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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**SCHEDULE 14A**

**Proxy Statement Pursuant to Section 14(a) of  
the Securities Exchange Act of 1934**

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Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under §240.14a-12

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**United States Steel Corporation**

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(Name of Registrant as Specified In Its Charter)

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(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

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Payment of Filing Fee (Check the appropriate box):

- No fee required.
  - Fee paid previously with preliminary materials.
  - Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11
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*The following investor presentation was or will be presented by Nippon Steel Corporation to its investors on December 18, 2023.*

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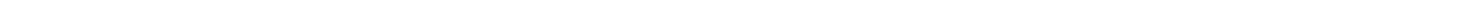
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OTC : NPSCY(ADR)



# Acquisition of U.S.Steel

Dec 18, 2023

**NIPPON STEEL CORPORATION**





# Agenda

1. Overview
2. Rationale
3. Strengths of U.S.Steel
4. Appendix (Strengths of Nippon Steel)
5. Appendix (Data of U.S.Steel)

**"Best Steelmaker with World-Leading Capabilities"**

Combines world-leading technologies and manufacturing capabilities to better serve customers worldwide

Drives the global steel industry towards decarbonization and a sustainable world with a shared commitment to decarbonize by 2050

Brings together two storied companies with rich histories of industry-leading innovation

 **NIPPON STEEL**

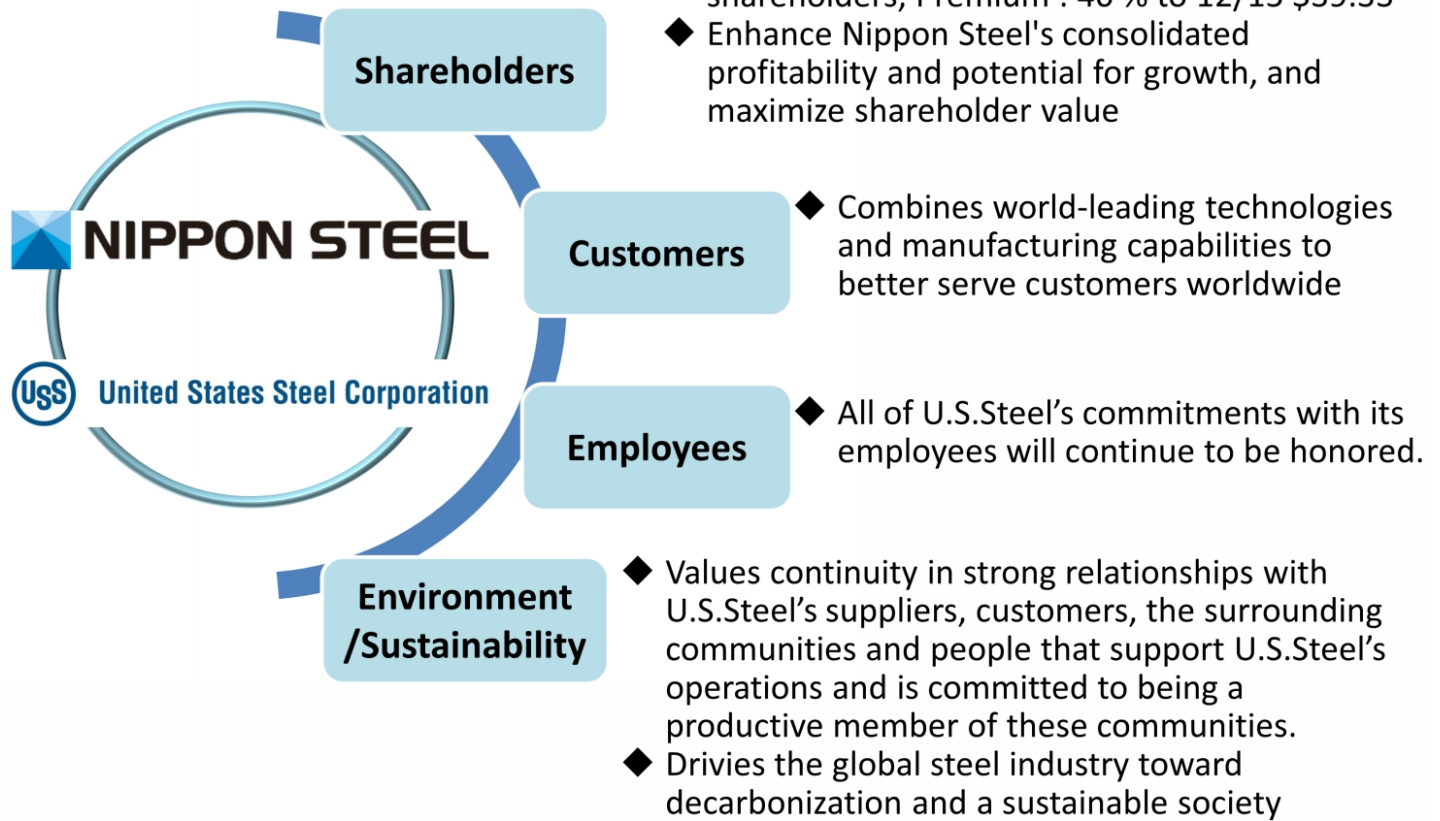


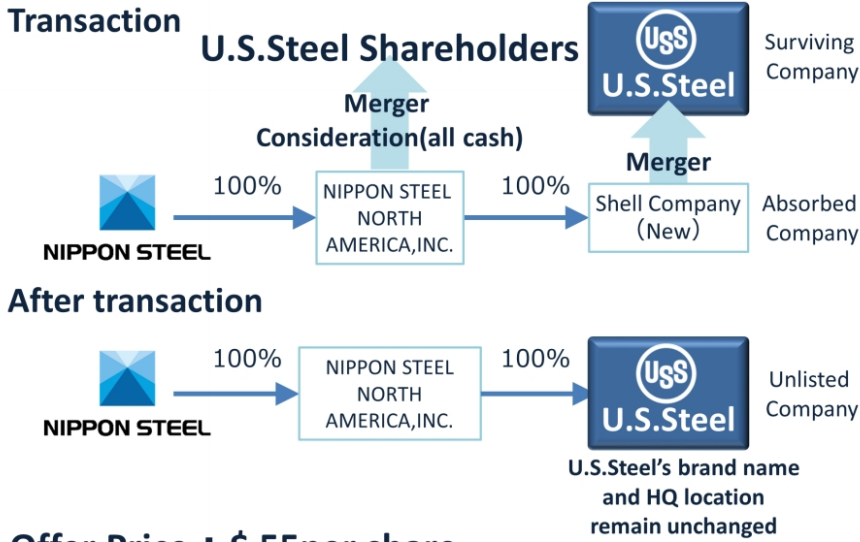
**United States Steel Corporation**

U.S.Steel to retain its brand name and headquarters in Pittsburgh, PA

**"Best Steelmaker with World-Leading Capabilities"**

**Delivering Best for All<sup>®</sup>**





**Offer Price : \$ 55per share**

**Total Amounts : \$ 14,126 million (approx. 2,010 billion of yen)**

Enterprise value including debt \$14,868 million (approx. 2,120 billion of yen)

Financing for the transaction has been secured with commitment letters from Japanese banking institutions.

**Approximate timetable**

- December 18, 2023: Merger Agreement signed
- Approx. Mar. 2024: U.S. Steel Shareholder Vote

The transaction is expected to close in the second or third quarter of calendar year 2024, subject to approval by stockholders of U.S. Steel and receipt of U.S. and foreign regulatory approvals and other customary closing conditions



## Cash flows

- Payment of the Amount for the merger consideration to existing U.S.Steel shareholders after approval of U.S.Steel shareholders, receipt of regulatory approvals and other closing conditions as specified in the merger agreement [Second or third quarter of calendar year 2024 (Estimate) ]
- Total amounts \$14,126 million(approx. 2,010 billion yen)
- Financing for the transaction has been secured with commitment letters from Japanese banking institutions.

## Balance Sheet

\*based on 9/30/23 and include any other assumptions

- Upon consummation of the transaction, U.S.Steel's asset and debt will be consolidated onto Nippon Steel's balance sheet.

Cf. Total assets: approx.\$+20,395 million (approx. 29,000 billion yen)\*

Interest-bearing debt:

Increase in amount equivalent to the payment \$+14,126 million (approx. 2,010 billion yen)

U.S.Steel's interest-bearing debt will be added on \$+ 4,159 million (approx. 590 billion yen)\*

Total \$+18,285 million (approx. 2,600 billion yen) \*

\* Estimated using 2023.9E balance

Debt/equity ratio to go to 0.9 (from 0.5) due to transaction

Since then, recovery due to U.S.Steel 's EBITDA and debt reduction

## P/L

- In case of closing by mid-August :  
NSC will commence consolidation from the 3Q FY2024 (U.S.Steel's July-September 2024 period will be consolidated).
- In case of mid-Aug – mid-Nov closing :  
NSC will commence consolidation from the 4Q FY2024 (U.S.Steel's October-December 2024 period will be consolidated).

Cf. 2023.1-9result

net profit before tax \$1,212million/Y (approx.\170billion/Y)

net profit after tax \$975million/Y (approx.\140billion/Y)



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# Toward a group with a more global expansion



**NIPPON STEEL**

**Global crude steel  
production capacity**



**United States Steel Corporation**

**66**

Mt/Y\*

**86**

Mt/Y

**20**

Mt/Y

(22Mst/Y)

t : metric ton st : short ton

Upstream bases

Japan, India, Brazil,  
Thailand,  
Sweden and others,  
The U.S.

