

Herrn
Max Mustermann
Musterstraße 20
12345 Musterhausen

**General meeting of SKW Stahl-Metallurgie Holding AG
on Tuesday, May 10, 2016, in Munich (Germany)**

Dear shareholder,

You are cordially invited to our general meeting to be held in Haus der Bayerischen Wirtschaft, Max-Joseph-Straße 5, 80333 Munich, Germany, on Tuesday, May 10, 2016, at 10:00 a.m. (CEST).

Please find enclosed your invitation with the meeting agenda, the reply form for registration and ordering of admission tickets, the proxy authorization and voting instructions form, and a return envelope.

You may exercise the voting rights conveyed by your shares in one of the following ways:

- **Personal attendance of the general meeting**
Replies 1a or 1b
- **Authorization of a person of your choice**
Reply 1c
- **Authorization of the proxy of SKW Stahl-Metallurgie Holding AG**
Reply 2a
- **Authorization of a bank, shareholders association, or equivalent institution**
Reply 2b

Please note the instructions provided in the invitation and the reverse side of this letter. Please also note the postal delivery times and return your reply form in due time. Your **registration** must be received by the Company no later than **May 3, 2016, 12:00 a.m. (CEST)** at the following address:

SKW Stahl-Metallurgie Holding AG
Munich Office - Investor Relations
Prinzregentenstraße 68, 81675 Munich, Germany
Fax: +49 89 5998923-29
E-mail: ir@skw-steel.com

After registering, you will also have the option of **authorizing a person of your choice**. If you choose to exercise this option, please note the information provided in the enclosed invitation.

Authorizations and voting instructions for the proxy designated by the Company may be issued, changed, or revoked by declaration to the address above if received by May 9, 2016, 12:00 p.m. (CEST). On the day of the general meeting, authorizations and voting instructions for the proxy designated by the Company may be issued, changed, or revoked by declaration to the entrance and exit control desk as of 9:00 a.m. (CEST). Please note that timely receipt of the registration by the Company (no later than Tuesday, May 3, 2016, 12:00 a.m. (CEST)) is still required even if you authorize the Company's proxy to vote in accordance with your instructions.

Please direct any questions to:
SKW Stahl-Metallurgie Holding AG
Munich Office - Investor Relations
Prinzregentenstraße 68, 81675 Munich, Germany
Tel.: +49 89 5998923-22
E-mail: ir@skw-steel.com

We look forward to seeing you at the general meeting on May 10, 2016 in Munich (Germany).

Sincerely yours,

SKW Stahl-Metallurgie Holding AG
The Executive Board

COURTESY TRANSLATION

1a and 1b: Instructions in case of personal attendance of the general meeting

Please have understanding for the fact that we cannot as a general rule issue more than one admission ticket to a personally attending registered shareholder. It is also impossible as a general rule to issue a quest ticket in addition to an admission ticket. More than one admission ticket may be issued to joint beneficiaries (e.g. jointly registered spouses in the share register). In this case, the holdings will be allocated to the admission tickets as evenly as possible, barring different instructions.

1c: Instructions in case of authorization of a person of your choice

If the shareholder authorizes more than one person, the Company may refuse admission to one or more of them. An authorized representative may not attend the meeting if the shareholder also attends the meeting.

2a: Instructions in case of authorization and instructions for the Company's proxy

SKW Stahl-Metallurgie Holding AG has designated Mr. Christian Schunck as the Company's proxy authorized to represent individual shareholders and grant sub-authorizations. Mr. Schunck is an employee of SKW Stahl-Metallurgie Holding AG. The proxy is authorized to cast votes under your authorization only insofar as you will have issued explicit instructions for each one of the proposed resolutions on the meeting agenda. The proxy is obligated to vote on the Management's announced resolution proposals in accordance with your instructions.

Please use the enclosed **reply form** to authorize the aforementioned proxy of SKW Stahl-Metallurgie Holding AG and instruct him on how to cast your vote on the Management's proposed resolutions and where applicable, on other published shareholder motions. For this purpose, please mark the box next to Item 2a (Authorization and instructions for the proxy) on the front side of the reply form, sign the reply form (or complete the declaration as per Section 126b of the German Civil Code (BGB)), and issue your instructions on the front or back side of the reply form.

Then please return the reply form as follows:

- By regular mail:
SKW Stahl-Metallurgie Holding AG
Munich Office - Investor Relations
Prinzregentenstraße 68, 81675 Munich, Germany
- Or by fax: +49 89 5998923-29
- Or by e-mail: ir@skw-steel.com

We have enclosed an addressed **return envelope** for regular mail. This non-prepaid envelope can be mailed within Germany via the German postal service. In this case, SKW Stahl-Metallurgie Holding AG will pay the postage. If mailed with another postal service provider or from a foreign country, please be sure to affix sufficient postage.

