

klöckner & co

Your partner for a sustainable tomorrow

INVITATION

TO THE ANNUAL GENERAL MEETING
OF KLÖCKNER & CO SE

May 28, 2025

Klöckner & Co SE
with registered seat in Duisburg, Germany

– ISIN DE000KC01000 –

– Security Identification No. (Wertpapierkennnr.) KC0100 –

Invitation
to the Annual General Meeting

(unique identifier of the event: GMETKCO125RS)

Dear Shareholders,

We hereby invite you to the Annual General Meeting of Klöckner & Co SE on Wednesday, May 28, 2025, at 10:30 a.m. (CEST; UTC +2) at Congress Center Düsseldorf, Entrance “CCD Stadthalle”, Rotterdamer Straße 141, 40474 Düsseldorf, Germany. Admission is from 9:30 a.m. (CEST).

The entire Annual General Meeting will be broadcast live via our Online Service for the Annual General Meeting at <https://www.kloeckner.com/en/investors/annual-general-meeting/online-service.html> on May 28, 2025, from 10:30 a.m. (CEST). The opening of the Annual General Meeting by the chairman of the meeting, the CEO's speech and the report by the Supervisory Board will additionally be broadcast live online on the day of the Annual General Meeting at <https://www.kloeckner.com/en/investors/annual-general-meeting.html>.

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Agenda

1. Presentation of the adopted annual financial statements, the approved consolidated financial statements and the combined management report for Klöckner & Co SE and the Group and the report of the Supervisory Board, each for fiscal year 2024, as well as resolution on the appropriation of net income for fiscal year 2024

The Management Board and the Supervisory Board propose that the net income of Klöckner & Co SE available for distribution for fiscal year 2024 in the amount of EUR 19,950,000 be appropriated as follows:

Distribution of a dividend of EUR 0.20 per share vested with dividend rights; at 99,750,000 shares vested with dividend rights, this corresponds to a total distribution of EUR 19,950,000.

The dividend will be paid out on June 3, 2025.

The annual and consolidated financial statements were approved by the Supervisory Board on March 5, 2025. The annual financial statements have thus been adopted. Therefore, no resolution by the Annual General Meeting is required. However, the above-mentioned documents must be made available to the Annual General Meeting and can therefore be downloaded as from the convocation date of the Annual General Meeting at <https://www.kloeckner.com/en/investors/annual-general-meeting.html>.

2. Ratification of the actions of the members of the Management Board for fiscal year 2024

The Management Board and the Supervisory Board propose that the actions of the members of the Management Board who held office in fiscal year 2024 be ratified for that year.

3. Ratification of the actions of the members of the Supervisory Board for fiscal year 2024

The Management Board and the Supervisory Board propose that the actions of the members of the Supervisory Board who held office in fiscal year 2024 be ratified for that year.

4. Change of registered seat and the corresponding amendment to the Articles of Association

The Company currently has its registered seat in Duisburg, Germany. At the beginning of 2025 the Company moved to its new premises in Düsseldorf and relocated all of its business activities including the management to Düsseldorf. The new business address is Peter-Müller-Straße 24, 40468 Düsseldorf. Now, the registered seat according to the Articles of Association shall be changed to Düsseldorf as well.

Therefore, the Management Board and the Supervisory Board propose to resolve on the following change of the registered seat as well as on the corresponding amendment to the Articles of Association:

The registered seat shall be changed from Duisburg to Düsseldorf.

Section 1 (2) of the Articles of Association is amended and shall be read as follows:

"(2) It has its registered seat in Düsseldorf."

Agenda

5. Election of the auditor for the annual financial statements, consolidated annual financial statements and for the review of interim financial statements as well as for the audit of the sustainability reporting

At the recommendation of the Audit Committee, the Supervisory Board proposes electing PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Düsseldorf, Germany,

- a) as auditor and Group auditor for fiscal year 2025,
- b) as auditor for the review, if applicable, of the condensed financial statements and the interim management report of the half-yearly financial report for fiscal year 2025,
- c) as auditor for any review of any additional interim financial information in the fiscal years 2025 and 2026, insofar as it complies with the requirements for the condensed financial statements and for the interim management report of the half-yearly financial report (Section 115 (7) of the German Securities Trading Act (WpHG)) and insofar as it is prepared prior to the 2026 Annual General Meeting, and
- d) as auditor of the sustainability reporting for fiscal year 2025.