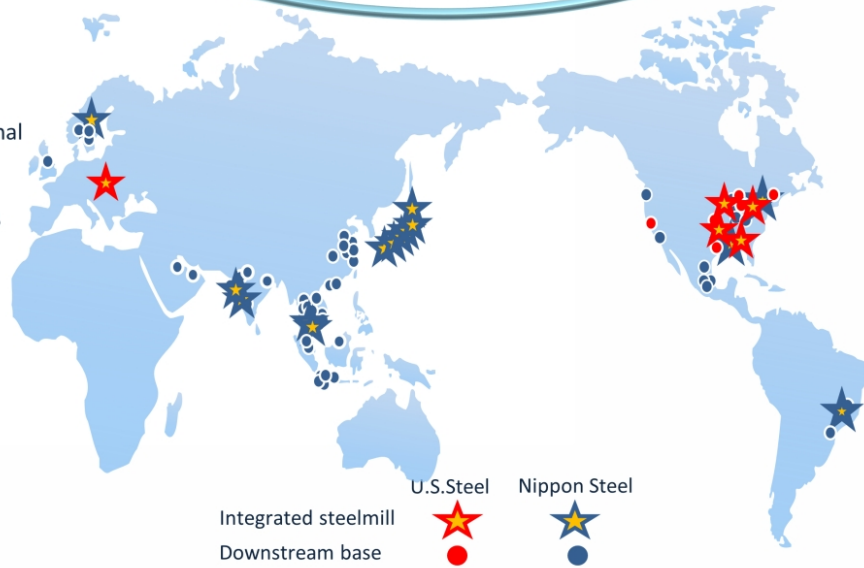
Manufacturing bases

The U.S., Slovakia

Downstream bases

Total 16 countries

\*Simple aggregate of nominal  
capacities of companies in  
which NSC has at least 30%  
stake, As of March 31, 2023



**NIPPON STEEL**

# This acquisition aligns with Nippon Steel's global strategy<sup>9</sup>

## Overseas Business Expansion Policy

To expand steel production into :

- Markets where steel demand growth is promising
- Markets where Nippon Steel's technologies and products are highly appreciated

To expand integrated steel mill and create added value from the upstream

To acquire brownfield production bases through M&A

Diversify Nippon Steel's global footprint by three primary geographies



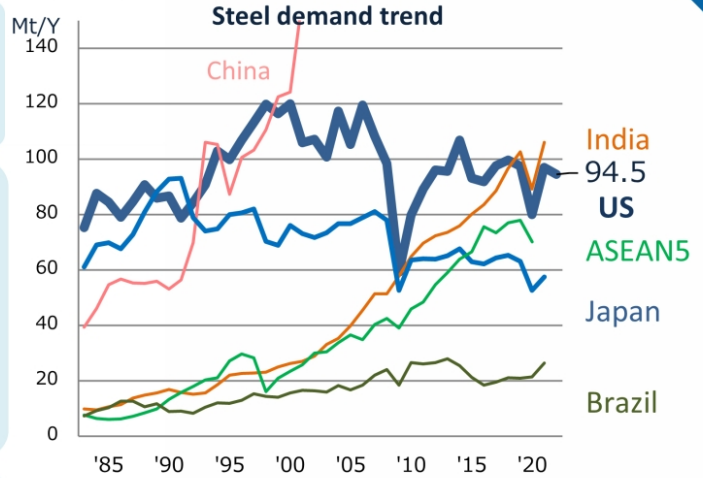
# Attractiveness of the U.S. Steel Market

The market with the largest steel demand in developed countries and where high-grade steel demand is expected and our technologies and products are highly appreciated

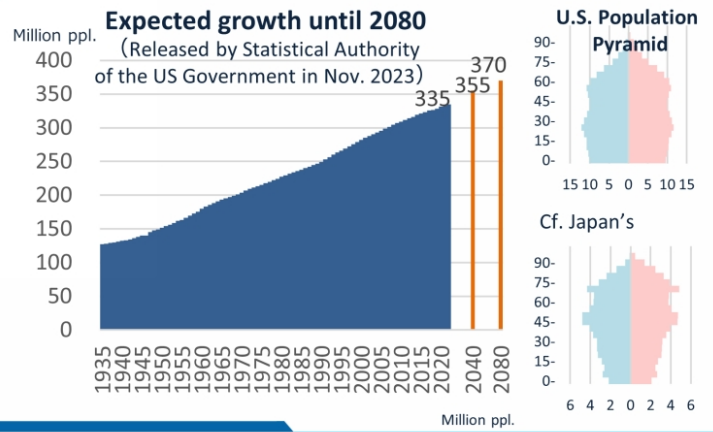
### High level of domestic demand

- The U.S. is the only developed country whose population continues to grow over the long term
- energy and manufacturing industries to return to the U.S. under changes in the world economy structure and cheap energy in the U.S.
- the infrastructure bill and spending is expected to drive steel demand uptick moving forward

Supply-demand balance not depending on exports, based on domestic demand

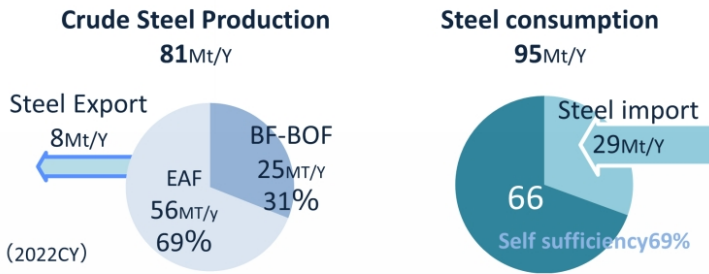


### U.S. Population Trend



### Steel demand structure

U.S. demand for steel outpaces domestic supply



# Creating new value by combining the technologies of both Nippon Steel and U.S.Steel



|   |  |  |
|---|--|--|
| <p><b>Product Technologies</b></p>                | <ul style="list-style-type: none"> <li>◆ Automotive sheets (high-grade), Processing technologies and solutions</li> <li>◆ Electrical steel sheets (high-grade)</li> <li>◆ Highly corrosion-resistant plated steel sheet for building materials (high-grade)</li> <li>◆ Nickel-coated steel sheets</li> </ul> | <ul style="list-style-type: none"> <li>◆ Automotive sheets</li> <li>◆ Electrical steel sheets</li> <li>◆ Highly corrosion-resistant steel sheet for building materials</li> </ul>                        |
| <p><b>Operational, Equipment Technologies</b></p> | <ul style="list-style-type: none"> <li>◆ Quality and Cost improvement technologies</li> <li>◆ Energy-saving technologies</li> <li>◆ Automation Technologies</li> <li>◆ Technologies to recycle</li> </ul>  | <ul style="list-style-type: none"> <li>◆ State-of-the-art thin-slab continuous casting and hot rolling facilities</li> <li>◆ Maintenance technologies for integrated blast furnace facilities</li> </ul> |
| <p><b>Decarbonization Technologies</b></p>        | <ul style="list-style-type: none"> <li>◆ EAF process technologies (Mass production of high-grade steels)</li> <li>◆ BF Hydrogen Reduction Technologies</li> <li>◆ "NSCarbolex™ Neutral" steel products CO<sub>2</sub> emissions savings in the steelmaking process are allocated</li> </ul>                  | <ul style="list-style-type: none"> <li>◆ EAF Process Technologies</li> <li>◆ Decarbonized raw material production technologies</li> <li>◆ "verdex™" has a reduced carbon footprint of 70-80%</li> </ul>  |

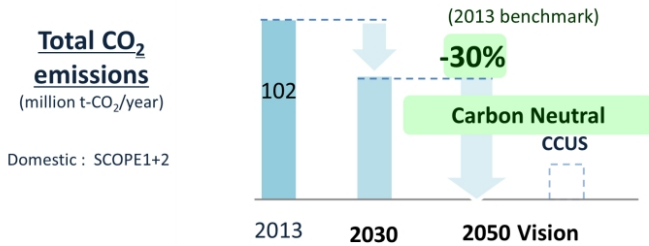
After acquisition, study the detail of the potential synergy

# Shared Commitment: to decarbonize by 2050

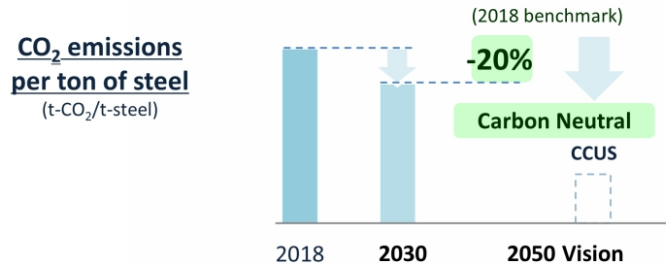
- Both companies are strategically investing in R&D to achieve net zero by 2050
- Together, NSC and U.S.Steel will accelerate technology developments and commercialization



**Leads the world through the development of 3 innovative technologies**



**Leads the world through mini-mill**



~2030

~2050

- ◆ Hydrogen injection into blast furnaces (Implementation of COURSE50)
- ◆ Reduction of CO<sub>2</sub> emissions in existing processes
- ◆ Establishment of an efficient production framework etc.

