(*a société anonyme incorporated under the laws of the Grand Duchy of Luxembourg having its registered office at 24-26 boulevard d'Avranches, L-1160 Luxembourg, Grand Duchy of Luxembourg, and registered with the Registre de Commerce et des Sociétés, Luxembourg under number B82454*)

€10,000,000,000

Euro Medium Term Note Programme
(wholesale programme)

ArcelorMittal ("**ArcelorMittal**", the "**Issuer**" or the "**Company**") may, subject to compliance with all relevant laws, regulations and directives, from time to time issue notes (the "**Notes**") denominated in any currency (including euro) under its €10,000,000,000 Euro Medium Term Note Programme (wholesale) updated on 19 November 2021 (the "**Programme**").

The Issuer has prepared this prospectus supplement no. 1 (the "**Prospectus Supplement No. 1**") to the Issuer's base prospectus dated 19 November 2021 (the "**Original Base Prospectus**") (the Original Base Prospectus together with this Prospectus Supplement No. 1 is referred to herein as the "**Base Prospectus**") pursuant to Article 23.1 of Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, as amended, and repealing Directive 2003/71/EC (the "**EU Prospectus Regulation**") and the Luxembourg law of 16 July 2019 on prospectuses for securities (the "**Prospectus Law**") for the purposes of updating the Original Base Prospectus with new significant information relating to the Issuer that has been made public since the publication of the Original Base Prospectus. In particular certain changes have been made to the "Risk Factors", "Information Incorporated by Reference" and "Recent Developments" sections of the Base Prospectus. This Prospectus Supplement No. 1 is supplemental to, and should be read in conjunction with, the Original Base Prospectus. Terms defined in the Original Base Prospectus shall have the same meaning when used in this Prospectus Supplement No. 1. Save as disclosed in this Prospectus Supplement No. 1, there has been no other significant new factor, material mistake or inaccuracy relating to information included in the Original Base Prospectus which may affect the assessment of the Notes to be issued under the Programme since the publication of the Original Base Prospectus.

This Prospectus Supplement No. 1, the Original Base Prospectus and any documents incorporated by reference herein and therein, as well as the Final Terms relating to series of Notes admitted to trading on the regulated market of the Luxembourg Stock Exchange and listed on the official list of the Luxembourg Stock Exchange are or will be published on the website of the Luxembourg Stock Exchange (www.bourse.lu). In the case of any Notes which are to be listed and admitted to trading on a Regulated Market within the European Economic Area and/or offered to the public in a Member State of the European Economic Area which would otherwise require the publication of a prospectus under the EU Prospectus Regulation in respect of such offering, the minimum specified denomination shall be Euro 100,000 (or its equivalent in any other currency as at the date of issue of the Notes). **Investing in Notes issued under the Programme involves certain risks. The principal risk factors that may affect the abilities of the Issuer to fulfil its respective obligations under the Notes are discussed under the "Risk Factors" sections of the Original Base Prospectus and this Prospectus Supplement No. 1.**

This Prospectus Supplement No. 1 has been approved by the Luxembourg *Commission de Surveillance du Secteur Financier*, which is the Luxembourg competent authority under the EU Prospectus Regulation and the Prospectus Law.

To the extent that there is any inconsistency between (a) any statement in this Prospectus Supplement No. 1 and (b) any other statement in, or incorporated by reference into, the Original Base Prospectus, the statement in (a) above will prevail.

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RESPONSIBILITY STATEMENT

The Issuer accepts responsibility for the information contained in this Prospectus Supplement No. 1. To the best of the knowledge of the Issuer (who has taken all reasonable care to ensure that such is the case), the information contained in this document (including, for the avoidance of doubt, all documents incorporated by reference in the Original Base Prospectus) is in accordance with the facts and does not omit anything likely to affect the import of such information.

RISK FACTORS

The information below replaces the sections entitled "I. Risks Related to the Global Economy and the Mining and Steel Industry", "II. Risks Related to ArcelorMittal's operations", "III. Risks Related to ArcelorMittal's Mining activities", "IV. Risks Related to ArcelorMittal's acquisitions and investments", "V. Risks Related to ArcelorMittal's financial position and organizational structure" and "VI. Legal and regulatory risks" set out on pages 11 to 38 of the Original Base Prospectus.

I. Risks related to the global economy and the mining and steel industry

Prolonged low steel and (to a lesser extent) iron ore prices and/or low steel demand would have an adverse effect on ArcelorMittal's results of operations.

As an integrated producer of steel and iron ore, ArcelorMittal's results of operations are sensitive to the market prices of, and demand for, steel and iron ore in its markets and globally. The impact of market steel prices on its results is direct while the impact of market iron ore prices is both direct and indirect, as ArcelorMittal sells iron ore on the market to third parties (in which case it benefits from higher iron ore market prices), and indirect, as iron ore is a principal raw material used in steel production and fluctuations in its market price are typically and eventually (with the timing dependent on steel market conditions) passed through to steel prices (with any lags in passing on higher prices "squeezing" steel margins, as discussed below). Steel and iron ore prices are affected by supply and demand trends and inventory cycles. In terms of demand, steel and iron ore prices are sensitive to trends in cyclical industries, such as the automotive, construction, appliance, machinery, equipment and transportation industries, which are significant markets for ArcelorMittal's products (with automotive being particularly significant). More generally, steel and iron ore prices are sensitive to macroeconomic fluctuations in the global economy which are impacted by many factors ranging from trade and geopolitical tensions to global and regional monetary policy to specific disruptive events such as pandemics and natural disasters. In the past, substantial price decreases during periods of economic weakness have not always been offset by commensurate price increases during periods of economic strength. In addition, as further discussed below, excess supply relative to demand for steel in local markets generally results in increased exports and drives down regional or global prices. In terms of inventory, steel stocking and destocking cycles affect apparent demand for steel and hence steel prices and steel producers' profitability. For example, steel distributors may accumulate substantial steel inventories in periods of low prices and, in periods of rising real demand for steel from end-users, steel distributors may sell steel from inventory (destock), thereby delaying the effective implementation of steel price increases. Conversely, steel price decreases can sometimes develop their own momentum, as customers adopt a "wait and see" attitude and destock in the expectation of further price decreases.

As a result of these factors, steel and iron ore prices fluctuate substantially and have come under pressure at various points in recent periods. In 2019, steel market conditions deteriorated significantly due to a decline in steel prices (lower demand in Europe and the U.S., higher imports in Europe and additional domestic supply and the effect of customer destocking in the U.S.) and higher raw material costs (particularly in iron ore due to supply-side developments), resulting in a negative price-cost effect. This led to substantial inventory-related and impairment charges and hence sharply lower steel segment operating income in 2019. Steel market conditions were adversely affected in the first half of 2020 by the COVID-19 pandemic and its economic ramifications, with demand plummeting (e.g., an 18.4% year-on-year drop in EU apparent steel consumption ("ASC") and a 34.7% drop in overall steel shipments in the second quarter versus the prior year quarter) and prices falling substantially. After a strong rebound starting in the second half of 2020 and continuing into the third quarter of 2021, steel prices began to decline from very high levels in the fourth quarter of 2021, in varying degrees by market, in particular, due to softer end-market demand conditions (e.g., supply chain issues affecting automobile production and weakness in the Chinese real estate market, both major consumers of steel). Steel prices in the first half of 2022 were highly volatile, coming off peak in the early stages of the first quarter then spiking in the latter part of the first quarter following the Russian invasion of Ukraine, and then falling since as fears of a global slowdown have emerged, due in particular to uncertainties about the duration of the Russia-Ukraine conflict, its consequences on energy supply and, more generally, high inflation (including of energy), monetary tightening and continuing supply chain issues.

The trajectory of steel demand and prices going forward and in particular in the second half of 2022 is difficult to predict due to such variables as the duration of the ongoing conflict in Ukraine and its impact on global energy supply and hence on industrial production and consequentially demand for steel, the extent and duration of supply chain issues affecting end-markets (and in particular automobile production), the remaining course of the COVID-19 pandemic (including the risk of renewed containment measures affecting consumer demand and production facilities, in particular in China), import volumes and tariff levels and inventories. In addition, macroeconomic conditions are uncertain, including due to geopolitical developments, particularly Russia's invasion of Ukraine and the international community's reaction to it. Any economic downturn globally or in certain regions may result in lower steel demand and lower steel and iron ore prices. A scenario of prolonged low steel and (to a lesser extent or if simultaneous) iron ore prices whether or not combined with low steel demand would have a material adverse effect on ArcelorMittal's results of operations and financial condition.

More specifically in terms of near to mid-term risks for the Company in this respect, the fall in international spot steel prices in the second quarter of 2022 stems from a broader trend in slowing steel demand. As inflation continues and economies raise interest rates in an attempt to curb it, the risk of a global recession has grown. Significant energy supply issues in Europe increase the risk of manufacturers being unable to operate at full capacity, potentially lowering demand for steel and steel prices. Many steel customers have begun to destock and adopt a "wait and see" approach in the summer of 2022, due to expectations that steel prices may fall even more sharply in the traditionally weak third quarter. The continuing impacts of COVID-19 and repeated lockdowns on the Chinese economy (due to the Chinese government's "zero-Covid" approach) also add to risks of a global slowdown and lower global steel demand and prices. Prior recessions have generally resulted in lower steel demand and steel prices, with consequential material adverse impacts on steel companies' results. Given the current market uncertainties, ArcelorMittal did not update its ASC forecasts in connection with its first half 2022 results and indeed highlighted the potential risks going forward (see "Management's Discussion and Analysis of Financial Condition and Results of Operations for the six months ended June 30, 2022—Outlook" in the 2022 Half Year Report). Any significant decline in steel prices also increases the risk of inventory-related charges, as were recorded in 2019 and to a less significant extent in the first half of 2022. In addition, the impact of lower steel prices on ArcelorMittal's results is subject to a lag effect (due to its contracts), and therefore the impact will be felt beyond the duration of any decline in steel prices. The most recent decline in steel prices (which started at the end of the second quarter of 2022) is not fully reflected in the Company's results for the second quarter of 2022 but will become stronger in the second half of 2022.

Volatility in the supply and prices of raw materials, energy and transportation, and volatility in steel prices or mismatches between steel prices and raw material prices could adversely affect ArcelorMittal's results of operations.

As a producer and seller of steel, the Company is directly exposed to fluctuations in the market price for steel, iron ore, coking coal and other raw materials, energy and transportation. In particular, steel production consumes substantial amounts of raw materials including iron ore, coking coal and coke, and the production of direct reduced iron, the production of steel in electric arc furnaces and the re-heating of steel involve the use of significant amounts of energy, making steel companies dependent on the price of and their reliable access to supplies of raw materials and energy. In the fourth quarter of 2021 and throughout the first half of 2022, the Company has become subject to increasing inflationary cost pressures, with in particular the prices of electricity, natural gas and CO2 all increasing significantly, putting pressure on steel price spreads in an initially high steel price environment and then deflationary steel environment, resulting in a compression of steel spreads, which started in the second quarter of 2022 and is expected to continue.

Although ArcelorMittal has substantial sources of iron ore from its own mines (the Company's self-sufficiency rate was 59% for iron ore in 2021), it nevertheless remains exposed to volatility in the supply and price of iron ore and coking coal given that it obtains a significant portion of such raw materials under supply contracts from third parties. For additional details on ArcelorMittal's raw materials supply and self-sufficiency, see "Business overview—Products—Mining products" and "Business overview—Products—Other raw materials and energy" in the 2021 Form 20-F. The prices of steel, iron ore, coking coal and scrap have been highly volatile in recent years and in the first half of 2022. Volatility in steel and raw material prices can result from many factors including: trends in demand for iron ore in the steel industry itself, and particularly from Chinese steel producers (as the largest group of producers); industry structural factors (including the oligopolistic nature of the seaborne iron ore industry and the fragmented nature of the steel industry); the expectation or imposition of corrective trade measures such as tariffs; massive stocking and destocking activities (sudden drops in prices can lead end-users to delay orders pushing prices down further); speculation; new laws or regulations; changes in the supply of iron ore, in particular due to new mines coming into operation; business continuity of suppliers; changes in pricing models or contract arrangements; expansion projects of suppliers; worldwide production, including interruptions thereof by suppliers; capacity-utilization rates; accidents or disruptions at suppliers' premises or along the supply chain as occurred in 2019 , 2021 and the first half of 2022; wars, natural disasters, public health epidemics (such as the COVID-19 pandemic which substantially depressed demand for steel for an extended period in 2020), political disruption and other similar events; fluctuations in exchange rates; the bargaining power of raw material suppliers and the availability and cost of transportation. Industry and overall decarbonization efforts may also result in increased and/or volatile prices, in particular, higher energy and CO2 prices as well as scrap prices (due in particular to an industry shift to EAF production). For further information on the movement of raw material prices in recent years and in the first half of 2022, see "Operating and financial review—Key factors affecting results of operations—Raw materials" in the 2021 Form 20-F and "Management's Discussion and Analysis of Financial Condition and Results of Operations for the six months ended June 30, 2022— Key factors affecting results of operations—Raw materials" in the 2022 Half Year Report.

Furthermore, while steel and raw material (in particular iron ore and coking coal) price trends have historically been correlated, a lack of correlation or an abnormal lag in the corollary relationship between raw material and steel prices may also occur and result in a "price-cost effect" in the steel industry. ArcelorMittal has experienced negative price-cost effects (or "squeezes") at various points in recent years including in 2019, 2020, 2021 and the second quarter of 2022 and will likely continue to do so as this is a structural feature. In some of ArcelorMittal's segments, in particular Europe and NAFTA, there are several months between raw material purchases and sales of steel products incorporating those materials, rendering them particularly susceptible to price-cost effect. For example, coking coal sourced from Australia takes several weeks to reach Europe (e.g. approximately 4 weeks sailing time, plus loading/unloading time at ports), creating a structural lag. Sudden spikes in raw materials, such as coking coal, have occurred in the past and may occur in the future. Because ArcelorMittal sources a substantial portion of its raw materials through long-term contracts with quarterly (or more frequent) formula-based or negotiated price adjustments and as a steel producer sells a substantial part of its steel products at spot prices, it faces the risk of adverse differentials between its own production costs, which are affected by global raw materials and scrap prices, on the one hand, and trends for steel prices in regional markets, on the other hand. The price/cost dynamic in the most recent periods can be summarized as follows: in 2019, the significant decline in steel prices (due to lower demand and higher imports, among other things) and significant increase in iron ore prices among other trends due in part to supply shocks following the collapse of the Brumadinho dam owned by Vale in Brazil and a heavy cyclone season in Australia weighed heavily on the profitability of the Company's steel business. In 2020, the negative impact of the COVID-19 pandemic restrictions on steel demand led to lower spreads as steel prices declined, in particular in the second quarter of 2020. Prices remained low in the third quarter of 2020 (due in part to price lag), while raw material costs, especially iron ore, remained broadly stable, underpinned by the strong rebound in Chinese demand, resulting in a price-cost squeeze. In the fourth quarter of 2020, with the recovery of steel demand in the world ex-China, there was a recovery in steel and iron ore prices, while prices for coking coal decreased and remained stable throughout the fourth quarter of 2020 due to the Chinese ban on Australian coals. The significant increase in steel prices in the fourth quarter of 2020 resulted in a multi-year high in steel spreads (which was not fully reflected in the Company's performance due to lag effect). This trend continued through the third quarter of 2021 before prices came off the highest levels in the fourth quarter of 2021, while high raw material and energy costs put increasing pressure on margins. This trend then shifted in the first half of 2022, as energy costs continued to increase while steel prices declined. It is now expected that margin pressure will increase in the second half of 2022 as steel prices have fallen faster than raw materials prices. More generally and in sum, the relationship between input (and in particular raw material) costs and steel selling prices and the time lag between them structurally subjects the profitability of steel manufacturers in general and ArcelorMittal in particular to the risk of a negative price-cost effect.

