



ArcelorMittal

news release

ArcelorMittal Announces Debt Tender Offer for Any and All of ArcelorMittal USA’s USD 6.500% Notes due 2014

Luxembourg, June 17, 2013 – ArcelorMittal (the “Company” or “ArcelorMittal”) and ArcelorMittal USA LLC (“AM USA” and together with ArcelorMittal, the “Offerors”) today announced the commencement of an offer (the “Offer”) to purchase for cash any and all of AM USA’s 6.500% Notes due 2014 (the “Notes”). Concurrently with the Offer, ArcelorMittal is also announcing the commencement of an invitation (the “Invitation for Offers” and the “Concurrent European Offer”) to holders of EUR 500,000,000 4.625% Bonds due November 7, 2014 (ISIN: XS0204395213) (the “AM Finance Bonds”) issued by ArcelorMittal Finance. The following table sets forth the key terms of the Offer:

| Issuer | Title of Security | CUSIP/ISIN | Outstanding Principal Amount | Total Consideration | |
|-----------------------|---------------------------------|----------------------------|------------------------------|---------------------------------|----------------------------|
| | | | | Dollars per \$1,000 Face Amount | Early Participation Amount |
| ArcelorMittal USA LLC | 6.500% Notes due April 15, 2014 | 460377AB0/ US460377AB08 | U.S.\$500,000,000 | \$1,038.75 | \$50.00 |

ArcelorMittal and AM USA are making the Offer in order to retire all or a portion of the Notes prior to their maturity. The Company’s offer for the Notes and the AM Finance Bonds reflects its robust liquidity position and forms part of its proactive approach to managing its debt maturity profile, reducing gross debt and optimizing interest costs.

This announcement does not contain the full terms and conditions of the Offer, which are contained in the offer to purchase dated June 17, 2013 (the “Offer to Purchase,” as it may be amended or supplemented from time to time) prepared by ArcelorMittal and AM USA, and is subject to the offer restrictions set out below and as more fully described in the Offer to Purchase.

Notes validly tendered and not withdrawn on or before 11:59 p.m., New York City time, on June 28, 2013, unless extended or earlier terminated (the “Early Tender Time”) will be eligible to receive total consideration (the “Total Consideration”), which is the U.S. dollar amount payable per \$1,000 principal amount of the Notes set forth in the table above and includes an early participation amount equal to \$50.00 per \$1,000 principal amount of Notes (the “Early Participation Amount”). Notes tendered after the Early Tender Time but on or prior to the expiration date, which will be 11:59 p.m., New York City time, on July 15, 2013, unless extended or earlier terminated (the “Expiration Time”), will be eligible to receive only the tender consideration (“Tender Consideration”), equal to the Total Consideration less the Early Participation Amount. Payment of the Total Consideration for all Notes validly tendered prior to the Early Tender Time and accepted for purchase by the Offerors is expected to be made on

July 1, 2013 (the “**Early Settlement Date**”). Payment of the Tender Consideration for all Notes validly tendered after the Early Tender Time and accepted for purchase by the Offerors is expected to be made on July 16, 2013 (the “**Final Settlement Date**”).

The Total Consideration and the Tender Consideration will be payable in cash. In addition, accrued and unpaid interest from, and including, the last interest payment date for the Notes to, but excluding, the Early Settlement Date or the Final Settlement Date, as applicable, will also be paid.

The obligation of ArcelorMittal and AM USA to accept for purchase, and to pay for the Notes validly tendered pursuant to the Offer, is conditioned upon the satisfaction or, where applicable, waiver by ArcelorMittal and AM USA of a number of conditions described in the Offer to Purchase. ArcelorMittal and AM USA reserve the right, in their sole discretion, to waive any one or more of the conditions to the Offer at any time.

Tenders of the Notes may be withdrawn at any time prior to the Early Tender Time in accordance with the terms of the Offer, but may not be withdrawn thereafter.

The Offer is not contingent upon the tender of any minimum principal amount of Notes.

J.P. Morgan Securities LLC has been appointed to serve as the dealer manager for the Offers. D.F. King & Co., Inc. has been retained to serve as the information agent and tender agent.

For additional information regarding the terms of the Offers, please contact J.P. Morgan Securities LLC at +1 (866) 834-4666 (toll free within U.S.) or collect at: +1 (212) 834-2452. Requests for documents and questions regarding the tender of Notes may be directed to D.F. King & Co., Inc. toll free at +1 (800) 758-5378 or collect at +1 (212) 269-5550.

The Offer to Purchase is expected to be distributed to holders of Notes beginning today. Copies of the Offer to Purchase may also be obtained at no charge from D.F. King & Co., Inc.

None of ArcelorMittal, AM USA, the dealer manager, the information agent or the tender agent makes any recommendation as to whether any holder of the Notes should tender or refrain from tendering all or any portion of the principal amount of the Notes.

This press release is neither an offer to purchase nor a solicitation to buy any Notes nor is it a solicitation for acceptance of the Offer. It is also not an invitation to any holder of the AM Finance Bonds to offer to sell such bonds to the Company, which is being made by a separate Invitation for Offers. The Offerors are making the Offer only by, and pursuant to the terms of, the Offer to Purchase. The Offer is not being made to (nor will tenders of Notes be accepted from or on behalf of) holders of Notes in any jurisdiction in which the making or acceptance thereof would not be in compliance with the securities, blue sky or other laws of such jurisdiction. This announcement must be read in conjunction with the Offer to Purchase.