The election as auditor of the sustainability reporting for fiscal year 2025 is made as a precautionary measure for the event that the German legislator, in implementing Article 37 of the Audit Directive, Directive 2006/43/EC, as amended by the CSRD, Directive (EU) 2022/2462 of December 14, 2022 (such implementation still being pending as of the publication of this convocation), requires the express election by the Annual General Meeting of the auditor of the sustainability reporting, i.e., that the audit of the sustainability report is not to be conducted by the auditor of the financial statements in any case.

The Audit Committee declared that its recommendation had not been improperly influenced by third parties and that no restriction with respect to its choice of a certain auditor within the meaning of the Regulation (EU) No. 537/2014 had been imposed on it.

6. Resolution on the approval of the remuneration report for fiscal year 2024

Pursuant to Section 120a (4) of the German Stock Corporation Act (AktG), the Annual General Meeting must pass a resolution on the approval of the remuneration report for the previous fiscal year prepared and audited in accordance with Section 162 AktG.

The remuneration report for fiscal year 2024 was prepared by the Management Board and the Supervisory Board in accordance with Section 162 AktG and, as required by law, examined by the Company's auditor whether the statutory disclosures required in Section 162 (1) and (2) AktG had been made. Going beyond the statutory requirements, the auditor also conducted a substantive audit. The remuneration report and the auditor's report on its audit may be viewed separately as a document for this Annual General Meeting at <https://www.kloeckner.com/en/investors/annual-general-meeting.html>, and will also be available on the Company's website at <https://www.kloeckner.com/en/group/management-board/management-board-remuneration.html> following the resolution of the Annual General Meeting for at least ten years.

The Supervisory Board and the Management Board propose that the remuneration report for fiscal year 2024 be approved.

7. Resolution on the authorization of the Management Board to hold virtual General Meetings and the corresponding amendment to the Articles of Association

The authorization for the Management Board to hold General Meetings without the physical presence of the shareholders or their proxy holders at the venue of the General Meeting (so-called "virtual General Meeting") adopted by the Annual General Meeting on May 17, 2023, according to Section 118a of the German Stock Corporation Act (AktG) and incorporated in Section 15 (3) of the Articles of Association was limited to two years and expires this year. The Management Board has not made use of this authorization.

In order to maintain the flexibility to decide on the format of General Meetings appropriately, the authorization for the Management Board to determine the format of the General Meeting shall be replaced by a new authorization. As before, the Management Board will make this decision at its due discretion on the basis of the factual criteria that are relevant in each case. Those still include, inter alia, the objective of efficient and comprehensive communication with shareholders and sustainability considerations as well as a participation as easy as possible, especially for international investors. In case the Management Board makes use of the proposed authorization and decides to hold a General Meeting as a virtual General Meeting, shareholders' rights are adequately safeguarded under the applicable statutory requirements. In particular, it is ensured that shareholders' rights of participation are equivalent to those at a General Meeting held in person.

In the event of a virtual General Meeting, the Management Board intends to disclose in the invitation the reasons for it being held as a virtual General Meeting.

With regard to the term of the authorization, the authorization is, again, to be limited to two years, i.e., to two years after its registration in the Commercial Register.

The Management Board and the Supervisory Board therefore propose that the following resolution be adopted:

Section 15 (3) of the Articles of Association is amended and shall be read as follows:

"(3) The Management Board is authorized, for a period of two years after registration of the amendment of this Section 15 (3) to the Articles of Association resolved by the General Meeting of May 28, 2025, to provide for the General Meeting to be held as a virtual General Meeting without the physical presence of the shareholders or their proxy holders at the venue of the General Meeting (virtual General Meeting); with respect to the time period of this authorization the date of the virtual General Meeting shall be decisive. If a virtual General Meeting is held, the applicable statutory requirements shall be complied with. In all other respects, all provisions of these Articles of Association for General Meetings shall apply to the virtual General Meeting unless otherwise required by law or unless expressly otherwise stipulated in these Articles of Association."

Requirements for participation and other details pursuant to Section 121 (3) sentence 3 German Stock Corporation Act (AktG)

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Requirements for participation and for the exercise of voting rights

Shareholders are entitled to participate in the Annual General Meeting, and to exercise their voting rights, who have registered with the Company at the address below by no later than the end of the day on May 21, 2025 (midnight CEST), at the following address (in writing or by fax)

Hauptversammlung Klöckner & Co SE
c/o ADEUS Aktienregister-Service-GmbH
Postfach 57 03 64
22772 Hamburg, Germany

Fax: +49 89 2070 37951

or electronically by using the password-protected Online Service for the Annual General Meeting at <https://www.kloeckner.com/en/investors/annual-general-meeting/online-service.html>. Furthermore, shareholders who want to participate and exercise their voting rights need to be listed in the Company's shareholders' register at the time of the Annual General Meeting. Forms that shareholders may use to register are enclosed with the invitation letter to shareholders.

