

Terms & Conditions and Information regarding the Online Registration for the 2019 General Meeting of Klöckner & Co SE

1. Scope

These Terms & Conditions and the related Information are applicable to all shareholders registering for the 2019 General Meeting of Klöckner & Co SE using the Online Service available in the Internet at <http://www.kloeckner.com/en/online-service.html>.

2. Stability and Availability of the Online Service for the General Meeting / Disclaimer of Warranty

Klöckner & Co SE embeds dedicated service partners to provide the General Meeting Online Registration service for its shareholders. The technical and organizational measures taken by our partners to care for the availability and performance of this Internet service comply with state-of-the-art standards. However, given the current state of the technology of Internet services, fluctuations and disruptions in the availability, performance, stability and reliability of a certain Internet service may occur. Klöckner & Co SE has no control over the availability, performance, stability and reliability of the telecommunications network or the utilized Internet services and network elements. Klöckner & Co SE cannot guarantee, and excludes any liability for, the availability, performance, stability and reliability of the telecommunications network, the utilized Internet services and network elements, or the uninterrupted access to the General Meeting Online Registration service. Furthermore, Klöckner & Co SE excludes any responsibility whatsoever for errors and defects in the hardware and software used to provide the General Meeting Online Registration service, including hardware and software of the service partners involved, unless caused intentionally or by gross negligence. If security concerns make it appear necessary for Klöckner & Co SE, we reserve the right to suspend or discontinue the General Meeting Online Registration service without further notice. If you experience any technical problems, please call the Klöckner & Co Investor Line which is available Monday to Friday from 9 a.m. to 5 p.m. at +49 (0) 203-307-2123.

3. Online Registration for the General Meeting

Registering for participation at the General Meeting via the Online Service is possible until 12 midnight, May 8, 2019. Up to that time, you may use the Online Service to order admission cards for yourself or a representative chosen by you, to cast your vote using the online absentee ballot system, or to authorize the persons appointed by Klöckner & Co SE or banks and shareholders' associations participating in the Online Service to vote on your behalf and to provide voting instructions on the items of the agenda.

Please note that you have to run the registration for the Annual General Meeting via the Online Service separately for each invitation with a differing shareholder number and its corresponding password.

We recommend to make early use of the Online Service for the General Meeting to ensure that, in case of any technical difficulties, you will still have sufficient time to register by regular mail before the deadline of May 8, 2019 (midnight Central European Summer Time). Shareholders who have registered to receive their invitation to General Meetings by e-mail, and who will therefore no longer receive their invitation by regular mail, are requested to call the Klöckner & Co Investor Line which is available Monday to Friday from 9 a.m. to 5 p.m. at +49 (0) 203-307-2123 in case of any technical difficulties.

4. Requests for Admission Cards

Once you have ordered admission cards, it will no longer be possible to use the Online Service to authorize the persons appointed by Klöckner & Co SE, or a bank or a shareholders' association, to vote on your behalf. Any authorization received by us for the persons appointed by Klöckner & Co SE, or a bank or a shareholders' association, to vote on your behalf will in case of a later request for an admission card not be exercised, i.e. the persons appointed by Klöckner & Co SE, the bank or the shareholders' association, will not represent the votes deriving from the authorization due to the higher ranking admission card request. Any votes already cast using the absentee ballot system will not be taken into account.

In case you did not appoint a proxy when you requested your admission card(s)– via the Online Service or by other means– and the admission card(s) is/are not represented at the General Meeting, you will still have the possibility of casting your votes via the online absentee ballot system until 8 a.m. CEST on May 15, 2019. In this case the admission card(s) will be deactivated.

Furthermore, you may still make use of the possibilities to grant proxy or to cast your absentee ballot outside the Online Service subsequent to a request for an admission card.

Next to having the admission card mailed to you by regular mail, the Online Service also provides the option of printing the admission card by yourself or to have it sent to you electronically via e-mail to your smartphone. Self-printing and electronic transfer will not be available in case you authorize a person of your choice via the Online Service.

If you order your admission card via the Online Service and choose to have it sent via e-mail to your smartphone, the e-mail address used at registration for receiving the invitation to General Meetings by electronic means will be used and preset as the respective delivery address. You do, however, have the option to provide a different e-mail address for the electronic transfer of your admission card instead.

For the email transfer of your admission ticket, please provide a valid email address. Other electronic address forms, e.g. E-Postbrief-Address or De-Mail-Address, are not available for this service.

5. Vote Cast Using the Online Absentee Ballot System

You may cast your vote via the online absentee ballot system at <http://www.kloeckner.com/en/online-service.html>. To do so, please select "Online absentee ballot system".

If you cast your vote via the online absentee ballot system in time until 12 midnight, May 8, 2019, you will still have the opportunity to change your absentee ballot using the online absentee ballot system until 8 a.m. CEST on May 15, 2019.

