



Salzgitter Aktiengesellschaft

Salzgitter

Securities Identification No. 620 200

ISIN: DE0006202005

Calling of Shareholders' Meeting 2019

Agenda Overview

- 1. Presentation of the Approved Annual Statement of Accounts of Salzgitter AG and the Group Statement of Accounts as of 31 December 2018 with the Combined Directors' Report 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 2019**

Dear Shareholders,

We hereby invite you to the ordinary Shareholders' Meeting of Salzgitter Aktiengesellschaft to be held on **Thursday, 23 May 2019 at 11:00 am**,

in the Stadthalle Braunschweig (Brunswick Town Hall), Leonhardplatz, 38102 Braunschweig (Brunswick).

Agenda

1. Presentation of the Approved Annual Statement of Accounts of Salzgitter AG and the Group Statement of Accounts as of 31 December 2018 with the Combined Directors' Report and the Report of the Supervisory Board

On 21 March 2019 the Supervisory Board approved the Annual Statement of Accounts presented by the Board of Directors and the Group Statement of Accounts for the financial year 2019 (1 January to 31 December 2018). 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 § 289a section 1 and § 315a section 1 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 <https://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 following be resolved:

The annual net profit for the financial year 2018 of EUR 33,100,000 shall be used as follows:

- | | |
|-----------------------------------------------------------------------------------------------------|-------------------|
| - paying out of a dividend of EUR 0.55 per share
on the 54,087,300 shares entitled to a dividend | EUR 29,748,015.00 |
| - profit carried forward to new account: | EUR 3,351,985.00 |

The proposal for the use of the annual net profit is based on the assumption that the 6,009,700 shares held by the Company itself at the time of making the proposal and which are not entitled to a dividend under § 71b Stock Corporation Act (AktG) are still not entitled to a dividend on the day of the Shareholders' Meeting. If these shares should become entitled to a dividend on the day of the Shareholders' Meeting as a result of being sold 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 0.55 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 the following be resolved:

The activities of the members of the Board of Directors in office in the financial year 2018 be approved in relation to that period.

4. Resolution as to the Approval of Activities of the Members of the Supervisory Board

The Board of Directors and the Supervisory Board propose that the following be resolved:

The activities of the members of the Supervisory Board in office in the financial year 2018 be approved in relation to that period.

5. Appointment of Auditor for the Annual Statement of Accounts for the Financial Year 2019

The Supervisory Board proposes upon the recommendation of its audit committee that the following be resolved:

PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Hannover (Hanover), be appointed as auditors for the Annual Statement of Accounts as well as the Group Statement of Accounts of Salzgitter Aktiengesellschaft for the financial year 2019.

The audit committee declared, according to Art. 16 s. 2 subsection 3 of EU Regulation No. 537/2014 of 16 April 2014, that its recommendation was made without any undue influence of third parties and that no contractual obligations were imposed which may restrict its choice regarding the selection of specific auditors.

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 (Textform) by the expiry of **16 May 2019** under the following address are authorised to attend the Shareholders' Meeting and to exercise their voting rights

Salzgitter AG
c/o Commerzbank AG
GS-MO 3.1.1 General Meetings
60261 Frankfurt
hv-eintrittskarten@commerzbank.com
Fax no. +49 69 136 26351

provided that such shareholders have also proven their entitlement by way of notification in text form (Textform) with special evidence of share ownership from the depositing financial institution. The date of receipt of the registration and the required evidence at the above address shall determine if the deadline has been met. Evidence of share ownership must be as of the beginning of **2 May 2019** (0:00 o'clock), hereinafter the "relevant date".

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 for the relevant date. **Registration does not constitute an impediment to the transferability of share ownership, so that even after registration and the provision of evidence as to ownership a shareholder may dispose of the shares as it sees fit.** Shareholders first acquiring shares after the relevant date may not participate in the Shareholders' Meeting.

For shareholders whose shares are being kept by a depositing financial institution, we recommend that the registration and the transmission of evidence be undertaken by the institution; in addition, an entry ticket should be requested from the institution in good time. Shareholders who hold share deeds themselves should also approach an authorised depositing financial institution for the registration and the provision of evidence in good time before 2 May 2019. In the case of shares being both deposited at an institution, as well as of such being kept in own custody, 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 then be 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 financial institution, an association of shareholders or by another person of their choice. In this regard, it is first of

all necessary to register and provide evidence of ownership of shares in good time, as set out under 1. above; this is most simply achieved with a request for an entry ticket.

