



ArcelorMittal

Insider Dealing Regulations Procedure

Short description

Procedure to ensure appropriate treatment of Inside information and avoid insider dealing and Market Manipulation.

Scope

Relevant to all employees of ArcelorMittal subsidiaries.

Insider Dealing Regulations Procedure

In compliance with international and national regulations on insider dealing, the Board of directors of ArcelorMittal, in order to ensure appropriate treatment of Inside Information¹ and thus avoid insider dealing and Market Manipulation, has adopted the following Insider Dealing Regulations that apply throughout the ArcelorMittal group.

1. Definitions

- 1.1. **Affiliate:** A company or other entity is considered an affiliate if ArcelorMittal, or one of its subsidiaries (defined as having directly and/or indirectly more than 50% of the voting rights), has provided capital to that company with the intention of forming a long-term relationship to benefit ArcelorMittal's own activities, or otherwise controls that company or entity. If a company has provided 20% or more of another company's capital (the nominal value of all issued shares), it will be assumed, unless otherwise proven, that that company has an affiliate relationship with the other company.
- 1.2. **ArcelorMittal:** A Luxembourg limited liability company having its registered office at 19 avenue de la Liberté, L-2930 Luxembourg, Grand-Duchy of Luxembourg.
- 1.3. **ArcelorMittal Employee:** Any person employed by, or in any other type of relationship of authority to, ArcelorMittal or an Affiliate, irrespective of the duration of the employment or the relationship of authority, as well as the members of the board of directors of ArcelorMittal's Group Companies, in any case including every Designated Person.
- 1.4. ArcelorMittal Securities:
- 1.4.1. Shares and depositary receipts of shares in the capital of ArcelorMittal or its Group Companies;
- 1.4.2. Other securities issued by ArcelorMittal or its Group Companies that have been admitted (or for which admission has been requested) to trade on:
- a regulated market situated or operating in Luxembourg or another EU Member State; or
 - an exchange market situated and admitted by the authorities in a state that is not a EU Member State; or
- 1.4.3. Securities whose value is determined in part by the value of the securities referred to in 1.4.1 or 1.4.2 above.
- 1.5. **Business Day:** Any day other than a Saturday, a Sunday or a statutory holiday in Luxembourg (Luxembourg) or London (United Kingdom), or any other day on which the principal banks located in Luxembourg or London are not open for business during normal banking hours.
- 1.6. **Compliance Officer:** The officer referred to in Section 7 of these Insider Dealing Regulations.
- 1.7. **Closed Period:** The last day of the quarter up until (i) the publication of the quarterly figures or the six-monthly figures of ArcelorMittal or (ii) the announcement of an extraordinary dividend (whichever is later), plus 48 hours. Closed Periods apply to all Insiders.
- 1.8. **Designated Person:** (1) A person discharging managerial responsibilities within ArcelorMittal and (2) persons closely associated with them.
- (1) **A person discharging managerial responsibilities is:**
- i. A person who is a member of the Board of directors or the group management board of ArcelorMittal; or
 - ii. A person occupying a senior management position who is not a member of the corporate bodies referred to in item (1) i above, who has regular access to Inside Information relating, directly or indirectly, to ArcelorMittal and has the authority to make managerial decisions affecting the future developments and business prospects of ArcelorMittal group.
- (2) **A person closely associated with a person discharging managerial responsibilities is:**
- i. The spouse of the person discharging managerial responsibilities, or any partner of that person considered by national law as equivalent to a spouse;
 - ii. According to national law, dependent children of the person discharging managerial responsibilities (including children for whom such person has parental responsibility, legal custody or who share permanently or in alternation the same household);
 - iii. Other relatives of the person discharging managerial responsibilities, who have shared the same household as that person for at least one year on the date of the concerned transaction;
 - iv. Any legal person, trust or partnership, whose managerial responsibilities are discharged by a person referred to in item 1.8 (1) above or in sub items (2) i, (2) ii and (2) iii above, or which is directly or indirectly controlled by such a person, or that is set up for the benefit of such a person, or whose economic interests are substantially equivalent to those of such person (which will be deemed to be the case if such person benefits from the majority of such economic interest).
- 1.9. **Group Company:** A member of an economic unit consisting of companies connected at an organizational level, or that are otherwise controlling, controlled by or under common control with, each other. A subsidiary of a company (more than 50% voting rights) is generally part of the group.