If you cast your vote both via the Online Service and by other means, your votes provided via the online absentee ballot system have priority over the other votes, irrespective of the time the votes cast was received.

6. Authorization of the Persons Appointed by Klöckner & Co SE to Vote on Your Behalf

Via the Online Service at <http://www.kloeckner.com/en/online-service.html> you may authorize the persons appointed by Klöckner & Co SE to vote on your behalf. To do so, please select "Authorization of persons appointed by Klöckner & Co SE".

The persons appointed by Klöckner & Co SE to vote on your behalf are neutral and will exercise your voting right upon your instructions only. If a vote on an agenda item (e.g. ratification of the acts of the members of the Supervisory Board) will be exercised by voting on an individual basis, the instructions given on this item will cover all individualized subitems.

The authorization of the persons appointed by Klöckner & Co SE to vote on your behalf enables you to exercise, to a large extent, your rights as a shareholder at the General Meeting. However, please note that the authorization does not fully substitute your personal attendance at the General Meeting. Thus, for example, the persons appointed by Klöckner & Co SE will not accept instructions with regard to requests to speak or to raise objections against resolutions of the General Meeting, or instructions to ask questions or make motions. Furthermore, the Online Service does not provide the option to instruct the persons appointed by Klöckner & Co SE to vote on procedural proposals or on shareholder proposals and election nominations which did not have to be made accessible in accordance with Sections §§ 126, 127 of the German Stock Corporation Act (Aktiengesetz).

The persons appointed by Klöckner & Co SE will represent you anonymously, i.e. without disclosing your name.

If you authorize the persons appointed by Klöckner & Co SE to vote on your behalf and provide them with voting instructions via the Online Service you will still be able to change the instructions using the Online Service until 8 a.m. CEST on May 15, 2019.

If you authorized the persons appointed by Klöckner & Co SE to vote on your behalf and provided corresponding voting instructions both via the Online Service and by other

means, your instructions provided via the Online Service have priority over the other instructions, irrespective of the time the instructions were received.

7. Authorization of Banks and Shareholders' Associations

For the authorization of a bank or shareholders' association, it has to be distinguished between those banks and shareholders' associations participating in the Online Service and those that do not participate.

- a) Banks or shareholders' associations participating in the Online Service can be granted proxy at <http://www.kloeckner.com/en/online-service.html>. To do so, please select "Authorization of a bank or a shareholders' association".

If you authorize a bank or shareholders' association via the Online Service timely until 12 midnight, May 8, 2019, you may change these voting instructions using the Online Service until May 15, 2019, 8:00 a.m. CEST.

- b) If you want to grant proxy via the Online Service to a bank or shareholders' association that does not participate in the Online Service, you must request an admission card by selecting the "Requesting admission cards" button. You will then have two alternatives:
- You can have the admission card sent directly to a bank or shareholders' association. To do this, please click on the „Admission card request for a person of my choice" button in the Internet dialogue.
 - The admission card can be sent to your own address or you can print your admission card yourself (when having your admission card sent via e-mail to your smartphone, please print the proxy form attached to the e-mail) and then authorize a bank or shareholders' association to vote on your behalf. For this, you may fill in the form on the admission card and send the admission card to the authorized representative. Please ask for deviating modalities of granting authorizations directly at the respective bank or shareholders' association to be authorized by you.

Upon request, we will send you a proxy for the authorization of a bank or a shareholders' association outside the Online Service.

Please note that many banks/shareholders associations are no longer willing to act as proxy. Therefore, please contact your bank/shareholders to avoid your votes not being exercised.

If you have submitted an authorization to a bank or shareholders' association and given instructions both via the Online Service and by other means, the authorization and the instructions given via the Online Service take precedence over the other authorization and instructions, irrespective of the time the authorization and instructions were received.

Only the authorized bank or shareholders' association is responsible for exercising the voting rights.

8. Change of Authorized Person; Later Request for Admission Card and Later Absentee Ballot via the Online Service

- a) Up until the registration deadline at midnight (CEST) on May 8, 2019, you have the opportunity to **change the person authorized** where proxy has been granted, using the online service, to individuals appointed by Klöckner & Co SE to vote on your behalf:
- If you have authorized the persons appointed by Klöckner & Co SE via the Online Service, you may authorize, instead of the persons appointed by Klöckner & Co SE, a bank or shareholders' association participating in the Online Service.
 - If you have authorized, using the Online Service, a bank or shareholders' association participating in the Online Service, you may authorize, instead of the bank or shareholders' association, the persons appointed by Klöckner & Co SE, or another bank or shareholders' association participating in the Online Service.

In all the aforementioned cases, the authorization granted last takes precedence. Any prior authorizations granted via the Online Service will not be exercised.

