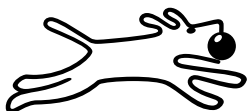


INVITATION
TO THE ANNUAL
GENERAL MEETING OF
KLÖCKNER & CO SE
MAY 12, 2015, DÜSSELDORF

klöckner & co

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Disclaimer

This is a translation of the invitation to and agenda of the Annual General Meeting 2015 of Klöckner & Co SE. Only the German version of this document is legally binding. This translation is provided to shareholders for convenience purposes only. No warranty is made as to the accuracy of this translation and Klöckner & Co SE assumes no liability with respect thereto.

Would you like to receive your documents for General Meetings by e-mail? For more information, and to register, please visit www.kloeckner.com/agm-service

All shareholders who have registered by May 19, 2015 for their invitations to General Meetings to be sent to them by e-mail will take part in a draw, where they can win one of three Apple® iPad Air® (excl. network access contract).

Klöckner & Co SE

with registered office in Duisburg, Germany

– ISIN DE000KC01000 –

– Wertpapier-Kenn-Nr.
(Security Identification No.) KC0 100 –

Invitation to the Annual General Meeting

Dear Shareholders,
we hereby invite you to
the Annual General Meeting of
Klöckner & Co SE
on Tuesday May 12, 2015,
at 10:30 a.m.
in the Congress Center
Düsseldorf (CCD Ost),
Messe Düsseldorf,
Stockumer Kirchstraße 61,
40474 Düsseldorf, Germany.

Agenda

1. **Presentation of the adopted annual financial statements, the approved consolidated financial statements and the combined management report for Klöckner & Co SE and the Group, the report of the Supervisory Board and the explanatory report of the Management Board on information pursuant to Section 289, para. 4, and Section 315, para. 4 of the German Commercial Code (Handelsgesetzbuch, HGB), each for fiscal year 2014, and the resolution on the use of the balance sheet profit for fiscal year 2014**

The Management Board and the Supervisory Board propose that the balance sheet profit of Klöckner & Co SE for fiscal year 2014 in the amount of **EUR 19,950,000.–** shall in full be distributed to the shareholders as dividend. Given 99,750,000 shares vested with dividend rights, this amount corresponds to a distribution of EUR 0.20 per share. The dividend will likely be paid on May 13, 2015.

The annual financial statements and the consolidated financial statements prepared by the Management Board on February 23, 2015 were approved by the Supervisory Board on March 2, 2015. The annual financial statements have thus been adopted. A resolution by the Annual General Meeting in this regard is therefore not required. The aforementioned documents must be made available to the Annual General Meeting, however, and can therefore be downloaded at www.kloeckner.com/annual-meeting from the date on which the Annual General Meeting is convened. Furthermore, these documents will also be available for inspection by shareholders from the date on which the Annual General Meeting is convened at the business premises of the company, Am Silberpalais 1, 47057 Duisburg, Germany, and in the meeting room during the Annual General Meeting.

2. **Ratification of the actions of the members of the Management Board for fiscal year 2014**

The Management Board and the Supervisory Board propose that the actions of the members of the Management Board who held office in the fiscal year 2014 be ratified for that year.

3. **Ratification of the actions of the members of the Supervisory Board for fiscal year 2014**

The Management Board and the Supervisory Board propose that the actions of the members of the Supervisory Board who held office in the fiscal year 2014 be ratified for that year.

4. Election of the auditor for the annual financial statements and consolidated annual financial statements for fiscal year 2015

The Supervisory Board proposes, on the recommendation of the Audit Committee, the election of KPMG AG Wirtschaftsprüfungsgesellschaft, Berlin, Germany, as auditor for the annual financial statements and the consolidated financial statements for fiscal year 2015, as well as for reviewing the condensed financial statements and the interim management report pursuant to Sections 37w, para. 5, and 37y, no. 2 of the German Securities Trading Act (Wertpapierhandelsgesetz, WpHG) for fiscal year 2015.

5. Resolution on the approval of the compensation system for members of the Management Board

Beginning with fiscal year 2015, the Supervisory Board adjusted the compensation system for members of the Management Board. Thus, the Annual General Meeting is to adopt a new resolution on the approval of the compensation system of the members of the Management Board. The adjusted compensation system is described in detail in the compensation report for fiscal year 2014, which is found on pages 26 to 31 in the Annual Report.

