

Explanatory Presentation

Leadership Team Performance Share Unit Plan
submitted to shareholder approval
at the General Meeting of May 4, 2016

apream

Agenda



Background	Page 03
Key highlights	Page 04
Criteria review	Page 05
Peer group	Page 06
Fictive example	Page 08
Historical TSR Data for information purposes	Page 09
Historical EPS Data for information purposes	Page 10

Background



Leadership Team Performance Share Unit Plan

The Leadership Team Performance Share Unit Plan

The Leadership Team Performance Share Unit Plan (the “LT PSU Plan”) is designed to enhance the long-term performance of the Company and align the members of our Leadership Team (“LT”) to the Company’s objectives.

The LT PSU Plan complements Aperam’s existing program of annual performance-related bonuses which is the Company’s reward system for short-term performance and achievements. The short term incentives are described in detail in the 2015 Annual Report page 67 onward.

The main objective of the LT PSU Plan is to be an effective performance-enhancing scheme for LT members based on the achievement of Aperam’s strategy aimed at creating measurable long-term shareholder value.

The Remuneration, Nomination and Corporate Governance Committee

The allocation of PSUs to eligible Leadership Team members is reviewed by the Remuneration, Nomination and Corporate Governance Committee of the Board of Directors, which is comprised of three independent directors, and which makes a proposal and recommendation to the full Board of Directors. The vesting criteria of the PSUs are also monitored by the Remuneration, Nomination and Corporate Governance Committee.

Regular reporting to shareholders

The Company will report in its Annual Reports on the progress of meeting the vesting criteria on each grant anniversary date as well as on the applicable peer group.

Below LT level

As part of the resolution submitted to shareholder approval, the shareholders are also requested to adopt any rules or measures to implement the LT PSU Plan and other retention based grants below the level of the LT Members that the Board of Directors may at its discretion consider appropriate, while fully remaining under the global 2016 Cap of 220,000 shares (cf. slide 5).

Key highlights



Key highlights of LT PSU Plan submitted to shareholder approval May 4, 2016

- Only PSUs for Leadership Team members based on clear and identifiable performance criteria
- Criteria:
 - 50% of the criteria to be met is based on the development of Total Shareholder Return (“TSR”) compared to a peer group over a three year period
 - 50% of the criteria to be met is based on the development of Earnings Per Share (“EPS”) compared to a peer group over a three year period.
 - TSR and EPS are defined on slide #5.
- Grant based on value: (share price at the date of issue)
 - CEO and other Leadership Team members : 45% of base salary
- Vesting:
 - Cliff vesting after 3 years
 - Vesting criteria:

	Threshold	Target	Stretch
TSR/EPS	80% median	median	>120% median
Percentage vesting	50%	100%	150%

- The LT PSU Plan provides for cliff vesting on the third year anniversary of the grant date, under the condition that the relevant LT member continues to be actively employed by the Aperam group on that date. If the LT member is retired on that date or in case of an early retirement by mutual consent, the relevant LT member will not automatically forfeit PSUs and pro rata vesting will be considered at the end of the vesting period at the sole discretion of the Remuneration, Nomination and Corporate Governance Committee of the Board of Directors.

Criteria review



LT PSU Plan submitted to shareholder approval May 4, 2016

50% of the criteria to be met is based on the development of TSR.
50% of the criteria to be met is based on the development of EPS.



Total Shareholder Return (“TSR”)

50% of the criteria is based on Total Shareholder Return (“TSR”) compared to a peer group over a three year period:

- $$\frac{\text{Share price end of period} - \text{Share price start of period} + \text{Dividends paid}}{\text{Share price start of period}}$$

Earnings per Share (“EPS”)

50% of the criteria is based on Earning per Share (“EPS”) compared to a peer group over a three year period:

- EPS is defined as the amount of earnings per each outstanding share

Potential Dilution

- The current request of 220,000 shares could lead to a potential dilution of less than 0.26% on a diluted basis and less than 0.29% of the Company’s issued share capital (net of treasury shares) on an outstanding basis.

Peer Group Determination

LT PSU Plan submitted to shareholder approval May 4, 2016



Determination of peer group based on correlation and Market capitalization

How?

1. On industry classification;
2. On size (limited to companies not smaller than approximately one quarter of Aperam's market capitalisation);
3. On correlation of TSR performance

Regular reporting to the shareholders:

The Company will report in its annual reports on the applicable peer group.