ArcelorMittal's other principal input costs that affect its level of profitability are energy and transportation. Energy expenses are sensitive to changes in electricity, energy transportation and fuel prices, including diesel fuel, natural gas and industrial gas. Prices for electricity, natural gas and fuel oils can fluctuate widely with availability and demand levels from other users, including fluctuations caused by the impact of the COVID-19 pandemic. During periods of peak usage, although some operations have contractual arrangements in place whereby they receive certain offsetting payments in exchange for electricity load reduction, supplies of energy in general may be curtailed and the Company may not be able to purchase them at historical rates. A disruption in the transmission of energy, inadequate energy transmission infrastructure, or the termination of any of the Group's energy supply contracts could interrupt energy supply and adversely affect operations. While the Group has some long-term contracts with electrical, natural gas and industrial gas suppliers, it is exposed to fluctuations in energy, natural gas and industrial gas costs that can affect its production costs. Energy prices rose substantially in various markets in 2021, with attendant impacts on margins and in extreme cases production (e.g., the Company curtailed production at some of its Spanish plants during "peak hours" due to high electricity prices). Europe is now experiencing an energy crisis, due to the consequences of Russia's invasion of Ukraine as well as other supply issues. While the Company generally hedges its energy costs on a six-month rolling basis, its results will be impacted if energy prices remain high long-term. The energy crisis goes beyond soaring prices, as there is significant supply risk. Germany in particular is under significant pressure, as gas supplies through the Nord Stream pipeline have been reduced to 20% of maximum capacity as of July 26, 2022 and the second stage of emergency has been declared. As a result, it is expected that there will not be enough natural gas in the winter to cover demand, and priority will be given to households, leaving industrial operations at substantial risk. While the Company deploys a TTF hedging mechanism to safeguard its energy supply and the Company currently expects to be able to continue to meet market demand from its overall European footprint, certain of the Company's European operations, in particular in Germany, are subject to the risk of not being able to obtain sufficient energy supplies. The Company expects to continue to operate its German facilities even with a cut of 20% in energy supplies to Germany, unless there is a collapse in demand for steel. More significant cuts in energy supplies or a collapse in demand due to supply issues or otherwise may result in the Company having to cut production. Indirectly, if steel-using customers are unable to source the energy supplies needed for their operations, they will be unable to operate and their demand for steel will decline.

Transportation costs include shipping, road and rail. These costs, and in particular shipping, also rose substantially in 2021 due to the post-lockdown demand recovery and logistic constraints. Further increases in or a sustained high level of transportation costs not offset by continued high steel selling prices would directly and mechanically weigh on ArcelorMittal's profitability (although it would make imports into its markets less competitive). In light of reduced global steel production, the outlook on freight rates in the near future is to a large degree dependent on developments in China. If China cannot significantly raise infrastructure spending in the second half of 2022, economic recovery is likely to be stunted, further impacting iron ore demand, and by extension freight rates on key iron ore routes.

Excess capacity and oversupply in the steel industry and in the iron ore mining industry have in the past and may continue in the future to weigh on the profitability of steel producers, including ArcelorMittal.

The steel industry is affected by global and regional production capacity and fluctuations in steel imports and exports, which are themselves affected by the existence and amounts of tariffs and customer and distributor stocking and destocking cycles. The steel industry has historically suffered from structural overcapacity globally, and the current global steelmaking capacity exceeds the current global consumption of steel, especially for long products. This overcapacity is affected by global macroeconomic trends and amplified during periods of global or regional economic weakness, leading to weaker global or regional demand. In particular, China is both the largest global steel consumer and the largest global steel producer by a large margin, and the balance between its domestic production and consumption has been an important factor influencing global steel prices. At various points in recent years, reduced Chinese steel demand has not been fully offset by reduced Chinese steel production, which has led to a flood of Chinese steel exports into various regional markets, including the Company's principal markets, weighing on and indeed depressing market prices. While most recently this phenomenon has been tempered by constraints imposed on Chinese steel production, the risk remains of excessive production and hence exports, in particular if there is a global recession or a Chinese slowdown. Indeed, the risk of further lockdowns in China could exacerbate the current slowdown in the real estate sector, which has caused Chinese domestic demand to weaken and pushed up Chinese net exports from around 3.5 million tons per month from January to April, 2022 to almost 7 million tons per month in May and June 2022. Exports by steel producers in other developing countries and regions (such as the CIS, Turkey and India) into the Company's principal markets are also a market feature. The extent of them depends on the demand/production balance in the producer's home market as well as regional market pricing differentials (including any applicable import tariffs). The European steel market is particularly sensitive to the import threat due to remaining structural overcapacity. For example, lower demand and high imports led to low steel prices in Europe in the first half of 2019, to which steel producers (including the Company) responded with production cuts.

Market prices for iron ore also underpin those of steel (as its principal input component) to some extent, and iron ore prices depend both on supply and demand conditions. Excess iron ore supply relative to demand has led to depressed prices at various points in recent years and could recur, with potentially a corollary effect on steel prices. No assurance can be given that iron ore prices will not decline further, particularly if Chinese steel demand declines, worldwide capacity increases due to new mines coming online or steel demand declines again due to a resurgence of COVID-19 pandemic impacts or impacts from the Russia/Ukraine conflict, in particular on energy supply and prices. A renewed phase of steel and iron ore oversupply would likely have a material adverse effect on ArcelorMittal's results of operations and financial condition.

Unfair trade practices, import tariffs and/or barriers to free trade could negatively affect steel prices and ArcelorMittal's results of operations in various markets.

ArcelorMittal is exposed to the effects of "dumping" and other unfair trade and pricing practices by competitors. Moreover, government subsidies to the steel industry remain widespread in certain countries, particularly those with centrally controlled economies such as China. In periods of lower global demand for steel, there is an increased risk of additional volumes of unfairly-traded steel exports into various markets, including Europe, North America and other markets such as Brazil and South Africa, in which ArcelorMittal produces and sells its products. Such imports have had and could in the future have the effect of reducing prices and demand for ArcelorMittal's products.

Exports of low-cost steel products from developing countries, along with a lack of effective remedial trade policies, can depress steel prices in various markets globally, including in ArcelorMittal's key markets. Conversely, ArcelorMittal is exposed to the effects of import tariffs, other trade barriers and protectionist policies more generally due to the global nature of its operations. Various countries have instituted, and may institute import tariffs and barriers that could, depending on the nature of the measures adopted, adversely affect ArcelorMittal's business by limiting the Company's access to or competitiveness in steel markets. While such protectionist measures can help the producers in the adopting country, they may be ineffective, raise the risk of exports being directed to markets where no such measures are in place or are less effective and/or result in retaliatory measures. Moreover, absent government intervention, European steel producers who will bear increasingly high costs to reduce carbon emissions (or pay for allowances) will be at a competitive disadvantage versus importers from developing countries with lower environmental standards. While certain changes in Chinese policy have recently led to decreased exports from China (notably the cancellation of the 13% export tax rebate on commodity grades of steel (HRC, rebar as of May 1, 2021), the risk of increased exports from China remains, due to changes in Chinese policy, economic conditions or otherwise. For example, the sharp reduction in underlying real demand in China, coupled by a smaller reduction in steel production, led a push for exports, causing Chinese net steel exports to rise sharply in May and June 2022 to almost 7 million tons, up from an average of approximately 3.5 million tons during January to April 2022. A significant increase of Chinese exports, if continued, will likely lead to rising inventory levels in ex-China steel markets and downward pressure on prices and spreads, negatively affecting the Company's profitability.

More generally, the current state of trade relations globally with trade disputes leading to the imposition of tariffs and then retaliatory measures, as seen in recent years in various markets (U.S./China, U.S./Europe, etc.) has and could continue to directly (in the case of tariffs) or indirectly (in the case of economic growth generally) have a significant adverse effect on demand for and the price of steel and hence on ArcelorMittal's results of operations and financial condition.

Russia's invasion of Ukraine, international reaction to it (in particular in the form of sanctions) and any regional or global escalation of the conflict, could adversely affect the Company's business, results of operations and financial condition.

The Company has significant operations in Ukraine, consisting of a steel plant, which produced 4.9 million tons of steel in 2021, and (captive) mines that produced 11.7 million tons of iron ore in 2021; the related property, plant and equipment had a carrying value of $2.3 billion on the Company's balance sheet at December 31, 2021. In 2021, the Company's Ukrainian operations (and in particular its Kryvyi Rih steel plant) recorded 4.6 million of steel shipments, generating $4.1 billion of sales including $0.9 billion of sales to customers located in Ukraine. Operations were not affected by the conflicts ongoing since 2014 in relation to Crimea and the

Donbass region; they have, however, been affected by Russia's invasion of Ukraine in late February 2022, in the wake of which the Company reduced steel production to minimum levels (approximately one-third of its normal production levels) and discontinued mining operations at its underground mines. On March 3, 2022, the Company then announced that it was beginning the process to idle its steelmaking operations in Kryvyi Rih in order to ensure the safety and security of its people and assets. The Company continues to operate only one of three blast furnaces in Ukraine. Blast furnace No.6 (approximately 20% of Kryvyi Rih capacity) restarted on April 11, 2022 (to resume low levels of pig iron production). Iron ore production has been steadily increased to 80% in the second quarter of 2022 (up from 50-60% capacity in the prior quarter). The Company cannot predict the duration of the idling or of lower production as it will depend on the remaining course of the conflict and the establishment of safe and stable operating and logistical conditions thereafter, as well as potential repairs of any damages sustained. The ongoing conflict, its impact on demand and costs and any resulting further reduced production, sales and income at its Ukrainian operations increase the risk that the Company may need to record an impairment charge with respect to such operations. For further information on these risks, see note 4 to the Condensed Consolidated Financial Statements as of and for the six months ended June 30, 2022 (included in the 2022 HY Report and incorporated by reference in the Original Base Prospectus) (the "2022 HY Financials").

The imposition of extensive sanctions on Russia by the EU, the U.S., the UK and other countries affects the Company's sourcing of raw materials and also, potentially, the markets for sales by the Group's other operations in the CIS (the Group recorded $1.6 billion of sales to customers located in Russia in 2021). The Company's Kazakh operations stopped selling to customers located in Russia in March 2022 following Russia's invasion of Ukraine. Overall, the impact on the Company's CIS operations was significant in the second quarter of 2022, with significantly lower production, shipments and sales in the second quarter of 2022 compared to the first quarter of 2022. See "Business overview" in the 2022 HY Report. The Company resumed sales and shipments to customers located in Russia in June 2022. If such sales were to become prohibited by sanctions or impossible or impracticable due to the ongoing conflict, the Company's results of operations would be impacted.

More generally the conflict could have a further material adverse effect on the overall macroeconomic environment. It has already resulted in increasing energy and logistics costs and a decrease in demand and prices in the region; it may also affect steel demand and prices more generally. The impact on energy supplies in Europe in particular has been significant and increases the risk of a recession in Europe. Both the conflict itself and the sanctions imposed (and further sanctions that may be imposed), as well as potential Russian reactions, have had and could have further destabilizing effects on financial markets. The conflict, which has substantially exacerbated tensions between NATO and Russia, could escalate militarily both regionally and globally; any substantial escalation would have a material adverse effect on macroeconomic conditions. In addition, sanctions may remain in place beyond the duration of any military conflict and have a long-lasting impact on the region and globally, and could adversely impact the Group's results of operations and financial condition.

Developments in the competitive environment in the steel industry could have an adverse effect on ArcelorMittal's competitive position and hence its business, financial condition, results of operations or prospects.

The markets in which steel companies operate are highly competitive. Competition, in the form of established producers expanding in new markets, smaller producers increasing production in anticipation of demand increases or amid recoveries, or exporters selling excess capacity from markets such as China, could cause ArcelorMittal to lose market share, increase expenditures or reduce pricing. For example, in the CIS, if low-cost regional competitors with 100% self-sufficiency in raw materials, increase steel rolling capacity, ArcelorMittal's market share may be affected, and downward pressure applied to globally traded steel prices. Any of these developments could have a material adverse effect on its business, financial condition, results of operations or prospects.

Competition from other materials and alternative steel-based technologies could reduce market prices and demand for steel products and thereby reduce ArcelorMittal's cash flows and profitability.

In many applications, steel competes with other materials that may be used as substitutes, such as aluminum, concrete, composites, glass, plastic and wood. In particular, as a result of increasingly stringent regulatory requirements, as well as developments in alternative materials, designers, engineers and industrial manufacturers, especially those in the automotive industry have increased their use of lighter weight and alternative materials, such as aluminum and plastics in their products.

In the automotive area, ArcelorMittal has introduced new advanced high-strength steel products, such as Usibor® 2000, Ductibor® 1000 and Fortiform® which is a new range of third generation advanced high strength steel for cold stamping, new engineering S-in motion® projects and a dedicated electric iCARe® range to respond to the shift toward electric cars. New martensitic products also offer a major potential for battery packs and the Multi Part Integration concept brings the possibility to drastically reduce the number of parts in a car. In the construction area, ArcelorMittal is deploying Steligence®, a unique holistic commercial approach with a complete set of products, services and solutions. See "Business overview—Research and development" in the 2021 Form 20-F. Despite these product innovations, a loss of market share to substitute materials, increased government regulatory initiatives favoring the use of alternative materials, as well as the development of additional new substitutes for steel products could significantly reduce market prices and demand for steel products and thereby reduce ArcelorMittal's cash flows and profitability.

While in 2020, the Company started to offer its customers equivalent green steel tons by way of a certification system linked to CO2 savings, achieved through investment in decarbonization technologies, a trend which continued in 2021, additive manufacturing or new technologies such as carbon free steelmaking could result in a loss of market share if competitors develop and deploy this kind of technology before, or more effectively than, ArcelorMittal. In addition, to the extent regulatory requirements and/or customer demand for low carbon or carbon neutral steel increase, competition with respect to low CO2 steel technologies may become more significant, leading to substantial input cost increases.

II. Risks related to ArcelorMittal's operations

ArcelorMittal's level of profitability and cash flow currently is and, depending on market and operating conditions, may in the future be, substantially affected by its ability to reduce costs and improve operating efficiency.

The steel industry has historically been cyclical, periodically experiencing difficult operating conditions. In light of this, ArcelorMittal has historically and increasingly in recent periods, taken initiatives to reduce its costs and increase its operating efficiency including through various asset optimization and other programs. In 2021, the Company achieved $0.6 billion of fixed cost savings relating to its previously announced $1.0 billion structural improvement plan, and has announced a new three year $1.5 billion value plan in February 2022, focused on creating value through well-defined commercial and operational initiatives. These initiatives have been key to the Company's ability to control and reduce costs, hence supporting profitability. Any inability to continue to roll-out such initiatives and to implement them fully could have a material adverse effect on the Company's profitability and cash flows.

The Group's carbon emissions intensity reduction targets are based on current assumptions with respect to the costs, government and societal support for the reduction of carbon emissions in particular regions and the advancement of technology and infrastructure related to the reduction of carbon emissions over time. Future developments may affect such assumptions, and this may render the achievement of ArcelorMittal's targets more difficult, or even impossible, to achieve for cost or other reasons.

