



**Part II Organizational Action** (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ See attachment.

Multiple horizontal lines for listing Internal Revenue Code sections and subsections.

18 Can any resulting loss be recognized? ▶ See attachment.

Multiple horizontal lines for providing information regarding resulting losses.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ See attachment.

Multiple horizontal lines for providing other necessary information.

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here

Signature ▶ [Handwritten Signature] Date ▶ 26 04 2016

Print your name ▶ Egbert Jansen Title ▶ VP Tax & Insurance

**Paid Preparer Use Only**

Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no.	

Any capitalized terms not otherwise defined herein will be defined in accordance with ArcelorMittal's Prospectus Supplement dated March 11, 2016, and available at <http://www.sec.gov/Archives/edgar/data/1243429/000119312516500933/d157121d424b2.htm>.

## Form 8937, Part II

**Question 14. Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action.**

*The Offering.* On March 15, 2016 (the "**Distribution Date**"), ArcelorMittal granted non-statutory preferential subscription rights to holders of its existing ordinary shares to subscribe for an aggregate of up to 1,262,351,531 newly-issued ordinary shares of ArcelorMittal. Specifically, on the Distribution Date, ArcelorMittal allotted Rights to holders of record to purchase newly-issued ordinary shares of ArcelorMittal. The Rights were allotted, at no cost to holders, to holders who held ordinary shares of ArcelorMittal ("**Existing Shares**") at the applicable specified time on March 14, 2016 (the "**Record Date**"). Each holder was allotted one Right for each Existing Share held as of the Record Date. No fractional Rights were allotted. The Rights were credited on the Distribution Date to the accounts of holders of record, and the New York Rights began trading on the NYSE on a "when issued" basis on March 11, 2016 and traded through March 23, 2016. The Rights were also available for trading on the European Stock Exchanges beginning on the Distribution Date and traded on such European Stock Exchanges through March 24, 2016 (except for the Spanish Stock Exchanges, on which trading ended on March 22, 2016). The exercise of 10 Rights entitled the exercising holder to subscribe for 7 New Shares against payment of a Subscription Price, as described in more detail below under "**Subscription Price.**" Rights not exercised expired and became null and void.

*Exercise Period.* The exercise period for the Rights began on the Distribution Date and closed (i) at 5:00pm (New York City time) on March 29, 2016 for New York Rights held via book entry in DTC and for New York Rights held directly in the New York Rights Register, (ii) at 5:00pm CET on March 30, 2016 for Rights held directly in the European Rights Register or via book entry in the European Clearing Systems (except for Rights traded on the Spanish Stock Exchanges, for which the deadline was 12:00pm CET on March 30, 2016). It is expected that, for most U.S. Holders of Existing Shares, the relevant exercise period for the Rights ran from the Distribution Date to March 29, 2016.

*Subscription Price.* The Subscription Price was €2.20 per New Share (which corresponds to approximately U.S.\$2.39, based on the ECB Reference Rate on March 10, 2016). Holders of New York Rights were required to exercise their Rights by paying, in U.S. dollars, an Estimated U.S. Dollar Subscription Price of U.S.\$2.63 per New Share, which represented an excess of 10% over the U.S. dollar-equivalent of the Euro-denominated Subscription Price of €2.20 per New Share (based on the ECB Reference Rate on March 10, 2016). The final U.S. dollar equivalent of the Euro-denominated Subscription Price (the "**Final U.S. Dollar Subscription Price**") of U.S. \$2.50008 per New Share was determined based on the ECB Reference Rate on April 7, 2016. The excess of (i) the Estimated U.S. Dollar Subscription over (ii) the Final U.S. Dollar Subscription Price plus applicable issuance fees was refunded to holders.

**Question 15. Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis.**

Based on the trading price of the New York Rights on the NYSE on the Distribution Date, the fair market value of the Rights distributed to holders on the Distribution Date was 15% or more of the fair market value of the Existing Shares on the Distribution Date. Accordingly, except as discussed in the next paragraph regarding Rights that expire unexercised, a holder must allocate its basis in its Existing Shares between the Existing Shares and the Rights in proportion to their relative fair market values on the Distribution Date.

