option bonds options and/or the owners of convertible bonds conversion rights to new shares in Klöckner & Co SE.

In principle, the shareholders have a subscription right to the bonds. The bonds can also be assumed by a credit institution or an enterprise active pursuant to section 53 para. 1 sentence 1 or section 53b para. 1 sentence 1 or para. 7 (hereinafter "financial institution") or a syndicate of such credit or financial institutions, together with an obligation to offer them to the shareholders for subscription. The Management Board is, however, authorized to exclude the shareholders' subscription right to the bonds with the consent of the Supervisory Board

- If they are issued in return for cash and the Management Board reaches the decision, after a dutiful examination, that the issue price is not substantially lower than the theoretical market value of the bonds determined in accordance with recognized actuarial methods. However, this only applies insofar as the shares to be issued to serve the option and conversion rights associated with the bonds do not exceed a total of 10 percent of the share capital of the company existing at the time of the resolution or – if this value is lower – of the share capital existing at the time that this authority was exercised. This 10 percent threshold is to include shares of Klöckner & Co SE issued during the term of this authority up to the time of their use, with the exception of shares destined to the servicing of convertible bonds issued on the basis of the resolution adopted as agenda item 9 of the General Meeting of the company of June 20, 2007, as well as options or convertible bonds issued on the basis of other authorities in a direct or analogous application of section 186 para. 3 sentence 4 of the German Stock Corporation Act, or sold by the company;

- in order to exclude fractional shares arising due to the subscription ratio, from the subscription right of the shareholders;

- insofar as necessary in order to grant the owners of option rights or the creditors of conversion rights issued by the company or group companies the subscription right due to them after exercising their rights.

In the event of issuing convertible bonds, the owners of the convertible bonds will have the right to exchange their convertible bonds, in accordance with the bond conditions, for new shares in the company. The exchange ratio is determined by dividing the issue price of a convertible bond by the fixed conversion price for a new share in the company. The exchange ratio can in any event be rounded up or down to a whole figure. Otherwise, provisions can be made for fractional shares to be combined and/or exchanged for cash.

In the event of issuing option bonds, every option bond will be accompanied by one or several option certificates that entitle the owners to subscribe to new shares in Klöckner & Co SE in accordance with the bond conditions determined by the Management Board. For option bonds issued in euro by the company, the bond conditions may provide for the fact that the option price fixed in accordance with this authority may also be fulfilled by transfer of the partial bonds and, if necessary, an additional cash payment. The proportionate amount of the share capital accruing to the shares to be purchased per partial bond must not exceed the nominal amount of this partial bond. Where fractions of shares arise, a provision may be reached under which these fractions are added together in accordance with the bond conditions – with an additional payment where necessary – in order to subscribe whole shares.

The relevant option or conversion price to be fixed must amount to at least 80 percent of the volume-weighted average stock market price of the shares of the company in the XETRA trading system of the Frankfurt Stock Exchange (or a comparable successor system)

– in the period between the resolution on the exercise of the authority by the Management Board and the final allocation of the bonds by the banks supervising the issue; or

– if the shareholders have a subscription right to the bonds, in the closing auction during the days on which the subscription rights to the bonds are traded on the Frankfurt Stock Exchange, with the exception of the last two trading days of the subscription rights trading, Notwithstanding section 9 para. 1 of the German Stock Corporation Act, the option or conversion price can be adjusted with value-preserving effect on the basis of a dilution protection clause in accordance with the bond conditions if the company – up until the expiration of the option or conversion period – increases the share capital upon granting a subscription right to its shareholders or issues or guarantees further bonds and the owners of existing option or conversion rights are not granted a subscription right. The bond conditions can also provide for a value-maintaining adjustment of the option or conversion price for other measures of the company that can lead to a dilution of the value of the option or conversion rights.

The bond conditions may provide for the right of the company – in the event of the exercise of rights or in the event of conversion – not to grant any shares, but to pay a cash amount that, for the number of shares otherwise to be provided, corresponds to the non-volume-weighted stock-exchange price of the shares in the company as determined by the closing auction of the XETRA trading system of the Frankfurt Stock Exchange (or a comparable successor system) during the last 10 trading days before the declaration of conversion or exercise of the options. The subscription or conversion rights of the owners of bonds can otherwise be fulfilled by issuing own shares in the company or by issuing new shares from conditional and/or authorized capital to be decided in accordance with agenda item 8 of the Annual General Meeting of the company of May 26, 2008, or at a later date.

