

RULES OF PROCEDURE for the Supervisory Board of Salzgitter Aktiengesellschaft

General

1. The duties and responsibilities of the Supervisory Board are taken from the legal provisions, the provisions of the Articles of Association and these Rules of Procedure. The Supervisory Board must also follow the recommendations of the "Government Commission on the German Corporate Governance Code" published by the Federal Ministry of Justice in the official section of the electronic Federal Gazette, unless the Executive Board and Supervisory Board have declared, in accordance with § 161 of the German Stock Corporation Act (AktG), that recommendations will not be applied.
2. In the supervision of the management of the business by the Executive Board, the Supervisory Board must ensure that the management of the business is carried out in close conjunction and agreement with the employees as well as their elected representatives.
3. Declarations of intent by the Supervisory Board are issued by the Chairman on behalf of the Supervisory Board, in his absence, his/her deputy.
4. The members of the Supervisory Board - including after leaving office - must continue to treat in secrecy, confidential information and secrets of the company, in particular trade and business secrets, knowledge which they have acquired through their activities on the Supervisory Board. All members of the Supervisory Board shall ensure that the personnel engaged by them comply with the duty of confidentiality in the same and equal manner, e.g. by concluding appropriate non-disclosure agreements.
5. The deliberations of the Supervisory Board - including the results of the voting on such deliberations, as well as the voting behaviour of individual members – are confidential. Insofar as the Supervisory Board wishes to make communications available in the public domain (press), the necessary arrangements must be made by the Chairman or Deputy Chairman of the Supervisory Board.

6. If a member of the Supervisory Board leaves the Supervisory Board then, after a period of storage, determined in accordance with the legal duration of the personal liability of a departing member of the Supervisory Board, the member must return to the company all documents still in his/her possession which have been received by him/her during his/her activities as a member of the Supervisory Board, or must provide evidence that such documents have been destroyed.
7. Any additional requests for information from the Supervisory Board or members of the Supervisory Board to the Executive Board (§ 90 (3) AktG [German Stock Corporation Act]) will be forwarded via the Chairman of the Supervisory Board to the Executive Board, represented by its Chairman.
8. Every member of the Supervisory Board shall inform the Supervisory Board of any conflicts of interest, in particular those that may arise as a result of a consultation or executive role in connection with customers, suppliers, lenders or other business partners. In the event of a material conflict of interests on the part of a member of the Supervisory Board, which is of more than a temporary nature, the relevant Supervisory Board member shall resign his/her mandate.
9. The Supervisory Board shall regularly review the efficiency of its activities.
10. When appointing members of the Executive Board, the Supervisory Board shall take care to ensure that the term of office does not normally extend beyond their 65th birthday.
11. When submitting proposals for the election or judicial appointment of members of the Supervisory Board, the Supervisory Board will normally only propose candidates who, at the scheduled commencement of the term of office or – in the case of a judicial appointment – when they are joining the Supervisory Board have not yet reached the age of 70 and will not have been a member of the Supervisory Board for more than 15 years by the end of the term of office. If an election is only to confirm the judicial appointment of a member of the Supervisory Board for the remainder of a current term of office, this age limit shall not be re-applied.

Convening meetings, passing resolutions of the Supervisory Board

12. A meeting of the Supervisory Board must be held twice in the calendar half-year. Additional meetings are to be scheduled if required for a special reason.
13. The Chairman of the Supervisory Board convenes its meetings, sets the agenda and venue for the meeting. The letter of invitation should give two weeks' notice of the meeting and, where appropriate, state the individual items on the agenda. In urgent cases, the period of notice for calling a meeting can be reduced.
14. The date of dispatch of the notification or letter of invitation in question is definitive for the purpose of calculating the time limits set out in the Articles of Association referred to in § 8 (5).
15. Any member of the Supervisory Board or the Executive Board can demand that the Chairman of the Supervisory Board immediately convene the Supervisory Board, stating the purpose and reasons for this. In this case, the meeting of the Supervisory Board must be held within two weeks after convening.
16. The documents for the Supervisory Board meetings must be dispatched in good time so they are received by the members of the Supervisory Board, where possible two weeks but no later than one week prior to the respective meeting.
17. The Supervisory Board meetings are chaired by the Chairman of the Supervisory Board, in his/her absence by his/her deputy.
18. A set of minutes shall be drawn up for each meeting of the Supervisory Board and its committees, stating the place and date of the meeting, the participants, the items on the agenda, the essential content of the deliberations and the resolutions passed. The Secretary, who does not have to be a member of the Supervisory Board, is appointed by the chairman of the meeting. The minutes shall be signed by the chairman of the meeting and the Secretary, sent to all members of the Supervisory Board or committee and approved at the next meeting. The members of the Executive Board are sent a copy of the minutes or extracts therefrom,

providing they were not excluded from participating in the meeting.

19. The result of resolutions passed by the Supervisory Board away from meetings must be recorded in the minutes of the next meeting of the Supervisory Board.

Supervisory Board Committees

20. The Supervisory Board can appoint committees from among its members and define their tasks and powers. The provisions of Section 13 apply to these accordingly. The committees are formed for the Supervisory Board's respective term of office.
21. The Supervisory Board elects an Executive Committee, comprising an equal number of representatives, to act as a standing committee. The task of the committee is to make preparations for the appointment of the members of the Executive Board and to deal with the conditions of the employment contract, including remuneration. The Executive Committee submits proposals to the full Supervisory Board for setting the total remuneration of the individual members of the Executive Board.

The Executive Committee is also responsible for the preliminary consultation on proposals submitted by the Executive Board for the appointment of business unit managers - including the determination of the additional remuneration for their appointment - with the aim of making a consensus-based recommendation to the full board. If a consensus-based recommendation cannot be made within two months of receipt of the written proposal from the Executive Board, the preliminary consultation shall be continued with the inclusion of the Further Member ("neutral" member) of the Supervisory Board and a decision taken on a recommendation in the enlarged Executive Committee, with the Further Member being granted his/her own voting right. If this procedure does not produce an agreed recommendation within a further month, a decision will be made by the full board without any recommendation.

The Executive Committee of the Supervisory Board is also authorized to give its approval for the Supervisory Board to the transactions referred to in § 6, Nos. 13 to 15 of Rules of Procedure for the Executive Board of Salzgitter AG.

Insofar as it is not possible to await the prior approval of the Supervisory Board for transactions subject to approval and other transactions subject to the approval of the Supervisory Board without causing detriment to the Company, the approval of the Executive Committee of the Supervisory Board must be obtained. The Supervisory Board must be informed promptly of such cases.