To achieve its 2030 global carbon emissions intensity (covering the Scope 1 and 2 emissions attributable to the Company's operations measured in accordance with the greenhouse gas ("GHG") Protocol reduction target of 25%, ArcelorMittal has estimated the gross capital cost required for the Group to be approximately $10 billion, with the expectation that 35% of these capital expenditures will be deployed up to 2025 and the remainder in the second part of the decade. In addition, the Company's decarbonization strategy includes the objective of carbon neutrality by 2050, which has also become in 2021 a legal obligation for its operations in the EU and Canada following the endorsement of the Climate Law and the Canadian Net-Zero Emissions Accountability Act, respectively. These targets and estimates are based on numerous assumptions, including the costs of green hydrogen (meaning hydrogen produced exclusively from renewable sources) and its evolution over time, the construction of DRI and EAF, the development of carbon capture, utilization and storage ("CCUS") infrastructure and the timing of the introduction of GHG reduction requirements and supportive policies in applicable jurisdictions. The Company expects that low emissions technologies will become more competitive over time as more stringent GHG reduction requirements or a carbon price are introduced and increased in each jurisdiction, alongside the introduction of effective policies to secure a level playing field, and the decarbonization technologies themselves become more mature and efficient. However, in the transition period (and through at least 2030), its investments in decarbonization will require support from host countries, first and foremost from the European Union and its member states, through supportive policies designed to avoid "carbon leakage" and provide compensation for the significantly higher costs, while at the same time maintaining a fair and competitive landscape. In particular, ArcelorMittal's expectation is that public funding covers 50% of the total cost of decarbonization (capital expenditures and higher operating expenses) so that companies are not rendered uncompetitive during this transition period. The Company believes this expectation is reasonable, but such funding is subject to changes in government and policy, among other factors, and may not be achieved. A lack of governmental and societal support could make the Company's targets more costly, more difficult or even impossible to achieve. If the Company is unable to make the necessary investments to decarbonize and reach its 2030 decarbonization targets due to the design of governmental policy in Europe or other jurisdictions where it operates (see "*Changes in assumptions underlying the carrying value of certain assets, including as a result of adverse market conditions, could result in the impairment of such assets, including intangible assets such as goodwill*" below), it may negatively affect its competitiveness, profitability, cash flows, results of operations and financial condition, as well as harm its reputation. In addition, in April 2021, ArcelorMittal's revolving credit facility was amended so that the margin payable will be increased or decreased depending on the Company's performance against two metrics measured annually against pre-defined targets with respect to its environmental and sustainability performance (CO2e intensity of the Company's European operations and the number of facilities which have been certified by ResponsibleSteel™).

ArcelorMittal has incurred and may incur in the future operating costs when production capacity is idled or increased costs to resume production at idled facilities.

ArcelorMittal's decisions about which facilities to operate and at which levels are made based upon customers' orders for products as well as the capabilities and cost performance of the Company's facilities. Considering temporary or structural overcapacity or other considerations, production operations are concentrated at several plant locations and certain facilities are idled in response to customer demand, although operating costs are still incurred at such idled facilities. Most recently ArcelorMittal idled several plants during the COVID-19 pandemic-related lockdowns and its Ukrainian steel plant following the Russian invasion (and is currently operating only one of three blast furnaces in Ukraine). Four out of six coke batteries have been hot idled. While steps have been taken to protect these assets, idling can impact their long term health. The risk of the Company needing to idle facilities due to the ongoing conflict, energy supply issues and any significant changes in steel demand due to the conflict, recession or otherwise, remains high. When idled facilities are restarted, ArcelorMittal incurs costs to replenish raw material inventories, prepare the previously idled facilities for operation, perform the required repair and maintenance activities and prepare employees to return to work safely and resume production responsibilities. Such costs could have an adverse effect on its results of operations or financial condition.

ArcelorMittal could experience labor disputes that may disrupt its operations and its relationships with its customers and its ability to rationalize operations and reduce labor costs in certain markets may be limited in practice or encounter implementation difficulties.

A majority of the employees of ArcelorMittal and of its contractors are represented by labor unions and are covered by collective bargaining or similar agreements, which are subject to periodic renegotiation. Strikes or work stoppages could occur prior to, or during, negotiations preceding new collective bargaining agreements, during wage and benefits negotiations or during other periods for other reasons, in particular in connection with any announced intentions to adapt the footprint. ArcelorMittal may experience strikes and work stoppages at various facilities. Prolonged strikes or work stoppages could have an adverse effect on the operations and financial results of ArcelorMittal. In recent years ArcelorMittal has experienced significant strikes affecting operations at various plants, particularly in Mexico, South Africa, France and Canada, relating to various causes, often in connection with labor contract renewal negotiations.

Disruptions to ArcelorMittal's manufacturing processes caused for example by equipment failures, natural disasters, accidents, epidemics or pandemics, geopolitical conflicts or extreme weather events could adversely affect its operations, customer service levels and financial results and liabilities.

Steel manufacturing processes are dependent on critical steel-making equipment, such as furnaces, continuous casters, rolling mills and electrical equipment (such as transformers), and such equipment may incur downtime as a result of unanticipated failures or other events, such as fires, explosions, furnace breakdowns or as a result of natural disasters, accidents, epidemics or pandemics or severe weather conditions. ArcelorMittal's manufacturing plants have experienced, and may in the future experience, plant shutdowns or periods of reduced production as a result of such events, for example the collapse of the oxygen and nitrogen pipelines in November 2018 at ArcelorMittal Temirtau, the fire in a conveyor belt of the coke plant in ArcelorMittal Asturias in October 2018, an electrical failure resulting in the temporary stoppage of the concentrator at AMMC in 2019, a fire in the gas cleaning section of the coke plant in Dunkirk in 2020, a blast furnace gas line explosion in Vanderbiljpark in 2020 in South Africa, an explosion in the Abayskaya mine in Kazakhstan in November 2021 and a roof collapse at Temirtau in June 2022. Certain of these incidents have resulted or may result in governmental investigations or proceedings and/or in costs and liabilities and negatively impact the Company's reputation or the operations of the affected facilities. Such incidents could also lead to production stoppages, loss of key personnel, loss of key assets, or put at risk our employees (and those of sub-contractors and suppliers) or persons living near affected sites. See "*ArcelorMittal is subject to strict environmental, health and safety laws and regulations that could give rise to a significant increase in costs and liabilities.*" Conflicts may also cause interruptions to operations; see "*Russia's invasion of Ukraine, and any regional or global escalation of the conflict, could adversely affect the Company's business and results of operations.*"

In addition, natural disasters and severe weather conditions could lead to significant damage at ArcelorMittal's production facilities and general infrastructure or cause shutdowns. For example, ArcelorMittal Mexico's production facilities located in Lázaro Cárdenas, Michoacán, Mexico are located in or close to areas prone to earthquakes. The Lázaro Cárdenas area has, in addition, been subject to a number of tsunamis in the past. The site of the joint venture AM/NS Calvert ("Calvert") in the United States is located in an area subject to tornados and hurricanes. ArcelorMittal also has assets in locations subject to bush fires, specifically in Kazakhstan and South Africa, and to Arctic freeze, specifically in Baffinland. More generally, changing weather patterns and climatic conditions in recent years, possibly due to climate change, have added to the unpredictability and frequency of natural disasters.

Severe weather conditions can also affect ArcelorMittal's operations in particular due to the long supply chain for certain of its operations and the location of certain operations in areas subject to harsh winter conditions (i.e., Canada and Kazakhstan) or areas that are susceptible to droughts (i.e., South Africa, Mexico and Brazil). Water in particular is crucial to the steelmaking process, and the risk that the authorities may restrict license to withdraw water as a result of chronic drought could increase operating costs and reduce production capacity. Flooding has also affected ArcelorMittal's operations, including at ArcelorMittal Asturias in Aviles, Spain in June 2018 and, more regularly, in Liberia, when heavy rains during the wet season have caused handling and logistic constraints that impacted shipment volumes. The severe floods in Europe in July 2021 resulted in logistic constraints and decreased steel shipments. Damage to ArcelorMittal production facilities due to natural disasters and severe weather conditions could, to the extent that lost production cannot be compensated for by unaffected facilities, adversely affect its business, results of operations or financial condition. More generally, these severe weather conditions could increase in frequency and severity due to climate change.

ArcelorMittal's insurance policies provide limited coverage, potentially leaving it uninsured against some business risks.

The occurrence of an event that is uninsurable or not fully insured could have a material adverse effect on ArcelorMittal's business, financial condition, results of operations or prospects. ArcelorMittal maintains insurance on property and equipment in amounts believed to be consistent with industry practices, but it is not fully insured against all such risks. ArcelorMittal's insurance policies cover physical loss or damage to its property and equipment on a reinstatement basis as arising from a number of specified risks and certain consequential losses, including business interruption arising from the occurrence of an insured event under the policies. Under ArcelorMittal's property and equipment policies, some damages and losses caused by among others terrorism, war and other political violent events, as well as by certain natural disasters, such as earthquakes, floods and windstorms, are also covered.

ArcelorMittal also purchases worldwide third-party public and product liability insurance coverage for all of its subsidiaries. Various other types of insurance are also maintained, such as comprehensive construction and contractor insurance for its greenfield and major capital expenditures projects, directors and officers liability, transport, and charterers' liability, as well as other customary policies such as car insurance, travel assistance and medical insurance.

In addition, ArcelorMittal maintains trade credit insurance on receivables from selected customers, subject to limits that it believes are consistent with those in the industry, in order to protect it against the risk of non-payment due to customers' insolvency or other causes. Not all of ArcelorMittal's customers are or can be insured, and even when insurance is available, it may not fully cover the exposure.

Notwithstanding the insurance coverage that ArcelorMittal and its subsidiaries carry, the occurrence of an event or series of events (such as, among others, a pandemic or a war) that may result in losses in excess of limits specified under the relevant policy, or losses not covered by insurance policies, could materially harm ArcelorMittal's financial condition and future operating results.

ArcelorMittal's reputation and business could be materially harmed as a result of data breaches, data theft, unauthorized access or successful hacking.

ArcelorMittal's operations depend on the secure and reliable performance of its information technology systems. An increasing number of companies, including ArcelorMittal, have experienced intrusion attempts or even breaches of their information technology security, some of which have involved sophisticated and highly targeted attacks on their computer networks. Phishing, ransomware and virus attacks have been increasing in more recent years through 2020, with WannaCry impacting the Company in March 2018 and ransomware Eight in South Africa in 2020. In March 2021, ArcelorMittal Liberia and Dofasco were subject to a Cobalt Strike BEACON malware attack. The attack initially occurred on the ArcelorMittal Liberia network, with a malicious file download leading to an infection by malware. The attacker then moved laterally within the ArcelorMittal Liberia network to the ArcelorMittal Dofasco environment, attempting to infect the ArcelorMittal Dofasco system. In April 2021, ArcelorMittal Dofasco engaged an outside firm to conduct an exhaustive review of the attack, and no evidence data access, staging or theft was found. In April 2022, one of ArcelorMittal Brasil's business partners was the subject of a malware attack in which the attackers moved laterally in an attempt to gain access to shared accounts between the partner and ArcelorMittal Brasil. The attackers then also attempted to use this initial attack to access some of the Company's North American sites. A forensic analysis of the incident by an outside firm found no evidence that data or accounts related to ArcelorMittal Brasil or any of the Company's North America sites had been compromised.

Adverse consequences of technological advances like Industry 4.0, Cloud computing, Internet of Things, and Blockchain may increase threats or cause damage to ArcelorMittal, for example by impacting shop-floor systems supporting production and maintenance and thereby forcing plant operations to revert to manual mode with loss of production, resulting in new risks to

ArcelorMittal's operations and systems. Because the techniques used to obtain unauthorized access, disable or degrade service or sabotage systems change frequently and often are not recognized until launched against a target, the Company may be unable to anticipate these techniques or to implement in a timely manner effective and efficient countermeasures. Although, ArcelorMittal performs annual cyber maturity assessments in many of its business units, which are supplemented by in-depth cyber audits and penetration testing exercises performed by ArcelorMittal Global Assurance, the risk of significant data breaches, data theft, unauthorized access or successful hacking cannot be eliminated. There may also be an increased risk of cybersecurity breaches due to ongoing geopolitical tensions involving Russia.

If unauthorized parties attempt or manage to bring down the Company's website or force access into its information technology systems, they may be able to misappropriate personal and confidential information, cause interruptions in the Company's operations, damage its computers or process control systems or otherwise damage its reputation and business. In such circumstances, the Company could be held liable or be subject to regulatory or other actions for breaching confidentiality and personal data protection rules including the EU's General Data Protection Regulation ("GDPR"). Any compromise of the security of the Company's information technology systems could result in a loss of confidence in the Company's security measures and subject it to litigation, civil or criminal penalties, and adverse publicity that could adversely affect its reputation, financial condition and results of operations.

III. Risks related to ArcelorMittal's Mining activities

ArcelorMittal's mining operations are subject to risks associated with mining activities.

ArcelorMittal's mining operations are subject to the hazards and risks usually associated with the exploration, development and production of natural resources, any of which could result in production shortfalls or damage to persons or property. In particular, the hazards associated with open-pit mining operations include, among others:

- flooding of the open-pit;
- collapse of the open-pit wall;
- accidents associated with the operation of large open-pit mining and rock transportation equipment;
- accidents associated with the preparation and ignition of large-scale open-pit blasting operations;
- production disruptions or difficulties associated with mining in extreme weather conditions;
- hazards associated with the disposal of mineralized waste water, such as groundwater and waterway contamination; and

- collapse of tailings ponds dams.

Hazards associated with underground mining operations, of which ArcelorMittal has several, include, among others:

- underground fires and explosions, including those caused by flammable gas;
- gas and coal outbursts;
- cave-ins or falls of ground;
- discharges of gases and toxic chemicals;
- flooding;
- sinkhole formation and ground subsidence; and
- blasting, removing, and processing material from an underground mine.

ArcelorMittal is exposed to all of these hazards. The occurrence of any of the events listed above could delay production, increase production costs and result in death or injury to persons, damage to property and liability for ArcelorMittal, some or all of which may not be covered by insurance, as well as substantially harm ArcelorMittal's reputation, both as a Company focused on ensuring the health and safety of its employees and more generally.

ArcelorMittal's reserve and resource estimates may materially differ from mineral quantities that it may be able to actually recover; ArcelorMittal's estimates of mine life may prove inaccurate; and market price fluctuations and changes in operating and capital costs may render certain ore reserves uneconomical to mine.

There is a degree of uncertainty attributable to the estimation of mineral reserves and resources. Until mineral reserves and resources are actually mined and processed, the quantity of metal and grades must be considered as estimates only and no assurance can be given that the indicated levels of metals will be produced. In making determinations about whether to advance any of its projects to development, ArcelorMittal must rely upon estimated calculations for the mineral reserves and mineral resources and grades of mineralization on the Company's properties.

The estimation of mineral reserves and resources is a subjective process that is partially dependent upon the judgment of the qualified persons preparing such estimates. The process relies on the quantity and quality of available data and is based on knowledge, mining experience, statistical analysis of drilling and sampling results and industry practices. Valid estimates made at a given time may significantly change when new information becomes available.

ArcelorMittal's estimates of mineral reserves and resources are based on geological interpretation and statistical inferences or assumptions drawn from drilling and sampling analysis made as of the date of such estimates. ArcelorMittal periodically updates its mineral reserves and resources estimates based on the conclusions of the relevant qualified persons with respect to new data from exploratory and infill drilling, results from technical studies and the experience acquired during the operation of the mine and metallurgical processing, as well as changes to the assumptions used to calculate these estimates.

Several of the assumptions used to calculate these estimates, including the market prices, operating and capital costs and mining and metallurgical recovery rates, among others, can greatly fluctuate, which may result in significant changes to the Company's current estimates. These changes may also render some or all of our proven and probable mineral reserves and measured and indicated mineral resources uneconomic to exploit and may ultimately result in a reduction of mineral reserves and resources.

In addition, inferred mineral resources have a great amount of uncertainty as to their existence and their economic and legal feasibility. Readers should not assume that any part of an inferred mineral resource will be upgraded to a higher category or that any of the mineral resources not already classified as mineral reserves will be reclassified as mineral reserves.

Moreover, substantial time and expenditures are required to:

- establish mineral reserves through drilling;
- determine appropriate mining and metallurgical processes for optimizing the recovery of saleable product from iron ore and coal reserves;
- obtain environmental and other licenses or securing surface rights with local communities;
- construct mining and processing facilities and the infrastructure required for greenfield properties;
- extract the saleable products from the mined iron ore or coal; and
- maintain the appropriate blend of ore to ensure the final product qualities expected by the customer are achieved.

If a project proves not to be economically feasible by the time ArcelorMittal is able to exploit it, ArcelorMittal may incur substantial losses and be obliged to recognize impairments. In addition, potential changes or complications involving metallurgical and other technological processes that arise during the life of a project may result in delays and cost overruns that may render the project not economically feasible.