Important notes:

The proxy is bound to vote in accordance with the shareholder's instructions. He will exercise the authorization only if he has been given concrete instructions on how to exercise your voting right. Please note that the proxy will not accept authorizations to file objections against resolutions of the general meeting, to exercise the right to speak and ask questions, or to file motions, and he is also not available to vote on motions for which there are no resolution proposals announced in the present invitation or at a later time.

If the proxy receives more than one authorization and instructions for the same shares, the last issued, formally valid authorization and instructions will be regarded as binding. The proxy will not cast votes in the general meeting under formally invalid authorizations. If instructions are not correctly filled out or not clearly issued, the proxy will either abstain from voting or not participate in the voting on the corresponding agenda items, depending on the voting procedure.

If the shareholder or a third party authorized by the shareholder to represent him attends the general meeting personally, the authorization and instructions issued to the proxy will expire automatically.

Authorizations and voting instructions for the proxy designated by the Company may be issued, changed, or revoked by declaration to the above-mentioned address, e-mail address, or fax number if received by **May 9, 2016, 12:00 p.m. (CEST)**. Authorizations and instructions received at one of these addresses or fax number at a later time cannot be considered. On the day of the general meeting, authorizations and voting instructions for the proxy designated by the Company may be issued, changed, or revoked by declaration to the entrance and exit control desk of the general meeting (Haus der Bayerischen Wirtschaft, Max-Joseph-Str. 5, 80333 Munich, Germany) as of 9:00 a.m. (CEST). Please note that **timely receipt of the registration** by the Company (**no later than Tuesday, May 3, 2016, 12:00 a.m. (CEST)**) is still required even if you authorize the Company's proxy to vote in accordance with your instructions.

2b: Instructions in case of authorization of a bank, shareholder association, or equivalent institution

Prior to authorization, please inquire of the bank, shareholders association, or equivalent person or institution (Sections 135 (8) and (10), 125 (5) of the German Stock Corporations Act (AktG)) if it will accept the authorization to exercise your voting right. Please also note that such an authorization may be subject to different rules, concerning which you must obtain information from the respective institution.

Please send the completed and signed reply form or the reply form containing another declaration (including instructions where applicable) directly to the bank, shareholders association or equivalent institution of your choice. You may not use the enclosed return envelope for this purpose.

Please **send the reply form to the bank, shareholders association, or equivalent institution of your choice in a timely manner** so that the bank, shareholders association, or equivalent institution can register with the Company by no later than **May 3, 2016, 12:00 a.m. (CEST)**.

General instructions for all items:

In the case of joint beneficiaries (e.g. jointly registered spouses), please note that **all** registered shareholders must sign or complete the declaration according to Section 126b BGB. In the case of minors, all persons entitled to custody must sign, as a general rule. Artificial persons may choose between Items 1c, 2a, and 2b.

Please state your telephone number and/or e-mail address on the reply form so that a company representative can contact you with any questions.

Reply Form

Date of general meeting:
Shareholder number:

May 10, 2016
000000xyz

SKW Stahl-Metallurgie Holding AG
Your shareholding: 1231230

*009000015

SKW Stahl-Metallurgie Holding AG • Büro München • Investor Relations •
Prinzregentenstraße 68 • 81675 München

Herrn
Max Mustermann
Musterstraße 20
12345 Musterhausen

1 Registration/ ordering of admission tickets (Please place an "x" in the corresponding fields to indicate your choice and send the reply form in a timely manner so that it is received by no later than **Tuesday, May 3, 2016, 12:00 a.m. (CEST)**).

1a Admission tickets for individual shareholders

I will attend the general meeting myself. Please issue an admission ticket in my name.

(Please sign below)

1b Admission tickets for joint beneficiaries (e.g. jointly registered spouses)

We will attend the general meeting ourselves and will require one admission ticket each in our names.

(All beneficiaries please sign below)

1c Admission tickets for authorized representatives to exercise the voting right

I/we will **not** attend the general meeting ourselves; instead, I/we authorize the following person to attend the general meeting and exercise my/our voting right. The authorized person is entitled to grant sub-authorizations. Please send the admission ticket to this person. (Please enter the name and address of the authorized representative and sign below)

Last name of authorized person

First name of authorized person

Street address

Postal code

City, country

or **2 Registration/ proxy authorization and instructions**

My/our shareholding is hereby registered for participation in the general meeting of SKW Stahl-Metallurgie Holding AG. I/we wish to authorize a proxy to represent my shares registered in the share register. The voting rights are to be exercised in accordance with the provisions of law and the Articles of Incorporation, based on the following authorization and attached instructions (please tick the appropriate box).