- b) Even after proxy has been granted to individuals appointed by Klöckner & Co SE to vote on your behalf or after an absentee ballot has been cast using the online service, you have the opportunity, up until the registration deadline at midnight (CEST) on May 8, 2019, to **request admission cards**. This shall not apply if one/several admission card(s) had already been ordered prior to the absentee ballot.

Once you have ordered your admission cards, you can no longer authorize individuals, or a bank or a shareholders' association, to vote on your behalf using the online service. If you request admission cards later on, any proxy granted to individuals, or a bank or a shareholders' association, to vote on your behalf that has already been submitted to us shall be disregarded, i.e. the persons appointed by Klöckner & Co SE, the bank or the shareholders' association, to vote on your behalf will no longer cast the votes associated with this proxy because the admission card order takes priority. Any vote you have already cast using the absentee ballot system will no longer be taken into account.

If you have not specified an Authorized Person when you placed your admission card order – be it using the online service or using other means - and if the admission card(s) is/are not already present at the Annual General Meeting, you have the opportunity to cast your votes via the absentee ballot system using the online service up until 8 a.m. (CEST) on the day of the Annual General Meeting. In such cases, the admission card(s) shall be deactivated.

Furthermore, you can also make use of the options for granting proxy or casting absentee ballots outside of the online system that are available to you after ordering your admission cards.

- c) Up until the registration deadline at midnight (CEST) on May 8, 2019, you also have the opportunity to cast your votes using the **online absentee ballot system**, even if you have already authorized the individuals appointed by Klöckner & Co SE, or a bank or shareholders' association, to vote on your behalf using the online service. In such cases, the proxy granted previously shall not be exercised.
- d) The pure revocation of a proxy (i.e. without granting any new proxy, casting votes using the absentee ballot system or ordering an admission card) is only possible by writing to the address specified in the convocation notice. The online service is not available for this purpose.

9. Associations of persons/legal entities

Please note that, in the case of associations of persons (e.g. married couples), partnerships or legal entities entered in the share register, the individual who orders the admission cards, appoints an individual, or banks or shareholders' associations participating in the Online Service to vote on his/her behalf, issues/amends instructions or casts absentee ballot, must be authorized to do so by all members of the association of persons and/or of the legal entity/partnership for which he/she is acting and/or must have powers of representation in respect of the legal entity/partnership.

10. Duties of care on the part of the user

Please do not disclose your shareholder number or your account password to unauthorized individuals to ensure that third parties cannot obtain access to your account.

If you suspect that your access data has been misused, please phone the Klöckner & Co Investor Line, which is available Monday to Friday from 9 a.m. to 5 p.m. on +49 (0) 203-307-2123, to have your account locked.

After your account has been locked you will still be able to execute the following actions in due time and form by using the common alternatives of communication to the online service:

- registering for the Annual General Meeting
- ordering admission cards for the Annual General Meeting
- casting votes using the online absentee ballot system
- granting proxies or inducing instructions with the respective confirmation
- performing modifications to postal address information

If you are registered for the e-mail dispatch of the invitation to the Annual General Meeting, at least change your account password and the security question.

Please ensure that you log off the online service properly. Your registration, absentee ballot, votes cast or instructions issued or amended are not registered until you see confirmation of your order for admission cards/granting of proxy with the corresponding instructions/online absentee ballot. If the program is aborted before you see this confirmation (e.g. because you use the "Cancel" button or close the window), your registration or any amendments to instructions or votes will not be registered properly. Failure to close the program properly also means that unauthorized individuals may be able to see or manipulate your entries in your absence.

11. Data protection information

The security of your personal data and protecting your privacy has top priority at Klöckner & Co SE. The service partners used to compose the General Meeting Online Registration service are contractually required to respect Klöckner & Co SE's data protection principles and the relevant lawful regulations on privacy.

Your data will be saved, processed and used by the above mentioned service partners only for the following purposes as part of the General Meeting Online Registration service:

- ordering admission cards for the Annual General Meeting online
- casting votes using the online absentee ballot system
- granting proxy to individuals appointed, banks or shareholders' associations participating in the Online Service to vote on your behalf online
- online changes to your postal address in the share register.

The following data are stored, processed and used in the context of the use of the online service:

- Shareholder number
- Name and address of the shareholder for the registration for the Annual General Meeting
- Possibly, first name and last name of the authorized person
- Possibly, name and domicile of the bank/shareholders' association
- Possibly, e-mail address of the shareholder when ordering a mobile admission card
- Instructions or voting on the individual agenda items

In order to comply with the substantiation obligations set out in the German Stock Corporation Act (Aktiengesetz), the data for voting by absentee ballot and granting proxy to individuals to vote on your behalf online, together with the accompanying instructions, will be retained for a period of three years under application of appropriate access restrictions.

The General Meeting Online Registration service is provided using so-called cookies. Further information on this technology and its application may be found in Klöckner & Co SE's data protection notice on its homepage.