ArcelorMittal faces rising extraction costs over time as reserves deplete.

Reserves are gradually depleted in the ordinary course of a given mining operation. As mining progresses, distances to the primary crusher and to waste deposits become longer, pits become steeper and underground operations become deeper, all of which are considered in reserve estimates. As a result, ArcelorMittal usually experiences rising unit extraction costs over time with respect to each of its mines.

IV. Risks related to ArcelorMittal's acquisitions and investments

ArcelorMittal has grown through acquisitions and may continue to do so. Failure to manage external growth and difficulties completing planned acquisitions or integrating acquired companies could harm ArcelorMittal's future results of operations, financial condition and prospects.

The Company was formed and subsequently grew through mergers and acquisitions. After curtailing its large-scale M&A activity for several years following the 2008 financial crisis, the Company made several large acquisitions in recent years, including its acquisition (via a joint venture) of Calvert in 2014, of the long steel business ArcelorMittal Sul Fluminense ("AMSF") in 2018, ArcelorMittal Italia via a long-term lease and conditional purchase agreement in 2018 (renamed Acciaierie d'Italia and which became a joint venture in 2021) and AMNS India Limited ("AMNS India") via a joint venture in 2019, the acquisition of a majority stake in voestalpine's HBI facility in Texas and the proposed acquisition of Companhia Siderúrgica do Pecém in Brazil in 2022.

To the extent ArcelorMittal continues to pursue significant acquisitions, financing of such acquisitions may (depending on the structure) result in increased debt, leverage and gearing. Acquisitions also entail increased operating costs, as well as greater allocation of management resources away from daily operations. Managing acquisitions requires the continued development of ArcelorMittal's financial and management information control systems, the integration of acquired assets with existing operations, the adoption of manufacturing best practices, handling any labor disruptions that may arise, attracting and retaining qualified management and personnel as well as the continued training and supervision of such personnel, and the ability to manage the risks and liabilities associated with the acquired businesses. Acquisitions may also result in subsequent disputes or financial liabilities, including in respect of put options granted to selling shareholders over a retained minority stake. For example, Votorantim S.A. is contesting the exercise price of the put option it has over its stake in ArcelorMittal Brasil, representing substantial financial exposure for the Company. The Company also recognized a financial liability at amortized cost related to the put option granted to voestalpine in connection with the acquisition of the Corpus Christi, Texas HBI facility, as described in note 3 to the 2022 HY Financials. Failure to manage acquisitions could have a material adverse effect on ArcelorMittal's business, financial condition, results of operations or prospects.

ArcelorMittal may encounter further difficulties with respect to ArcelorMittal Italia (renamed Acciaierie d'Italia ("ADI").

The Company has encountered and may continue to encounter difficulties with respect to ADI. In particular, pursuant to the initial agreement for the lease and subsequent conditional purchase of the business, ADI began implementing major improvements involving substantial capital expenditures designed to bring ADI up to and beyond EU environmental standards, to improve its operational performance, to rebuild client confidence and to integrate personnel and apply the Company's best practices and expertise. The implementation of these improvements has been subject to various obstacles, including the unexpected legal, regulatory and operational developments encountered in 2019 and the impact of the COVID-19 pandemic in Italy, which led to a significant reduction in the Taranto plant's production for several months in 2020. These delays were particularly costly as ADI had been loss-making while it was consolidated in ArcelorMittal's results from November 2018 to December 2020.

On November 4, 2019, ArcelorMittal sent to the Commissioners managing the Ilva insolvency procedure (the "Commissioners") a notice to withdraw from or terminate lease and conditional purchase agreement (the "Ilva Agreement") and return the business units to Ilva. This notice was based, among other things, on provisions of the agreement that allow withdrawal in the event that a new law affects the environmental plan for the Taranto plant in such a way that materially impairs the ability to operate the plant or implement the industrial plan; these provisions were triggered following the Italian Parliament's removal, on November 3, 2019, of the legal protection necessary for ADI to implement its environmental plan without risk of criminal liability. In response, the Commissioners filed suit in Milan seeking an injunction to prevent ArcelorMittal's withdrawal and termination of the agreement. Following negotiation between the parties, on March 4, 2020, ArcelorMittal and the Commissioners agreed to settle this litigation and signed an amendment to the Ilva Agreement.

The amendment included terms for investment by Italian state-sponsored and other private entities into ADI, a new industrial plan involving lower-carbon steelmaking technologies, a revised lease payment structure and certain revised commitments and additional conditions precedent related to the completion of the obligation to purchase (including the amendment of the existing environmental plan to account for changes in the new industrial plan; the lifting of all criminal seizures on the Taranto plant; and the absence of restrictive measures affecting ADI in the context of criminal proceedings where Ilva is a defendant) by May 2022. The Investment Agreement was signed on December 10, 2020, providing for Invitalia, an Italian state-owned company, to invest up to €1.1 billion in ADI, in two tranches (equity and €25 million as a loan). On April 14, 2021, following the initial injection by Invitalia of €400 million of new equity, ArcelorMittal and Invitalia formed a public-private partnership. The joint company was renamed Acciaierie d'Italia Holding "ADI Holding" (formerly AM InvestCo), and its main operating subsidiary ADI was renamed Acciaierie d'Italia. The investment agreement stipulates a second equity injection by Invitalia of up to €680 million, to fund the purchase of Ilva's business by ADI Holding, subject to certain conditions precedent to be met by May 2022. Certain of these conditions precedent (in particular due to the existence of various judicial measures encumbering the Taranto plant) were not fulfilled by May 31, 2022. Accordingly, on May 31, 2022 the parties entered into amendments to the Ilva Agreement and the Investment Agreement. More specifically, ADI Holding and Ilva signed an amendment to the Ilva Agreement to, among other changes, extend the longstop date for the fulfillment of the conditions precedent (and, therefore, the term of the lease of the Ilva business) by 2 years (until May 31, 2024). In parallel, the ArcelorMittal group and Invitalia signed an amendment to the Investment Agreement to extend the latest date for the second equity injection to May 31, 2024 (to coincide with the latest date for the fulfillment of the conditions precedent for the purchase of the Ilva business assets) and to reflect certain other circumstances. This amendment to the Investment Agreement confirms ADI Holding's ownership and governance structure until May 2024. When and if the second equity injection is made, Invitalia's shareholding of ADI Holding would increase to 60% and ArcelorMittal would invest up to €70 million to retain a 40% shareholding and joint control over the company. Following the first equity injection, and given that ADI Holding would henceforth operate independently and in particular have its own funding plans, ArcelorMittal derecognized the assets and liabilities (including the remaining lease and purchase liability) of ADI Holding and its operating subsidiaries from its consolidated statement of financial position and accounts for its interest in the company under the equity method. While the first Invitalia investment has been made, no assurance can be given that the purchase will be completed or that the conditions precedent to the investment agreement itself will be fulfilled by May 2024 (in case conditions precedent are not met or waived or the May 2024 deadline extended, ADI Holding would not be required to complete the purchase of Ilva's assets and a portion of its capital invested would be returned) or that further operational, financial, legal, regulatory, labor-related or political difficulties will not arise, potentially resulting in the failure to achieve the anticipated benefits of the project, further losses, renewed litigation and payments of substantial amounts or other damages.

ArcelorMittal faces risks associated with its acquisition, via a joint venture, of AMNS India.

ArcelorMittal acquired, via a joint venture with Nippon Steel Corporation ("NSC"), AMNS India on December 16, 2019, in a bankruptcy resolution process. The joint venture's proposal, set out in a resolution plan (the "Resolution Plan") that detailed among other things the amount to be paid to existing creditors and towards capital infusion (totaling $7.1 billion and including $417 million of guaranteed working capital adjustment) and the improvements and related capital expenditures (totaling $2.6 billion) to be made over the medium-term, was approved by the Indian Supreme Court on November 15, 2019.

The implementation of the Resolution Plan subjects ArcelorMittal to various risks. On the operational front, the industrial project to turnaround AMNS India and further improve operational profitability is large-scale and ambitious. While ArcelorMittal has substantial experience in turnaround situations, the scale of this one is particularly large and it is the Company's inaugural large-scale acquisition in India, an emerging market. Moreover, AMNS India's acquired assets did not include certain assets that are ancillary to the steel plant. While AMNS India has since made additional acquisitions, such as of Odisha Slurry Pipeline Infrastructure Limited and a power plant, and it recently announced an agreement to acquire port, power and other logistics and infrastructure assets from the Essar Group, in each case, without requiring additional shareholder funding, it is possible that the joint venture may make additional acquisitions financed in a manner involving shareholder funding or exposure. Capital expenditure in excess of budgeted amounts, delays and difficulties in achieving commercial objectives therefore cannot be ruled out. The risks in this respect are compounded to an extent by the fact that AMNS India was emerging from bankruptcy (meaning, among other things, that maintenance capital expenditures were deferred) and is owned and operated by a joint venture with attendant risks around strategic alignment, potential discord and deadlock. ArcelorMittal is exposed to the extent of its equity investment and its guarantees of the financings of the joint venture. On March 16, 2020, AMNS Luxembourg, the parent company of the joint venture AMNS India, entered into a $5.1 billion ten-year term loan agreement with several Japanese banks which is guaranteed by ArcelorMittal and NSC in proportion to their interests in the joint venture. See further information in note 2.4 to the 2021 Financial Statements and note 12 to the 2022 HY Financials.

ArcelorMittal's greenfield, brownfield and other investment projects are subject to financing, execution and completion risks.

The Company has announced a number of greenfield or brownfield development projects as well as other significant investment projects which are capital intensive. See "Properties and capital expenditures—Property, plant and equipment—Investments in joint ventures" and "Properties and capital expenditures—Capital expenditures" in the 2021 Form 20-F for further information on projects the Company has announced. Particularly significant recent projects include the Company's announced projects in India, Liberia, Brazil, Ukraine and Mexico, involving estimated capital expenditures of approximately $3.65 billion over the 2021 to 2024 period, of which $0.4 billion has been spent to date with $3.25 billion outstanding. In addition, ArcelorMittal's joint venture AMNS India has signed a memorandum of understanding with the Government of Odisha to set-up an integrated steel plant with a 12 million tons per annum capacity in the Kendrapara district of Odisha and other joint ventures have ongoing significant investment projects. In March 2022, the Company also established a strategic partnership with Greenko Group, an Indian energy transition company, to develop a 'round the clock' renewable energy project with 975 MW of nominal capacity, involving investments of approximately $600 million and combining solar and wind power.

To the extent these projects go forward, they would entail substantial capital expenditures, and their timely completion and successful operation may be affected by factors beyond the control of ArcelorMittal. These factors include receiving financing on reasonable terms, obtaining or renewing required regulatory approvals and licenses, securing and maintaining adequate property rights to land and mineral resources, local opposition to land acquisition or project development, managing relationships with or obtaining consents from other shareholders, revision of economic viability projections, demand for the Company's products, local environmental or health-related conditions, and general economic conditions. Any of these factors may cause the Company to delay, modify or forego some or all aspects of its development projects. For investment projects that the Company expects to fund primarily through internal sources, these sources may prove insufficient depending on the amount of internally generated cash flows and other uses of cash, and the Company may need to choose between incurring external financing or foregoing the investment. The Company cannot guarantee that it will be able to execute its greenfield, brownfield or other investment projects, and to the extent that they proceed, that it will be able to complete them on schedule, within budget, or achieve an adequate return on its investment. Conversely, should the Company decide to postpone or cancel development projects, it could incur various negative consequences such as litigation or impairment charges, as well as loss of anticipated strategic benefits.

ArcelorMittal faces risks associated with its investments in joint ventures and associates.

ArcelorMittal has investments in numerous joint ventures and associates. See "Properties and capital expenditures—Property, plant and equipment—Investments in joint ventures" in the 2021 Form 20-F and note 2.4 to the 2021 Financial Statements. In particular, it has structured significant growth transactions in recent years, including Calvert and AMNS India as joint ventures, and recently restructured ADI as a joint venture. These joint ventures subject ArcelorMittal to several types of risks.

First, risks that are endemic to joint ventures generally due to their nature as entities over which control is shared. These include the risk of dead-lock and/or coordination issues affecting the implementation of strategy. To the extent joint ventures and associates are controlled and managed by partners, they may not fully comply with ArcelorMittal's standards, controls and procedures, including ArcelorMittal's health, safety, environment and community standards; this could lead to higher costs, reduced production or environmental, health and safety incidents or accidents, which could adversely affect ArcelorMittal's results and reputation.

Second, joint ventures may be the source of substantial expenditures and financial exposure. Although ArcelorMittal's joint ventures are responsible for their own debt repayment and it does not consolidate their indebtedness, ArcelorMittal may make substantial cash contributions to extend loans to and/or guarantee the debt or contractual obligations of its joint ventures. This may particularly be the case for joint ventures that are strategic and that are expanding and developing, such as AMNS India and Calvert. As of December 31, 2021, ArcelorMittal had given $4.3 billion of guarantees on behalf of associates and joint ventures ($4.4 billion as of June 30, 2022), including $3.1 billion on behalf of AMNS India, $279 million issued on behalf of Calvert, $323 million in relation to outstanding lease liabilities for vessels operated by Global Chartering and $175 million on behalf of its joint venture Al Jubail (discussed further below). See notes 2.4.1, 2.4.2 and 9.4 to the 2021 Financial Statements and note 12 to the 2022 HY Financials. Other sureties, first demand guarantees, letters of credit, pledges and other collateral included $411 million and $406 million in commitments given on behalf of associates as of June 30, 2022 and December 31, 2021, respectively, and $527 million and $452 million in commitments given on behalf of joint ventures as of June 30, 2022 and December 31, 2021, respectively. First demand guarantees include ones given for payments under operating contracts, such as energy supply contracts. In the current context of spiking energy prices and potential energy shortages, the risk of such guarantees being activated and leading to substantial financial exposure is increased. In addition, as of June 30, 2022, ArcelorMittal had given purchase commitments to associates and joint ventures in the amount of $1,488 million and $886 million, respectively. See notes 2.4.1, 2.4.2 and 9.4 to the 2021 Financial Statements and note 12 to the 2022 HY Financials.

Third, joint ventures and associates may experience financial difficulties. In such circumstances, ArcelorMittal may choose to restructure the joint venture, to contribute additional equity or to guarantee additional financing. The Company also may be exposed to loss of its investment or calls on existing guarantees. For example, the financial situation of ArcelorMittal's joint venture in Saudi Arabia, Al Jubail, was negatively impacted by a slower than expected ramp-up of operations and required further funding in 2018 and 2019; it may require additional funding in the future. ArcelorMittal has provided shareholder loans to assist with funding and has guaranteed some of the joint venture's indebtedness (see above).

Finally, ArcelorMittal's investments in joint ventures and associates may result in impairments. In 2020, as a result of lower cash flow projections resulting from weaker market conditions partially linked to the COVID-19 pandemic, the Company recognized a $211 million impairment charge with respect to its associate DHS Group. As of December 31, 2021, ArcelorMittal's investments accounted for under the equity method had a carrying amount of $10.3 billion, including AMNS India ($3.3 billion), Acciaierie d'Italia ($1.2 billion), DHS Group ($650 million), China Oriental ($1.3 billion), Gonvarri ($617 million), Calvert ($866 million), Baffinland ($386 million) and VAMA ($249 million). As of June 30, 2022, ArcelorMittal's investments accounted for under the equity method had a carrying amount of $11.0 billion.

V. Risks related to ArcelorMittal's financial position and organizational structure

Changes in assumptions underlying the carrying value of certain assets, including as a result of adverse market conditions, could result in the impairment of such assets, including intangible assets such as goodwill.

At each reporting date, in accordance with the Company's accounting policy described in note 5.3 to the 2021 Financial Statements, ArcelorMittal reviews the carrying amounts of its tangible and intangible assets (goodwill is reviewed annually or whenever changes in circumstances indicate that the carrying amount may not be recoverable) to determine whether there is any indication that the carrying amount of those assets may not be recoverable through continuing use. If any such indication exists, the recoverable amount of the asset (or cash-generating unit) is reviewed in order to determine the amount of the impairment, if any.