All the shareholders who so request or who are registered in the shareholders' register on May 7, 2025 (0:00 h CEST), will receive an invitation letter with reference to the agenda and instructions for the registration, including a registration form, by post (or if registered for email delivery, by email). The back of the invitation letter contains the personal login data – shareholder number and individual access number – required to use our Online Service for shareholders. As in the previous year, you may register for the Annual General Meeting using our Annual General Meeting Online Service (<https://www.kloeckner.com/en/investors/annual-general-meeting/online-service.html>). Registration via the Annual General Meeting Online Service is likewise only possible until the end of the day on May 21, 2025 (midnight CEST).

After having given notice of participation, shareholders or their proxy holders will be sent an admission card to the Annual General Meeting. Shareholders giving notice of participation via our Online Service have the possibility of printing their admission card themselves or to have it sent electronically.

Shareholders may continue to freely dispose of their shares after having registered for the Annual General Meeting. However, in relation to the Company, under Section 67 (2) sentence 1 German Stock Corporation Act (AktG), rights and obligations arising from shares only apply for and against those listed in the shareholders' register. The right to participate and the exercise of voting rights in connection with the Annual General Meeting are thus determined by the date of the Annual General Meeting. Please note that between May 22, 2025, and May 28, 2025, (both dates included), no changes are made to the entries in the shareholders' register, i. e., acquirers of shares whose applications for changes of registration are received after May 21, 2025, will be entered in the shareholders' register only after the Annual General Meeting. The technical record date is therefore the end of the day on May 21, 2025 (midnight CEST). In light of this, all acquirers of shares in the Company not yet listed in the shareholders' register are requested to apply for a change of registration as soon as possible.

Procedures for exercising voting rights by proxy

Shareholders who do not wish to attend the Annual General Meeting in person may have their voting rights exercised by proxy, such as an intermediary, a shareholders' association or the proxy holders nominated by the Company. Also, in this case, registrations must be submitted on time and shareholders must be listed in the Company's shareholders' register at the time of the Annual General Meeting (see technical record date, above). Shareholders will receive a corresponding form together with the invitation letter to this Annual General Meeting. Such a form will also be sent to shareholders at any time upon request in text form. It may also be downloaded online at <https://www.kloeckner.com/en/investors/annual-general-meeting.html>.

If neither an intermediary nor a shareholders' association, a proxy advisor or any other person or institution considered equivalent to such pursuant to Section 135 (8) AktG is authorized to act as proxy holder, the granting of proxies, their revocation and proof of authorization provided to the Company must be made in text form. Proxies and revocations of proxy may either be sent to the Company (by post, fax or email) at the following address

Hauptversammlung Klöckner & Co SE
c/o ADEUS Aktienregister-Service-GmbH
Postfach 57 03 64
22772 Hamburg, Germany

Fax: +49 89 2070 37951
Email: hv-service.kloeckner@adeus.de

or issued to the proxy holder. If a proxy is issued to the proxy holder, proof of the proxy must be provided to the Company. Proof may be sent to the Company (by post, fax or email) at the above address. In addition, proof can be provided on the day of the Annual General Meeting at the entrance and exit controls.

You may also use our Annual General Meeting Online Service (<https://www.kloeckner.com/en/investors/annual-general-meeting/online-service.html>) to authorize the proxy holders nominated by the Company to exercise your voting rights.

If the Annual General Meeting is attended in person, a previously granted proxy may also be revoked on the day of the Annual General Meeting up to the beginning of the voting; this applies irrespective of the identity of the proxy holder, i.e. both to the proxy holders nominated by the Company, intermediaries, shareholders' associations, proxy advisors or other persons or institutions considered equivalent to such pursuant to Section 135 (8) AktG, and to third parties to whom proxy has been granted.

Should an intermediary, a shareholders' association, a proxy advisor or any other person or institution considered equivalent pursuant to Section 135 (8) AktG be authorized to act as proxy holder, we ask that you clarify, in good time, the form of proxy required with the authorized person or institution. Special proof of the proxy is not required by the Company in this case. If intermediaries, shareholders' associations or proxy advisors participate in our Annual General Meeting Online Service (<https://www.kloeckner.com/en/investors/annual-general-meeting/online-service.html>), proxy may also be granted to them via the Online Service in accordance with the procedure specified by the Company and within the time periods applicable to the authorization of the proxy holders nominated by the Company.