- ◆ 3 breakthrough technologies
  1. Hydrogen injection into blast furnaces (Super COURSE50)
  2. High-grade steel production in large size EAF
  3. Hydrogen direct reduction of iron
- ◆ CCUS\* and other carbon offset measures

~2030

~2050

- ◆ Expansion of EAF production capacity
- ◆ Optimization of production

- ◆ Future mini mill development
- ◆ DRI with natural gas
- ◆ Development of cutting-edge technologies
  1. CCUS\*
  2. DRI with hydrogen
  3. Electric grid improvements
  4. Electrification and hydrogen use
  5. Offsets/Credits



\* Carbon Capture, Utilization and Storage

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- 3. Strengths of U.S.Steel**
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5. Appendix (Data of U.S.Steel)

# Overview of U.S.Steel

- Leading integrated BF and EAF manufacturer in the U.S. mainly Flat-Rolled sheets including for auto
- Currently promoting a plan to increase EAF capability
- Leveraging own iron ore mines, self-sufficient in pellets for BFs and EAFs, and pig iron for EAFs

|  | U.S.  | Europe             | Total                |
|--|---|--------------------|----------------------|
| <b>Headquarters</b>                    | <b>Pittsburgh, Pennsylvania, USA (remain unchanged after acquisition)</b>   |                    |                      |
| <b>Manufacturing bases</b>             | <Flat-Rolled> : Gary (Indiana), Mon Valley (Pennsylvania), Granite City (Illinois), Great Lakes (Michigan), PRO-TEC (Ohio)<br><Mini-Mill> : Big River Steel (Arkansas)<br><Tubular> : Fairfield (Alabama) | Košice (Slovakia)  |                      |
| <b>Product types</b>                   | <b>Steel sheets(Hot-rolled sheets, Cold-rolled sheets, Galvanized Sheets, Tin plate, Electrical steel sheets), Pipes and tubes(Seamless pipes)</b>  |                    |                      |
| <b>Raw Steel Production Capability</b> | 15.8Mt/Y (17.4Mst/Y)<br><b>8 BFs (Including 2 BFs idle)<br/>3 EAFs (+2 EAFs under construction)</b>   | 4.5Mt/Y (5.0Mst/Y) | 20.3Mt/Y (22.4Mst/Y) |
| <b>Raw Steel Production *</b>          | 11.0Mt/Y (12.2Mst/Y incl. EAF 3.3Mst, EAF ratio 21% to be expanded in the future)   | 3.5Mt/Y (3.8Mst/Y) | 14.5Mt/Y (16.0Mst/Y) |
| <b>Steel shipments *</b>               | 10.2Mt/Y (11.2Mst/Y)  | 3.4Mt/Y (3.8Mst/Y) | 13.6Mt/Y (14.9Mst/Y) |
| <b>Iron ore mines owned</b>            | Minntac, Keetac(Minnesota)  |                    |                      |
| <b>Pellet Production</b>               | 20.0Mt/Y (22.1Mst/Y)<br>All iron ore used in the U.S. is procured from in-house mined pellets.  |                    |                      |
| <b>Net sales *</b>                     | 16,814M\$/Y   | 4,243M\$/Y         | 21,065M\$/Y          |
| <b>Earnings before income taxes *</b>  | 3,259M\$/Y  |                    |                      |
| <b>Net earnings *</b>                  | 2,524M\$/Y  |                    |                      |
| <b>Active Employees **</b>             | 14,487  | 8,253              | 22,740               |

\* End of 2022CY, \*\*2022CY t : metric ton st : short ton

# Strengths of U.S.Steel



## Social and Relationship Capital

Extensive U.S. Client bases

Well-established history Brand value

*Company brand name will remain unchanged after acquisition*



## Manufacturing Capital

Robust facilities organically combining iron ore mines, BF's, and EAFs



## Natural Capital

Low cost iron ore mines with abundant reserves



## United States Steel Corporation



## Human Capital

Excellent Management and employees

Strong relationship with unions

Good retention ratio



## Intellectual Capital

Well-developed, customer-oriented R&D system and bases

Munhall, Pennsylvania  
Houston, Texas  
Troy, Michigan, etc.



## Financial Capital

Excellent financial structure  
D/E Ratio < 0.1






(Net interest-bearing debt / Shareholders' equity)

Sufficient retirement benefit reserves



# Strengths of U.S.Steel - Strategic Investments

On-time and on-budget, investments focused on expanding the competitive advantages from the raw material process to the finished product process are in progress.

|             |  | Investing       | Expected Run-rate EBITDA* |   | *Average assumed EBITDA if the current environment continues   |  |
|-------------|--|-----------------|---------------------------|---|--|--|
| Keetac Mine | DR-grade pellets facility                | \$150 million   |                           | Construction started in 2022, Production start in 2024        | <ul style="list-style-type: none"> <li>In addition to DR-grade pellets supplied to EAF, BF-grade pellets can also be produced</li> <li>Produced pellets can also be sold to third-party DRI or HBI producers</li> </ul>    |   |
|             | Pig Iron Caster                          | \$60 million    | \$30 million/Y            | Construction started in 2022, Shipment started in 4Q.2022     | <ul style="list-style-type: none"> <li>Tons of Pig Iron Capability : 500k/Y</li> <li>provide nearly 50% of Big River Steel's ore-based metallics needs</li> </ul>  |   |
| Big River   | Non-grain oriented electrical steel line | \$450 million   | \$140 million/Y           | Construction started in 2022, Production started in Oct. 2023 | <ul style="list-style-type: none"> <li>Tons of Finishing Capability : 200k/Y</li> <li>Meeting the growing electric vehicle demand</li> </ul>   |   |
|             | Galvanize/Galvalume® line                | \$280 million   | \$60 million/Y            | Construction started in 2021, Production start in 2024        | <ul style="list-style-type: none"> <li>Tons of Finishing Capability : 325k/Y</li> <li>Manufactures Galvalume® steel for exposed building panels and hot-dipped galvanizing steel for appliance and construction</li> </ul> |   |
| Big River 2 | Integrated line from EAF to Steel Sheets | \$3,000 million | \$650 million/Y           | Construction started in 2022, Production start in 2024        | <ul style="list-style-type: none"> <li>Tons of EAF Capability : 3M/Y</li> <li>Installing state-of-the-art Endless Casting &amp; Rolling Line</li> </ul>  |  |

# Strengths of U.S.Steel - State-of-the-art Mini-Mill

- U.S.Steel acquired a 49.9% equity interest of Big River Steel in 2019 and the remaining 51.1% in 2021
- New production line for non-oriented electrical steel sheets began operations in Oct-2023, and Coating line schedules to start operation in 2024
- Big River 2 is currently under construction, which will nearly double mini mill steel capacity  
The site is approx. twice larger than East Nippon Works Kimitsu Area of Nippon Steel

## Big River Steel



## Big River 2



EAF :2 (3.3Mst/Y)  
 RH Degasser :1  
 CSP (Compact Strip Production) :1  
 Galvanizing line :1 (525kst/Y)  
 Non-grain oriented electrical steel line :1 (200kst/Y)  
**【Under construction】**  
 Galv/galvalume :1 (325kst/Y)  
 Paint line :1 (165kst/Y)

EAF :2 (3Mst/Y)  
 ESP (Endless Strip Production) :1  
 Galvanizing line :2 (1Mst/Y)  
 62% of project execution has been completed\*  
 92% of project spend has been committed\*  
 Production to start in 2H 2024 and expected to achieve full-production levels by 2026

\*As of Q3.2023 Earnings Call

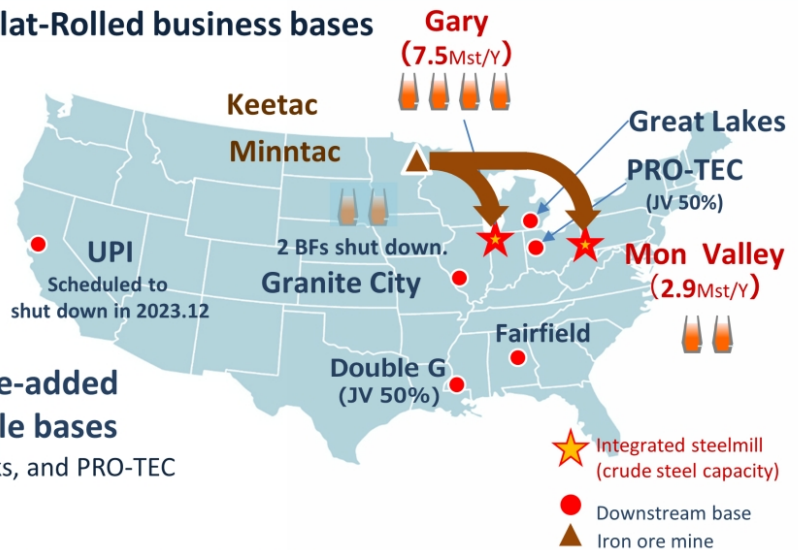
- Location : Osceola, Arkansas
- GHG emissions intensity : ~ 0.4t- CO<sub>2</sub>/t-steel (scope 1 & 2)
- 250MW Driver solar field will add renewable power to BRS EAF electrical supply

## Stable earnings with high level of quality and cost competitiveness

### ◆ 100% self-sufficient in iron ore at Minntac and Keetac mine for use in BF's

- Highly cost-competitive strip mining
- Ore grade suitable for high grade pellet production
- Largest pellet production capabilities in North America