If certain of management's estimates change during a given period, such as the discount rate, capital expenditures, expected changes to average selling prices, growth rates, shipments and direct costs, the estimate of the recoverable amount of goodwill or the asset could fall significantly and result in impairment. While impairment does not affect reported cash flows, the decrease of the estimated recoverable amount and the related non-cash charge in the consolidated statements of operations could have a material adverse effect on ArcelorMittal's results of operations. For example, in 2019, the Company recognized $1.3 billion of impairments on the fixed assets of ArcelorMittal USA (of which $660 million was reversed in 2020 in connection with the agreed sale to Cleveland-Cliffs) and a $75 million impairment at ArcelorMittal South Africa following downward revisions of cash flow projections. In 2020, the Company recorded impairment charges of $196 million, including $92 million related to the permanent closure of the coke plant in Florange (France) in the first quarter and $104 million following the permanent closure of a blast furnace and steel plant in Krakow (Poland) in the third quarter. The Company also recognizes impairment in connection with intended sales, when the carrying amount of the disposal group is higher than the fair value less cost to sell. In this context, the Company recognized a total impairment charge of $994 million (including $888 million in connection with the intended sale of the ADI remedy assets and $86 million in relation to the sale of the Votorantim remedy assets) in 2018, an additional impairment of $497 million in 2019 related to the remedy asset sales for the ADI acquisition and a $331 million impairment charge with respect the Company's plate assets in Europe in 2020. Substantial amounts of goodwill, tangible and intangible assets remain recorded on the Company's consolidated statement of financial position. As of December 31, 2021, the Company's balance sheet included $3.9 billion of goodwill.

More generally, no assurance can be given as to the absence of significant further impairment losses in future periods, particularly if market conditions deteriorate or as a result of the Russian invasion of Ukraine and any resulting economic impacts. In particular, changes in key assumptions used in the Group's impairment tests, due to market conditions, regulations (including environmental regulations) or other reasons may result in additional impairment losses being recognized in the future. In addition, for operations in jurisdictions where a legal obligation of carbon neutrality has been established (i.e., EU and Canada) the Company's assumptions include the significant long-term investments necessary to reach the Group's announced carbon emissions goals. With respect to operations in other jurisdictions where decarbonization will occur at a different pace, the Company increased risk premiums included in their discount rates until they are able to accelerate their decarbonization strategy to meet the 2050 carbon neutrality objective and a legal obligation arises in the relevant jurisdiction. The Company's assumptions for future cash flows also include an estimate for costs that the Company expects to incur to acquire emission allowances, which primarily impacts the flat steel operations in Europe. The assumption for carbon emission cost is based on historical experience, expected opportunities to mitigate or otherwise offset such future costs and information available in respect of future changes. Due to economic developments, uncertainties over the pace of transition and available public funding support to implement low-emission technologies, political and environmental actions that will be taken to meet the carbon reduction goals, regulatory changes and emissions activity arising from climate-related matters, the Company's assumptions used in the recoverable amount calculations, among others those relating to capital expenditure and carbon emission costs are inherently uncertain and may ultimately differ from actual amounts. In addition, the ongoing conflict between Russia and Ukraine, its impact on demand and costs and any resulting further reduced production, sales and income of the Company's Ukrainian operations increase the risk that the Company may need to record an impairment charge with respect to such operations. For further information on these risks, see note 4 to the 2022 HY Financials.

ArcelorMittal's indebtedness could have an adverse impact on its results of operations and financial position, and the market's perception of ArcelorMittal's leverage may affect its share price.

As of June 30, 2022, ArcelorMittal had total debt outstanding of $8.8 billion, including $2.7 billion of short-term debt and current portion of long-term debt (including payables to banks and the current portion of long-term debt) and $6.1 billion of long-term debt, net of current portion. As of June 30, 2022, ArcelorMittal had $4.6 billion of cash and cash equivalents, restricted cash, and $5.5 billion available to be drawn under existing credit facilities. The Company also relies on its true sale of receivables programs ($6.0 billion of trade receivables sold at June 30, 2022), as a way to manage its working capital cycle.

While ArcelorMittal's indebtedness has decreased significantly in recent years, were it to increase substantially in the future, this could contribute to the Company's vulnerability to adverse economic and competitive pressures in its industry, limit flexibility in planning for, or reacting to, changes in its business and industry; limit its ability to borrow additional funds on terms that are acceptable to the Company or at all. More generally, a further deterioration of market conditions may impact ArcelorMittal's ability to refinance its indebtedness on acceptable conditions or at all.

Credit rating agencies could downgrade ArcelorMittal's ratings either due to factors specific to ArcelorMittal, a prolonged cyclical downturn in the steel industry and mining industries, macroeconomic trends (such as global or regional recessions or economic shocks such as that resulting from the COVID-19 pandemic) or trends in credit and capital markets more generally, While ArcelorMittal's long-term credit ratings were most recently affirmed by Moody's (in July 2022), Standard & Poor's (in June 2021) and Fitch (in May 2022), any future downgrades could lead to an increase in its cost of borrowing. (Due to commercial considerations the Fitch rating has been withdrawn and Fitch is no longer publishing ratings on ArcelorMittal.) The margin under ArcelorMittal's principal credit facilities and certain of its outstanding bonds is subject to adjustment in the event of a change in its long-term credit ratings, and downgrades that occurred in 2012, 2015 and 2020 resulted in increased interest expense.

ArcelorMittal's principal credit facilities contain restrictive covenants. These covenants limit, inter alia, encumbrances on the assets of ArcelorMittal and its subsidiaries, the ability of ArcelorMittal's subsidiaries to incur debt and the ability of ArcelorMittal and its subsidiaries to dispose of assets in certain circumstances. These restrictive covenants could limit ArcelorMittal's operating and financial flexibility. Failure to comply with any covenant would enable the lenders to accelerate ArcelorMittal's repayment obligations. Moreover, ArcelorMittal's debt facilities have provisions whereby certain events relating to other borrowers within the ArcelorMittal group could, under certain circumstances, lead to acceleration of debt repayment under the credit facilities. Any invocation of these cross-acceleration clauses could cause some or all of the other debt to accelerate, creating liquidity pressures. In addition, the mere market perception of a potential breach of any financial covenant, to the extent in effect, could have a negative impact on ArcelorMittal's ability to refinance its indebtedness on acceptable conditions.

Furthermore, some of ArcelorMittal's debt is subject to floating rates of interest and thereby exposes ArcelorMittal to interest rate risk (i.e., if interest rates rise, ArcelorMittal's debt service obligations on its floating rate indebtedness would increase). Depending on market conditions, ArcelorMittal from time to time uses interest-rate swaps or other financial instruments to hedge a portion of its interest rate exposure either from fixed to floating or from floating to fixed. ArcelorMittal had exposure to 93% of its long-term debt at fixed interest rates and 7% at floating rates as of December 31, 2021.

In addition to the foregoing specific risks relating to ArcelorMittal's indebtedness, its share price is affected by the markets' perception of its leverage.

ArcelorMittal could also, in order to increase its financial flexibility and strengthen its balance sheet, implement capital raising measures such as equity offerings (as was done in May 2009, January 2013, April 2016 and May 2020), which could (depending on how they are structured) dilute the interests of existing shareholders or require them to invest further funds to avoid such dilution. In addition, ArcelorMittal has undertaken and may undertake asset disposals in order to reduce debt, as it did over several years through 2020.

For further information on ArcelorMittal's indebtedness see "Operating and financial review—Liquidity and capital resources" in the 2021 Form 20-F, note 6.1.2 to the 2021 Financial Statements, "Management's Discussion and Analysis of Financial Condition and Results of Operations for the six months ended June 30, 2022—Liquidity and Capital Resources" in the 2022 Half-Year Report and note 7 to the 2022 HY Financials.

ArcelorMittal's ability to fully utilize its recognized deferred tax assets depends on its profitability and future cash flows.

At June 30, 2022, ArcelorMittal had $8.0 billion recorded as deferred tax assets on its consolidated statement of financial position representing a $0.1 billion decrease as compared to December 31, 2021, following consumption of deferred tax assets recognized in the first half of 2022. The deferred tax assets can be utilized only if, and only to the extent that, ArcelorMittal's operating subsidiaries generate adequate levels of taxable income in future periods to offset the tax loss carry forwards and reverse the temporary differences prior to expiration. At June 30, 2022, the amount of future income required to recover ArcelorMittal's deferred tax assets of $8.0 billion was at least $32.1 billion at certain operating subsidiaries.

ArcelorMittal's ability to generate taxable income is subject to general economic, financial, competitive, legislative, regulatory and other factors that are beyond its control. If ArcelorMittal generates lower taxable income than the amount it has assumed in determining its deferred tax assets, then the value of deferred tax assets will be reduced. In addition, assumptions regarding the future recoverability of deferred tax assets depend on management's estimates of future taxable income in accordance with the tax laws applicable to ArcelorMittal's subsidiaries in the countries in which they operate. If in the course of its assessments management determines that the carrying amount of any of its deferred tax assets may not be recoverable pursuant to such prevailing tax laws, the recoverable amount of such deferred tax assets may be impaired.

Underfunding of pension and other post-retirement benefit plans at some of ArcelorMittal's operating subsidiaries could require the Company to make substantial cash contributions to pension plans or to pay for employee healthcare, which may reduce the cash available for ArcelorMittal's business.

ArcelorMittal's principal operating subsidiaries in Brazil, Canada, Europe and South Africa provide defined benefit pension and other post-retirement benefit plans to their employees. Some of these plans are currently underfunded, see note 8.2 to the 2021 Financial Statements for the total value of plan assets and any deficit.

ArcelorMittal's funding obligations depend upon future asset performance, which is tied to equity and debt markets to a substantial extent, the level of interest rates used to discount future liabilities, actuarial assumptions and experience, benefit plan changes and government regulation. Because of the large number of variables that determine pension funding requirements, which are difficult to predict, as well as any legislative action, future cash funding requirements for ArcelorMittal's pension plans and other post-employment benefit plans could be significantly higher than current estimates. Increases in the general life expectancy assumption have contributed to increases in the defined benefit obligation. In these circumstances, funding requirements could have a material adverse effect on ArcelorMittal's business, financial condition, results of operations or prospects.

ArcelorMittal's results of operations could be affected by fluctuations in foreign exchange rates, particularly the euro to U.S. dollar exchange rate, as well as by exchange controls imposed by governmental authorities in the countries where it operates.

ArcelorMittal operates and sells products globally and as a result, its business, financial condition, results of operations or prospects could be adversely affected by fluctuations in exchange rates. A substantial portion of ArcelorMittal's assets, liabilities, operating costs, sales and earnings are denominated in currencies other than the U.S. dollar (ArcelorMittal's reporting currency). Accordingly, its results of operations are subject to translation risk (i.e., the U.S. dollar value of revenue and profits generated in other currencies and its debt denominated in other currencies) and transaction risk (i.e., a mismatch between the currency of costs and revenue). Foreign exchange loss for the year ended December 31, 2021 was $155 million as compared to a gain of $107 million for the year ended December 31, 2020. Foreign exchange loss for the first half of 2022 was $198 million as compared to a loss of $147 million in the first half of 2021.

Moreover, ArcelorMittal operates in several countries whose currencies are, or have in the past been, subject to limitations imposed by those countries' central banks, or which have experienced sudden and significant devaluations. In emerging countries where ArcelorMittal has operations and/or generates substantial revenue, such as Argentina, Brazil, India, South Africa, Venezuela, Kazakhstan and Ukraine, the risk of significant currency devaluation is high.

For example, the Argentinian peso has continued to substantially depreciate since 2018, and in 2021, it depreciated approximately 22.1% versus the U.S dollar. Moreover, inflation in 2019 reached its highest point since 1991 at 53.8% attesting the hyperinflationary dimension of Argentina's economy. In order to slow peso depreciation, and in response to the economic situation, the Argentinian government enacted a series of currency controls which require central bank permission to exchange pesos for foreign currency. In the first half of 2022, most currencies depreciated against the U.S. dollar, in a context of rising inflation and interest rates.

Currency devaluations, the imposition of new exchange controls or other similar restrictions on currency convertibility, or the tightening of existing controls in the countries in which ArcelorMittal operates could adversely affect its business, financial condition, results of operations or prospects. See "Business overview—Government regulations—Key currency regulations and exchange controls" in the 2021 Form 20-F. and "Operating and financial review—Economic conditions—Impact of exchange rate movements" in the 2021 Form 20-F and the 2022 Half-Year Report.

The Significant Shareholder has the ability to exercise significant influence over the outcome of shareholder votes.

At June 30, 2022, a trust (HSBC Trustee (C.I.) Limited, as trustee), of which Mr. Lakshmi N. Mittal, Mrs. Usha Mittal and their children are the beneficiaries (referred to as the "Significant Shareholder"), beneficially owned (within the meaning of Rule 13d-3 under the Securities Exchange Act of 1934, as amended) ordinary shares amounting to 330,534,323 in the aggregate (when aggregated with ordinary shares of ArcelorMittal held directly by Mr. Lakshmi N. Mittal and Mrs. Usha Mittal), representing 37.65% of ArcelorMittal's then issued shares (and 39.04% of voting rights). The foregoing statement does not give effect to the ordinary shares resulting from the conversion of the mandatorily convertible subordinated notes issued in May 2020 outstanding as of June 30, 2022. Assuming conversion of all such outstanding mandatorily convertible subordinated notes (including those held by the Significant Shareholder), the Significant Shareholder would, together with Mr. and Mrs. Mittal, beneficially own 341,574,803 ordinary shares representing 36.15% of issued shares (assuming conversion of all notes at the maximum conversion ratio) or 339,930,443 ordinary shares representing 36.36% of issued shares (assuming conversion of all notes at the minimum conversion ratio). As a result, the Significant Shareholder has the ability to significantly influence the decisions adopted at the ArcelorMittal general meetings of shareholders, including matters involving mergers or other business combinations, the acquisition or disposition of assets, issuances of equity and obtaining funding through debt. The Significant Shareholder also has the ability to significantly influence a change of control of ArcelorMittal. For further information on the Company's major shareholders, see "Shareholders and markets—Major shareholders" in the 2021 Form 20-F and "Corporate governance—Shareholders" in the 2022 Half-Year Report.

ArcelorMittal is a holding company that depends on the earnings and cash flows of its operating subsidiaries, which may not be sufficient to meet future operational needs or for shareholder distributions, and loss-making subsidiaries may drain cash flow necessary for such needs or distributions.

As a holding company, ArcelorMittal is dependent on the earnings and cash flows of, and dividends and distributions from, its operating subsidiaries to pay expenses, meet its debt service obligations, pay any cash dividends or distributions on its ordinary shares or conduct share buy-backs. Cash and cash equivalents are primarily centralized at the parent level and are managed by ArcelorMittal Treasury SNC, although from time to time cash or cash equivalent balances may be held at the Company's international subsidiaries or its holding companies. Some of these operating subsidiaries have debt outstanding or are subject to acquisition agreements that impose restrictions on such operating subsidiaries' ability to pay dividends, but such restrictions are not significant in the context of ArcelorMittal's overall liquidity. These subsidiaries may also experience operating difficulties that impact their cash flows. For example, ArcelorMittal South Africa has experienced significant difficulties in recent years, including significant outstanding debt, issues with market demands, supply chain disruptions, labor strikes, volatility of the rand vs. U.S. dollar, the effects of the COVID-19 pandemic and national lockdowns. Ongoing difficulties resulted in 2016 in a rights offering entirely underwritten by ArcelorMittal and an additional cash injection from ArcelorMittal, and the auditor reports for 2019 and 2020 included a material uncertainty related to going concern.

Repatriation of funds from operating subsidiaries may also be affected by tax and foreign exchange policies in place from time to time in the various countries where the Company operates, though none of these policies are currently significant in the context of ArcelorMittal's overall liquidity. Under the laws of Luxembourg, ArcelorMittal will be able to pay dividends or distributions through income from industrial franchise fees or to the extent that it is entitled to receive cash dividend distributions from its subsidiaries, recognize gains from the sale of its assets or record share premium from the issuance of shares.