The Management Board and the Supervisory Board propose approval of the compensation system for Management Board members.

6. Approval of the Control and Profit and Loss Transfer Agreement with kloeckner.i GmbH

Klöckner & Co SE, as the controlling company, and kloeckner.i GmbH, Berlin, Germany, as the controlled company, entered into a Control and Profit and Loss Transfer Agreement on December 10, 2014. To become effective, this Agreement requires the approval of the Annual General Meeting of Klöckner & Co SE. The Annual General Meeting of kloeckner.i GmbH approved the Control and Profit and Loss Transfer Agreement on December 11, 2014.

The Control and Profit and Loss Transfer Agreement reads as follows:

Control and Profit and Loss Transfer Agreement

Between Klöckner & Co SE, hereinafter referred to as "**Klöckner & Co**", and kloeckner.i GmbH, hereinafter referred to as "**kloeckner.i**", the following Control and Profit and Loss Transfer Agreement is concluded:

Section 1

Management

- (1) kloeckner.i shall relinquish the management of its company to Klöckner & Co.
- (2) Klöckner & Co shall hereby be entitled to give instructions to kloeckner.i's management regarding the management of the company. However, this shall not affect the direct responsibility of kloeckner.i's management.
- (3) Klöckner & Co may not instruct kloeckner.i's management to modify, maintain or terminate this Agreement.

Section 2

Profit Transfer

- (1) kloeckner.i undertakes to transfer to Klöckner & Co, subject to the formation and release of reserves pursuant to para. 2, its entire annual net profit that would be earned without the profit transfer. The limit of profit transfer is governed by Section 301 of the German Stock Corporation Act, as amended from time to time.
- (2) With the approval of Klöckner & Co, kloeckner.i may transfer parts of the annual net profit to other retained earnings (Section 272 para. 3 of the German Commercial Code (HGB)), insofar as this is permitted under commercial law and is financially justified based on reasonable commercial judgment. Other retained earnings pursuant to Section 272 para. 3 of the German Commercial Code formed during the term of this Agreement shall be released upon request by Klöckner & Co and shall be transferred as profit.
- (3) The transfer of income from the release of capital reserves or retained earnings generated prior to the date of this Agreement shall be excluded.
- (4) The right to the transfer of profits shall arise as of the balance sheet date of kloeckner.i's annual financial statements and shall become due on that same date. It shall be subject to a 5% interest rate p.a. as of that date. The obligation for profit transfer shall apply for the first time for the entire profit generated during the fiscal year of kloeckner.i, during which this Agreement becomes effective pursuant to Section 4 para. 1.

Section 3

Assumption of Loss

- (1) Klöckner & Co undertakes, vis-a-vis kloeckner.i, to assume any loss in accordance with the provisions of Section 302 of the German Stock Corporation Act, as amended from time to time, applying to this Control and Profit and Loss Transfer Agreement.
- (2) Section 2 para. 4 shall apply accordingly to the obligation to compensate any losses.

Section 4

Effectiveness and Term

- (1) The Agreement shall be entered into subject to the approval of the Shareholders' Meeting of Klöckner & Co and kloeckner.i. It shall take effect upon registration in the commercial register of kloeckner.i and shall apply, with the exception of the right to give instructions pursuant to Section 1 para. 2, retroactively for the period as of the start of the fiscal year of kloeckner.i in which the Agreement takes effect.
- (2) The Agreement is entered into for an indefinite period. It may be terminated by giving written notice six months' prior to the end of the fiscal year of kloeckner.i. This Agreement, however, may be terminated for the first time as of the end of the fiscal year of kloeckner.i by which the minimum fiscal term for the consolidated group for corporate and trade tax purposes to be formed by this Agreement is met (five years pursuant to the current legal situation, Section 14 para. 1 sentence 1 no. 3 of the German Corporate Tax Act (KStG), Section 2 para. 2 sentence 2 of the German Trade Tax Act (GewStG)). As regards compliance with this deadline, the date of receipt of the notice of termination by the other party shall be decisive.
- (3) The right of termination for good cause without notice shall remain unaffected. Klöckner & Co may terminate this Agreement at any time for good cause with immediate effect if it ceases to hold the majority of the voting rights resulting from the shares in kloeckner.i, if Klöckner & Co or kloeckner.i are merged, demerged or liquidated, if Klöckner & Co combines its shareholding in kloeckner.i into another company, or if there is otherwise good cause within the meaning of Section 60 para. 6 of the German Income Tax Rules (KStR) of 2004, or an equivalent regulation that is applicable on the date of the termination of this Agreement.