### Flat-Rolled business bases



### ◆ Enable manufacturing of high value-added automotive steel sheets at multiple bases

Manufactures at Gary Works, Great Lakes Works, and PRO-TEC

### ◆ Enhanced Cost Competitiveness by Streamlining Facilities

- **2015 Fairfield Works:** permanent closure of iron making to steel sheet line (galvanizing line remains in operation)
- **2021-2022 Great Lakes Works:** permanent closure of iron making to hot rolling line (cold rolling plating line remains in operation)
- **2022 Gary Works:** permanent closure of East Chicago Tin plant
- **2023 Granite City Works :** 2 BF's shut down
- **Dec. 2023 UPI:** scheduled to close in December



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# Overview of Nippon Steel

20

- Japan's largest steelmaker and one of the world's leading steel manufacturers
- Manufacturing a wide range of steel products, mainly steel sheets, with strength in high-grade steel products technologies.

|  | Japan   | Overseas   | Total           |
|--|---|--|-----------------|
| <b>Headquarters</b>                      | <b>Chiyoda-ku Tokyo, Japan</b>  |  |                 |
| <b>Manufacturing bases</b>               | North Nippon (Muroran, Kamaishi), East Nippon (Kimitsu, Kashima, Naoetsu), Nagoya, Kansai (Wakayama, Osaka, Amagasaki), Setouchi (Hirohata, Hanshin), Kyushu (Yawata, Oita), etc.   | <Integrated steelmill><br>India, Brazil, Thailand, Sweden and others, U.S.A.<br><Downstream base><br>In addition to the above, 10 countries including Indonesia, Vietnam, Mexico, etc. |                 |
| <b>Product types</b>                     | <b>Steel sheets(Hot-rolled sheets, Cold-rolled sheets, Galvanized Sheets, Tin plate, Electrical steel sheets), Plates, Bars &amp; wire rods, Structural shapes, Pipes and tubes(Seamless &amp; welded), Stainless steel, Titanium</b> |  |                 |
| <b>Raw Steel Production Capability *</b> | <b>47Mt/Y</b> 11 BF's (Including 1 BF scheduled to shut down)<br>3 EAFs   | <b>19Mt/Y</b><br>(Including JVs)   | <b>66Mt/Y</b>   |
| <b>Raw Steel Production **</b>           | <b>37.9Mt/Y</b>   | <b>2.3Mt/Y</b>   | <b>40.3Mt/Y</b> |
| <b>Iron ore mines owned</b>              | Approx. 20% of iron ore and coking coal used are procured from the mines invested in.   | <Iron ore> Robe River (Australia) etc.<br><Coking coal> Moranbah North (Australia), etc.   |                 |
| <b>Net sales **</b>                      | <b>7,975.5 Billion \Y</b>   |  |                 |
| <b>Earnings before income taxes **</b>   | <b>866.8 Billion \Y</b>   |  |                 |
| <b>Net earnings **</b>                   | <b>694.0 Billion \Y</b>   |  |                 |
| <b>Active Employees *</b>                | <b>106,068 people</b>   |  |                 |

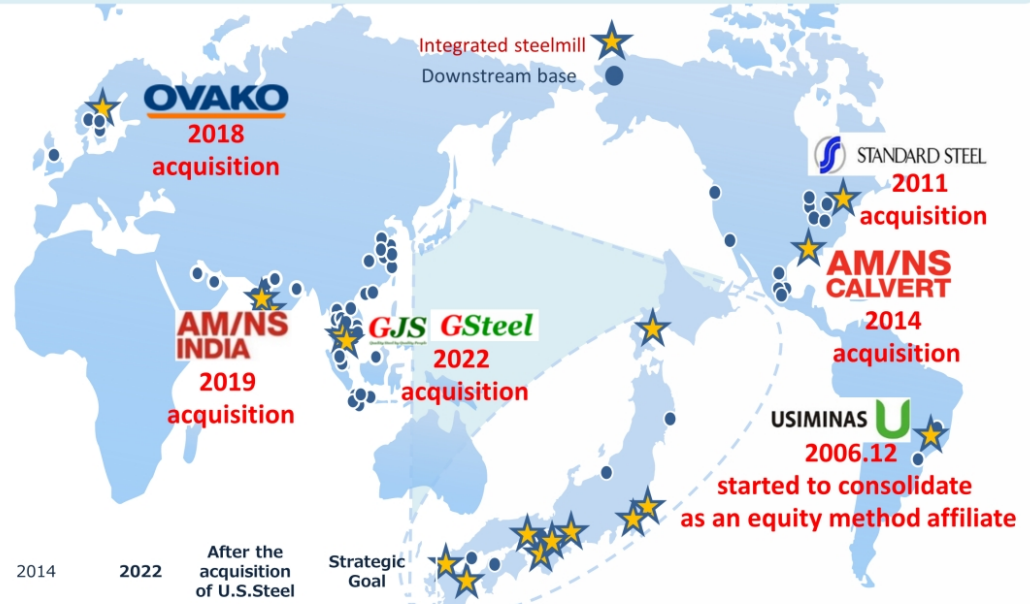
\* End of 2022FY, \*\* 2022FY

# Nippon Steel's global production framework - strategic goal of 100 Mt

- Contribute to customers and society globally by leveraging technologies and products
- Acquired local steelmakers around the world and established JVs with major steelmakers

**Domestic**  
6 Works  
13 Areas

**Overseas**  
15 Countries  
51 Companies



| Global Crude steel production capacity* (Mt/Y) |  | 2014     | 2022 | After the acquisition of U.S.Steel | Strategic Goal |
|--|--|----------|------|------------------------------------|----------------|
|  |  | Domestic | 52   | 47                                 | 47             |
| Overseas                                       |  | 6        | 19   | 39                                 | > 60           |
| Global   |  | 58       | 66   | 86                                 | > 100          |

Initiatives towards strategic goal of 100 Mt  
 AM/NS India capacity expansion at existing base and new steel mill construction

\* Sum of the nominal full production capacity of companies in which the Company has 30% or more of equity interests, which is the same methodology as the World Steel Association's crude steel production statistics

## Operating in the U.S. for nearly 40 years

### Since 1980s, Nippon Steel

- has established several downstream bases and equity participation through JVs or M&A in the U.S.,
- has focused on building cooperative and good relationships with employees, labor unions, suppliers, customers, and communities.



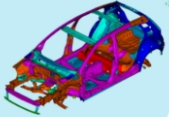
Number of employees in Nippon Steel's production bases in the U.S. is Approx. **4,000** including JVs

|   |                                  | NIPPON STEEL  |                  | owne  | capacity        | state                                       |  |
|---|----------------------------------|---|------------------|-------|-----------------|---|--|
|   |                                  | Group company   |                  | rship |                 |   |  |
| 1 | 1984<br>Establishment            | <b>Wheeling<br/>Nippon Steel</b>                              | Sheets           | 100%  | 0.60<br>Mt/Y    | West<br>Virginia                            | Initial : JV with Wheeling-<br>Pittsburgh steel -> Made it a<br>subsidiary in 2008 |
| 2 | 1989<br>Establishment            | <b>NIPPON STEEL PIPE<br/>AMERICA</b>                          | Pipes<br>& Tubes | 80%   | 0.08<br>Mt/Y    | Indiana                                     |  |
| 3 | 1990<br>Establishment            | <b>International<br/>Crankshaft</b>                           | Crank-<br>shaft  | 80%   | 4.00<br>M Units | Kentucky                                    |  |
| 4 | 1996<br>Establishment            | <b>INDIANA<br/>PRECISION FORGE</b>                            | Bar &<br>Wire    | 100%  | 0.04<br>Mt/Y    | Indiana                                     |  |
| 5 | 2008<br>Investment               | <b>Suzuki Garphyttan</b>                                      | Bar &<br>Wire    | 100%  |                 | Indiana                                     |  |
| 6 | 2011<br>Acquisition              | <b>Standard Steel</b>   | Wheels           | 80%   | 0.20<br>Mt/Y    | Pennsyl-<br>-vania                          | founded in <b>1795</b> as Freedom<br>Forge<br>Integrated EAF mill                  |
| 7 | 2013<br>Capital<br>participation | <b>NS BLUESCOPE</b><br>( <b>Steelscape<br/>ASC Profiles</b> ) | Sheets           | 50%   | 0.44<br>Mt/Y    | Washing-<br>-ton,<br>Califor-<br>-nia, etc. | JV with Bluescope  |
| 8 | 2014<br>Acquisition              | <b>AM/NS Calvert</b>  | Sheets           | 50%   | 5.3<br>Mt/Y     | Alabama                                     | Joint acquisition with<br>ArcelorMittal from<br>Thyssenkrupp                       |



## World leading and high value-added product lineups that can contribute to realizing sustainable society


**Ultra-high tensile steel sheets for autos**



- ◆ Achieves following features at a high level:
  - a. Lightweight equivalent to that of aluminum -> CO<sub>2</sub> emission reduction
  - b. Strength -> Collision safety
  - c. Easy processing
- ◆ Possesses both cold high-tensile and hot stamping high-tensile technologies

**Electric Steel Sheets**

**NO (Non-oriented)**



**GO (Grain-oriented)**



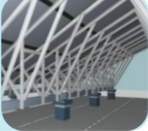
- ◆ Steel product that can enhance energy efficiency of motors
- ◆ Achieving at the same time mutually conflicting motors' features : high efficiency, high torque, high rotation, lightweight and compact

**Developing the world's first cutting-edge products in the field of electric steel sheets for more than 70 years**

**In 2022, manufactured high-grade electrical products by integrated EAF steelmaking process for the first time in the world**


- ◆ Eco-friendly material that can improve energy efficiency of transformers used in power plants, power grids, etc.