The average of the high and low trading prices on the NYSE for the Existing Shares (ex-Rights) on the Distribution Date was \$4.03. The average of the high and low trading prices on the NYSE for the New York Rights on the Distribution Date was \$1.10.

	<u>Average NYSE Price On Distribution Date</u>	<u>Percentage</u>
Existing Shares	\$4.03	78.5575%
New York Rights	<u>\$1.10</u>	<u>21.4425%</u>
Total	\$5.13	100.0000%

Using these numbers, and subject to the following paragraph, each U.S. taxpayer must allocate 21.4425% of its basis in its Existing Shares to the Rights and reduce its basis in its Existing Shares by an equal amount.

If the Rights were obtained by a holder in a distribution with respect to the holder's Existing Shares, but expired unexercised, then no basis is allocated to the Rights and the holder's tax basis in the corresponding Existing Shares is the same as it was prior to the distribution of the Rights.

**Question 16. Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates.**

The average trading price of Existing Shares on the NYSE on the Distribution Date was \$4.03. The average trading price of the New York Rights on the NYSE on the Distribution Date was \$1.10. Using these numbers, each New York Right represented 21.4425% of the combined fair market values of the Existing Shares and New York Rights on the Distribution Date. (See calculation in Box 15 above.)

Assuming a holder's Rights did not expire unexercised, the following is an illustrative example of the manner in which a holder would allocate its basis in its Existing Shares to Rights obtained on the Distribution Date:

Assumed tax basis in one Existing Share: U.S. \$2.00  
Percentage of total fair market value allocated to Existing Shares: 78.5575%  
Percentage of total fair market value allocated to Rights: 21.4425%  
Basis allocated to Existing Share: U.S. \$1.57

Basis allocated to Right: U.S. \$0.43

**Question 17. List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based.**

The expected treatment of the distribution of Rights to holders of Existing Shares as a non-taxable distribution is based on section 305(a) and 305(d) of the Internal Revenue Code of 1986, as amended (the “Code”) and Treasury Regulations Section § 1.305-1. The tax basis calculations described above are described in section 307 of the Code and Treasury Regulations Sections §§ 1.307-1 and 1.307-2.

**Question 18. Can any resulting loss be recognized?**

Generally, if a U.S. holder sold or otherwise disposed of its Rights, the U.S. holder would recognize a loss for U.S. federal income tax purposes equal to the amount by which the holder’s tax basis in the Rights, determined in U.S. dollars, exceeded the U.S. dollar value of the amount that the U.S. holder realized.

*Expiration of the rights.* If the rights were obtained by a U.S. holder in a distribution with respect to the U.S. holder’s Existing Shares and such Rights expired unexercised, then the U.S. holder would not recognize any loss.

**Question 19. Provide any other information necessary to implement the adjustment, such as the reportable tax year.**

For a holder whose taxable year is the calendar year, the reportable year is 2016.

Basis allocated to Right: U.S. \$0.43

**Question 17. List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based.**

The expected treatment of the distribution of Rights to holders of Existing Shares as a non-taxable distribution is based on section 305(a) and 305(d) of the Internal Revenue Code of 1986, as amended (the “Code”) and Treasury Regulations Section § 1.305-1. The tax basis calculations described above are described in section 307 of the Code and Treasury Regulations Sections §§ 1.307-1 and 1.307-2.

**Question 18. Can any resulting loss be recognized?**

Generally, if a U.S. holder sold or otherwise disposed of its Rights, the U.S. holder would recognize a loss for U.S. federal income tax purposes equal to the amount by which the holder’s tax basis in the Rights, determined in U.S. dollars, exceeded the U.S. dollar value of the amount that the U.S. holder realized.

*Expiration of the rights.* If the rights were obtained by a U.S. holder in a distribution with respect to the U.S. holder’s Existing Shares and such Rights expired unexercised, then the U.S. holder would not recognize any loss.

**Question 19. Provide any other information necessary to implement the adjustment, such as the reportable tax year.**

For a holder whose taxable year is the calendar year, the reportable year is 2016.