



Salzgitter Aktiengesellschaft

Salzgitter

Securities Identification Number 620 200

ISIN: DE0006202005

Calling of Shareholders' Meeting 2014

Agenda Overview

- 1. Presentation of the Approved Annual Statement of Accounts of Salzgitter AG and the Group Statement of Accounts as of 31 December 2013 with the Combined Directors' Report, the Report in relation to Details in accordance with § 289 Section 4 and § 315 Section 4 Commercial Code (HGB) and the Report of the Supervisory Board**
- 2. Resolution as to the Use of the Annual Net Profit**
- 3. Resolution as to the Approval of Activities of the Members of the Board of Directors**
- 4. Resolution as to the Approval of Activities of the Members of the Supervisory Board**
- 5. Appointment of Auditor for the Annual Statement of Accounts for the Financial Year 2014**

Dear Shareholders,

We hereby invite you to the ordinary Shareholders' Meeting of Salzgitter Aktiengesellschaft to be held on **Thursday, 22 May 2014 at 11:00 am**,

and which will take place in the Stadthalle Braunschweig, Leonhardplatz, 38102 Braunschweig.

Agenda

1. Presentation of the Approved Annual Statement of Accounts of Salzgitter AG and the Group Statement of Accounts as of 31 December 2013 with the Combined Directors' Report, the Report in relation to Details in accordance with § 289 Section 4 and § 315 Section 4 Commercial Code (HGB) and the Report of the Supervisory Board

On 27 March 2014 the Supervisory Board approved the Annual Statement of Accounts and the Group Statement of Accounts presented by the Board of Directors for the financial year 2013 (1 January to 31 December 2013). The Annual Statement of Accounts is thereby approved. The Shareholders' Meeting therefore does not need to pass any motion on this item of the agenda.

The Annual Statement of Accounts, the Group Statement of Accounts, the Combined Directors' Report, the report in relation to details in accordance with § 289 Section 4 and § 315 Section 4 Commercial Code (HGB) and the Report of the Supervisory Board are available from the time of the calling of the Shareholders' Meeting in our offices at Eisenhuettenstrasse 99, 38239 Salzgitter, and at the Shareholders' Meeting for viewing by shareholders, and may also be accessed in the internet under <http://www.salzgitter-ag.com>.

2. Resolution as to the Use of the Annual Net Profit

The Board of Directors and the Supervisory Board propose that the annual net profit for the 2013 financial year to the amount of EUR 12,100,000 be utilised as follows:

– paying out of a dividend of EUR 0.20 per share for 54,087,300 shares entitled to receive a dividend	EUR 10,817,460
– profit brought forward on new calculation	<u>EUR 1,282,540</u>
– annual net profit	EUR 12,100,000

The proposed appropriation of profits takes into account the 6,009,700 own shares held by the Company at the time of the proposal and which are not entitled to a dividend in accordance with § 71b Stock Corporation Act (Aktiengesetz). If the number of the shares entitled to a dividend changes on the day of the Shareholders' Meeting, the proposed appropriation of profits will be adjusted at the Shareholders' Meeting so as to reduce the profit brought forward with an unchanged payment of EUR 0.20 EUR per share entitled to a dividend.

3. Resolution as to the approval of activities of the Members of the Board of Directors

The Supervisory Board and the Board of Directors propose that approval be given to the activities of the members of the Board of Directors in 2013 for that financial year.

4. Resolution as to the approval of activities of the Members of the Supervisory Board

The Supervisory Board and the Board of Directors propose that approval be given to the activities of the members of the Supervisory Board in 2013 for that financial year.

5. Appointment of Auditor for the Annual Statement of Accounts for the Financial Year 2014

The Supervisory Board proposes at the recommendation of the audit committee that PricewaterhouseCoopers Aktiengesellschaft Wirtschaftsprüfungsgesellschaft, Hanover, be selected as auditors for the Annual Statement of Accounts as well as the Group Statement of Accounts of Salzgitter Aktiengesellschaft for the 2014 financial year.

Attendance at Shareholders' Meeting

1. Requirements for Attending the Shareholders' Meeting and the Exercise of Voting Rights

Those shareholders who have registered in text form by the expiry of **15 May 2014** under the following address shall be authorised to attend the Shareholders' Meeting and to exercise their voting rights

Salzgitter AG
c/o Commerzbank AG
GS-MO 4.1.1 General Meetings
60261 Frankfurt
hv-eintrittskarten@commerzbank.com
Fax no. +49 69 136 26351

provided that such shareholders have also proven their authority by way of notification in text form with special evidence of share ownership by the depositing financial institution. The date of receipt of registration at the above address and proof of such shall determine if the deadline has been met. The evidence of share ownership must be as of the beginning of **1 May 2014** (0:00 hours).

In relation to the Company, attendance at the Shareholders' Meeting and the exercise of voting rights shall be allowed only in relation to those shareholders who have provided proof of share ownership on the relevant date. **Registration does not constitute an impediment to the transferability of share ownership, so that even after registration and the provision of proof as to ownership a shareholder may dispose of the shares as it sees fit.** Shareholders first acquiring shares after the relevant date may not attend the Shareholders' Meeting.

For shareholders whose shares are being kept by a depositing financial institution, we recommend that the registration and the transmission of the proof be undertaken by the institution; in addition, an entry ticket should be requested at the institution.