Section 5

Closing Provisions

- (1) Klöckner & Co shall bear the costs associated with this Agreement, the notarization of the resolution of the Shareholders' Meeting of kloeckner.i approving this Agreement as well as the costs of the notarization of the Shareholders' Meeting of Klöckner & Co and the costs of registration in the commercial register.
- (2) Should a provision of this Agreement be or become invalid, the validity of the other provisions of this Agreement shall remain unaffected. The parties undertake to replace such invalid provision by a legally valid provision which corresponds as closely as possible to the economic purpose of the invalid provision. This shall apply mutatis mutandis in the event of any gap in this Agreement.
- (3) Amendments and addenda to this Agreement shall only be made in writing, provided that notarization is not required. This shall also apply to deviations from the requirement of written form.

The Management Board and the Supervisory Board recommend that the Control and Profit and Loss Transfer Agreement between Klöckner & Co SE as the controlling company and kloeckner.i GmbH, Berlin, Germany, as the dependent company be approved.

As of the date of the convocation of the Annual General Meeting, the following documents are available on the Internet at **www.kloeckner.com/annual-meeting**:

- Control and Profit and Loss Transfer Agreement between Klöckner & Co SE and kloeckner.i GmbH dated December 10, 2014
- Annual financial statements, consolidated financial statements and combined management reports of Klöckner & Co SE and the Group for fiscal years 2012, 2013 and 2014
- Annual financial statement of kloeckner.i GmbH for the incomplete fiscal year 2014
- Contract report in accordance with Section 293a of the AktG (analogously) of the Management Board of Klöckner & Co SE

The aforementioned documents will also be available for inspection by shareholders at the business premises of the company, Am Silberpalais 1, 47057 Duisburg, Germany, and in the meeting room during the Annual General Meeting.

The Control and Profit and Loss Transfer Agreement need not be audited pursuant to Section 293b of the German Stock Corporation Act and an audit report need not be drawn up pursuant to Section 293e of the German Stock Corporation Act since all kloeckner.i GmbH shares are held by Klöckner & Co SE.

Conditions for the participation in the Annual General Meeting and other details pursuant to Section 121, para. 3, sentence 3 of the German Stock Corporation Act

Conditions for attending the Annual General Meeting and exercising voting rights

Those shareholders who have registered with the Company at the address below (in writing or by fax) by no later than the end of the day on May 5, 2015 (midnight Central European Summer Time) are entitled to attend the Annual General Meeting and to exercise their voting right:

Hauptversammlung Klöckner & Co SE
c/o ADEUS Aktienregister-Service-GmbH
Postfach 57 03 64
22772 Hamburg, Germany
Fax: +49 69 71267173

or electronically by using the access-protected online service for the Annual General Meeting at www.kloeckner.com/agm-service and who are listed in the Company's shareholders' register at the time of the Annual General Meeting. Forms that shareholders may use to register are attached to the invitation documents.

The invitation documents will be sent by post to all the shareholders that request them or who are registered in the shareholders' register on April 28, 2015 (midnight Central European Summer Time). The personal data required for use of our online service for shareholders – shareholder number and individual access number – are recorded on the reverse of the invitation sent by post. Once again this year, you may register for the Annual General Meeting via our Annual General Meeting Online Service (www.kloeckner.com/agm-service) and order entry cards to the Annual General Meeting, authorize the Company-nominated

proxies or third parties to exercise your voting right, or cast your vote by absentee ballot. Registration via the Annual General Meeting Online Service is likewise possible only until the end of the day on May 5, 2015 (midnight Central European Summer Time).