If the earnings and cash flows of its operating subsidiaries are substantially reduced, ArcelorMittal may not be in a position to meet its operational needs or to make shareholder distributions in line with announced proposals.

VI. Legal and regulatory risks

ArcelorMittal is subject to strict environmental, health and safety laws and regulations that could give rise to a significant increase in costs and liabilities.

ArcelorMittal is subject to a broad range of environmental, health and safety laws and regulations in each of the jurisdictions in which it operates. These laws and regulations impose increasingly stringent standards regarding general health and safety, air emissions, wastewater storage, treatment and discharges, the use, handling and transportation of hazardous, toxic or dangerous materials, waste disposal practices and the remediation of environmental contamination, and health and safety matters, among other things. The costs of complying with, and the imposition of liabilities pursuant to these laws and regulations can be significant, and compliance with new and more stringent obligations may require additional capital expenditures or modifications in operating practices. Failure to comply can result in civil and or criminal penalties being imposed, the suspension of permits, requirements to curtail or suspend operations and lawsuits by third parties.

In the EU, the Industrial Emissions Directive ("IED") defines the so called Best Available Techniques ("BAT") and sets the ranges of values that need to be established as limits in the environmental permits. The BAT are also used in other regions as reference, and are periodically reviewed (in theory, an eight-year cycle) to ensure a continuous improvement of environmental performance. The European Commission has started the review of the IED, with a proposal published in April 2022, which aims at the strengthening of the permitting framework, supported by growing general concerns about the effects of pollution on the environment and human health.

Despite ArcelorMittal's efforts to comply with environmental, health and safety laws and regulations, and monitor and reduce accidents at its facilities, health, safety and environmental incidents or accidents, including those involving serious injury or death, have occurred and may in the future occur. Such accidents could include explosions or gas leaks, fires or collapses in underground mining operations, crushing incidents, vehicular accidents, falls while working at heights, and other accidents involving mobile equipment, or exposure to radioactive or other potentially hazardous, toxic or dangerous materials, which could have significant adverse consequences for the Company's workers and facilities, as well as the environment.

Certain of these incidents may result in costs and liabilities and negatively impact the Company's reputation or the operations of the affected facilities. Such accidents could lead to production stoppages, loss of personnel, loss of key assets, or put at risk the Company's employees (and those of sub-contractors and suppliers) or persons living near affected sites. Even if ArcelorMittal's liability were to be covered by insurance, its insurance premium may rise as a result. See also "*ArcelorMittal's insurance policies provide limited coverage, potentially leaving it uninsured against some business risks.*" In addition, any gap between community and worker expectations and ArcelorMittal's environmental, health and safety perceived performance, as a result of any accidents, safety incidents or even the perception of potential safety or environmental issues, may negatively impact community relations, labor relations, customer relations and the Company's reputation and result in disruptions to the Company's operations.

In addition, accidents may arise from the usage of certain types of equipment or from the adoption of operating practices that prove to be insufficiently safe or the failure to follow the Company's standard operating procedures. Accidents may also be caused by human error, the lack of knowledge by its employees on what to do in a given situation or the inability of its employees to follow the prescribed protocols in a given situation. Working in remote or hazardous conditions, where it may be more difficult to mitigate the consequences of an accident or put in place certain preventative measures, may further increase such risks. Furthermore, the Company's ability to conduct certain in-person health and safety training sessions for its employees has been impeded by restrictions resulting from the COVID-19 pandemic, which has had negative effects on ArcelorMittal's recent health and safety record. The occurrence of an accident also may lead to legal claims that seek to hold the Company liable, and it may not be successful in defending against such claims.

ArcelorMittal also incurs costs and liabilities associated with the assessment and remediation of contaminated sites, and in its mining activities, those resulting from tailings and sludge disposal, effluent management, and rehabilitation of land disturbed during mining processes. In addition to the impact on current facilities and operations, environmental remediation obligations can give rise to substantial liabilities in respect of divested assets and past activities. This may also be the case for acquisitions when liabilities for past acts or omissions are not adequately reflected in the terms and price of the acquisition. ArcelorMittal could become subject to further remediation obligations in the future, as additional contamination is discovered or clean-up standards become more stringent.

ArcelorMittal could become subject to unidentified liabilities in the future, such as those relating to uncontrolled tailings breaches or other future events or to underestimated emissions of polluting substances. For example, mining companies have incurred substantial liabilities in connection with the failure of tailing pond dams. In February 2019, the Company decided as a precautionary measure to implement its plan to evacuate the community situated downstream of its dormant Serra Azul tailing dam with a 5.8Mm3 tailings volume in Brazil. The decision was based on an updated site-based assessment following recent incidents in the Brazilian mining sector pending further testing and implementation of any necessary mitigation measures. Pursuant to the Complementary Agreement Term signed on June 7, 2021 between ArcelorMittal Brasil and the Federal and State Prosecutor Offices, ArcelorMittal Brasil is obligated to execute an action plan to ensure the stability, safety and decommissioning of the Serra Azul tailing dam (the "Serra Azul Project"). As of June 30, 2022, the Company has set aside provisions amounting to $123 million for the Serra Azul Project. See "Business overview—Sustainable development—Management Theme #4: Environment—Responsible water use" in the 2021 Form 20-F.

ArcelorMittal's operations may also be located in areas where individuals or communities could regard its activities as having a detrimental effect on their natural environment and conditions of life. Any actions taken by such individuals or communities in response to such concerns could compromise ArcelorMittal's profitability or, in extreme cases, the viability of an operation or the development of new activities in the relevant region or country.

For further information, see "Business overview—Government regulations—Health and safety laws and regulations" and "Business overview—Government regulations—Environmental laws and regulations" in the 2021 Form 20-F and note 9.1 to the 2021 Financial Statements.

Laws and regulations restricting emissions of greenhouse gases could force ArcelorMittal to incur increased capital and operating costs and could have a material adverse effect on ArcelorMittal's results of operations, financial condition and reputation.

Compliance with new and more stringent environmental obligations relating to GHG emissions may require additional capital expenditures or modifications in operating practices, as well as additional reporting obligations. The integrated steel process involves carbon and creates carbon dioxide ("CO2"), which distinguishes integrated steel producers from mini-mills and many other industries where CO2 generation is primarily linked to energy use. The EU has established GHG regulations and has revised its emission trading system for the period after 2020 in a manner that may require ArcelorMittal to incur additional costs to acquire emissions allowances, as discussed below. In July 2021, the European Climate Law was published, setting a new EU climate ambition target of at least a 55% reduction in GHG emissions in 2030 versus 1990 (compared with the current ambition of a 40% reduction) and reaching carbon neutrality by 2050. In July 2021, the European Commission published the so called "Fit for 55" package aimed at aligning the EU's climate, energy, land use, transport and taxation policies with the 2030 ambition set by the Climate Law. To become EU law, this set of proposals now needs to be adopted by both the European Parliament and the Council of the European Union. The proposals are all interconnected, and they combine: tightening and extending of the existing EU Emissions Trading System; increased use of renewable energy; greater energy efficiency; a faster roll-out of low emission transport modes and the infrastructure and fuels to support them; an alignment of taxation policies with the European Green Deal objectives; a carbon border adjustment mechanism ("CBAM") to prevent carbon leakage; and tools to preserve and grow ArcelorMittal's natural carbon sinks. Of particular relevance are the EU Emissions Trading System and CBAM proposals that will mainly impact the carbon emissions allowances second trading period of Phase IV, 2026-2030, in a manner that may require ArcelorMittal to incur additional costs to acquire emissions allowances. In June 2022, the European Parliament and the Council of the European Union adopted positions on the ETS that include provisions to improve upon the European Commission's proposal for granting free allocation to the integrated steel production route. Given the controversial nature of the proposals and the expected social and economic impact, protracted negotiations and changes to these proposals can be expected until such time as these institutions reach an agreement, which is expected by the end of 2022.

Other jurisdictions have also started to enact similar regulations, including South Africa, where a CO2 tax system was introduced in 2019 and in Kazakhstan, where the Emission Trading Scheme restarted operation on January 1, 2018 with new trading procedures and allocation methods supported by an online platform for monitoring, reporting and verifying emission sources and GHG.

Other regulations have been implemented in Argentina, Ukraine and Canada and additional measures may be enacted in the future in other jurisdictions, further increasing the complexity of compliance with environmental laws and regulations.

Following the international agreement reached by the United Nations Framework Convention on Climate Change in December 2015 with the aim to implement the necessary drivers to achieve drastic reductions of carbon emissions (the "Paris Agreement"), the environmental regulatory system has become more complex worldwide and the Company has taken steps to reduce its emission footprint, which in 2020 totaled approximately 124 million tons of CO2 (excluding ArcelorMittal USA and ADI), through various research and development initiatives, and announced in July 2021 a 2030 global carbon emissions intensity reduction target of 25%, an increase in its European 2030 carbon emissions intensity reduction target to 35% from 30% previously announced, and a Group-wide commitment to be carbon neutral by 2050. Whether in the form of a national or international cap-and-trade emissions permit system, a carbon tax or acquisition of emission rights at market prices, emissions controls, reporting requirements, or other regulatory initiatives, such environmental regulations could have a negative effect on ArcelorMittal's production levels, income and cash flows. These laws could also negatively affect the Company's suppliers and customers, which could translate into higher costs and lower sales. In particular, the European Commission's decision to further reduce the allocation of CO2 emission rights to companies (as discussed above) could negatively impact the global steel industry, as the amount of such rights is currently at the limit of technically achievable operating conditions. CO2 emissions regulations have already resulted in increased costs in Europe, and ArcelorMittal expects costs will continue to increase with the implementation of Phase IV of the ETS that started in 2021 and that has seen EU allowances prices increase significantly compared to 2020 levels. In addition, the COVID-19 pandemic and its economic consequences caused a decline in production at most EU sites in 2020. Given that, under Phase IV rules, the activity level in 2020 has an effect on the calculation of the allocation in 2021 and 2022 and also on the second trading period of Phase IV (2026-2030), the lower production levels might lead to reduced allocation.

Furthermore, many developing nations have not yet instituted significant GHG regulations, and the Paris Agreement specifically recognizes that GHG emissions will peak later in developing countries. As the Intended Nationally Determined Contributions ("INDC") for developing nations under the Paris Agreement may be less stringent than for developed nations in light of different national circumstances, ArcelorMittal may be at a competitive disadvantage relative to steelmakers having more or all of their production in developing countries. Depending on the extent of the difference between the requirements in developed regions (such as Europe) and developing regions (such as China or the CIS), this competitive disadvantage could be severe and render production in the developed region structurally unprofitable. High carbon costs in combination with weakening demand, rising imports, high energy costs and high iron ore prices was one of the factors underlying the Company's decision to implement production cuts in Europe in 2019. To address the resulting competitive disadvantage compared to imports, which is expected to increase in the future absent government intervention, the Company has been advocating vis-à-vis the European Commission to introduce a CBAM to the safeguard measures on steel imports in order to ensure that imports into Europe face the same carbon costs as producers in Europe. In July 2021, as part of Fit for 55 (discussed above), the European Commission proposed a CBAM which will progressively phase out free allocation of CO2 emissions allowances starting in 2027.

This would, if implemented, contribute to a very significant shortage in free allocation in the second trading period of Phase IV, therefore increasing the carbon costs ArcelorMittal will face. This could result in the Company incurring significant additional costs to acquire emissions allowances, the purchase of which may or may not be effectively hedged in the future. The financial impact of any reduction or phase out of free allocations will also depend on the timing of the implementation of changes (itself dependent on political and regulatory developments), and the Company's parallel progress in decarbonization, the cost of which may also be higher than currently expected. In addition, the effectiveness of the CBAM proposal against carbon leakage is untested and the provisions to address circumvention risks, including resource shuffling and cost absorption seem insufficient. No assurance can be given as to the timing or adoption of such proposal or its implementation. In June 2022, both the European Parliament and the Council of the European Union adopted their positions on the CBAM, with the European Parliament asking for a faster phase-out of free allocation to zero by 2032 (in contrast to the European Commission's phase-out by 2035). The Council of the European Union retained the end date of 2035 for the free allocation but with a with a slower reduction in the initial years and an accelerated rate of reduction toward the end of this 10-year period. As for the ETS proposal, negotiations have begun between the three institutions, with an agreement expected by the end of 2022.

In addition, as regulators and investors increasingly focus on climate change issues, the Company is exposed to the risk of frameworks and regulations being adopted that are ill-adapted to its operations. For example, the most established framework for carbon pricing and emissions trading schemes is currently the European Union's ETS discussed above. As mentioned above, the Company has highlighted the importance that a CBAM be included in this system in order to avoid competitive distortions such as European steel becoming overpriced due to European carbon policy, prompting the market to outsource its steel from other regions where carbon is less expensive. With respect to investors, the European Union has reached a political agreement on a package of measures to implement key actions with respect to its sustainable finance plan, and, in June 2020, the European Commission published the EU Taxonomy for Sustainable Finance, a unified classification system to define what can be considered an environmentally sustainable economic activity, as a step in the efforts to channel investments into sustainable activities by making it clearer which economic activities most contribute to meeting the EU's environmental objectives. The Taxonomy Delegated Act on climate mitigation and adaptation criteria is effective as of January 1, 2022 but Delegated Acts for the four other environmental objectives are still pending. A proposal for a Corporate Sustainability Reporting Directive ("CSRD"), which envisages the adoption of EU sustainability reporting standards to be developed by the European Financial Reporting Advisory Group ("EFRAG"), with such standards to be tailored to EU policies building on and contributing to international standardization initiatives, is to be adopted by October 2022. The SEC has also proposed new climate change disclosure requirements. If the standards or requirements adopted are not appropriate for the Company or if investors, financial institutions or other stakeholders, including the public, begin to view investments in steel and mining as undesirable, it may become more difficult and/or more expensive for the Company to obtain financing. While the Company has taken significant steps and continues to adapt its operations in light of climate change and the need for sustainability, such steps may not be in line with future frameworks or regulations or market views of investment suitability. Moreover, the Company may in the future face increasing shareholder activism and/or litigation in relation to sustainability matters. See also "*The Group's carbon emissions intensity reduction targets are based on current assumptions with respect to the costs, government and societal support for the reduction of carbon emissions in particular regions and the advancement of technology and infrastructure related to the reduction of carbon emissions over time, which may not correspond in the future to ArcelorMittal's current assumptions and may render its targets more costly, more difficult, or even impossible, to achieve.*"

For further information on environmental laws and regulations and how they affect the Company's operations, see "Business overview—Government regulations—Environmental laws and regulations" in the 2021 Form 20-F and note 9.1 to the 2021 Financial Statements.

The income tax liability of ArcelorMittal may substantially increase if the tax laws and regulations in countries in which it operates change or become subject to adverse interpretations or inconsistent enforcement.

Taxes payable by companies in many of the countries in which ArcelorMittal operates are substantial and include value-added tax, excise duties, profit taxes, payroll-related taxes, property taxes, mining taxes and other taxes. Tax laws and regulations in some of these countries may be subject to frequent change, varying interpretation and inconsistent enforcement. Ineffective tax collection systems and national or local government budget requirements may increase the likelihood of the imposition of arbitrary or onerous taxes and penalties, which could have a material adverse effect on ArcelorMittal's financial condition and results of operations. In addition to the usual tax burden imposed on taxpayers, these conditions create uncertainty as to the tax implications of various business decisions. This uncertainty could expose ArcelorMittal to significant fines and penalties and to enforcement measures despite its best efforts at compliance, and could result in a greater than expected tax burden. See note 10 to the 2021 Financial Statements.

In addition, many of the jurisdictions in which ArcelorMittal operates have adopted transfer pricing legislation. If tax authorities impose significant additional tax liabilities as a result of transfer pricing adjustments, it could have a material adverse effect on ArcelorMittal's financial condition and results of operations.

