

**Klöckner & Co SE**

**Duisburg**

**- ISIN DE000KC01000 -**

**- Security Identification No. (Wertpapierkennnr.) 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 in conjunction with Section 1 of the COVID-19 Act**

The Management Board has decided, with the consent of the Supervisory Board, that the Annual General Meeting will be held as a Virtual Annual General Meeting without physical presence of either the shareholders or their proxies pursuant to Section 1 (2) of the Act Concerning Measures Under the Law of Companies, Cooperative Societies, Associations, Foundations and Commonhold Property to Combat the Effects of the COVID-19 pandemic (hereinafter COVID-19 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, Section 1 (3) of the COVID-19 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 14 days prior to the Virtual Annual General Meeting pursuant to Section 1 (3) sentence 4 of the COVID-19 Act, i.e. no later than May 5, 2020 (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 [www.kloeckner.com/en/investors/annual-general-meeting.html](http://www.kloeckner.com/en/investors/annual-general-meeting.html). The shareholders shall also be informed of said items in accordance with Section 125 of the German Stock Corporation Act.

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

According to the legal concept of the COVID-19 Act the rights of shareholders to submit (counter) motions and nominations for items on the agenda and the rules of procedure are excluded. Nevertheless, the Company offers the opportunity to the shareholders to submit (counter) motions and nominations beforehand of the Annual General Meeting in analogue application of sections 126, 127 of the German Stock Corporation as provided in the following:

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 and/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 Virtual Annual General Meeting, i.e. by not later than May 5, 2020 (midnight Central European Summer Time), will be posted on the Internet at [www.kloeckner.com/en/investors/annual-general-meeting.html](http://www.kloeckner.com/en/investors/annual-general-meeting.html) including any response by the management provided that all other requirements for an obligation to publish have been fulfilled.



However, in line with the concept of the COVID-19 Act such countermotions and election nominations will not be put to a vote or otherwise dealt with during the Annual General Meeting.

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).



**3 Possibility of the shareholders to ask questions by means of electronic communication pursuant to Section 1 (2) sentence 1 no. 3 and sentence 2 of the COVID-19 Act**

Pursuant to Section 1 (2) sentence 1 no. 3 and sentence 2 of the COVID-19 Act shareholders have the possibility to ask questions by means of electronic communication.

Questions shall thereby relate to the Company's affairs, the legal and business relationships between the Company and an affiliated enterprise as well as about the situation of the group of companies and the enterprises included in the consolidated financial statements, to the extent this information is necessary for the proper assessment of the subject matter of the Agenda.

Questions of shareholders and their proxies who have registered to participate in the Virtual Annual General Meeting can be asked exclusively via our Online Service for the Virtual Annual General Meeting and must be received by the Company no later than Sunday, May 17, 2020 (midnight CEST). The length of a question may possibly be limited to a certain number of characters; however, the number of questions a shareholder – or its proxy – can submit will not be affected thereby.

The Management Board is not required to answer all questions. It may decide at its duty-bound, free discretion which questions it answers and how; it may summarize questions and choose sensible questions in the interest of the other shareholders. In this context, preference may be given to shareholder associations and institutional investors with significant voting shares. It is not possible to ask questions during the Virtual Annual General Meeting.

**4 Possibility of filing objections against resolutions by the Virtual Annual General Meeting pursuant to Section 245 no. 1 of the German Stock Corporation Act in conjunction with Section 1 (2) sentence 1 no. 4 of the COVID-19 Act**

Pursuant to Section 245 no. 1 of the German Stock Corporation Act in conjunction with Section 1 (2) sentence 1 no. 4 of the COVID-19 Act Shareholders who have exercised their voting rights by absentee ballot or via proxy may – themselves or by proxy – file objections against resolutions of the Virtual Annual General Meeting without being present at the meeting in person by means of electronic communication via our Online Service for the Virtual Annual General Meeting at [www.kloeckner.com/en/investors/annual-general-meeting/online-service.html](http://www.kloeckner.com/en/investors/annual-general-meeting/online-service.html).

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