Shareholders may also freely dispose of their shares after registration for the Annual General Meeting. However, pursuant to Section 67 para. 2, sentence 1 of the German Stock Corporation Act one is only regarded as shareholder in relation to the Company if being registered as such in the shareholders' register. For the right to participate in the Annual General Meeting on May 12, 2015 and the voting right the day of the Annual General Meeting is decisive. Please note that between May 6, 2015 and May 12, 2015 (including both days) no changes are made to the entries in the shareholders' register, i. e. acquirers of shares whose applications for changes of registration are received after May 5, 2015, will only be registered in the shareholders' register after the Annual General Meeting. The technical record date is therefore the end of the day on May 5, 2015. Against this background, all acquirers of shares in the Company not yet registered in the shareholders' register are requested to apply for a change of registration as soon as possible.

Procedures for exercising voting rights by proxy

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, an association of shareholders or the Company-nominated proxies. Even in this case, registrations must be submitted on time and entries must be made in the shareholders' register of the Company at the time of the Annual General Meeting. Shareholders will receive a proxy form together with their entry card to the Annual General Meeting. The proxy form will also be sent at any time upon written request. Finally, it can be downloaded from the Internet at **www.kloeckner.com/annual-meeting**. Please note that, in the event of several persons or institutions being authorized, the Company is entitled to reject one or more such parties.

If neither a credit institution nor an association of shareholders nor such persons or institutions as are considered their equivalent pursuant to Section 135, para. 8, and Section 135, para. 10 in conjunction with Section 125, para. 5 of the German Stock Corporation Act are authorized, the granting of an authority, its revocation and evidence of the authority vis-à-vis the Company must be made in text form. Proxies and their revocations may either be sent to the Company (by post, fax or email) at the address:

Hauptversammlung Klöckner & Co SE
c/o ADEUS Aktienregister-Service-GmbH
Postfach 57 03 64
22772 Hamburg, Germany
Fax: +49 69 71267173
Email: hv-service.kloeckner@adeus.de

or declared to the proxy holder. If the proxy is issued to the proxy holder, proof of the proxy must be provided to the Company. Proof can be sent to the Company (by post, fax or email) at the above address. In addition, the proof can also be provided on the day of the Annual General Meeting at the entry and exit controls. You may also use our Annual General Meeting Online Service (**www.kloeckner.com/agm-service**) to authorize the Company-nominated proxies or third parties to exercise your voting right and order entry cards for them at the Annual General Meeting. Upon personal appearance at the Annual General Meeting, a previously granted proxy will be automatically deemed revoked.

Should a credit institution or an association of shareholders or such persons or institutions as are considered their equivalent pursuant to Section 135, para. 8 and Section 135, para. 10 in conjunction with Section 125, para. 5 of the German Stock Corporation Act be authorized, we would ask that you coordinate in good time with the authorized person or institution the required form of the authority, as it is possible that such a party may demand a special form of authority. Special proof of the proxy is not required by the Company in this case.

Where Company-nominated proxies are to be authorized, they must be instructed on how to exercise the voting rights. Proxies are obliged to vote in accordance with these instructions. 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 instructions have been given.

Powers of authority in favor of the Company-nominated proxies can be issued by May 5, 2015 (midnight Central European Summer Time), to the following address (by post, fax or email)

Hauptversammlung Klöckner & Co SE
c/o ADEUS Aktienregister-Service-GmbH
Postfach 57 03 64
22772 Hamburg, Germany

Fax: +49 69 71267173

Email: hv-service.kloeckner@adeus.de

or via our Annual General Meeting Online Service
(www.kloeckner.com/agm-service).

To the extent that you have issued an authorization in favor of the Company-nominated proxies via our Annual General Meeting Online Service you may, if you wish, change your instructions up until May 12, 2015 (8:00 a.m. Central European Summer Time).

Our shareholders will receive more details on the grant of authority and instructions with the invitation documents. This information can also be downloaded from the Internet at www.kloeckner.com/annual-meeting.