It is possible that tax authorities in the countries in which ArcelorMittal operates will introduce additional revenue raising measures. The introduction of any such provisions may affect the overall tax efficiency of ArcelorMittal and may result in significant additional taxes becoming payable. Any such additional tax exposure could have a material adverse effect on the Company's financial condition and results of operations.

ArcelorMittal may face a significant increase in its income taxes if tax rates increase or the tax laws or regulations in the jurisdictions in which it operates, or treaties between those jurisdictions, are modified in an adverse manner. This may adversely affect ArcelorMittal's cash flows, liquidity and ability to pay dividends.

ArcelorMittal is subject to economic policy, political, military, social and legal risks and uncertainties in the emerging markets in which it operates or proposes to operate, and these uncertainties may have a material adverse effect on ArcelorMittal's business, financial condition, results of operations or prospects.

ArcelorMittal operates, or proposes to operate, in a large number of emerging markets. In recent years, many of these countries have implemented measures aimed at improving the business environment and providing a stable platform for economic development. ArcelorMittal's business strategy has been developed partly on the assumption that this modernization, restructuring and upgrading of the business climate and physical infrastructure will continue, but this cannot be guaranteed. Any slowdown in the development of these economies could have a material adverse effect on ArcelorMittal's business, financial condition, results of operations or prospects, as could insufficient investment by government agencies or the private sector in physical infrastructure. For example, the failure of a country to develop reliable electricity and natural gas supplies and networks, and any resulting shortages or rationing, could lead to disruptions in ArcelorMittal's production.

Moreover, some of the countries in which ArcelorMittal operates have been undergoing substantial political transformations from centrally controlled command economies to market-oriented systems or from authoritarian regimes to democratically elected governments and vice-versa. Political, economic and legal reforms necessary to complete such transformation may not progress sufficiently. On occasion, ethnic, religious, historical and other divisions have given rise to tensions and, in certain cases, wide-scale civil disturbances and military conflict.

The political systems in these countries are vulnerable to their populations' dissatisfaction with their government, reforms or the lack thereof, social and ethnic unrest and changes in governmental policies, any of which could have a material adverse effect on ArcelorMittal's business, financial condition, results of operations or prospects and its ability to continue to do business in these countries. As an example, in Kazakhstan, there were widespread protests (and violent clashes between protestors and police) in early January 2022, resulting in a government crackdown (aided by Russian forces). The prospect of further unrest and resulting political or economic destabilization cannot be ruled out. Furthermore, certain of ArcelorMittal's operations are also located in areas where acute drug-related violence (including executions and kidnappings of non-gang civilians) occurs and the largest drug cartels operate, such as the states of Michoacán, Sinaloa and Sonora in Mexico.

Certain emerging markets where ArcelorMittal has operations have experienced or are experiencing particularly difficult operating conditions. In Brazil, for example, despite a strong rebound post pandemic, GDP is still below its first quarter of 2014 peak amid continued political uncertainty. Economic growth in South Africa has been weak since entering a recession in the second quarter of 2018, and prior to this recession, the South African steel and mining industries have been subject to a challenging operating environment characterized by lower local demand, increased cheap imports and higher costs, resulting in losses in recent years for ArcelorMittal South Africa. Many emerging markets are also at risk of economic crises (be it external debt, currency, domestic corporate, household or public debt crises) usually brought on by an economic or political shock which can exacerbate existing domestic structural imbalances. Crises in Argentina and Turkey in 2018/19 were examples and had negative impacts on the Company's core markets in Brazil and the EU, respectively. Other countries at risk of further economic crises include Turkey (renewed external debt/Lira crisis and a sharp downturn in domestic demand), South Africa (in relation to its public debt), Ukraine (external debt), Brazil (long term public debt sustainability) and to a lesser extent India (again in relation to its public debt).

Finally, ArcelorMittal's operations in certain countries may be affected by military conflicts. The current situation in Ukraine, where the Company has substantial operations, is an example. See "*Russia's invasion of Ukraine, international reaction to it and any regional or global escalation of the conflict, could adversely affect the Company's business and results of operations.*"

In addition, epidemics and/or pandemics may affect ArcelorMittal's operations in certain regions and, in some cases, globally. See "*Disruptions to ArcelorMittal's manufacturing processes caused for example by equipment failures, natural disasters, epidemics or pandemics or extreme weather events could adversely affect its operations, customer service levels and financial results*" above.

Moreover, the legal systems in some of the countries in which ArcelorMittal operates remain less than fully developed, particularly with respect to the independence of the judiciary, property rights, the protection of foreign investment and bankruptcy proceedings, generally resulting in a lower level of legal certainty or security for foreign investment than in more developed countries. ArcelorMittal may encounter difficulties in enforcing court judgments or arbitral awards in some countries in which it operates because, among other reasons, those countries may not be parties to treaties that recognize the mutual enforcement of court judgments. Assets in certain countries where ArcelorMittal operates could also be at risk of expropriation or nationalization, and compensation for such assets may be below fair value. For example, the Venezuelan government has implemented a number of selective nationalizations of companies operating in the country to date. Although ArcelorMittal believes that the long-term growth potential in emerging markets is strong, and intends them to be the focus of the majority of its near-term growth capital expenditures, legal obstacles could have a material adverse effect on the implementation of ArcelorMittal's growth plans and its operations in such countries.

ArcelorMittal is subject to an extensive, complex and evolving regulatory framework which may expose it and its subsidiaries, joint ventures and associates to investigations by governmental authorities, litigation and fines, in relation, among other things, to antitrust and compliance matters. The resolution of such matters could negatively affect the Company's strategy, operations, profitability and cash flows in a particular period or harm its reputation.

ArcelorMittal's business encompasses multiple jurisdictions and complex regulatory frameworks, including in relation to antitrust, and economic sanctions, anti-corruption and anti-money laundering matters. Laws and regulations in these areas are complex and constantly evolving and enforcement of them continues to increase. ArcelorMittal may as a result become subject to increasing limitations on its business activities and to the risk of fines or other sanctions for non-compliance. From time to time, the Company is subject to review by authorities that monitor market power in any of the markets in which it operates. To the extent that ArcelorMittal is deemed by relevant authorities to exhibit significant market power, it can be subject to various regulatory obligations and restrictions, such as disposing of assets or granting access to its operations to third parties or being prevented from completing acquisitions, which could thereby adversely affect its results of operations and profitability. As a result of its position in the steel industry and its historical growth through acquisitions, ArcelorMittal could be subject to governmental investigations and lawsuits by private parties based on antitrust laws. These could require significant expenditures and result in liabilities or governmental orders that could have a material adverse effect on ArcelorMittal's business, operating results, financial condition and prospects. ArcelorMittal and certain of its subsidiaries are currently under investigation by governmental entities in several countries, and are named as defendants in a number of lawsuits relating to various antitrust matters. Antitrust proceedings, investigations and follow-on claims involving ArcelorMittal subsidiaries are currently pending in various countries including Brazil and Spain. See note 9.3 to the 2021 Financial Statements. Because of the fact-intensive nature of the issues involved and the inherent uncertainty of such litigation and investigations, the nature of the resolutions of such proceedings are difficult to forecast but negative outcomes are possible. An adverse ruling in the proceedings described above or in other similar proceedings in the future could subject ArcelorMittal to substantial administrative penalties and/or civil damages. No assurance can be given that the Company will not be identified as having significant market power in any relevant markets in the future and that it will not be subject to additional regulatory requirements.

ArcelorMittal's governance and compliance processes, which include the review of internal controls over financial reporting as well as a Code of Business Conduct and other rules and protocols for the conduct of business, may not prevent breaches of laws and regulations or internal policies relating to compliance matters at ArcelorMittal or its subsidiaries, as well as to instances of non-compliant behavior by its employees, contractors or other agents. This risk is also present at ArcelorMittal's joint ventures and associates where ArcelorMittal has a non-controlling stake and does not control governance practices or accounting and reporting procedures.

Unfavorable outcomes in current and potential future litigation and investigations relating to anti-trust and compliance matters could reduce ArcelorMittal's liquidity and negatively affect its profitability, cash flows, results of operations and financial condition, as well as harm its reputation.

ArcelorMittal is currently and in the future may be subject to legal proceedings or product liability claims, the resolution of which could negatively affect the Company's profitability and cash flows in a particular period.

ArcelorMittal's profitability or cash flows in a particular period could be affected by adverse rulings in current and future legal proceedings against the Company. See note 9.3 to the 2021 Financial Statements and note 13 to the 2022 HY Financials.

In addition, ArcelorMittal sells products to major manufacturers engaged in manufacturing and selling a wide range of end products, including products used in certain safety-critical applications, such as, for example, pipes used in gas or oil pipelines and in automotive applications. ArcelorMittal also from time to time offers advice to these manufacturers. There could be significant consequential damages resulting from the use of or defects in such products. While ArcelorMittal has a limited amount of product liability insurance coverage, a major claim for damages related to ArcelorMittal products sold and, as the case may be, advice given in connection with such products, could leave ArcelorMittal uninsured against a portion or the entirety of such an award and materially harm its financial condition and future operating results.

Changes to global data privacy laws and cross-border personal data transfer requirements could adversely affect ArcelorMittal's business and operations.

ArcelorMittal's business depends on the transfer of data between its affiliated entities, to and from its business partners, and with third-party service providers, which may be subject to global data privacy laws and cross-border transfer restrictions. While ArcelorMittal takes steps to comply with these legal requirements, the volatility and changes to the applicability of those laws, as well as evolving standards and judicial and regulatory interpretations of such laws may impact ArcelorMittal's ability to effectively transfer data across borders in support of its business operations that may lead to possible administrative, civil, or criminal liability, as well as reputational harm to the Company and its employees. ArcelorMittal has taken actions necessary to comply with the GDPR, which became enforceable on May 25, 2018, including the adoption of the Binding Corporate Rules, designed to allow ArcelorMittal to transfer personal data from the EU and the European Economic Area ("EEA") to its affiliates located outside of the EU/EEA in compliance with the GDPR. The GDPR creates a range of compliance obligations for subject companies and increases financial penalties for non-compliance. Other countries in which ArcelorMittal operates or has a presence such as Brazil, India and South Africa have or are in the process of adopting similar legislation for the protection of personal information. Ensuring compliance will require investments to improve business processes, IT solutions and security solutions. The costs of compliance with GDPR and similar legislation for the protection of personal data and the potential for fines and penalties in the event of a breach of these laws may have an adverse effect on ArcelorMittal's business and operations.

INFORMATION INCORPORATED BY REFERENCE

The section entitled "Information Incorporated by Reference" appearing on pages 50 to 52 of the Original Base Prospectus is hereby supplemented by the information set out below, which shall be deemed to be incorporated in, and form part of, the Original Base Prospectus.

- The press release published by ArcelorMittal on 10 February 2022 announcing its results for the fourth quarter and full-year 2021 (the "**10 February 2022 PR**"), save that the sections entitled "Joint ventures" on page 10 and "Outlook" on page 14 of the related earnings release forming part of the 10 February 2022 PR shall not be deemed to be incorporated by reference in this Prospectus Supplement No. 1 (available at https://corporate-media.arcelormittal.com/media/yb1hdvlt/4q21-earnings-release-feb-9-final-v3.pdf).

- The consolidated financial statements (including the notes thereto and the independent auditors' report) of ArcelorMittal in respect of the year ended 31 December 2021 (set out on pages 241 to 365 of the 2021 annual report dated 11 March 2021 (the "**2021 Annual Report**")) (the "**2021 Financial Statements**") (available at https://corporate.arcelormittal.com/media/xm4blr5z/annual-report-combined-2021.pdf).

- The annual report on Form 20-F of ArcelorMittal in respect of the year ended 31 December 2021 (File No. 001-35788), which was filed with the United States Securities and Exchange Commission on 11 March 2021 (the "**2021 Form 20-F**"), save that the following information contained in the 2021 Form 20-F shall not be deemed to be incorporated by reference in this Prospectus Supplement No. 1: (a) ArcelorMittal's financial statements, the independent auditor's report thereon and the exhibits set out on pages 248 to 369 of the 2021 Form 20-F; (b) the section entitled "Risk Factors" on pages 18 to 40 of the 2021 Form 20-F, (c) the information included under "Reserves and Resources (iron ore and coal)" on pages 106 to 131 of the 2021 Form 20-F; (d) the section entitled "Outlook" on pages 174 to 176 of the 2021 Form 20-F; and (e) the information and auditor's report on internal control over financial reporting included under Item 15 "Controls and Procedures" on pages 237 to 240 of the 2021 Form 20-F (available at https://corporate.arcelormittal.com/media/oa4dnftu/form-20f-2021.pdf).

- The press release published by ArcelorMittal on 5 May 2022 announcing its results for the first quarter 2022 (the "**5 May 2022 PR**"), save that the sections entitled "Joint ventures" on pages 8 to 9 and "Outlook" on page 13 of the related earnings release forming part of the 5 May 2022 PR shall not be deemed to be incorporated by reference in this Prospectus Supplement No. 1 (available at https://corporate.arcelormittal.com/media/fd2fnptd/1q-2022-earnings-release.pdf).

- The press release published by ArcelorMittal on 28 July 2022 announcing its results for the second quarter 2022 and the half year ended 30 June 2022 (the "**28 July 2022 PR**"), save that the sections entitled "Joint ventures" on pages 9 to 10 and "Outlook" on page 2 of the related earnings release forming part of the 28 July 2022 PR shall not be deemed to be incorporated by reference in this Prospectus Supplement No. 1 (available at https://corporate.arcelormittal.com/media/2mshw545/2q22-earnings-release.pdf).

- ArcelorMittal's interim financial report for the half-year ended 30 June 2022 published by ArcelorMittal on 29 July 2022 (the "**2022 HY Report**"), save that the sections "Message from the CEO", "Trend information" and "Outlook" on pages 4 to 5 and 34 of the 2022 HY Report shall not be deemed to be incorporated by reference in this Prospectus Supplement No. 1 (available at https://corporate.arcelormittal.com/media/tnqnojoc/half-year-report-30-06-2022.pdf).

Copies of the documents referred to above have been filed with the *Commission de Surveillance du Secteur Financier* and are available on the website of the Luxembourg Stock Exchange (www.bourse.lu) and on ArcelorMittal's website (https://corporate.arcelormittal.com/).

Cross-reference table

The following table on pages 48 to 54 of this Prospectus Supplement No. 1 cross-references the pages of the Information Incorporated by Reference with the main headings required under Annex 7 of the Commission Delegated Regulation (EU) No. 2019/980, as amended, supplementing the EU Prospectus Regulation as regards the format, content, scrutiny and approval of the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market.

In both the following cross-reference table on pages 48 to 54 of this Prospectus Supplement No. 1 and the table under the heading "Risk Factors Cross-reference table" on pages 55 to 56 of this Prospectus Supplement No. 1, (i) to the extent that any information from documents included in Information Incorporated by Reference is not included in the cross-reference list (and where it is clearly mentioned that the pages are not incorporated by reference as explicitly described above under the "Information Incorporated by Reference" section) it shall be deemed not to be incorporated in this Prospectus Supplement No. 1 and (ii) any non-incorporated parts of a document referred to herein (as explicitly described above under the "Information Incorporated by Reference" section) and which are therefore not referred to in the cross-reference list, are either deemed not relevant for an investor or otherwise covered elsewhere in this Prospectus Supplement No. 1.

Item	Item contents[1]	Reference in the Information Incorporated by Reference
4	**INFORMATION ABOUT THE ISSUER**	
4.1	**History and Development of the Issuer.**	
4.1.1	The legal and commercial name of the issuer	See 2021 Form 20-F, cover page.

[1] Items not covered by the Information Incorporated by Reference either do not apply to the Issuer or are covered elsewhere in the Base Prospectus.

