



Luxembourg, February 22nd, 2016

Frequently Asked Questions regarding the EGM Convening Notice

The Company has received various questions regarding the convening notice published on February 9, 2016 for an extraordinary meeting of shareholders to be held on March 10, 2016. It is publishing this “FAQ” in response.

Question: The Company’s February 5, 2016 announcement stated that the Company intended to increase its capital through a rights issue with shareholders benefitting from “non-statutory preferential subscription rights”. What does “non-statutory” mean in this respect?

Answer: Subject to approval by the EGM of the proposed increase in authorized share capital, the capital raise will take the form of the allocation to all shareholders, in proportion to the shareholding, of rights exercisable for shares (at a price and per a ratio to be determined and announced at the time of the offering is launched). In addition, each shareholder who exercises its rights will have the ability to “oversubscribe” (i.e. to submit a request to subscribe for additional new shares at the subscription price to the extent some rights have not been exercised). While the overall structure and the detailed timetable remain subject to regulatory review and approval, the rights exercise period is expected to last approximately two weeks, with any unexercised rights lapsing at the end of it and the underlying shares taken up and placed by the underwriters in a bookbuilding exercise. This structure is typical in European rights offerings, and has also been used in the past in Luxembourg (e.g. by Arcelor in 2004). It differs from a “statutory” rights offering conducted strictly pursuant to Luxembourg corporate law procedures in that the subscription period is shorter (30 days for a “statutory” procedure) and unexercised rights lapse rather than being sold in a public auction.

Question: When is the capital raise intended to occur?

Answer: The Company intends to proceed with the rights offering as soon as practicable (subject to regulatory approval and market conditions) following EGM approval.

Question: How will the rights offering terms (ratio and price) be determined?

Answer: The terms will be set pre-launch as per market practices for rights offerings by listed companies (i.e., subscription price at a discount to be agreed with the underwriters from

the theoretical ex-rights price, with the discount set in line with market standards for comparable transactions).

Question: What is the basis for the size of the proposed increase in the authorized share capital, and for the duration (5 years) during which the Board may implement it?

Answer: The size of the authorised capital follows two objectives:

(i) ensuring that the Company has sufficient authorised capital to implement the rights offering and achieve the announced capital raising of USD 3 billion¹ under any conceivable (however unanticipated) pricing scenario and (ii) maintaining its historical flexibility going forward. The historical flexibility granted to the Board of Directors to issue ordinary shares was 10% of the issued share capital. Under the proposals put to the EGM, the unused portion of the authorised capital following the issue of shares in connection with the rights issue can only be used to issue further shares not exceeding 10% of the issued share capital following settlement of the rights issue thereby achieving the above objective.

The 5 year duration of the authorisation to issue further shares not exceeding 10% of the issued share capital corresponds to Luxembourg market practice and reflects the Company's historical flexibility.

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¹ As the subscription price will be denominated in euros, the capital increase amount will correspond to the euro equivalent of USD 3 billion upon the rights offering launch. The actual amount of the capital increase in euro will depend on the USD/EUR foreign exchange rate at closing.

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