Any granting of an authority to represent (proxy), any revocation of such and evidence of such authorisation in relation to the Company must be in text form (Textform) unless such issuing of the authorisation to represent (proxy) is for a financial institution, an association of shareholders or, in relation to exercising voting rights, for equivalent persons in accordance with company law. It is requested that the form attached to the entry ticket is used when granting any authority to represent (proxy). **Even after the granting of an authority (proxy) a shareholder can continue to act in relation to the shares as it sees fit.**

An authority to represent (proxy) may be given to the authorised person with the entry ticket or transmitted to the Company via the electronic authorisation and proxy system on the internet at <https://www.salzgitter-ag.com/Hauptversammlung> using the access data sent with the entry ticket or, the authority to represent (proxy) may be sent to the Company by email to Salzgitter-HV2019@computershare.de. It is possible to grant or revoke any authority to represent (proxy) electronically until 12:00 o'clock 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 at the Shareholders' Meeting by a nominated representative named by the Company. In this regard, it is first of all necessary to register and provide evidence of ownership of shares in good time, as set out under 1. above; this is most simply achieved with a request for an entry ticket and then granting of an authority to represent (proxy).

Any granting of an authority to represent (proxy), any revocation of such as well as any evidence of authorisation (proxy) in relation to the Company must be in text form (Textform). It is requested that the form attached to the entry ticket is used when granting any authority to represent (proxy). Directions as to the exercising of the voting rights must be given with the issuing of an authority to represent (proxy). Without these directions the power to represent (proxy) is invalid for the representative nominated by the Company. The voting representatives are obliged to vote in accordance with the directions.

An authority to represent (proxy) with directions may be sent to the following address by no later than **22 May 2019**, 12:00 o'clock (time of receipt):

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

or such may be sent to the Company by no later than **22 May 2019**, 18:00 o'clock (time of receipt) via the electronic authorisation and proxy system on the internet at <https://www.salzgitter-ag.com/Hauptversammlung> using the access data sent with the entry ticket. **Even after the granting of an authority (proxy) a shareholder can continue to act in relation to the shares as it sees fit.**

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

a) Additions to the Agenda (§ 122 Section 2 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 made known. Each new item must be accompanied with the reasons or draft resolution. Such a request must be received by the Company in writing at the following address by no later than **22 April 2019**:

Salzgitter AG
Legal and Insurance Department
Eisenhuettenstrasse 99
38239 Salzgitter

The party submitting the request must prove that it has been the owner of the shares for at least 90 days before the day of the request and that it will retain the shares until the Board of Directors has made a decision concerning the request. As proof thereof, a corresponding confirmation shall be provided by the depositing institution.

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 require no reasons to be given) and any statements of the administration shall be made available via the internet site of the Company if a shareholder has sent the Company a counter motion or nomination competing with a nomination of the Board of Directors and Supervisory Board in relation to a specific item on the agenda with reasons (nominations require no reasons to be given) to the following address by **8 May 2019**:

Salzgitter AG
Legal 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 upon request be provided 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 insofar 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 at <https://www.salzgitter-ag.com>.

6. Data privacy information

In order to prepare for and hold its Shareholders' Meeting, the company processes personal data of the shareholders and any shareholder representatives. This data includes, in particular, the name, place of residence or address, any email address, the respective shareholding, entrance ticket number and the issue of any voting proxy. Other personal data may also be considered.

a) Person responsible, purpose and legal basis

The company is responsible for data processing. The purpose of the data processing is to enable shareholders and shareholder representatives to attend the Shareholders' Meeting and exercise their rights before and during the Shareholders' Meeting. The legal basis for the data processing is Art. 6 Para. 1 Sentence 1 c) of the EU General Data Protection Regulation (GDPR).

b) Recipients

At its Shareholders' Meeting, the company commissions various service providers and consultants who are only provided with the personal data required to perform their respective mandate. The service providers and consultants process this data exclusively in accordance with the company's instructions. Moreover, personal data will be made available to the shareholders and shareholder representatives within the framework of the statutory regulations, specifically on the list of those attending the Shareholders' Meeting.

c) Storage period

The personal data will be stored as long as this is required by law or the company has a legitimate interest in its storage, for example in the case of judicial or extrajudicial disputes arising from the Shareholders' Meeting. The personal data will then be deleted.

d) Rights of the persons affected

Under specific legal conditions, the shareholders and shareholder representatives attending the Shareholders' Meeting have a right to access their information, rectify errors, restrict, object to and delete their personal data resp. its processing, as well as a right to data portability under Chapter III GDPR. There is also a right of appeal to the data protection supervisory authorities in accordance with Art. 77 GDPR.

Contact data

The company's contact data is as follows:

Salzgitter AG
Eisenhüttenstraße 99
38239 Salzgitter

You can contact our data protection officer at/on:

datenschutz.holding@salzgitter-ag.de
Telephone: +49 5341 21-01

or at the following address:

Salzgitter AG
Data Protection Officer
Eisenhüttenstraße 99
38239 Salzgitter

7. Total Number of Shares and Voting Rights

At the time of the calling of 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 2019

Salzgitter Aktiengesellschaft
Board of Directors