

INVITATION TO THE ANNUAL GENERAL MEETING OF KLÖCKNER & CO SE

MAY 16, 2018, Düsseldorf



klöckner & co

Klöckner & Co SE

with registered office in Duisburg, Germany

– ISIN DE000KC01000 –

– Wertpapier-Kenn-Nr.
(Security Identification No.) KC0100 –

Invitation to the Annual General Meeting

Dear Shareholders,
we hereby invite you to
the Annual General Meeting of
Klöckner & Co SE
on Wednesday, May 16, 2018,
at 10:30 a.m. (CEST)
at Congress Center Düsseldorf
(CCD Ost), Messe Düsseldorf,
Stockumer Kirchstraße 61,
40474 Düsseldorf, Germany.

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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 and the report of the Supervisory Board, each for fiscal year 2017, as well as the resolution on the appropriation of net income available for distribution for fiscal year 2017

The Management Board and Supervisory Board propose that Klöckner & Co SE's net income available for distribution for fiscal year 2017 in the amount of **EUR 203,171,271.67** be appropriated as follows:

Distribution of a dividend of **EUR 0.30** per share vested with dividend right; at 99,750,000 shares vested with dividend rights, this corresponds to a total distribution of **EUR 29,925,000**.

Allocation of **EUR 173,246,271.67** to other retained earnings (*andere Gewinnrücklagen*).

The dividend is expected to be paid out on May 21, 2018.

The annual and consolidated financial statements were approved by the Supervisory Board on February 23, 2018. The annual financial statements have thus been adopted. Therefore no resolution by the Annual General Meeting is required. However, the above-mentioned documents must be made available to the Annual General Meeting and can hence be downloaded at **www.kloeckner.com/en/annual-general-meeting.html** from the date on which the Annual General Meeting is convened. 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 2017

The Management Board and Supervisory Board propose that the actions of the members of the Management Board who held office in fiscal year 2017 be ratified for that year.

3. Ratification of the actions of the members of the Supervisory Board for fiscal year 2017

The Management Board and Supervisory Board propose that the actions of the members of the Supervisory Board who held office in fiscal year 2017 be ratified for that year.

4. Supervisory Board election

Pursuant to Article 40 (3) of the SE Regulation in conjunction with Section 9 (1) of the Articles of Association, Klöckner & Co SE's Supervisory Board consists of six members, all of whom are elected by the shareholders. The Deputy Chairman of the Supervisory Board, Uwe Roehrhoff, has resigned his mandate with effect as of the close of the Annual General Meeting on May 16, 2018 so that a new election of a Supervisory Board member is required.

Based on the recommendation of the Presidium acting as Nomination Committee, the Supervisory Board proposes to elect

Dr. Ralph Heck, Meggen (Switzerland),
Entrepreneur and Director Emeritus McKinsey & Company,

as a member of the Supervisory Board.

The election is effective as of the close of the Annual General Meeting on May 16, 2018 for a term of office until the close of the Annual General Meeting that ratifies the actions of the Supervisory Board for the fourth fiscal year following commencement of the term of office, not including the fiscal year in which the term of office begins; however, the term of office may not exceed six years.

Information pursuant to Section 125 (1), sentence 5 of the German Stock Corporation Act (*Aktiengesetz, AktG*) regarding membership of Dr. Ralph Heck in (a) other legally mandated supervisory boards and (b) comparable supervisory bodies of business corporations in Germany and abroad:

- (a) Schaltbau Holding AG, Chairman of the Supervisory Board
Bilfinger SE, Member of the Supervisory Board
- (b) Adolf Würth GmbH & Co. KG, Member of the Advisory Board
Formel D GmbH, Chairman of the Advisory Board

With reference to item 5.4.1 of the German Corporate Governance Code, the following statements are made:

According to the assessment of the Supervisory Board, the proposed candidate does not have any personal or business relationship with Klöckner & Co SE or its Group companies, the governing bodies of Klöckner & Co SE, or any shareholder that holds a substantial interest in Klöckner & Co SE, that must be disclosed pursuant to this recommendation.

The Supervisory Board also assured itself that the candidate is able to manage the expected time exposure.

The election proposal for the Supervisory Board is in accordance with the objectives of the Supervisory Board's composition resolved by the Supervisory Board and aims to ensure that the profile of required skills and professional expertise formulated by the Supervisory Board for the Board as a whole is achieved. The objectives and profile of required skills and expertise were adopted by the Supervisory Board on September 20, 2017 and are published – along with the implementation status – in the Corporate Governance Report for the fiscal year 2017. This report is contained in the Annual Report and is among the materials specified in agenda item 1 and available on our website at www.kloeckner.com/en/annual-general-meeting.html, copies of which will be sent to the shareholders upon request.

Further information about the candidate for the Supervisory Boards elections is stated in the following résumé.