The Management Board will be authorized to establish the exact option or conversion as well as further details concerning the issue and features of the bonds as well as the terms and conditions and, if necessary, to establish, in consultation with the executives of the bond-issuing group company, details particularly including the interest rate, offer price, term and denomination, purchase or exchange ratio, reasons for a conversion obligation, fixing of an additional cash payment, equalization or pooling of fractional shares, cash payment instead of the provision of shares, provision of existing shares instead of the issue of new shares, option price or conversion price pursuant to the above provisions, and option period or conversion period.

8. Creation of conditional capital 2009

The Management Board and the Supervisory Board propose resolving as follows:

8.1 Creation of new conditional capital

The share capital of the company will be subject to a conditional increase of up to €11,625,000.00 by the issue of up to 4,650,000 new registered non-par value shares with entitlement to profits from the beginning of the financial year in which they are issued.

The conditional capital will serve to grant shares to satisfy subscription and/or conversion rights of the holders of option bonds and/or convertible bonds that are issued by the company or a group company in accordance with the authority of the Annual General Meeting of the company on May 26, 2009.

New shares will be issued in accordance with the option price or conversion price to be fixed in accordance with the aforementioned authority described above under agenda item 7. The conditional capital increase will only take place to the extent that the holders and/or creditors of subscription or conversion rights make use of these rights or to the extent that the holders with a conversion obligation fulfill this obligation and insofar as no cash settlement is granted or own shares or shares created from authorized capital are used for servicing purposes. The Management Board will be authorized to establish the further details of the implementation of a conditional capital increase (conditional capital 2009).

8.2 Amendment to the Articles of Association
Paragraphs 5 to 7 of section 4 of the Articles of Association of the company will become paragraphs 6 to 8, and section 4 will be amended with the addition of a new paragraph 5 that will be worded as follows:

“The share capital of the company will be subject to a conditional increase of up to €11,625,000.00 by the issue of up to 4,650,000 new registered non-par value shares with entitlement to profits from the beginning of the financial year in which they are issued.

“The conditional capital will serve to grant shares to satisfy subscription and/or conversion rights of the holders of option bonds and/or convertible bonds that are issued by the company or a group company in accordance with the authority of the General Meeting of the company on May 26, 2009. New shares will be issued in accordance with the option price or conversion price resolved as agenda item 7 of the Annual General Meeting of the company held on May 26, 2009.

The conditional capital increase will only take place to the extent that the holders and/or creditors of subscription or conversion rights make use of these rights or to the extent that the holders with a conversion obligation fulfill this obligation and to the extent that no cash settlement is granted and that no own shares or shares created from authorized capital are used for servicing purposes. The Management Board will be authorized to establish the further details of the implementation of a conditional capital increase (conditional capital 2009).”

Management Board report on agenda item 6

Pursuant to section 71, para. 1, no. 8, sentence 5, section 186, para. 3, sentence 4 and para. 4, sentence 2 of the German Stock Corporation Act, the Management Board wishes to submit the following report on agenda item 6 on the grounds for the proposed authority of the Management Board to exclude the shareholders' subscription right in the sale of the company's own shares.

The report will be available on the Internet at www.kloeckner.de/HV2009 from the date on which the Annual General Meeting is called. It is also available for viewing at the company's premises, at Am Silberpalais 1, D-47057 Duisburg, and in the meeting room for the duration of the Annual General Meeting. Upon request, shareholders will be sent a copy of this report without undue delay and free of charge. The contents of the report are as follows:

In line with the usual international practice, the provision of section 71, para. 1, no. 8 of the German Stock Corporation Act is intended to enable the company to use the acquisition of its own shares as an additional financial instrument. By resolution of the Annual General Meeting of June 20, 2008, the company is entitled to acquire its own shares. This authority resolution will only remain in effect until Dec. 19, 2009, however. In order to enable the company to acquire its own shares after this date, the Management Board and the Supervisory Board propose to the Annual General Meeting that the company should be authorized once again to acquire its own shares so that it may use the benefits associated with such an acquisition in the interest of the company and its shareholders.