**Highly corrosion-resistant plated steel sheet for building materials**



- ◆ Materials with five to ten times higher corrosion resistance than galvanize coated steel sheets
- ◆ Contributing to lifecycle cost reduction and longer service lifespan when used in outside facilities e.g.) solar panel mounts

**Nickel-coated steel sheets**



- ◆ Used for battery cell cases for electric vehicles, etc.
- ◆ Thinner wall thickness realizes weight reduction equivalent to aluminum
- ◆ High-temperature strength of iron can reduce fire spread due to melting of cell case at abnormal heat generation of battery.



# Operational and equipment technologies of Nippon Steel

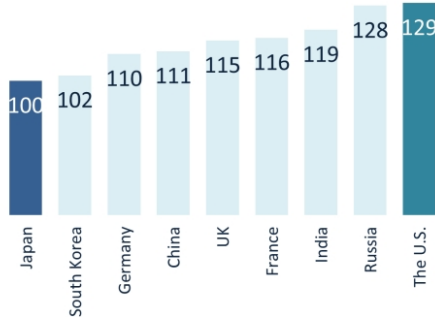
## Operational and equipment technologies

- ◆ World's leading level in energy-saving technologies

### Energy efficiency in steelmaking

(Japan=100)

Source: RITE  
2019



- ◆ Quality and Cost improvement technologies
- ◆ Automation Technologies
- ◆ Technologies to recycle
- ◆ Equipment Technologies

Approx. 1,600 inhouse plant engineering and maintenance engineers contribute to stable operation, quality assurance and cost reduction

## R&D capabilities

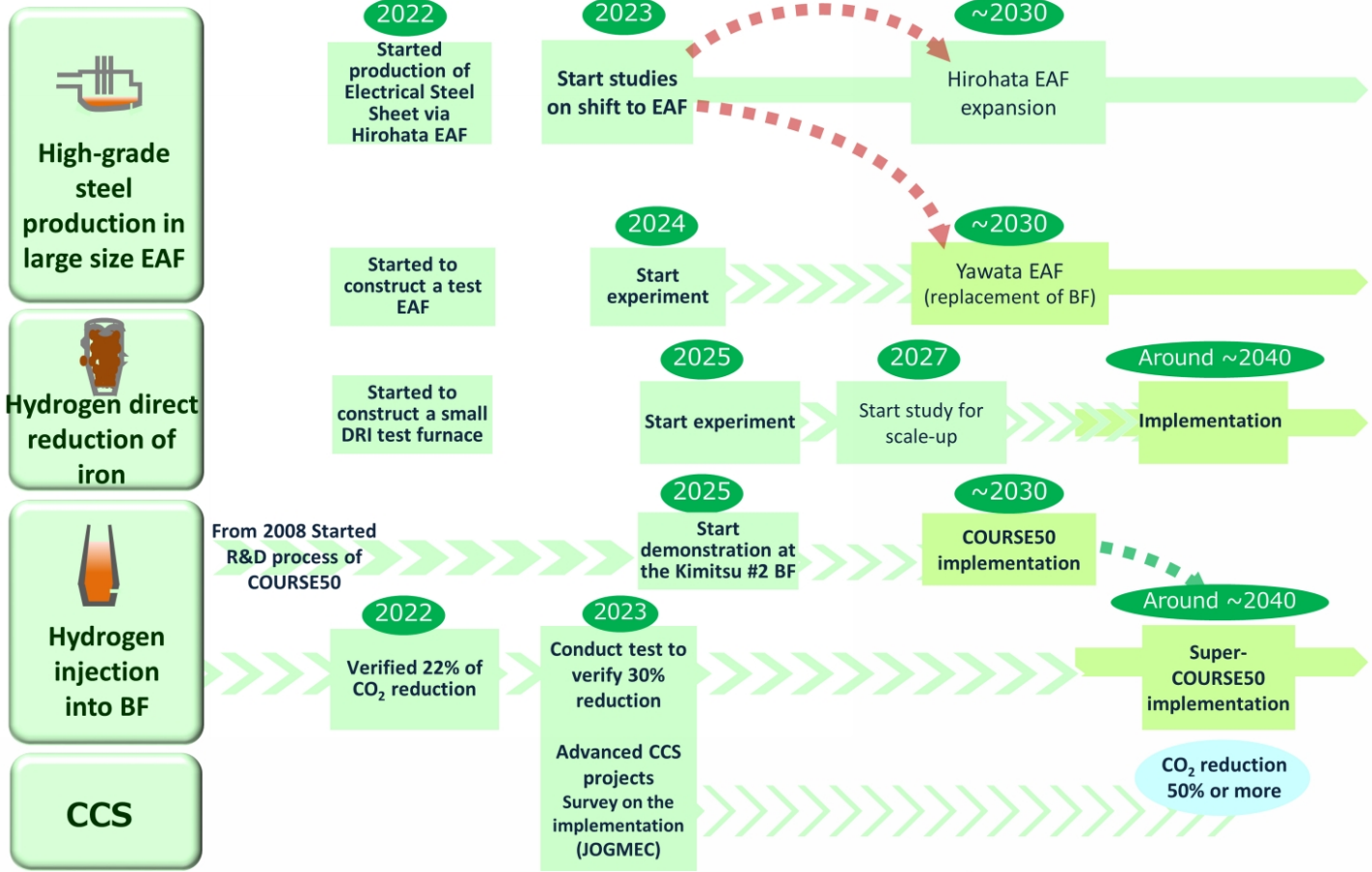
- ◆ One of the world's leading research resources  
Best-in-class products, equipment, and operating technologies
- ◆ R&D organization in Japan as well as overseas in the future



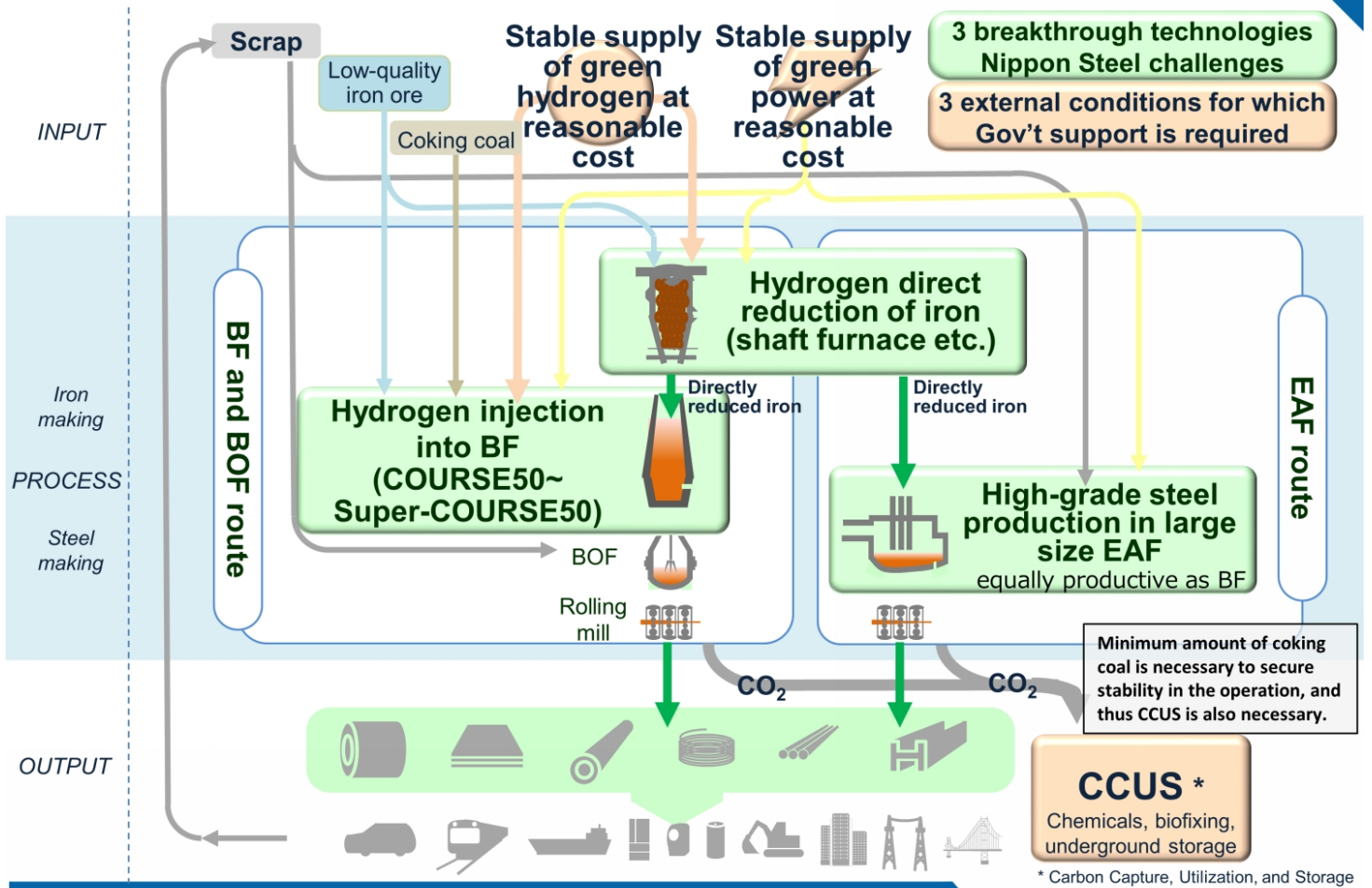
### Patent Value Patent Asset Index \*



\*Calculated using PatentSight™, a patent analysis tool of LexisNexis. Comprehensive evaluation index of patent calculated by multiplying "technical value" calculated based on the number of citations of patents and "market value" calculated based on the country of application for patents with valid legal status (patents pending and granted).