Procedures for voting by absentee ballot

This year again we are offering the option to cast your vote by absentee ballot ahead of the Annual General Meeting. Shareholders will receive a corresponding form together with their invitation documents. The absentee ballot form will also be sent to shareholders at any time upon written request. Finally, it can be downloaded from the Internet at www.kloeckner.com/annual-meeting. Even in the case of absentee ballot, registrations must be submitted to the Annual General Meeting on time and entries must be made in the shareholders' register of the Company at the time of the Annual General Meeting. Votes cast by absentee ballot must be received by the Company by no later than the end of the day on May 5, 2015 (midnight Central European Summer Time) at the following address (by post, fax or email)

Hauptversammlung Klöckner & Co SE
c/o ADEUS Aktienregister-Service-GmbH
Postfach 57 03 64
22772 Hamburg, Germany
Fax: +49 69 71267173
Email: hv-service.kloeckner@adeus.de

or via our Annual General Meeting Online Service
(www.kloeckner.com/agm-service). If you have voted by absentee ballot via our Annual General Meeting Online Service you may, if you wish, change or revoke your vote up until May 12, 2015 (8:00 a.m. Central European Summer Time). Personal participation by the shareholder or by his/her proxy at the Annual General Meeting will be automatically deemed to be a revocation of the absentee ballot already cast.

Motions and election nominations

Motions and election nominations from shareholders pursuant to Sections 126 and 127 of the German Stock Corporation Act in respect of one or more agenda items must be sent (by post, fax or email) exclusively to:

Klöckner & Co SE
Zentralbereich Human Resources / Legal & Compliance
Am Silberpalais 1
47057 Duisburg, Germany
Fax: +49 203 57900-2284
Email: hv@kloeckner.com

All motions and election nominations 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.com/annual-meeting** in accordance with the legal provisions and together with any comments of the administration, provided that they were received at the aforementioned address by no later than the end of the day on April 27, 2015 (midnight Central European Summer Time).

Supplementary motions for the agenda at the demand of a minority pursuant to Article 56 of the SE Regulation, Section 50, para. 2 of the German SE Implementation Act and Section 122, para. 2 of the German Stock Corporation Act

Pursuant to Article 56 of the SE Regulation and Section 50, para. 2 of the German SE Implementation Act in conjunction with Section 122, para. 2 of the German Stock Corporation Act, shareholders whose shares jointly comprise at least a pro rata share in the Company's share capital amounting to EUR 500,000.00 (equivalent to 200,000 no-par-value shares in the Company) may demand that items be added to the agenda and announced.

Such demands for additions to the agenda must reach the Company in writing together with the statutorily required evidence and documents at least 30 days prior to the Annual General Meeting, i.e. by no later than the end of the day on April 11, 2015 (midnight Central European Summer Time), at the following address:

Klöckner & Co SE
Zentralbereich Human Resources / Legal & Compliance
Am Silberpalais 1
47057 Duisburg, Germany

Entitlement to information on the part of the shareholders pursuant to Section 131, para. 1 of the German Stock Corporation Act

Pursuant to Section 131 para. 1 of the German Stock Corporation Act, all shareholders and proxies at the Annual General Meeting may demand from the Management Board information on the affairs of the Company, the legal and business relationships of the Company with an affiliated company as well as on the situation of the Group and of the companies included in its consolidated financial statements, provided that such information is necessary to form a considered opinion on one or more agenda items. Please note that the Management Board may refuse to give such information subject to the conditions listed in Section 131, para. 3 of the German Stock Corporation Act.

Details of the website where information relevant to the Annual General Meeting is available

This invitation and all other information on the Annual General Meeting, including a more detailed explanation of the shareholders' rights listed above, and the information that has to be made available pursuant to Section 124a of the German Stock Corporation Act, is available on the Internet at www.kloeckner.com/annual-meeting.

Transmission of the Annual General Meeting

The opening of the Annual General Meeting at 10:30 a.m. on the day of the Annual General Meeting by the chairman of the meeting, the speech by the Chairman of the Management Board and the report of the Supervisory Board can be followed live on the Internet at www.kloeckner.com/annual-meeting. After the Annual General Meeting has ended, these contributions will be available for download.

Total number of shares and voting rights

At the time this Annual General Meeting is convened, the Company's capital stock in the amount of EUR 249,375,000.00 is divided into 99,750,000 registered no-par-value shares, each carrying one voting right. Thus, at the time of the convocation of the Annual General Meeting the total number of shares and voting rights amounts to 99,750,000.

Duisburg/Germany, March 2015

Klöckner & Co SE
The Management Board

Klöckner & Co SE

Am Silberpalais 1

47057 Duisburg

Germany

Phone: +49 203 307-0

Fax: +49 203 307-5000

www.kloeckner.com