2a Authorization and instructions for the Company's proxy

I/we hereby authorize Mr. Christian Schunck, the proxy designated by SKW Stahl-Metallurgie Holding AG, including the right to grant sub-authorizations, to exercise my/our voting rights at the general meeting of SKW Stahl-Metallurgie Holding AG to be held on May 10, 2016 without disclosing my/our name(s), that is, on behalf of an undisclosed principal, and to vote in accordance with my/our instructions.

I/we hereby instruct Mr. Christian Schunck, the proxy designated by SKW Stahl-Metallurgie Holding AG,

- to vote in accordance with the Management's proposals on all resolutions (Agenda Items 3 to 9).
 to vote in accordance with my/our specific instructions (see reverse side).

_____ →
(Für Einzelweisungserteilung bitte wenden!)

I/we hereby confirm that I/we have read the "Instructions on the authorization and instructions for the Company's proxy" on the reverse side of the cover letter and accept the conditions of proxy representation stated therein. This authorization will expire if I/we or a third person authorized by me/us appear(s) personally at the general meeting. (Please enter instructions and sign below)

2b Authorization and instructions for the bank, shareholders association, or equivalent institution

(Please note the instructions on the authorization of banks/ shareholder institutions, or equivalent institutions on the reverse side of the cover letter. Please **send the reply form to the bank, shareholders association, or equivalent institution** of your choice in a **timely manner** so that the bank, shareholders association, or equivalent institution can register by **no later than Tuesday, May 3, 2016, 12:00 a.m. (CEST)**.)

I/we hereby authorize the following bank, shareholders association, or equivalent institution, including the right to grant sub-authorizations, to exercise my/our voting rights at the general meeting of SKW Stahl-Metallurgie Holding AG to be held on May 10, 2016 without disclosing my/our name, that is, in the name of an undisclosed principal, to vote in accordance with my/our instructions.

I/we hereby instruct the following bank, shareholders association, or equivalent institution

- to vote in accordance with the Management's proposals on all resolutions (Agenda Items 3 to 9).
 to vote in accordance with my/our specific instructions (see reverse side).

Name and domicile of the bank, shareholders association, or equivalent institution (Please enter the bank, shareholders association, or equivalent institution, enter the instructions, and sign below.)



Place, date

Signature (or declaration according to Section 126b BGB) of the shareholder; if more than one shareholder, all registered shareholders must sign. Please indicate your telephone number and/or e-mail address so that a company representative can contact you with any questions:

000000xyz

Shareholding 0

*00900001507

Instructions

Please enter your specific instructions below.

Agenda items for which resolutions are to adopted	Instruction/vote per agenda item in relation to the Management's proposal		
	Yes	No	Abstain
3) Ratification of the actions of the Executive Board in fiscal year 2015			
a) Ratification of the actions of Dr. Kay Michel	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
b) Ratification of the actions of Ms. Sabine Kauper	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4) Ratification of the actions of Supervisory Board in fiscal year 2015			
a) Ratification of the actions of Mr. Titus Weinheimer	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
b) Ratification of the actions of Mr. Jochen Martin	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
c) Ratification of the actions of Mr. Armin Bruch	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
d) Ratification of the actions of Mr. Reto A. Garzetti	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
e) Ratification of the actions of Dr. Hans Liebler	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
f) Ratification of the actions of Dr. Dirk Markus	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
g) Ratification of the actions of Ms. Jutta Schull	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5) Election of the independent auditor			
a) Appointment of KPMG AG as auditor of the separate and consolidated financial statements for fiscal year 2016	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
b) Appointment of KPMG AG to conduct a possible audit review for the first half of 2016	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6) Authorized Capital 2016	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7) Reduction of the size of the Supervisory Board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8) Elections of Supervisory Board members			
a) Election of Mr. Titus Weinheimer	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
b) Election of Mr. Armin Bruch	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
c) Election of Mr. Reto A. Garzetti	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
d) Election of Mr. Tarun Somani	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9) Relocation of registered office	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Motions of shareholders Countermotions that must be made available and are received by April 25, 2016, 12:00 a.m. (CEST) will be published on the Internet at http://www.skw-steel.com/investor-relations/hauptversammlung/ .	Instruction/vote per shareholder's motion, in relation to the shareholder's motion		
	Yes	No	Abstain
Motion A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Motion B	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Motion C	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Motion D	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Motion E	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Motion F	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

COURTESY TRANSLATION