# Nippon Steel's goal of a carbon neutral steel production process





# Agenda

1. Overview
2. Rationale
3. Strengths of U.S.Steel
4. Appendix (Strengths of Nippon Steel)
- 5. Appendix (Data of U.S.Steel)**

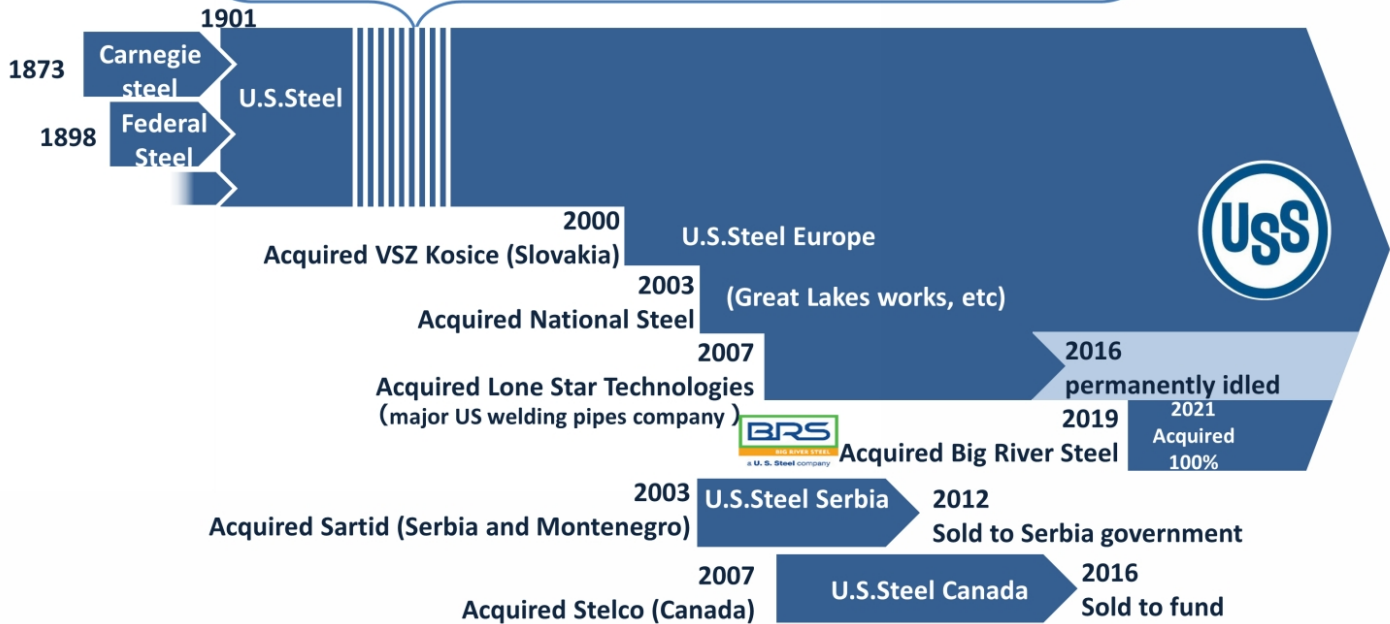
## To a resilient structure through restructuring and asset replacement

### Restructuring of Steel business

- 1979 Restructuring (closed 11 works)
- 1983 Restructuring (closed 33 works)
- 1984 Withdrew from rails, wires business
- 1986 USS-POSCO was established
- 1990 PRO-TEC was established
- 1992 Withdrew from shapes, bars business
- 2003 Withdrew from plate business

### Entry and withdrawal from Oil & Gas business

- 1982 Acquired Marathon Oil
- 1986 Acquired Texas Oil & Gas, renamed USX
- 2002 Marathon Oil was separated, renamed U.S.Steel