Item	Item contents[1]	Reference in the Information Incorporated by Reference
4.1.2	The place of registration of the issuer and its registration number	See 2021 Form 20-F, page 10.
4.1.3	The date of incorporation and the length of life of the issuer, except where the period is indefinite.	See 2021 Form 20-F, page 10.
4.1.4	The domicile and legal form of the issuer, the legislation under which the issuer operates, its country of incorporation, the address, telephone number of its registered office (or principal place of business if different from its registered office) and website of the issuer, if any, with a disclaimer that the information on the website does not form part of the prospectus unless that information is incorporated by reference into the prospectus.	See 2021 Form 20-F, page 10.
4.1.5	Any recent events particular to the issuer which are to a material extent relevant to the evaluation of the issuer's solvency.	See 2022 HY Report, ''Key transactions and events'', pages 34-39. See 2021 Form 20-F, ''Key transactions and events in 2021'', pages 13-17, ''Recent developments'', page 17, ''Capital expenditures'', pages 103-105 and ''Operating and financial review'', pages 132-176. See 10 February 2022 PR. See 5 May 2022 PR. See 28 July 2022 PR.
5	**BUSINESS OVERVIEW**	
5.1	**Principal Activities**	
5.1.1	A brief description of the issuer's principal activities stating the main categories of products sold and/or services performed.	See 2021 Form 20-F, ''Business Overview'', pages 40-87 and ''Property, plant and equipment'', pages 87-102.

Item	Item contents[1]	Reference in the Information Incorporated by Reference
5.1.2	The basis for any statements made by the issuer regarding its competitive position.	See 2021 Form 20-F, "Market information", page 13, and "Competitive strengths", pages 7-10.
6	**ORGANIZATIONAL STRUCTURE**	
6.1	If the issuer is part of a group, a brief description of the group and the issuer's position within the group. This may be in the form of, or accompanied by, a diagram of the organisational structure if this helps to clarify the structure.	See 2021 Form 20-F, "Organizational structure", pages 85-87.
6.2	If the issuer is dependent upon other entities within the group, this must be clearly stated together with an explanation of this dependence.	See 2021 Form 20-F, "Organizational structure", pages 85-87.
9	**ADMINISTRATIVE, MANAGEMENT, AND SUPERVISORY BODIES**	
9.1	Names, business addresses and functions in the issuer of the following persons and an indication of the principal activities performed by them outside the issuer where these are significant with respect to that issuer: (a) members of the administrative, management or supervisory bodies; (b) partners with unlimited liability, in the case of a limited partnership with a share capital.	See 2022 HY Report, "Corporate Governance", pages 40-43. See 2021 Form 20-F, ''Other information'', pages 10-12 and ''Management and Employees'', pages 176-182.
9.2	Administrative, management, and supervisory bodies conflicts of interests Potential conflicts of interests between any duties to the issuer, of the persons referred to in item 9.1, and their private interests and or other duties must be clearly stated. In the event that there are no such conflicts, a statement to that effect must be made.	See 2021 Form 20-F, "Ethics and conflicts of interest" page 213.
10	**MAJOR SHAREHOLDERS**	
10.1.	To the extent known to the issuer, state whether the issuer is directly or indirectly owned or controlled and by whom and describe the nature of	See 2021 Form 20-F, ''Major shareholders'', pages 214-217, ''Related party transactions'',

Item	Item contents[1]	Reference in the Information Incorporated by Reference
	such control and describe the measures in place to ensure that such control is not abused.	pages 217-218, and "Corporate Governance" pages 205-214.
11	**FINANCIAL INFORMATION CONCERNING THE ISSUER'S ASSETS AND LIABILITIES, FINANCIAL POSITION AND PROFITS AND LOSSES**	
11.1	**Historical Financial Information**	
11.1.1	Historical financial information covering the latest two financial years (at least 24 months) or such shorter period as the issuer has been in operation and the audit report in respect of each year.	See 2022 HY Report, pages 6-34 and 48-71. See 2021 Form 20-F "Operating and Financial Review", pages 132-176. See 2021 Financial Statements (included in the 2021 Annual Report on pages 241-365). See 2020 Financial Statements (included in the 2020 Annual Report on pages 203-325).
11.1.3	Accounting standards The financial information must be prepared according to International Financial Reporting Standards as endorsed in the Union based on Regulation (EC) No 1606/2002. If Regulation (EC) No 1606/2002 is not applicable the financial statements must be prepared according to: (a) a Member State's national accounting standards for issuers from the EEA as required by Directive 2013/34/EU; (b) a third country's national accounting standards equivalent to Regulation (EC) No 1606/2002 for third country issuers.	See 2022 HY Report, page 52. See 2021 Financial Statements, "Note 1: Accounting Principles" (included in the 2021 Annual Report on pages 248-252). See 2020 Financial Statements, "Note 1: Accounting Principles" (included in the 2020 Annual Report on pages 210-213).

Item	Item contents[1]	Reference in the Information Incorporated by Reference
	Otherwise the following information must be included in the registration document: (a) a prominent statement that the financial information included in the registration document has not been prepared in accordance with International Financial Reporting Standards as endorsed in the Union based on Regulation (EC) No 1606/2002 and that there may be material differences in the financial information had Regulation (EC) No 1606/2002 been applied to the historical financial information; (b) immediately following the historical financial information a narrative description of the differences between Regulation (EC) No 1606/2002 as adopted by the Union and the accounting principles adopted by the issuer in preparing its annual financial statements.	
11.1.4	Where the audited financial information is prepared according to national accounting standards, the financial information must include at least the following: (a) the balance sheet; (b) the income statement; (c) the accounting policies and explanatory notes.	For the 2021 consolidated statements of financial position, see page 244 of the 2021 Annual Report; consolidated statements of operations, see page 242 of the 2021 Annual Report; consolidated statements of other comprehensive income, see page 243 of the 2021 Annual Report; consolidated statements of changes in equity, see page 245 of the 2021 Annual Report; consolidated statements of cash flows, see page 246 of the 2021 Annual Report; accounting policies and explanatory notes, see pages 247-360 of the 2021 Annual Report. For the 2020 consolidated statements of financial position, see page 206 of the

Item	Item contents[1]	Reference in the Information Incorporated by Reference
		2020 Annual Report; consolidated statements of operations, see page 204 of the 2020 Annual Report; consolidated statements of other comprehensive income, see page 205 of the 2020 Annual Report; consolidated statements of changes in equity, see page 207 of the 2020 Annual Report; consolidated statements of cash flows, see page 208 of the 2020 Annual Report; accounting policies and explanatory notes, see pages 209-320 of the 2020 Annual Report.
11.1.5	Consolidated financial statements If the issuer prepares both stand-alone and consolidated financial statements, include at least the consolidated financial statements in the registration document.	See 2022 HY Report, pages 46-72. See 2021 Financial Statements (included in the 2021 Annual Report on pages 241-365). See 2020 Financial Statements (included in the 2020 Annual Report on pages 203-325).
11.1.6	Age of financial information The balance sheet date of the last year of audited financial information may not be older than 18 months from the date of the registration document	See 2021 Financial Statements (included in the 2021 Annual Report on pages 241-365).
11.2	**Auditing of Historical financial information**	
11.2.1	The historical financial information must be independently audited. The audit report shall be prepared in accordance with the Directive 2014/56/EU and Regulation (EU) No 537/2014. Where Directive 2014/56/EU and Regulation (EU) No 537/2014 do not apply:	See the independent auditors' report in respect of the 2021 Financial Statements on pages 361-365 of the 2021 Annual Report. See the independent auditors' report in respect of the 2020

Item	Item contents[1]	Reference in the Information Incorporated by Reference
	(a) the historical financial information must be audited or reported on as to whether or not, for the purposes of the registration document, it gives a true and fair view in accordance with auditing standards applicable in a Member State or an equivalent standard. Otherwise, the following information must be included in the registration document: (i) a prominent statement disclosing which auditing standards have been applied; (ii) an explanation of any significant departures from International Standards on Auditing; (b) if audit reports on the historical financial information contain qualifications, modifications of opinion, disclaimers or an emphasis of matter, such qualifications, modifications, disclaimers or emphasis of matter must be reproduced in full and the reasons given.	Financial Statements on pages 321-325 of the 2020 Annual Report.
11.2.3	Where financial information in the registration document is not extracted from the issuer's audited financial statements state the source of the data and state that the data is not audited.	See 2022 HY Report, pages 46-72.
11.3	**<u>Legal and arbitration proceedings</u>**	
11.3.1	Information on any governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which the issuer is aware), during a period covering at least the previous 12 months which may have, or have had in the recent past significant effects on the issuer and/or group's financial position or profitability, or provide an appropriate negative statement.	See 2022 HY Report, ''Note 13 – Contingencies'', pages 70-71. See 2021 Financial Statements, ''Note 9: Provisions, contingencies and commitments'' (included in the 2021 Annual Report on pages 330-346).
12	**MATERIAL CONTRACTS**	
12.1	A brief summary of all material contracts that are not entered into in the ordinary course of the	See 2021 Form 20-F, ''Material Contracts'', pages 231-232.

Item	Item contents[1]	Reference in the Information Incorporated by Reference
	issuer's business, which could result in any group member being under an obligation or entitlement that is material to the issuer's ability to meet its obligations to security holders in respect of the securities being issued.	

Risk Factors Cross-reference table

The following table is included solely for the purpose of indicating the page locations of certain sections of documents included as Information Incorporated by Reference which are referenced in the text of the section herein entitled "*Risk Factors*".

Cross-Reference	Page Number(s) in Referenced Document
2021 Form 20-F, "Operating and financial review—Economic conditions—Raw materials"	144-152
2021 Form 20-F, "Business overview—Products—Mining products"	70-71
2021 Form 20-F, "Business overview—Products—Other raw materials and energy"	71-72
2021 Form 20-F, "Business overview—Research and development"	41-46
2021 Form 20-F, "Properties and capital expenditures—Property, plant and equipment—Investments in joint ventures"	100-102
2021 Form 20-F, "Properties and capital expenditures—Property, plant and equipment—Capital expenditures"	103-105
2021 Form 20-F, "Operating and financial review—Liquidity and capital resources"	166-172
2021 Form 20-F, "Business overview—Government regulations—Key currency regulations and exchange controls"	81-83
2021 Form 20-F, "Operating and financial review—Economic conditions—Impact of exchange rate movements"	152
2021 Form 20-F, "Shareholders and markets—Major shareholders"	214-217

2021 Form 20-F, “Business overview—Sustainable development—Management Theme #4: Environment—Responsible water use”	63-64
2021 Form 20-F, “Business overview—Government regulations—Health and safety laws and regulations”	79
2021 Form 20-F, “Business overview—Government regulations—Environmental laws and regulations”	74-79
2021 Financial Statements (included in the 2021 Annual Report), Note 9.1 “Provisions”	332-335
2021 Financial Statements (included in the 2021 Annual Report), Note 2.4 “Scope of Consolidation—Investments in associates and joint arrangements”	260-268
2021 Financial Statements (included in the 2021 Annual Report), Note 2.4.1, “Scope of Consolidation—Investments in associates and joint arrangements—Joint ventures”	260-264
2021 Financial Statements (included in the 2021 Annual Report), Note 2.4.2 “Scope of Consolidation—Investments in associates and joint arrangements—Associates”	265-268
2021 Financial Statements (included in the 2021 Annual Report), Note 9.3 “Contingent liabilities”	336-344
2021 Financial Statements (included in the 2021 Annual Report), Note 9.4 “Commitments”	344-346
2021 Financial Statements (included in the 2021 Annual Report), Note 5.3 “Impairment of intangible assets, including goodwill, and tangible assets”	285-288
2021 Financial Statements (included in the 2021 Annual Report), Note 6.1.2 “Gross debt”	292-297
2021 Financial Statements (included in the 2021 Annual Report), Note 8.2 “Deferred employee benefits”	314-326
2021 Financial Statements (included in the 2021 Annual Report), Note 10 “Income Taxes”	346-351

RECENT DEVELOPMENTS

The section entitled ''Recent Developments'' appearing on pages 138 to 139 of the Original Base Prospectus is hereby supplemented by the information set out below, which shall be inserted at the end of the section.

On 26 August 2022, ArcelorMittal Nippon Steel India, a joint venture between ArcelorMittal and Nippon Steel, announced that it had reached a definitive agreement with the Essar Group to acquire from it port, power and other logistics and infrastructure assets in India for a net value of approximately $2.4 billion. The assets comprise in particular port assets in Hazira (Gujarat), Visakhapatnam (Andhra Pradesh) and Paradip (Odisha), power plants in Hazira and an electricity transmission line in Hazira. The transaction is expected to be funded directly and solely by ArcelorMittal Nippon Steel India.

GENERAL INFORMATION

The information below replaces items 2, 4, 5 and 6 of the section entitled ''General Information'' set out on page 148 of the Original Base Prospectus and shall be read together with the Information Incorporated by Reference set out on pages 50 to 61 of the Original Base Prospectus as supplemented by this Prospectus Supplement No. 1.

Legal and Arbitration Proceedings

2. Save as disclosed under the Recent Developments section in this Prospectus Supplement No. 1 and in the Information Incorporated by Reference as cross-referenced in item 11.3 ''Legal and Arbitration Proceedings'' of the cross-reference table included in the section ''Information Incorporated by Reference'' of the Original Base Prospectus and this Prospectus Supplement No. 1, the Issuer is not nor has been involved in any governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened, of which the Issuer is aware) during the twelve (12) months prior to the date of this Prospectus Supplement No. 1 which may have, or have had in the recent past, a significant effect on the financial position or profitability of the Issuer or the Group (as this term is defined in the Original Base Prospectus).

Significant/Material Change

4. Save as disclosed in the Information Incorporated by Reference as cross-referenced in Item 4.1.5 ''*Any recent events particular to the issuer which are to a material extent relevant to the evaluation of the issuer's solvency*'' of the cross-reference table included in section ''*Information Incorporated by Reference*'' of this Prospectus Supplement No. 1, there has been no significant change in the financial position or financial performance of the Issuer or the Group since 30 June 2022 and no material adverse change in the financial position or prospects of the Issuer since 31 December 2021.

Independent Auditors

5. The annual consolidated financial statements of the Issuer have been audited for the years ended 31 December 2021, 2020 and 2019 by Deloitte Audit *Société à responsabilité limitée*, a *réviseur d'entreprises*, who is a member of the *Institut des Reviseurs d'Entreprises* in Luxembourg and whose registered address is located at 20, boulevard de Kockelscheuer, L-1821 Luxembourg, Grand Duchy of Luxembourg. The condensed consolidated financial statements of the Issuer for the six-month period ended 30 June 2022 have been reviewed by Ernst & Young *Société anonyme*, a *réviseur d'entreprises*, who is a member of the *Institut des Reviseurs d'Entreprises* in Luxembourg and whose registered address is located at 35E avenue John F. Kennedy, L-1855 Luxembourg, Grand Duchy of Luxembourg.

Documents on Display

6. Copies of the following documents (together with English translations thereof) may be inspected during normal business hours at the offices of BNP Paribas Securities Services, Luxembourg branch at 60 avenue J.F. Kennedy, L-1855 Luxembourg, Grand Duchy of Luxembourg for twelve (12) months from the date of this Base Prospectus:

    (a) the *statuts coordonnés* of the Issuer dated 18 May 2022;

(b) the 2021 Form 20-F;

(c) the 2020 Form 20-F;

(d) the 2021 Financial Statements;

(e) the 2020 Financial Statements;

(f) the Agency Agreement;

(g) the Deed of Covenant;

(h) the Programme Manual (which contains the forms of the Notes in global and definitive form);

(i) the Issuer ICSDs Agreement;

(j) this Base Prospectus dated 19 November 2021, including any future supplements thereto (copies of which will be obtainable free of charge and not just available for inspection); and

(k) any Final Terms relating to the Notes which are listed on any stock exchange (copies of which will be obtainable free of charge as well and not just available for inspection). (In the case of any Notes which are not listed on any stock exchange, copies of the relevant Final Terms will only be available for inspection by the relevant Noteholders).

In addition, the Prospectus, the Final Terms relating to the Notes and the certain sections of the Agency Agreement shall be made available on the Issuer's website: https://corporate.arcelormittal.com/investors/fixed-income-investors/emtn-programme.