Résumé of the candidate:

Dr. Ralph Heck

Dr. Ralph Heck (born in 1956) holds the degree of Diplom-Wirtschaftsingenieur (Certified Business Engineer). He studied at the University of Karlsruhe with subsequent doctorate. He started his career at the International Monetary Fund. Between 1982 and 2016, Dr. Heck worked with McKinsey & Company starting as a Consultant, between 1988 and 1994 being a Principal and from 1995 to 2016 being a (Senior) Director.

Special skills and professional expertise for Supervisory Board activities: During his time at McKinsey & Company, Dr. Heck worked in several countries on different continents and gained extensive expertise in various positions in different sectors such as trading/distribution, automotive, media and services with a focus on strategy, organization and behavior management. His clients consisted of inter alia big family companies, mid-sized companies and DAX listed corporations. Apart from that, Dr. Heck was also a member of, and had management responsibility of, several internal bodies at McKinsey & Company and supported different initiatives.

Material other activities: In addition to his supervisory board mandates at Schaltbau Holding AG and Bilfinger SE and his advisory board mandates at Adolf Würth GmbH & Co. KG as well as at Formel D GmbH, Dr. Heck is a member of the board of trustees of Bertelsmann Stiftung.

The résumés of the members of the Company's Supervisory Board are available on the Company's website at www.kloeckner.com/en/supervisory-board.html.

5. Election of the auditor for the annual financial statements and consolidated annual financial statements as well as for interim financial statements

On the recommendation of the Audit Committee, the Supervisory Board proposes electing KPMG AG Wirtschaftsprüfungsgesellschaft, Berlin, Germany,

- a) as auditor and Group auditor for fiscal year 2018,
- b) as auditor for the review of the condensed financial statements and the interim management report of the half-year financial report for fiscal year 2018, and
- c) as auditor for the review of any additional interim financial information in the fiscal years 2018 and 2019, insofar as they comply with the requirements of the condensed financial statements and the interim management report of the half-year financial report and as they are prepared prior to the 2019 Annual General Meeting.

Conditions for the participation in the Annual General Meeting and other details pursuant to Section 121 (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 9, 2018 (midnight CEST) are entitled to attend the Annual General Meeting and to exercise their voting right:

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

Fax: +49 89 2070 37951

or electronically by using the password-protected Online Service for the Annual General Meeting at **www.kloeckner.com/en/online-service.html** 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 enclosed with the invitation documents.

The invitation documents will be sent by post to all the shareholders who request this or who are registered in the shareholders' register on May 2, 2018 (0:00 a.m. CEST). The personal data required to use our Online Service for shareholders – shareholder number and individual access number – can be found on the reverse of the invitation sent by post. Also this year, you may register for the Annual General Meeting via our Annual General Meeting Online Service (**www.kloeckner.com/en/online-service.html**) and order admission tickets to the Annual General Meeting, authorize the proxy holders nominated by the Company 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 only possible until the end of the day on May 9, 2018 (midnight CEST).

Shareholders may continue to freely dispose of their shares after having registered for the Annual General Meeting. However, pursuant to Section 67 (2) sentence 1 of the German Stock Corporation Act, shareholders of the Company are only considered as such if they are listed in the shareholders' register. The right to participate in the Annual General Meeting on May 16, 2018 and voting rights are thus determined by the day of the Annual General Meeting. Please note that between May 10, 2018 and May 16, 2018 (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 9, 2018 will be entered in the shareholders' register only after the Annual General Meeting. The technical record date is therefore the end of the day on May 9, 2018. In light of this, all acquirers of shares in the Company not yet listed 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 proxy, e.g. by a credit institution, a shareholders' association or the proxy holders nominated by the Company. Also in this case, registrations must be submitted on time and shareholders must be listed in the Company's shareholders' register at the time of the Annual General Meeting. Shareholders will receive a proxy form together with their admission ticket to the Annual General Meeting. Similarly, the proxy form will be sent to shareholders at any time upon written request. It can also be downloaded from the Internet at www.kloeckner.com/en/annual-general-meeting.html. Please note that if several persons or institutions are authorized to act as proxy, the Company is entitled to reject one or more of such parties.

If neither a credit institution nor a shareholders' association nor such persons or institutions considered equivalent pursuant to Sections 135 (8) and 135 (10) in conjunction with Section 125 (5) of the German Stock Corporation Act are authorized to act as proxy, the granting of proxies, their revocation and the proof of

authorization provided to the Company must be made in text form. Proxies and their revocations may either be sent to the Company (by post, fax or e-mail) at the following address:

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

Fax: +49 89 2070 37951

E-mail: 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 e-mail) at the above address. In addition, proof can be provided on the day of the Annual General Meeting at the entry and exit controls. You can also use our Annual General Meeting Online Service (www.kloeckner.com/en/online-service.html) to authorize the proxy holders nominated by the Company or third parties to exercise your voting right and order admission tickets to the Annual General Meeting for them. A previously granted proxy will be automatically deemed revoked if you attend the Annual General Meeting in person.