# U.S.Steel : Primary Manufacturing bases

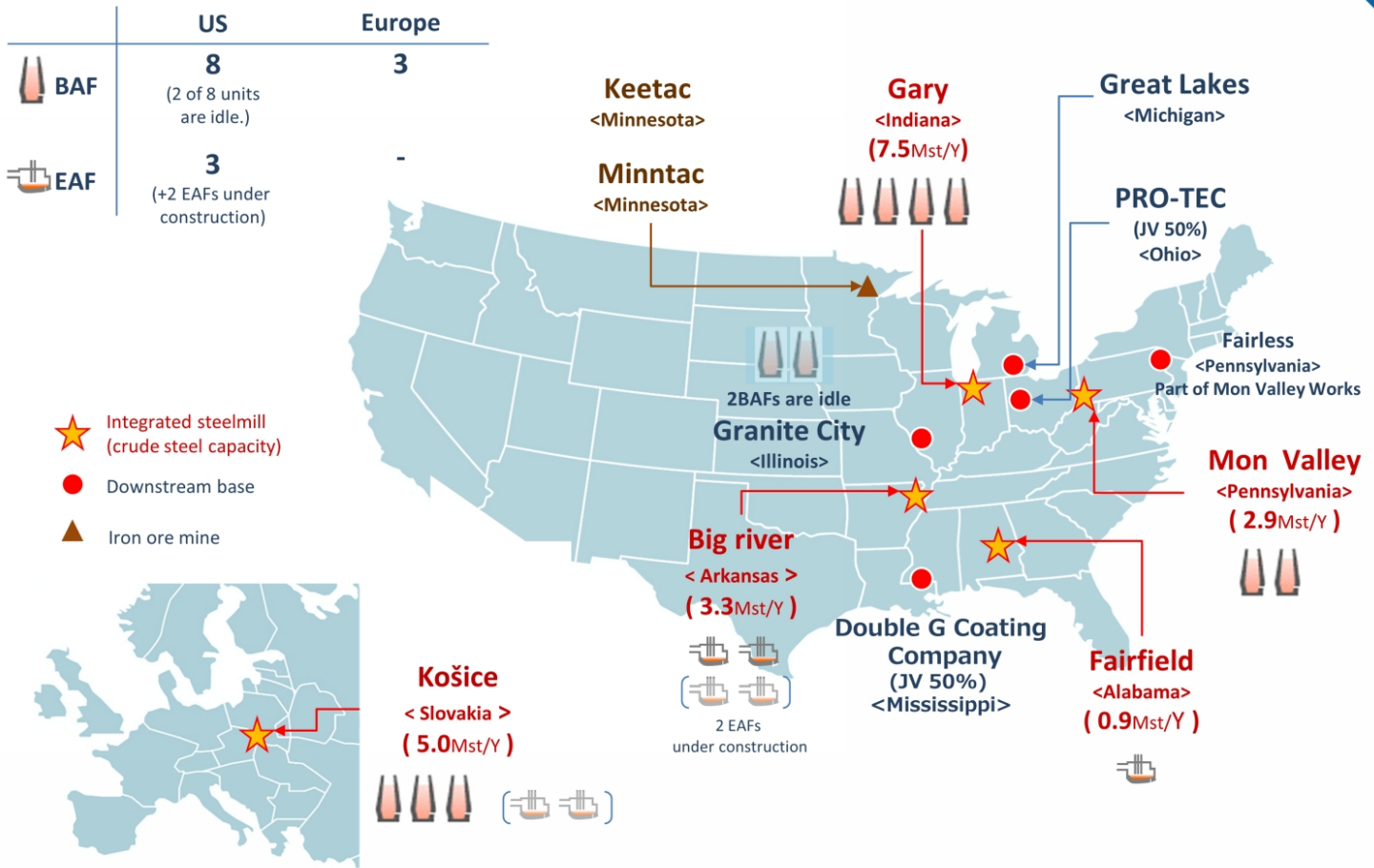


|               |                       |             | Crude steel capacity* | BFS            | EAFs        | Hot-rolled sheets | Cold-rolled sheets | Coated sheets | Tin plate | Electrical Steels | Seamless tubular | Notes  |  |
|---------------|-----------------------|-------------|-----------------------|----------------|-------------|-------------------|--------------------|---------------|-----------|-------------------|------------------|--|--|
| North America | Integrated steel mill | Flat-Rolled | Gary                  | 7.5            | 4           |                   | ●                  | ●             | ●         | ●                 |                  | Chicago suburbs, manufacturing auto sheet including outer panel, supplying semi-products to downstream bases |  |
|               |                       |             | Mon Valley            | 2.9            | 2           |                   | ●                  | ●             | ●         |                   |                  | Pittsburgh suburbs Edgar Thompson Area / Clairton Area / Irvin Area / Fairless Area                          |  |
|               |                       | Tubular     | Fairfield             | 0.9            |             | 1                 |                    |               | ●         |                   |                  |  | 2012 iron making-flat steel shut down  |
|               |                       | Mini Mill   | Big river             | 3.3<br>[->6.3] |             | 2<br>[->4]        | ●                  | ●             | ●         |                   | ●                |  | 2014 : Established, 2019 : Acquisition, Non-grain oriented (NGO) electrical steel line started operation in Oct.2023, Two EAFs & ESP are under construction. (To be finished at the end of 2024) |
|               | Downstream bases      | Flat-Rolled | Granite City          | (2.8)          | (2)<br>Idle |                   | ●                  | ●             | ●         |                   |                  |  | Ex.National Steel, One BF is being idled from 2023, Considering sale of BF facilities to SunCoke Energy and establishment of granulated pig iron facility by SunCoke.                            |
|               |                       |             | Great Lakes           |                |             |                   |                    | ●             | ●         |                   |                  |  | Detroit suburbs, Ex.National Steel, manufacturing auto sheet including outer panel, 2021 iron making - hot strip shut down   |
|               |                       |             | PRO-TEC               |                |             |                   |                    |               | ●         |                   |                  |  | JV with KOBE Steel, ownership: 50% , manufacturing auto sheet including outer panel, 2Mst/Y, 3 hot dip galvanizing lines and 1 continuous annealing line   |
|               |                       |             | Double G              |                |             |                   |                    |               | ●         |                   |                  |  | JV with Cleveland Cliffs, ownership: 50%, 1 hot dip galvanizing line with a capacity of 0.35 million st/year   |
|               |                       |             | Košice                | 5.0            | 3<br>[->1]  | [->2]             | ●                  | ●             | ●         |                   | ●                |  |  |

[ ] is scheduled  
( ) is idle or scheduled to close

\* Mst/Y

# U.S. Steel Primary manufacturing bases

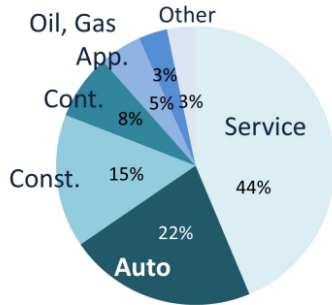


# U.S. Steel: Product Mix

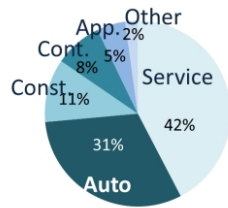
## By segment



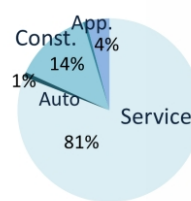
## By demand category



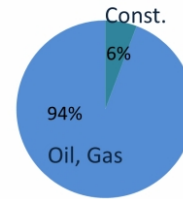
### Flat-Rolled



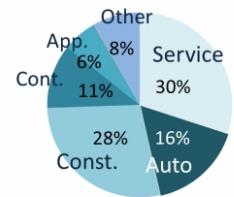
### Mini Mill



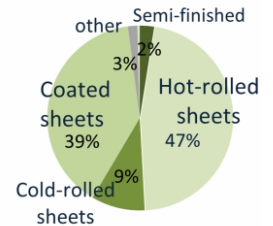
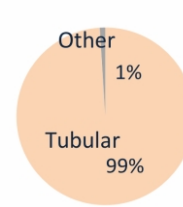
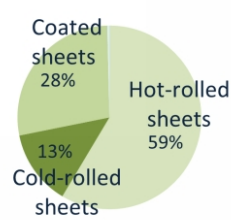
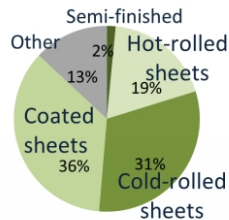
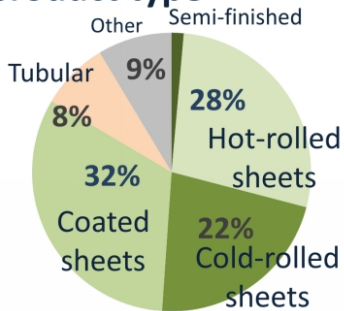
### Tubular



### Europe



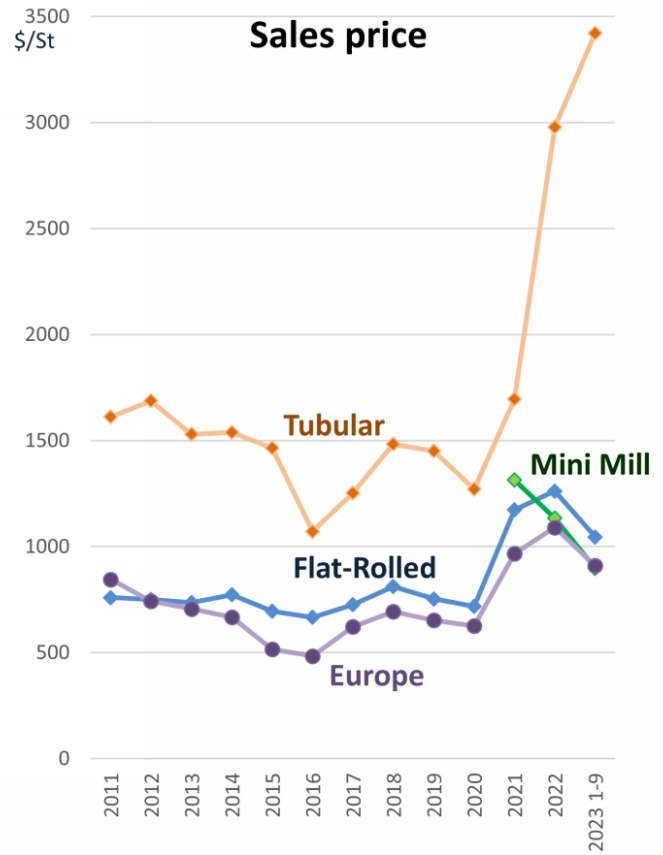
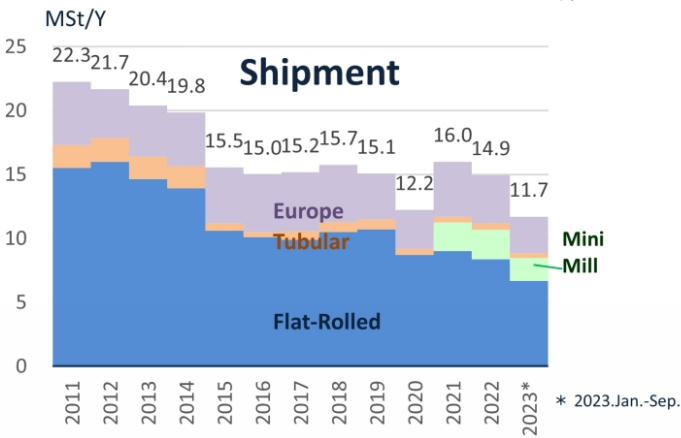
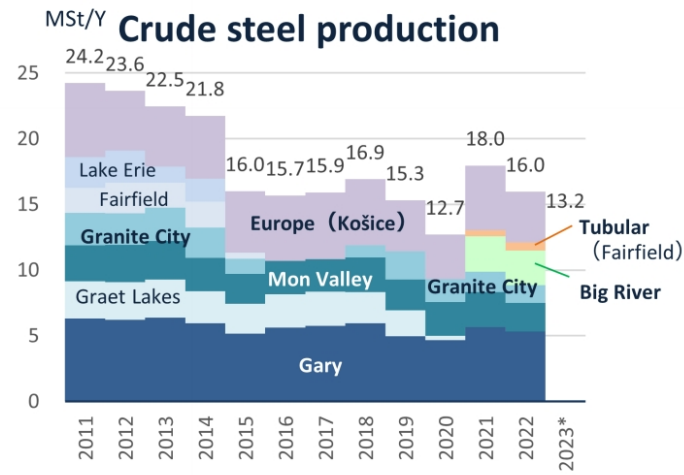
## By product type