The proposed authority will enable the company to acquire its own shares that total up to 10 percent of the current share capital by Nov. 25, 2010. This will ensure observance of the highest admissible limit. Acquisitions may only be done via the stock exchange or on the basis of a public bid to all shareholders.

In the latter case, the company itself can issue a formal offer or call for the submission of sale bids. This will ensure compliance with the obligations stipulated by section 71, para. 1, no. 8, sentences 3 and 4 of the German Stock Corporation Act on the equal treatment of all shareholders. In the event of an acquisition by means of a public purchase offer, acceptance will be based on quotas if the offer is over-subscribed or if more shares than anticipated are offered to the company. A preferred acceptance of small lots of shares of up to 100 shares tendered or offered per shareholder and a rounding in accordance with commercial principles may be provided for in order to simplify the technical settlement process.

The authority provides for the fact that the acquired own shares may be sold to third parties with the exclusion of shareholders' subscription rights where this is done for the purpose of acquiring companies, parts of companies and/or stakes in companies or for the purpose of servicing option bonds and/or convertible bonds that were issued on the basis of the resolution under agenda item 9 of the Annual General Meeting of June 20, 2007, or agenda item 10 of the Annual General Meeting of June 20, 2008 or of agenda item 7 of this Annual General Meeting. In these cases, it should be made possible for the Management Board to be able to offer shares in the company consideration for the acquisition of these companies or stakes in companies and/or to grant the holders of option rights and/or conversion rights shares for the fulfillment of their claims without having to perform a capital increase.

As a result of national and international competition, it increasingly has to be possible to be able to offer shares instead of money as consideration in the acquisition of companies or stakes in other companies. The proposed authority provides the company with the necessary flexibility to use its own shares as currency for acquisitions and thereby to be able to react quickly and flexibly to attractive offers to acquire companies or stakes in companies. Account is also taken of this by the proposed authority to exclude shareholders' subscription rights. The Management Board will report to the Annual General Meeting regarding any use of this authority.

The proposed authority also provides for the sale of own shares to third parties in other ways than via the stock exchange or by way of a public offer to all shareholders as long as the company's own shares are sold in return for a cash payment and at a price that is not significantly below the relevant stock-exchange price. This is intended to ensure that the company issues shares to institutional investors, financial investors or other cooperating partners and, by setting prices close to the market rate, achieves as high a sale value as possible and ensures the greatest possible reinforcement of equity. This type of sale involves an exclusion of the subscription right of the shareholders, which is legally admissible as it corresponds to the simplified exclusion of subscription rights of section 186, para. 3, sentence 4 of the German Stock Corporation Act. This authority may only be exercised for up to 10 percent of share capital, including other authorities excluding the subscription right pursuant to section 186, para. 3, sentence 4 of the German Stock Corporation Act. As a result of this step, it can be assured that the legally admissible maximum limit of 10 percent of the share capital for such a simplified exclusion of subscription rights (section 186, para. 3, sentence 4 of the German Stock Corporation Act) is not exceeded. The Management Board will report to the Annual General Meeting regarding any exploitation of this authority.

Canceling acquired own shares without a further resolution in the Annual General Meeting ultimately enables the company to use the share capital reduction associated with cancellation in order to quickly and flexibly adjust its equity to the demands of the capital market.

Management Board report on agenda item 7
Pursuant to section 221, para. 4, sentence 2, section 186, para. 3, sentence 4 and para. 4, sentence 2 of the German Stock Corporation Act, the Management Board wishes to submit the following report on agenda item 7 on the grounds for the proposed authority of the Management Board to issue option bonds and/or convertible bonds (hereinafter "bonds") with the exclusion of the shareholders' subscription rights.

This report will also be available on the Internet at www.kloeckner.de/HV2009 from the date on which the Annual General Meeting is called. It is also available for viewing at the company's premises, at Am Silberpalais 1, D-47057 Duisburg, and in the meeting room for the duration of the General Meeting. Upon request, shareholders will be sent a copy of this report without undue delay and free of charge. The contents of the report are as follows:

The proposed authority to issue bonds with a total ancillary value of up to €350,000,000 is intended to enable Klöckner & Co SE to expand the financing of its activities and will, with the Supervisory Board's approval, provide the Management Board with fast and flexible financing that will be in the company's interest, particularly where favorable capital market conditions exist.