¹ The definitions of all defined terms in this introduction can be found in Section 1 ("Definitions").

- 1.10. **Inside Information:** Information of a precise nature (including any material information) which has not been made public, relating directly or indirectly, to ArcelorMittal or its securities, or financial instruments and which, if it were made public, would be likely to have an effect on the price of ArcelorMittal Securities or on the price of related derivative financial instruments.
- 1.11. **Insider:** A person who has access to Inside Information on a temporary or permanent basis. There are three categories of Insiders: Designated Persons, other permanent Insiders and temporary Insiders. Designated Persons and ArcelorMittal group employees who have regular access to Inside Information are permanent Insiders. Other employees of the ArcelorMittal group may have temporary Insider status from time to time while working on specific projects or assignments. A temporary Insider ceases to be an Insider when the Inside Information he or she has becomes public.
- 1.12. **Investor Relations Employees:** ArcelorMittal Employees working exclusively for Investor Relations and located in London (United Kingdom).
- 1.13. **Investor Relations Non-Communication Period:** The 5th Business Day after the end of the quarter up until (i) the publication of the quarterly figures or the six-monthly figures of ArcelorMittal or (ii) the announcement of an extraordinary dividend (whichever is later).
- 1.14. **Market Manipulation:**
- (a) Transaction or orders to trade in ArcelorMittal Securities:
 - which give, or are likely to give, false or misleading signals as to the supply of, demand for or price of ArcelorMittal Securities or any other financial instruments derived thereof, or which create actual or apparent trading in, or of raising the price of, any ArcelorMittal Securities, or
 - which maintain, or attempt to maintain, by a person or persons acting in collaboration the price of one or several financial instruments at an abnormal or artificial level, unless the person who entered into the transactions or issued the orders to trade establishes that his or her reasons for so doing are legitimate and that these transactions or orders to trade conform to accepted market practices on the regulated market concerned and to applicable law and regulations and the rules established by the Stock Market Authorities;
 - (b) Transaction or order to trade in ArcelorMittal Securities or any other financial instruments derived thereof which employ fictitious devices or any other form of deception or contrivance;
 - (c) Dissemination of information through the media, or by any other means, which gives, or is likely to give, false or misleading signals as to ArcelorMittal Securities or any other financial instruments derived thereof, including the dissemination of rumours and false or misleading news, where the person who made the dissemination knew, or ought to have known, that the information was false or misleading.
- 1.15. **Stock Market Authorities:** (i) The Dutch authority for the financial markets (Autoriteit Financiële Markten or AFM), (ii) the French stock market authority for the financial markets (Autorité des Marchés Financiers or AMF); (iii) the Luxembourg stock market authority for the financial markets (Commission de Surveillance du Secteur Financier or CSSF); (iv) the Spanish stock market authority for the financial markets (Comision Nacional de Mercado de Valores or CNMV); (v) the United States of America Securities and Exchange Commission (or SEC); (vi) the New York stock market authority (NYSE Group, Inc. or NYSE) (vii) the Belgian stock market authority (Commission Bancaire, Financière et des Assurances or CBFA); or the regulator of any other relevant stock exchange.
- 1.16. **Transaction:** The purchase or sale, or the attempt to purchase or sell, or any other legal act aimed at acquiring or disposing ArcelorMittal Securities, directly or indirectly, for one's own account or for the account of others.