Requirements for participation and other details pursuant to Section 121 (3) sentence 3 German Stock Corporation Act (AktG)

Where proxy holders nominated by the Company are to be authorized, they must be instructed on how to exercise the voting rights. Proxy holders are obliged to vote in accordance with these instructions. Please note that proxy holders nominated by the Company are unable to accept any proxies or instructions to exercise the right to speak and ask questions at the Annual General Meeting, to submit motions or to file objections against shareholders' resolutions, and that they will always abstain from voting on procedural motions and where no instructions have been given.

The granting and revocation of proxies to the proxy holders nominated by the Company and the issuance and amendment of instructions, if sent by post, must be received at the latest by the end of the day on May 27, 2025 (midnight CEST), at the address below:

Hauptversammlung Klöckner & Co SE
c/o ADEUS Aktienregister-Service-GmbH
Postfach 57 03 64
22772 Hamburg, Germany

The granting and revocation of proxies to the proxy holders nominated by the Company and the issuance and amendment of instructions can be submitted electronically using our Annual General Meeting Online Service (<https://www.kloeckner.com/en/investors/annual-general-meeting/online-service.html>), in text form by fax (+49 89 2070 37951) or by email (hv-service.kloeckner@adeus.de) until May 28, 2025, 08:00 a.m. (CEST) (time of receipt as determined by system timestamp). The same applies to any change from proxy voting to absentee ballot (or vice versa) made by one of these channels.

In the event that the Company receives conflicting communications by different channels and it is not apparent which is most recent, then communications transmitted via our Annual General Meeting Online Service will be considered first, followed by the communications sent via email, then communications sent by fax and lastly communications received by post. If the Annual General Meeting is attended in person, a previously granted proxy can also be revoked on the day of the Annual General Meeting until the beginning of the voting (see above).

Procedures for voting by absentee ballot

As in previous years, you have the option to cast your vote by absentee ballot ahead of the Annual General Meeting. In the case of an absentee ballot, too, registrations to the Annual General Meeting must be submitted on time and shareholders must be listed in the Company's shareholders' register at the time of the Annual General Meeting (see technical record date above).

Shareholders have various ways of voting:

A vote by absentee ballot may be cast by post, fax or email. Shareholders will receive a corresponding form together with the invitation letter. The absentee ballot form will also be sent to shareholders at any time upon request in text form. It may also be downloaded online at <https://www.kloeckner.com/en/investors/annual-general-meeting.html>.

Furthermore, absentee ballots may be submitted via our Annual General Meeting Online Service (<https://www.kloeckner.com/en/investors/annual-general-meeting/online-service.html>).

Votes cast by absentee ballot and changes to votes cast by absentee ballot, if sent by post, must be received at the latest by the end of the day on May 27, 2025 (midnight CEST), at the address below:

Hauptversammlung Klöckner & Co SE
c/o ADEUS Aktienregister-Service-GmbH
Postfach 57 03 64
22772 Hamburg, Germany

Votes cast by absentee ballot and changes to votes cast by absentee ballot may be submitted electronically using our Annual General Meeting Online Service (<https://www.kloeckner.com/en/investors/annual-general-meeting/online-service.html>), in text form by fax (+49 89 2070 37951) or by email (hv-service.kloeckner@adeus.de) by May 28, 2025, 08:00 a.m. (CEST) (time of receipt as determined by system timestamp).

If, despite having already cast a vote by absentee ballot, a shareholder decides to represent the respective shares in person or have them represented by a proxy, this is possible subject to the foregoing and will be deemed as revoking the vote cast by absentee ballot.

If shareholders or their proxies submit votes by absentee ballot as well as authorizations/instructions for the proxy holders nominated by the Company, the most recent declaration will be taken as authoritative. In the event that the Company receives conflicting communications by different channels and it is not apparent which is most recent, then communications transmitted via our Annual General Meeting Online Service will be considered first, followed by the communications sent via email, then communications sent by fax and lastly communications received by post. In the case of shareholders and their proxy holders attending the Annual General Meeting in person, an absentee vote already cast can also be revoked on the day of the Annual General Meeting until the beginning of the voting.

(Counter) motions and election nominations

(Counter) motions and election nominations by shareholders pursuant to Sections 126 and 127 AktG relating to one or more agenda items must be sent (by post, fax or email) exclusively to:

Klöckner & Co SE
Zentralbereich Legal & Compliance
Peter-Müller-Straße 24
40468 Düsseldorf, Germany

Fax: +49 211 88245 902
Email: hv@kloeckner.com

All (counter) motions and election nominations by shareholders to be made available in accordance with Sections 126 and 127 AktG will be published online at <https://www.kloeckner.com/en/investors/annual-general-meeting.html> in accordance with the legal provisions and together with any comments by the management, provided that they were received at the above address by no later than the end of the day on May 13, 2025 (midnight CEST).