In principle, shareholders are entitled to a statutory subscription right to the bonds. In order to make the process easier, provision can be made for the bonds to be issued to a credit institution or a syndicate of credit institutions with the obligation to offer the bonds to the shareholders for subscription in accordance with their current participating quota (so-called "indirect subscription right"). The Management Board should also be entitled – with the Supervisory Board's approval – to exclude the statutory subscription right of shareholders in certain cases.

The envisaged exclusion of the subscription right for fractional shares enables the offered authority to be exercised for complete amounts. This exclusion of subscription rights is sensible and is usual in practice because, where fractional shares are concerned, the costs of trading in subscription rights are usually unreasonably disproportionate to the related benefits for the shareholders. Owing to the restriction to fractional shares, the dilution effect remains negligible. The bonds thereby excluded from the subscription right are thus best realized.

Excluding the subscription right in favor of the owners of any bonds to be issued in the future serves to ensure that the holders of these bonds are in the same position as they would have been, had they already made use of their rights arising from the bonds and were already shareholders. This protection against dilution prevents the option price or conversion price from ever being reduced for the issued bonds. This ensures a higher sales revenue overall. The issue amount for new shares must correspond to 80 percent of the share price determined at a time close to the issue of the bonds.

Finally, the Management Board should be authorized – with the approval of the Supervisory Board – to exclude the shareholders' subscription right if bonds are issued at a price that does not fall significantly below the theoretical market value of these bonds as calculated by recognized actuarial methods. This means that the company is given the opportunity to make fast and short-term use of favorable market conditions and to achieve better interest rate terms and a better option price or conversion price for the bonds by fixing conditions more in line with the market. This would not be possible if the statutory subscription rights were observed. Section 186, para. 2 of the German Stock Corporation Act permits disclosure of the subscription price (and of the conditions in the case of bonds) by the third-last day of the subscription period. However, owing to the volatility of stock markets, the market risk lasting several days would lead to reductions in security with regard to the fixing of the conditions of the bond and thus to conditions that are less in line with the market. Moreover, because of the uncertainty surrounding the exercising of statutory subscription rights, their observance endangers the successful placing of bonds with third parties or results in additional expense. Ultimately, the length of the minimum two-week subscription period to be adhered to when observing statutory subscription rights slows the reaction to favorable or unfavorable market conditions, which may result in sub-optimal capital procurement.

In this exclusion of subscription rights, the shareholders' interests are observed by the fact that the bonds may not be issued significantly under their theoretical market value, thereby reducing the calculated value of the subscription right virtually to zero. The resolution thus provides that the Management Board, before issuing the bonds, must have reached the conclusion that the intended issue amount does not lead to an appreciable dilution of the value of the shares. If the Management Board considers it appropriate to obtain expert advice in the situation at hand, it is entitled to consult experts, e.g. the syndicate banks supervising the issue, an independent investment bank or a specialist authority, to provide the Management Board with confirmation, in an appropriate form, that no appreciable dilution of the share value is to be expected. Irrespective of the examination by the Management Board, a determination of conditions in line with the market is guaranteed, as already mentioned, in the event of a bookbuilding procedure. Although according to the proposed authority, the bonds are offered at a fixed issue price; individual bond conditions are established on the basis of the purchase orders made by investors and the overall value of the bonds thereby determined close to the market. All of the above ensures that there will be no appreciable dilution of the value of the shares by the exclusion of subscription rights. Also, this type of exclusion of subscription rights is restricted to bonds with rights to shares with not more than 10 percent share of share capital at the time of the resolution or – if this value is lower – at the time when the authority is exercised. Within this scope, the legislator deems it reasonable to expect the shareholders to maintain their participation quota by purchases on the market. This 10 percent limit must make allowance for the shares in Klöckner & Co SE, with the exception of shares destined to the servicing of convertible bonds issued on the basis of the resolution adopted as agenda item 9 of the Annual General Meeting of the company of June 20, 2007, as well as options or convertible bonds issued on the basis of other authorities which are issued by direct or corresponding application of section 186, para. 3, sentence 4 of the German Stock Corporation Act during the period of the authority until the date when it is exercised, or which are sold by the company.