Should a credit institution, a shareholders' association or such persons or institutions considered equivalent pursuant to Sections 135 (8) and 135 (10) in conjunction with Section 125 (5) of the German Stock Corporation Act be authorized to act as proxy, we ask that you clarify, in good time, the form of proxy required with the authorized person or institution. Special proof of the proxy is not required by the Company in this case.

Where proxy holders nominated by the Company are to be authorized, they must be instructed on how to exercise the voting rights. Proxy holders are obliged to vote in accordance with these instructions. Please note that proxy holders nominated by the Company are unable to accept any authority or mandate to exercise the right to speak and ask questions at the Annual General Meeting, to submit motions or to file objections against

shareholders' resolutions, and that proxies will always abstain from voting on procedural motions and where no instructions have been given.

Proxies can be granted to proxy holders nominated by the Company by May 9, 2018 (midnight CEST) at the following address (by post, fax or e-mail)

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

Fax: +49 89 2070 37951

E-mail: hv-service.kloeckner@adeus.de

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

If you have used our Annual General Meeting Online Service to authorize the proxy holders nominated by the Company to act as proxy, you may, if you wish, change your instructions up until May 16, 2018 (8:00 a.m. CEST).

Our shareholders will be sent further information on granting proxies and issuing instructions together with the invitation documents. This information can also be downloaded from the Internet at www.kloeckner.com/en/annual-general-meeting.html.

Procedures for voting by absentee ballot

Also this year, you have 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 request to be submitted in text form. It can also be downloaded from the Internet at www.kloeckner.com/en/annual-general-meeting.html. Also in the case of an absentee ballot, registrations to the Annual General Meeting must be submitted on time and shareholders must be listed in the Company's shareholders' register 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 9, 2018 (midnight CEST) at the following address (by post, fax or e-mail)

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

Fax: +49 89 2070 397951

E-mail: hv-service.kloeckner@adeus.de

or via our Annual General Meeting Online Service (www.kloeckner.com/en/online-service.html). 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 16, 2018 (8:00 a.m. CEST). An absentee ballot already cast will be deemed automatically revoked if a shareholder or his/her proxy holder attends the Annual General Meeting in person.

(Counter) motions and election nominations

(Counter) motions and election nominations by shareholders pursuant to Sections 126 and 127 of the German Stock Corporation Act relating to one or more agenda items must be sent (by post, fax or e-mail) exclusively to:

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

Fax: +49 203 57900 2116

E-mail: hv@kloeckner.com

All (counter) motions and election nominations by shareholders to be made available in accordance with Sections 126 and 127 of the German Stock Corporation Act will be published on the Internet at www.kloeckner.com/en/annual-general-meeting.html in accordance with the legal provisions and together with any comments by the management, provided that they were received at the above address by no later than the end of the day on May 1, 2018 (midnight CEST).

Supplementary motions for the agenda at the request of a minority pursuant to Article 56 of the SE Regulation, Section 50 (2) of the German SE Implementation Act (*SE-Ausführungsgesetz*, SEAG) and Section 122 (2) of the German Stock Corporation Act

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

Such requests for additions to the agenda must reach the Company in writing together with the evidence and documents required by law at least 30 days prior to the Annual General Meeting, i.e. by no later than the end of the day on April 15, 2018 (midnight CEST), at the following address:

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

Shareholders' right to information pursuant to Section 131 (1) of the German Stock Corporation Act

Pursuant to Section 131 (1) of the German Stock Corporation Act, all shareholders and shareholder representatives at the Annual General Meeting may request from the Management Board information about the affairs of the Company, the legal and business relationships of the Company with an affiliated company, as well as about 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 decline to give such information subject to the conditions listed in Section 131 (3) of the German Stock Corporation Act.

Website with information on the Annual General Meeting

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/en/annual-general-meeting.html.

Broadcast of the Annual General Meeting

On the day of the Annual General Meeting, the opening of the Annual General Meeting by the chairman of the meeting, the CEO's speech and the report by the Supervisory Board can be followed live on the Internet at www.kloeckner.com/en/annual-general-meeting.html from 10:30 a.m (CEST). This content will be made available in recorded form on the website after the Annual General Meeting.

Total number of shares and voting rights

On the date this Annual General Meeting is convened, the Company's share capital totals EUR 249,375,000.00, composed of 99,750,000 no-par-value registered shares, each carrying one voting right. The total number of shares and voting rights at the time of convocation of the Annual General Meeting therefore amounts to 99,750,000.

Duisburg/Germany, March 2018

Klöckner & Co SE
The Management Board

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

All shareholders who have registered by May 23, 2018 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 mini (excl. network access contract).

Klöckner & Co SE

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www.kloeckner.com