Peer Group Determination

LT PSU Plan submitted to shareholder approval May 4, 2016



Determination of peer group based on correlation and Market capitalization⁽²⁾

Company	Industry	Market Capitalization ⁽¹⁾	Correlation ⁽²⁾
Aperam	Stainless Steel	2 652	n/a
ArcelorMittal	Steel	6 704	0.57
Acerinox	Stainless steel	2 647	0.67
Outokumpu	Stainless steel	1 167	0.66
ThyssenKrupp	Steel, Stainless steel & downstream	10 754	0.59
Voestalpine	Steel	5 170	0.51
Salzgitter	Steel	1 470	0.61
SSAB	Steel	1 346	0.50
AK Steel	Stainless steel	418	0.31
Eramet	Mining	801	0.44

Notes:

Source: Bloomberg, Aperam

(1) At January 1, 2016, in USD million.

(2) Correlation calculated from 01/01/2015 to 01/01/2016 on the basis of the evolution of the respective shares prices

Fictive example ⁽¹⁾

LT PSU Plan submitted to shareholder approval May 4, 2016



Leadership Team Committee Member:

- Base salary: USD 250,000
- Grant December 2015: Share price USD 35.74 ⁽¹⁾

- Value = 45% i.e. $(250,000/35.74) \times 0.45 = 6,994$ PSUs

- Vesting will only occur if the LT member is still employed by the Group as follows:
 - 50% vesting linked to TSR: 3,497 PSUs
 - Aperam performance TSR vs. peer group over a three year period
 - Application of vesting criteria -> The percentage of PSUs vesting will be 50% for achievement of 80% of the median TSR, 100% for achieving the median TSR and up to 150% for achieving 120% of the median TSR*

 - 50% vesting linked to EPS: 3,497 PSUs
 - Aperam EPS vs. peer group over a three year period
 - Application of vesting criteria -> The percentage of PSUs vesting will be 50% for achievement of 80% of the median EPS, 100% for achieving the median EPS and up to 150% for achieving 120% of the median EPS*

Notes:

(1) The presented fictive example is provided for information purposes only since the LT PSU Plan submitted to shareholder approval on May 4, 2016 will be based on a three year period going forward.

Peer group TSR data⁽¹⁾

Fictive example using historical data



Company	Industry	TSR growth ⁽²⁾	Market capitalisation ⁽³⁾
Aperam	Stainless Steel	119%	2 652
ArcelorMittal	Steel	-73%	6 704
Acerinox	Stainless steel	-1%	2 647
Outokumpu	Stainless steel	-71%	1 167
ThyssenKrupp	Steel, Stainless steel & downstream	-22%	10 754
Voestalpine	Steel	-12%	5 170
Salzgitter	Steel	-53%	1 470
SSAB	Steel	-69%	1 346
AK Steel	Stainless steel	-51%	418
Eramet	Mining	-79%	801

Median Peer TSR	-53%
Threshold level: 80% of Median	-64%
Target level: 100% of Median	-53%
Stretch level: 120% of Median	-42%
Aperam TSR	119%
Vesting under this tranche	150%

The percentage of PSUs vesting will be 50% for achievement of 80% of the median TSR, 100% for achieving the median TSR and up to 150% for achieving 120% of the median TSR.

Notes:

Source: Bloomberg, Aperam Computation

- (1) The presented TSR data is provided for information purposes only since the LT PSU Plan submitted to shareholder approval on May 4, 2016 will be based on a three year period going forward.
- (2) Calculated from 01/01/2013 to 01/01/2016 in USD.
- (3) As of 01/01/2016, in USD million.

Peer group EPS data⁽¹⁾

Fictive example using historical data



Company	Industry	EPS growth ⁽²⁾	Market capitalisation ⁽³⁾
Aperam	Stainless Steel	259%	2 652
ArcelorMittal	Steel	-58%	6 704
Acerinox	Stainless steel	256%	2 647
Outokumpu	Stainless steel	105%	1 167
ThyssenKrupp	Steel, Stainless steel & downstream	106%	10 754
Voestalpine	Steel	80%	5 170
Salzgitter	Steel	104%	1 470
SSAB ⁽⁴⁾	Steel	-1,592%	1 346
AK Steel	Stainless steel	68%	418
Eramet	Mining	-6,983%	801

Median Peer EPS	80%
Threshold level: 80% of Median	64%
Target level: 100% of Median	80%
Stretch level: 120% of Median	96%
Aperam EPS	259%
Vesting under this tranche	150%

→ The percentage of PSUs vesting will be 50% for achievement of 80% of the median TSR, 100% for achieving the median TSR and up to 150% for achieving 120% of the median TSR.

Notes:

Source: Bloomberg, Aperam Computation

- (1) The presented EPS data is provided for information purposes only since the LT PSU Plan submitted to shareholder approval on May 4, 2016 will be based on a three year period going forward.
- (2) Calculated using annual EPS over 2012 to 2015.
- (3) As of 01/01/2016, in USD million.