Conditions for the participation in the Annual General Meeting and the exercise of voting rights as well as information on the shareholder's rights

Participation in the Annual General Meeting
At the time of the convocation of this Annual General Meeting, the company's share capital in the amount of €116,250,000 is divided into 46,500,000 non-par value shares, each carrying full voting rights.

Shareholders who are entitled to participate at the Annual General Meeting and to exercise their voting rights are those who have registered with the company at the address below

Klöckner & Co SE
Aktionärsservice
Postfach 94 60 03
D-69946 Mannheim
Telefax: +49 69 913 39103

in writing or by fax by May 19, 2009, (midnight Central European Summer Time) and who are listed in the company's shareholders' register at the time of the Annual General Meeting.

Forms for written applications are attached to the invitation documents sent to all shareholders listed in the shareholders' register.

Shareholders who do not wish to attend the Annual General Meeting in person may have their voting rights exercised by proxies, e.g., by a credit institution or an association of shareholders. Even in this case, registrations must be submitted on time.

During the preparation of the Annual General Meeting, for practical reasons, no changes can be made to the entries in the shareholders' register, i.e., acquirers of shares whose applications for changes of registration are received by the company after May 19, 2008, will be unable to exercise the entitlements to participate at the Annual General Meeting and the voting rights of these shares. In such cases, the shareholders still listed in the shareholders' register will remain entitled to participate in the Annual General Meeting and to exercise their voting rights until the change of registration has been made. All acquirers of shares in the company not yet entered in the shareholders' register are therefore requested to apply for a change of registration as soon as possible.

Voting by proxy

We offer our shareholders the opportunity to authorize a company-nominated, non-discretionary proxy before the Annual General Meeting. Where company-nominated proxies are authorized, they must be instructed on how to exercise their voting rights. Without such instructions, their authority is invalid. Proxies are obliged to vote in accordance with these instructions. In the event of a vote with respect to which no explicit instructions have been given, they will abstain from voting.

Power of authority and instructions can be issued under the following address by May 19, 2008, (midnight Central European Summer Time) in writing or by fax:

Klöckner & Co SE
Aktionärsservice
Postfach 94 60 03
D-69946 Mannheim
Telefax: +49 69 913 39103

Our shareholders will receive more details on the authority and instructions with the application forms. This information is also available on the Internet at www. kloeckner.de/HV2009. Please note that proxies of the company are unable to accept any authority or mandate for the exercise of the right to speak and ask questions at the Annual General Meeting, the submission of motions and the filing of objections against shareholders' resolutions and that proxies will always abstain from voting in the event of a vote with respect to which no explicit instructions have been given.

Motions and election nominations

Motions and election nominations by shareholders on one or more items on the agenda should only be sent to:

Klöckner & Co SE
Zentralbereich Recht
Am Silberpalais 1
D-47057 Duisburg
Telefax: +49 203 307 5050

All motions of shareholders to be made available in accordance with sections 126 and 127 of the German Stock Corporation Act will be made available on the Internet at www. kloeckner.de/HV2009 together with any comments of the administration.

Documents

Shareholders who wish to receive copies of any or all of the documents mentioned in this invitation to the General Meeting are requested to contact

Klöckner & Co SE
Zentralbereich Recht
Am Silberpalais 1
D-47057 Duisburg
Telefax: 49 203 307 5050

Information pursuant to section 128 para. 2 sentences 6 to 8 of the German Stock Corporation Act

The following credit institutions, within a period of five years, assumed the most recent issue of securities:

- Deutsche Bank AG, Frankfurt am Main
- J.P. Morgan Securities Ltd., London

Duisburg, April 2009

Klöckner & Co SE
The Management Board

Klöckner & Co SE
Am Silberpalais 1
D-47057 Duisburg

Telephone: + 49 203 307 - 0
Telefax: + 49 203 307 - 5000

info@kloeckner.de
www.kloeckner.de