Requirements for participation and other details pursuant to Section 121 (3) sentence 3 German Stock Corporation Act (AktG)

Supplementary motions for the agenda at the request of a minority pursuant to Article 56 of the European Company (SE) Regulation, Section 50 (2) of the German SE Implementation Act (SE-Ausführungsgesetz, SEAG) and Section 122 (2) AktG

Pursuant to Article 56 of the European Company (SE) Regulation and Section 50 (2) of the German SE Implementation Act in conjunction with Section 122 (2) AktG, shareholders whose combined shares represent a proportionate amount of the Company's share capital of at least EUR 500,000 (equivalent to 200,000 no-par-value shares of the Company) may request that items be added to the agenda and announced.

Such requests for additions to the agenda must reach the Company in writing together with the evidence and documents required by law at least 30 days prior to the Annual General Meeting, i.e. by no later than the end of the day on April 27, 2025 (midnight CEST), preferably at the following address:

Klöckner & Co SE
Zentralbereich Legal & Compliance
Peter-Müller-Straße 24
40468 Düsseldorf, Germany

Shareholders' right to information pursuant to Section 131 (1) AktG

Pursuant to Section 131 (1) AktG, all shareholders and shareholder representatives at the Annual General Meeting may request from the Management Board information about the affairs of the Company, the legal and business relationships of the Company with an affiliated company, as well as about the situation of the Group and of the companies included in its consolidated financial statements, provided that such information is necessary to form a considered opinion on one or more agenda items. Please note that the Management Board may decline to give such information subject to the conditions listed in Section 131 (3) AktG.

Website with information on the Annual General Meeting

This invitation, together with all other information on the Annual General Meeting, including a more detailed explanation of the shareholders' rights listed above and the information that has to be made available pursuant to Section 124a AktG, is available online at <https://www.kloeckner.com/en/investors/annual-general-meeting.html>.

Broadcast of the Annual General Meeting

From 10.30 a.m. (CEST) on the day of the Annual General Meeting, the entire Annual General Meeting will be broadcast live via our Online Service for the Annual General Meeting at <https://www.kloeckner.com/en/investors/annual-general-meeting/online-service.html>. The opening of the Annual General Meeting by the chairman of the meeting, the CEO's speech and the report by the Supervisory Board will additionally be broadcast live online on the day of the Annual General Meeting at <https://www.kloeckner.com/en/investors/annual-general-meeting.html>. This content will be made available in recorded form on the website after the Annual General Meeting. The broadcast of the Annual General Meeting does not allow for participation in the Annual General Meeting within the meaning of Section 118 (1) sentence 2 AktG in conjunction with Section 16 (3) of the Articles of Association.

Total number of shares and voting rights

At the time of convocation of this Annual General Meeting, the Company's share capital totaled EUR 249,375,000, comprising 99,750,000 no-par-value registered shares, each carrying one voting right. The total number of shares and voting rights at the time of convocation of the Annual General Meeting therefore amounts to 99,750,000.

Requirements for participation and other details pursuant to Section 121 (3) sentence 3 German Stock Corporation Act (AktG)

Information on Data Protection for Shareholders

As data controller, Klöckner & Co SE processes personal data in the context of the Annual General Meeting, particularly contact details and information regarding share ownership. Such processing is carried out to ensure a regular conduct of the shareholders' meeting, to enable you to exercise your shareholders' rights as well as to comply with requirements under applicable stock corporation law. Such processing is based on applicable laws as well as our legitimate interests.

Detailed information of how your personal data is processed and your rights under the EU General Data Protection Regulation (GDPR) can be found on the Annual General Meeting website: <https://www.kloeckner.com/en/investors/annual-general-meeting.html>. If you have any questions or concerns regarding the processing of your personal data, you can contact the Group Data Protection Officer at: dataprivacy@kloeckner.com.

Shareholders who authorize a proxy holder are kindly asked to communicate this information about data protection to the proxy holder.

Düsseldorf, April 2025

Klöckner & Co SE
Management Board

Would you like to receive your documents for General Meetings by e-mail?

For more information, and to register, please visit

<https://www.kloeckner.com/en/investors/annual-general-meeting/online-service.html>

All shareholders who have registered by June 4, 2025 for their invitations to General Meetings to be sent to them by e-mail will take part in a draw, where they can win one of three Apple® iPad mini (excl. network access contract).

Klöckner & Co SE

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