

**Klöckner & Co SE**

**Duisburg**

**- ISIN DE000KC01000 -**

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

**Information on shareholders' rights pursuant to Art. 56 of the European Company Regulation and Section 50 (2) of the German SE Implementation Act taken in conjunction with Sections 122 (2), 126 (1), 127 and 131(1) of the German Stock Corporation Act**

**1 Supplementary motions for the agenda pursuant to Article 56 of the European Company Regulation, Section 50 (2) of the German SE Implementation Act and Section 122 (2) of the German Stock Corporation Act**

Pursuant to Article 56 of the European Company Regulation (*Verordnung (EG) Nr. 2157/2001 des Rates vom 8. Oktober 2001 über das Statut der Europäischen Gesellschaft (SE) - SE-VO*), Section 50 (2) of the German SE Implementation Act (*SE-Ausführungsgesetz - SEAG*) and Section 122 (2) of the German Stock Corporation Act (*Aktiengesetz - AktG*), shareholders whose combined shares represent at least 5% of the share capital or a proportionate amount of €500,000.00 may request that items be added to the agenda and announced. As the proportionate amount of €500,000.00 at Klöckner & Co SE is lower than 5% of the share capital, achieving the proportionate amount of €500,000.00 suffices for a request for a supplementary motion for the agenda. This amount is equivalent to 200,000 shares in the Company.

The relevant grounds or a proposal for a resolution must be attached to each new item.

The request has to be addressed to the Management Board and must be received by the Company in writing at least 30 days prior to the Annual General Meeting by no later than April 14, 2019 (midnight Central European Summer Time) at the following address:

Klöckner & Co SE  
Zentralbereich Legal & Compliance  
Am Silberpalais 1  
47057 Duisburg

The requesting shareholders have to prove that they have been shareholders for at least 90 days prior to the day of the receipt of the supplementary motions and that they will continue to hold the shares until the decision of the Management Board regarding their request is made. Reference is made to Section 70 of the German Stock Corporation Act.

Additions to the agenda requiring announcement, if they have not already been announced in the invitation, will be announced immediately upon receipt of the request in the Federal Gazette and sent to such media for publication as may be assumed to disseminate the

information throughout the European Union. They will also be posted on the Internet at <http://www.kloeckner.com/en/annual-general-meeting.html>.

## **2 Countermotions and election nominations by shareholders pursuant to Sections 126 (1) and 127 of the German Stock Corporation Act**

Pursuant to Section 126 (1) respectively Section 127 of the German Stock Corporation Act, shareholders may send countermotions relating to a proposal for resolution made by the Management Board or the Supervisory Board under a specific agenda item and nominations for the elections, respectively. Such motions and election nominations should state the name of the respective shareholder and should be addressed exclusively to the address below:

Klöckner & Co SE  
Zentralbereich Legal & Compliance  
Am Silberpalais 1  
47057 Duisburg

Fax: +49 203 57900-2116  
E-Mail: [hv@kloeckner.com](mailto:hv@kloeckner.com)

Countermotions and election nominations addressed elsewhere will not be considered.

Countermotions and election nominations which are received by the Company at the above address at least 14 days prior to the Annual General Meeting, i.e. by not later than April 30, 2019 (midnight Central European Summer Time), will be posted on the Internet at <http://www.kloeckner.com/en/annual-general-meeting.html> including any response by the management provided that all other requirements for an obligation to publish have been fulfilled.

Countermotions do not have to be made available if they do not include a reasoning. There is also no obligation pursuant to Section 126 (2) of the German Stock Corporation Act to make countermotions and the reasoning publicly available

- if the Management Board would commit a criminal offence by making such information publicly available (Section 126 (2) sentence 1 no. 1 of the German Stock Corporation Act),
- if the countermotion would lead to a resolution by the Annual General Meeting that would be contrary to the law or the Articles of Association (Section 126 (2) sentence 1 no. 2 of the German Stock Corporation Act),
- if main points of the reasoning contain evidently false or misleading details or insults (Section 126 (2) sentence 1 no. 3 of the German Stock Corporation Act),
- if a countermotion by a shareholder based on the same matter has already been made available to an Annual General Meeting of the Company under Section 125 of the German Stock Corporation Act (Section 126 (2) sentence 1 no. 4 of the German Stock Corporation Act),
- if, under Section 125 of the German Stock Corporation Act, the same countermotion of a shareholder has been made available to at least two Annual General Meetings of the Company in the last five years with materially the same reasoning and shareholders representing less than one-twentieth of the represented share capital



have voted in favor of it (Section 126 (2) sentence 1 no. 5 of the German Stock Corporation Act),

- if a shareholder indicates that he will neither be present in person nor be represented at the Annual General Meeting (Section 126 (2) sentence 1 no. 6 of the German Stock Corporation Act), or
- if in the last two years at two Annual General Meetings the shareholder has not presented or arranged to have presented a countermotion he had announced (Section 126 (2) sentence 1 no. 7 of the German Stock Corporation Act).