2. General Insider Dealing Regulations

- 2.1. Every person subject to these Insider Dealing Regulations who holds Inside Information is strictly prohibited from executing Transactions in ArcelorMittal Securities unless an exception to this prohibition applies, as set out in Section 6 of these Insider Dealing Regulations.
- 2.2. Every person subject to these Insider Dealing Regulations who holds Inside Information is strictly prohibited from communicating Inside Information to any person, except in the normal course of his or her business, profession or function. In this context, Investor Relations Employees are permitted to communicate before the start and after the end of the Investor Relations Non-Communication Period subject to these Insider Dealing Regulations. The Board of directors has delegated to the group management board of ArcelorMittal, the implementation of more specific rules relating to the Investor Relations Non-Communication Period (including but not limited to the implementation of rules to ensure that Investor Relations Employees do not receive from internal sources any Inside Information before the start of the Investor Relations Non-Communication Period nor Investor Relations Employees comment specifically on the results of the quarter just ended up until the end of the Closed Period).
- 2.3. Every person subject to these Insider Dealing Regulations is strictly prohibited from recommending to any other person to acquire or sell, or to cause any other person to acquire or sell, ArcelorMittal Securities on the basis of Inside Information.
- 2.4. Every person subject to these Insider Dealing Regulations must avoid the mixing of business and private interests or any reasonably to be expected semblance of confusion of business and private interests with respect to ArcelorMittal Securities.
- 2.5. Every person subject to these Insider Dealing Regulations must treat Inside Information confidentially and may provide such information only in the normal course of his or her business, profession or function to persons who are bound

towards ArcelorMittal by a professional secrecy obligation. Any information relating to ArcelorMittal must be treated as confidential by every person subject to these Insider Dealing Regulations, as required by the ArcelorMittal Code of Business Conduct.

- 2.6. Every person subject to these Insider Dealing Regulations acknowledges that the Compliance Officer is entitled to conduct any investigation (or cause any investigation to be conducted) with respect to any Transaction in ArcelorMittal Securities carried out by (or on the instructions of) such ArcelorMittal Employee.
- 2.7. Every person subject to these Insider Dealing Regulations undertakes to provide the information that may be requested with respect to Transactions to the Compliance Officer with a view to the strict enforcement of these Insider Dealing Regulations.
- 2.8. Every person subject to these Insider Dealing Regulations undertakes to order his or her brokerage firm or securities account manager to provide the information regarding Transactions conducted by or on behalf of the ArcelorMittal Employee if the Compliance Officer so requests with a view to the strict enforcement of the Insider Dealing Regulations.
- 2.9. Every person subject to these Insider Dealing Regulations is strictly prohibited from executing Transactions in ArcelorMittal Securities if such Transactions could in any way result in the (reasonably expected) semblance of the use of Inside Information.
- 2.10. Every person subject to these Insider Dealing Regulations is prohibited from engaging in any Market Manipulation.

3. Specific insider dealing regulations for designated persons and other insiders

In addition to the prohibitions listed in Section 2 above, every Designated Person and other Insiders is prohibited from executing Transactions in ArcelorMittal Securities during a Closed Period, irrespective of whether he or she possesses Inside Information, unless an exception to this prohibition applies as set out in Section 6 of these Insider Dealing Regulations.

4. Obligation of designated persons to give public notice of transactions in arcelmittal securities

- 4.1. Every Designated Person who intends to execute a Transaction in ArcelorMittal Securities or in those of its Group Companies must inform the Compliance Officer in writing (such as by means of an e-mail) of any Transaction at the latest on the working day before its execution. This notification must contain the information detailed in item 4.2 below. The Compliance Officer will either approve or disallow the Transaction based on an assessment of the risk of use of Inside Information or Market Manipulation in general terms. This assessment will be made by the Compliance Officer on the basis of general information available to him

or her relating to the business of ArcelorMittal and its Group Companies and will in no way limit the responsibility of any Designated Person to make his or her own assessment of potential use of Inside Information known to him or her but unknown to the Compliance Officer. Without the prior approval of the Compliance Officer, a Designated Person is not allowed to execute Transactions in ArcelorMittal Securities or in those of its Group Companies.

- 4.2. Members of the Board of directors of ArcelorMittal must notify to the CSSF immediately all Transactions in ArcelorMittal Securities or those of its Group Companies. Every other Designated Person must notify to the CSSF all Transactions in ArcelorMittal Securities within five (5) working days of the date each individual Transaction is carried out.

The notification must contain the following information:

- (i) the name of the issuer,
- (ii) the name of the Designated Person,
- (iii) the reason for the obligation to notify,
- (iv) the description of the financial instrument,
- (v) the nature of the Transaction (e.g. acquisition or disposal)
- (vi) the date and place of the Transaction,
- (vii) the price per ArcelorMittal Security and the aggregate amount of the Transaction.