Shareholders who hold the share deeds themselves, should approach a depositing financial institution authorised for registration and provision of proof before 1 May 2014. In the case of shares being both deposited at an institution, as well as being kept oneself, the institution will take over the necessary registration and confirm the applicable shareholding at the above named office. Entry tickets to the Shareholders' Meeting will be then sent to registered shareholders. In order to ensure timely receipt of the entry tickets, we would ask that such be requested as early as possible.

In order to obtain a greater attendance at the Shareholders' Meeting we would ask the respective shareholders not wishing to attend the Shareholders' Meeting personally to use one of the following possibilities for arranging an authorised representative.

2. Representation by Authorised Agent

Shareholders not wishing to take part in the Shareholders' Meeting personally may have their voting rights exercised at the Shareholders' Meeting by a credit institution, an association of shareholders or by another person of their choice. In this regard, first of all timely

registration and proof of ownership of shares as set out under 1. above – most simply by way of requesting an entry ticket - are necessary.

The issuing of any power of authority to represent, the revocation of such and proof of such authorisation in relation to the Company must be in text form unless such issuing of the authorisation to represent is for a credit institution, an association of shareholders or, in relation to exercising voting rights, according to shareholding law provisions for equivalent persons. It is requested that for an authority to represent to be given the form attached to the entry ticket is used. **Even after the granting of any authority the shareholder can continue to act in relation to these shares as it sees fit.**

The authority may be handed out to the authorized person with the ticket, or may be conveyed to the Company via the electronic authority and instruction system under the internet address <http://www.salzgitter-ag.com/Hauptversammlung> using the entrance data sent with the ticket or sent by the Company by email via Salzgitter-HV2014@computershare.de. The issuing or revocation of any authority to represent is possible electronically until 12:00 hours on the day of the Shareholders' Meeting.

3. Voting by Way of Representative Nominated by Company

We offer our shareholders who do not wish to personally attend the Shareholders' Meeting the possibility of being represented by a nominated representative named by the Company at the Shareholders' Meeting. In this regard, first of all timely registration and proof of ownership of shares as set out under 1. above – most simply by way of requesting an entry ticket - are necessary.

The issuing of an authority to represent, its revocation and proof of authorisation in relation to the Company must be in text form. It is requested that for an authority to represent to be given the form attached to the entry ticket is used. Directions as to the exercising of the voting rights must be given with the issuing of the authority to represent. Without these directions the power to represent for the representative nominated by the Company is invalid. The voting representatives are obliged to vote in accordance with directions.

There is also the possibility of sending the authority to represent with directions either to the following address by no later than **21 May 2014**, 12:00 hours (receipt):

Salzgitter AG
Law and Insurance Department
Eisenhuettenstrasse 99
38239 Salzgitter
Fax no. +49 5341 21-2921
hv@salzgitter-ag.de

or by sending such to the Company by no later than **21 May 2014**, 18:00 hours (receipt) via the electronic power of authority and instruction system using the internet address <http://www.salzgitter-ag.com/Hauptversammlung> and the access data with the entry ticket. **Even after the granting of any authority the shareholder can continue to act in relation to these shares as it sees fit.**

4. Rights of the Shareholders in Relation to Supplementary Agenda Items, Motions, Nominations for Election and Requests for Information

a) Additions to the Agenda (§ 122 Section 2 Stock Corporation Act) (AktG)

Shareholders whose total shares represent at least EUR 500,000 of the share capital of the Company (i.e. 185,927 shares) may require that supplementary items be added to the agenda and notified. Each new item must be accompanied with reasons or a draft resolution. Such a request must be received by the Company in writing at the following address by no later than **21 April 2014**:

Salzgitter AG
Law and Insurance Department
Eisenhuettenstrasse 99
38239 Salzgitter

The persons moving the motion shall prove that they have been holders of shares at least three months prior to the date of the Shareholders' Meeting, i.e. since **22 February 2014** 0:00 hours and that they will retain the shares until the decision is made as to the request for a supplementary agenda item. A corresponding confirmation is to be provided by the depositing institution as proof of such.

b) Counter Motions and Nominations for Election (§ 126 Section 1 and § 127 Stock Corporation Act) (AktG)

Motions of shareholders and nominations for the election of Supervisory Board members or auditors including the name of the shareholder, the reasons (nominations need no reasons) and any statements of the administration shall be made available via the internet site of the Company if a shareholder has sent to the Company a counter motion or nomination competing with a nomination of the Board of Directors and Supervisory Board and in relation to a specific item on the agenda with reasons (nominations require no reasons) to the following address by **7 May 2014**:

Salzgitter AG
Law and Insurance Department
Eisenhuettenstrasse 99
38239 Salzgitter
Fax no. +49 5341 21-2921
hv@salzgitter-ag.de

c) Requests for Information (§ 131 Section 1 Stock Corporation Act) (AktG)

Each shareholder shall be provided upon request by the Board of Directors in the Shareholders' Meeting with information concerning the affairs of the Company, its legal and corporate relations to affiliated companies as well as the position of the Company and companies included in the financial statement in so far as such information is necessary to make a considered determination in relation to any item on the agenda.

5. Publication on Internet Site

The calling of the Shareholders' Meeting, the documentation to be made available, motions of shareholders as well as further information connected with the Shareholders' Meeting can be accessed under <http://www.salzgitter-ag.com>.

6. Total Number of Shares and Voting Rights

At the time of calling the Shareholders' Meeting the total number of shares is 60,097,000 and the total number of votes is also 60,097,000. There are no different classes of shares.

Salzgitter, April 2014

Salzgitter Aktiengesellschaft
Board of Directors