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United Kingdom. The communication of the Offer to Purchase and any other documents or materials relating to the Offer is not being made, and such documents and/or materials have not been approved, by an authorised person for the purposes of section 21 of the Financial Services and Markets Act 2000 (the “**FSMA**”). Accordingly, such documents and/or materials are not being distributed to, and must not be passed on to, the general public in the United Kingdom. The communication of such documents and/or materials is exempt from the restriction on financial promotions under section 21(1) of the FSMA on the basis that it is only directed at and may only be communicated to (1) those persons who are existing members or creditors of the Offerors or other persons within Article 43(2) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the “**Order**”); (2) persons who fall within Article 49 of the Order (“high net worth companies, unincorporated associations etc.”); or (3) any other persons to whom such documents and/or materials may lawfully be communicated in circumstances in which section 21(1) of the FSMA does not apply to the Offerors. Any investment or investment activity to which the Offer to Purchase relates is available only to such persons or will be engaged only with such persons and other persons should not rely on it.

France. The Offer is not being made, directly or indirectly, to the public in the Republic of France. Neither the Offer to Purchase nor any other documents or offering materials relating to the Offer have been or shall be distributed to the public in France and only (i) providers of investment services relating to portfolio management for the account of third parties (*personnes fournissant le service d'investissement de gestion de portefeuille pour compte de tiers*) and/or (ii) qualified investors (*investisseurs qualifiés*), acting for their own account, other than individuals, all as defined in, and in accordance with, Articles L.411-1, L.411-2 and D.411-1 of the French *Code monétaire et financier*, are eligible to participate in the Offer. The Offer to Purchase has not been submitted to the clearance procedures (*visa*) of the *Autorité des marchés financiers*.

Italy. Neither of the Offer to Purchase nor any other documents or materials relating to the Offer have been or will be submitted to the clearance procedure of the *Commissione Nazionale per le Società e la Borsa* (“**CONSOB**”) pursuant to Italian laws and regulations. The Offer to Purchase is being carried out in the Republic of Italy (“**Italy**”) as an exempted offer pursuant to article 101-bis, paragraph 3-bis of the Legislative Decree No. 58 of 24 February 1998, as amended (the “**Financial Services Act**”) and article 35-bis, paragraph 4 of CONSOB Regulation No. 11971 of 14 May 1999, as amended.

Holders or beneficial owners of the Notes that are resident or located in Italy can tender their Notes for purchase through authorized persons (such as investment firms, banks or financial intermediaries permitted to conduct such activities in the Republic of Italy in accordance with the Financial Services Act, CONSOB Regulation No. 16190 of 29 October 2007, as amended from time to time, and Legislative Decree No. 385 of 1 September 1993, as amended) and in compliance with applicable laws and regulations or with requirements imposed by CONSOB or any other Italian authority. Each intermediary must comply with the applicable laws and regulations concerning information duties vis-à-vis its clients in connection with the Notes or the Offer to Purchase.

Canada. The materials relating to the Offer do not constitute, and may not be used in connection with, an offer or solicitation in any place where offers or solicitations are not permitted by law. Any offer or solicitation in Canada must be made through a dealer that is appropriately registered under the laws of the applicable province or territory of Canada, or pursuant to an exemption from that requirement.

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About ArcelorMittal

ArcelorMittal is the world's leading integrated steel and mining company, with a presence in more than 60 countries.

ArcelorMittal is the leader in all major global steel markets, including automotive, construction, household appliances and packaging, with leading R&D and technology, as well as sizeable captive supplies of raw materials and outstanding distribution networks. With an industrial presence in over 20 countries spanning four continents, the Company covers all of the key steel markets, from emerging to mature.

Through its core values of sustainability, quality and leadership, ArcelorMittal commits to operating in a responsible way with respect to the health, safety and well-being of its employees, contractors and the communities in which it operates. It is also committed to the sustainable management of the environment. It takes a leading role in the industry's efforts to develop breakthrough steelmaking technologies and is actively researching and developing steel-based technologies and solutions that contribute to combat climate change.

In 2012, ArcelorMittal had revenues of \$84.2 billion and crude steel production of 88.2million tonnes, representing approximately 6 percent of world steel output.

ArcelorMittal is listed on the stock exchanges of New York (MT), Amsterdam (MT), Paris (MT), Luxembourg (MT) and on the Spanish stock exchanges of Barcelona, Bilbao, Madrid and Valencia (MTS).

For more information about ArcelorMittal please visit: www.arcelormittal.com

About ArcelorMittal USA LLC

ArcelorMittal USA LLC is an indirect wholly owned subsidiary of ArcelorMittal. ArcelorMittal USA LLC is one of the largest steelmakers in North America and serves a broad U.S. manufacturing base. The company has operations in 9 states of the United States with an annual raw steel production capability of about 23 million short tons. It produces steel either by integrated steel facilities using iron ore, limestone and coke, or electric arc furnaces which generally melt scrap steel. The principal products of ArcelorMittal USA LLC include a range of hot-rolled, cold-rolled and coated sheets, tin mill products, carbon and alloy plates, wire rod, rail products, bars and semi-finished shapes to serve the automotive, construction, pipe and tube, appliance, container and machinery markets. All of these products are available in standard carbon grades as well as high strength, low alloy grades for more demanding applications. Sales are made to all major direct steel-consuming markets, primarily in the Midwest of the United States, as well as to third-party processors and service centers.

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