The reasoning for a countermotion does not have to be published if the text contains more than 5,000 characters (including spaces).

The above applies mutatis mutandis to election nominations, whereby no reasoning has to be given for nominations. Apart from the cases covered by Section 126 (2) of the German Stock Corporation Act, there is also no obligation to make nominations available if they do not include the name, profession and place of residence of the candidate in the case of natural persons or the name and registered office in the case of companies (Section 124 (3) sentence 4 of the German Stock Corporation Act) and, in the event of a nomination of Supervisory Board members, if they do not contain information about the membership of the nominees in other supervisory boards which are to be established pursuant to statutory law; details of their membership in comparable German and foreign controlling bodies of enterprises should also be included (Section 125 (1) sentence 5 of the German Stock Corporation Act).

Please kindly note that countermotions and election nominations as defined in Sections 126 (1) and 127 of the German Stock Corporation Act may only be put to the vote in the Annual General Meeting if they are also proposed in the Annual General Meeting. In the course of the Annual General Meeting shareholders may also propose motions on agenda items that have not been transmitted in advance of the Annual General Meeting as a countermotion or nomination as defined in Sections 126 (1) and 127 of the German Stock Corporation Act.

### **3 Entitlement to information of the shareholders pursuant to Section 131 (1) of the German Stock Corporation Act**

Pursuant to Section 131 (1) of the German Stock Corporation Act, at the Annual General Meeting all shareholders may request information from the Management Board 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.

Pursuant to Art. 17 (2) sentence 3 of the Articles of Association, the chairman of the meeting may impose a reasonable time limit on the shareholders' right to ask questions and speak; in particular, he may set a reasonable timeframe for the course of the meeting, the discussion of the individual agenda items as well as the individual speeches or questions.

The Management Board may refuse to provide information pursuant to Section 131 (3) of the German Stock Corporation Act,

- if providing the information would under any reasonable commercial judgment be suitable for causing not inconsiderable harm to the Company or any of its affiliates (Section 131 (3) sentence 1 no. 1 of the German Stock Corporation Act),



- if it relates to tax assessments or the amount of specific taxes (Section 131 (3) sentence 1 no. 2 of the German Stock Corporation Act),
- on the difference between the value at which items are reported in the annual balance sheet and a higher value for such items unless the Annual General Meeting has to approve the annual financial statements (Section 131 (3) sentence 1 no. 3 of the German Stock Corporation Act),
- on the accounting and valuation policies to the extent such information being provided in the notes to the financial statements is sufficient to give a true and fair view of the assets, financial position and earnings situation of the Company as defined in Section 264 (2) of the German Commercial Code; this does not apply if the Annual General Meeting has to approve the annual financial statements (Section 131 (3) sentence 1 no. 4 of the German Stock Corporation Act),
- if the Management Board would commit a criminal offence by providing such information (Section 131 (3) sentence 1 no. 5 of the German Stock Corporation Act), or
- if the information has been posted on the Company's website for at least seven days before the Annual General Meeting begins and is available there throughout the Annual General Meeting (Section 131 (3) sentence 1 no. 7 of the German Stock Corporation Act).

If a shareholder has been given information in his/her capacity as shareholder outside the Annual General Meeting, Section 131 (4) sentence 1 of the German Stock Corporation Act requires that such information is given to all other shareholders at the Annual General Meeting upon request, even if it is not required for making a considered opinion on the agenda item. In such case, the Management Board may not refuse to give such information pursuant to Section 131 (3) sentence 1, nos. 1 to 4 of the German Stock Corporation Act.

If shareholders are refused such information, they may request pursuant to Section 131 (5) of the German Stock Corporation Act that their question and the reason why the information was refused be included in the minutes of the discussion.

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