- 4.3. Every Designated Person may request the Compliance Officer in writing to make the relevant notification on his or her behalf. This request may only be made simultaneously with the provision to the Compliance Officer of the information referred to in items 4.1 and 4.2 above.
- 4.4. Every member of the Board of directors, and of the group management board of ArcelorMittal must notify ArcelorMittal and the CSSF of the number of ArcelorMittal Securities held by him or her in the capital of ArcelorMittal and (if different) of the number of votes that can be cast by him or her in the issued share capital of ArcelorMittal within two weeks of his or her appointment as member of the Board of directors or of the group management board of ArcelorMittal.
- 4.5. Every member of the Board of directors, and of the group management board of ArcelorMittal must immediately notify ArcelorMittal and the CSSF of every change in the number of ArcelorMittal Securities held by him or her in the share capital of ArcelorMittal and (if different) of every change in the number of votes that can be cast by him or her in the issued share capital of ArcelorMittal.

5. Exceptions to the notification obligation set out in section 4

Acquisitions of ArcelorMittal Securities by inheritance, by donation, in application of an employment contract or as part of a remuneration do not fall under the notification obligation set out under item 4.2 above.

6. Exception to the prohibitions set out in sections 2 and 3

The prohibitions established in section 2 (General Insider Regulations for all ArcelorMittal Employees) and section 3 (Specific Insider Regulations for Designated Persons) do not apply to Transactions operated in ArcelorMittal Securities aimed at fulfilling an enforceable commitment that already existed at the moment at which the ArcelorMittal Employee concerned conducting or effecting the Transaction in ArcelorMittal Securities came into possession of the Inside Information and that was otherwise made in compliance with the Insider Dealing Regulations.

7. Compliance officer

- 7.1. The Board of directors of ArcelorMittal has appointed a Compliance Officer and may dismiss him or her at any time.
- 7.2. The Board of directors of ArcelorMittal has announced the identity of the Compliance Officer and where he may be reached.
- 7.3. The Compliance Officer has the duties and powers conferred on him by the Insider Dealing Regulations. The Board of directors of ArcelorMittal may confer additional duties and powers to the Compliance Officer.
- 7.4. The Compliance Officer may in consultation with the Board of directors of ArcelorMittal designate one or more deputies who may be established in other countries and who may, for the benefit of the ArcelorMittal Employees in those countries, exercise such duties and powers as the Compliance Officer will determine in consultation with the Board of directors of ArcelorMittal.
- 7.5. The Compliance Officer is entitled to conduct (or to have conducted) any investigation with respect to the execution of Transactions in ArcelorMittal Securities by any ArcelorMittal Employee.
- 7.6. The Compliance Officer must report his findings regarding the investigation to the Chairman of the Board of directors of ArcelorMittal. Prior thereto, the ArcelorMittal Employee must have received the opportunity to give his or her reaction to the findings of the Compliance Officer. The Chairman of the Board of directors of ArcelorMittal informs the ArcelorMittal Employee of the outcome of the investigation.

8. Other provisions

- 8.1. These Insider Dealing Regulations were adopted on September 15, 1999 with retroactive effect to 1 April 1999. They were updated in November 2005 to reflect changes in legislation. In February 2007 they were amended to reflect the inclusion of Arcelor SA as a Group Company. The Insider Dealing Regulations were amended on 20 August 2007, 14 March 2008, 29 July 2008 and 31 July 2013.
- 8.2. A List of Insiders is required by law to be maintained by ArcelorMittal. This task has been delegated to the Compliance Officer referred to in Section 7 of these Insider Dealing Regulations. The Insiders' List will be updated periodically and must be made available upon request to the Stock Market Authorities, in particular the CSSF.
- 8.3. These Insider Dealing Regulations may be amended, and supplemented by a resolution of the Board of directors of ArcelorMittal. Amendments and supplements to the Insider Dealing Regulations approved by the Board of directors of ArcelorMittal will enter into force upon their announcement, unless the announcement specifies a later date.
- 8.4. These Insider Dealing Regulations are in addition to any other provisions of law, regulation or stock market rules applicable to ArcelorMittal Employees.
- 8.5. The Insider Dealing Regulations are governed by Luxembourg law.

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