

ARCELORMITTAL SOUTH AFRICA LIMITED
 (Registration Number: 1989/002164/06)
 Incorporated in the Republic of South Africa
 Share code: ACL ISIN: ZAE 000134961
 ("Company")

NOTED THAT in terms of section 66(8) of the Companies Act, 71 of 2008, as amended ("**Act**"), except to the extent that the Memorandum of Incorporation of a company provides otherwise, a company may pay remuneration to its directors for their service as directors, subject to section 66(9) of the Act. In turn, section 66(9) of the Act provides that such remuneration may be paid only in accordance with a special resolution approved by the shareholders within the previous two years.

SPECIAL RESOLUTION: DIRECTORS' REMUNERATION

It is resolved that, in terms of section 66(9) of the Act, the Company is authorised to pay remuneration to the directors of the Company for their services as directors with effect from 1 May 2012 (payment of such remuneration to be effected only after approval in terms of section 66(9) of the Act is obtained pursuant hereto, as required by the Act), as follows –

	Annual retainer	Attendance fee per meeting
Chairman	R880 000	
Director	R145 200	R12 100
Audit and Risk Committee Chairman		R26 400
Audit and Risk Committee Member		R13 200
Remuneration Committee Chairman		R24 200
Remuneration Committee Member		R12 100
Nominations Committee Chairman		R24 200
Nominations Committee Member		R12 100
Safety, Health and Environment Committee Chairman		R24 200
Safety, Health and Environment Committee Member		R12 100
Share Trust Chairman		R24 200
Share Trust Member		R12 100
Social and Ethics Committee Chairman		R24 200
Social and Ethics Committee Member		R12 100

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**FORM OF WRITTEN CONSENT IN TERMS OF SECTION 60 OF THE
 COMPANIES ACT, 71 OF 2008, AS AMENDED ("ACT")**

**FOR USE BY CERTIFICATED SHAREHOLDERS AND OWN NAME DEMATERIALISED
 SHAREHOLDERS IN TERMS OF SECTION 60 OF THE ACT**

Shareholders who have dematerialised their shares, other than own-name dematerialised shareholders, with a CSDP or broker should advise their CSDP or broker as to what action they wish to take. This must be done in terms of the agreement entered into between them and their CSDP or broker. Shareholders, other than own-name dematerialised shareholders who have dematerialised their shares must **not** return this form of written consent to the transfer secretaries of the Company, Computershare Investor Services Proprietary Limited. Their instructions must be sent to their CSDP or broker for action.

I/We
 (Full name in block
 letters)

of (address)

being the holder/s of

shares in the issued
 share capital of the
 Company

hereby vote as follows -

	For	Against	Abstain
Special Resolution – In terms of section 66(9) of the Act - Remuneration of directors for services as directors			

Please indicate with an "X" how you wish your votes to be cast.

Signed this _____ day of _____ 2012

Signature of shareholder(s)

Assisted by me (where applicable)

Note:

- 1 A person signing this written consent in a representative capacity must attach the documentary evidence establishing such authority to this form of written consent, unless previously recorded by the transfer secretaries of the Company.

- 2 The completed and signed written consent and authority (if any) under which it is signed must be either delivered, posted, faxed, and/or emailed to Computershare Investor Services (Proprietary) Limited (the transfer secretaries of the Company) within 20 (twenty) business days of the date of receipt hereof, at the following addresses –
- 2.1 physical address: 70 Marshall Street, Johannesburg, 2001
- 2.2 postal address: PO Box 61051, Marshalltown, 2107
- 2.3 fax: 27 11 688 5238; and/or
- 2.4 email: Proxy@Computershare.co.za
- 3 A certificated or own-name dematerialised shareholder's instructions on the form of written consent must be indicated by the insertion of the relevant number of votes exercisable by that shareholder in the appropriate box provided. A certificated or own-name dematerialised shareholder is not obliged to use all the votes exercisable by the shareholder, but the total number of votes cast and in respect of which abstention is recorded may not exceed the total number of votes exercisable by the certificated or own-name dematerialised shareholder.
- 4 The record date for the purpose of voting on this Special Resolution (being the date on which an ordinary shareholder must be registered in the Company's securities register in order to vote on the Special Resolution) shall be Friday, 31 August 2012. The salient dates to be considered are as follows:

Record date in order to receive the form of written consent	Friday 27 July 2012
Last day to trade in order to be eligible to vote	Friday 24 August 2012
Record date for determining which ordinary shareholders will be entitled to vote	Friday 31 August 2012
Date ordinary shareholders vote and/or form of written consent, where applicable, to be received by the transfer secretaries by 12h00	Thursday 6 September 2012