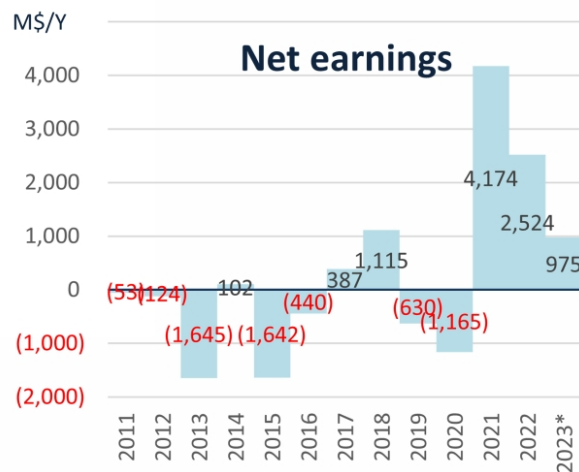
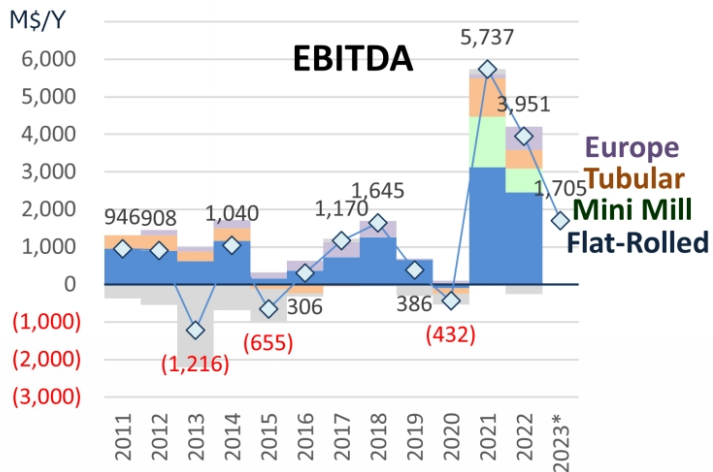
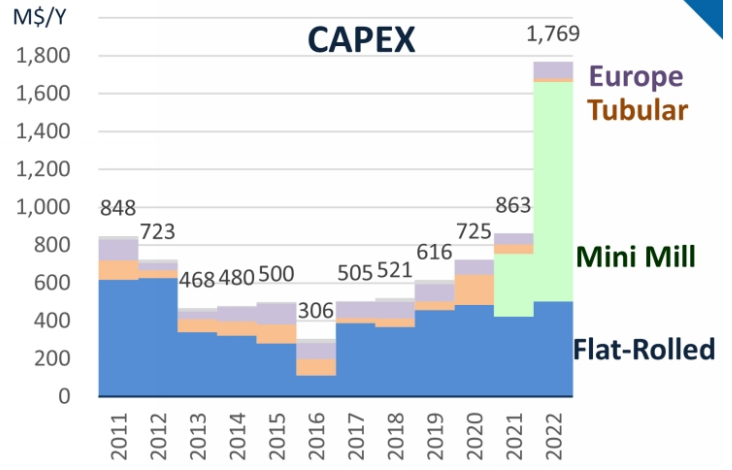
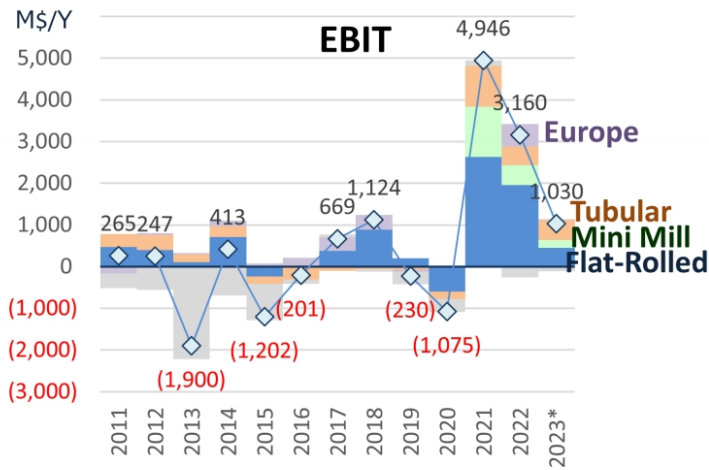
# U.S. Steel : Volume, Price Trend

Source : 10-K for 2022CY



# U.S.Steel :Financial Indicator Trends

\* 2023.Jan.-Sep., Source : 10-K



# U.S.Steel : Balance Sheet, Cash Flows

Source : 10-K, Q

## Balance Sheet

(The end of Sep. 2023) Units : M\$

Total assets : 20,395

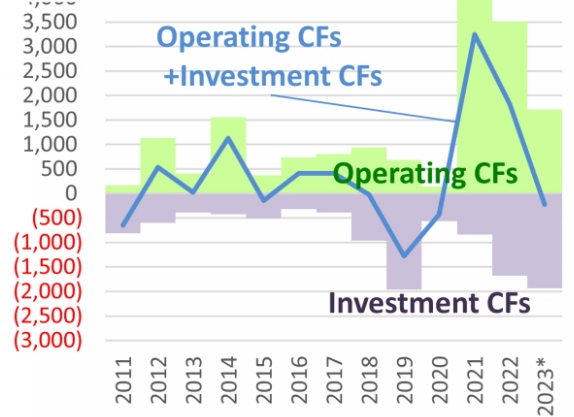
Liabilities : 9,298 Shareholders' Equity : 11,004 Minority Interest : 93

|                             |                              |       |                                 |                       |       |
|-----------------------------|------------------------------|-------|---------------------------------|-----------------------|-------|
| Current assets<br>7,395     | Cash                         | 3,222 | Current liabilities<br>3,801    | Accounts Payable      | 2,939 |
|                             | Accounts Receivable          | 1,541 |                                 | Other                 | 862   |
|                             | Inventories                  | 2,304 | Noncurrent Liabilities<br>5,497 | Interest-bearing debt | 4,129 |
|                             | Other                        | 328   |                                 | Other                 | 1,368 |
| Noncurrent assets<br>13,000 | Machinery & Equipment, Lands | 9,911 | Shareholders' Equity<br>11,004  |                       |       |
|                             | Goodwill                     | 920   |                                 |                       |       |
|                             | Other                        | 2,169 |                                 |                       |       |

## Cash Flows

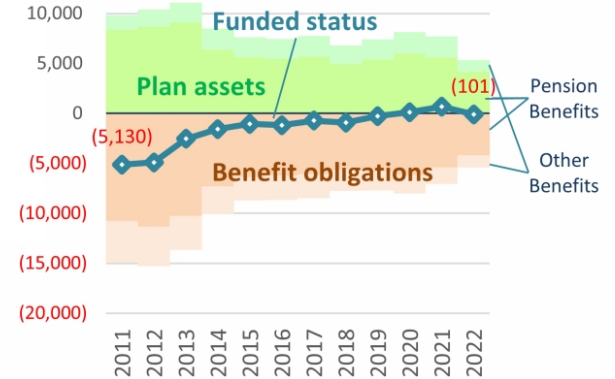
Units : M\$/Y

\* 2023 Jan.-Sep.



Units : M\$

## Pension Benefits and Other Benefits





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## Additional Information and Where to Find It

This presentation relates to the proposed transaction between the United States Steel Corporation (“U. S. Steel”) and NSC. In connection with the proposed transaction, U. S. Steel will file relevant materials with the United States Securities and Exchange Commission (“SEC”), including U. S. Steel’s proxy statement on Schedule 14A (the “Proxy Statement”). The information in the preliminary Proxy Statement will not be complete and may be changed. The definitive Proxy Statement will be delivered to stockholders of U. S. Steel. U. S. Steel may also file other documents with the SEC regarding the proposed transaction. This presentation is not a substitute for the Proxy Statement or for any other document that may be filed with the SEC in connection with the proposed transaction. The proposed transaction will be submitted to U. S. Steel’s stockholders for their consideration. BEFORE MAKING ANY VOTING DECISION, U. S. STEEL’S STOCKHOLDERS ARE URGED TO READ ALL RELEVANT DOCUMENTS FILED OR TO BE FILED WITH THE SEC, INCLUDING THE PROXY STATEMENT, AS WELL AS ANY AMENDMENTS OR SUPPLEMENTS TO THOSE DOCUMENTS, CAREFULLY AND IN THEIR ENTIRETY IF AND WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT U. S. STEEL, NSC AND THE PROPOSED TRANSACTION.

U. S. Steel’s stockholders will be able to obtain free copies of the preliminary Proxy Statement and the definitive Proxy Statement (in each case, if and when available), as well as other documents containing important information about U. S. Steel, NSC and the proposed transaction once such documents are filed with the SEC, without charge, at the SEC’s website ([www.sec.gov](http://www.sec.gov)). Copies of the Proxy Statement and the other documents filed with the SEC by U. S. Steel can also be obtained, without charge, by directing a request to United States Steel Corporation, 600 Grant Street, Pittsburgh, Pennsylvania 15219, Attention: Corporate Secretary; telephone 412-433-1121, or from U. S. Steel’s website [www.ussteel.com](http://www.ussteel.com).



## Participants in the Solicitation

NSC, U. S. Steel and their directors, and certain of their executive officers and employees may be deemed to be participants in the solicitation of proxies from U. S. Steel's stockholders in respect of the proposed transaction. Information regarding the directors and executive officers of U. S. Steel who may, under the rules of the SEC, be deemed participants in the solicitation of U. S. Steel's stockholders in connection with the proposed transaction, including a description of their direct or indirect interests, by security holdings or otherwise, will be set forth in the Proxy Statement when it is filed with the SEC. Information about these persons is included in each company's annual proxy statement and in other documents subsequently filed with the SEC, and will be included in the Proxy Statement when filed. Free copies of the Proxy Statement and such other materials may be obtained as described in the preceding paragraph.

# Forward-Looking Statements

This presentation contains information regarding U. S. Steel and NSC that may constitute “forward-looking statements,” as that term is defined under the Private Securities Litigation Reform Act of 1995 and other securities laws, that are subject to risks and uncertainties. We intend the forward-looking statements to be covered by the safe harbor provisions for forward-looking statements in those sections. Generally, we have identified such forward-looking statements by using the words “believe,” “expect,” “intend,” “estimate,” “anticipate,” “project,” “target,” “forecast,” “aim,” “should,” “plan,” “goal,” “future,” “will,” “may” and similar expressions or by using future dates in connection with any discussion of, among other things, statements expressing general views about future operating or financial results, operating or financial performance, trends, events or developments that we expect or anticipate will occur in the future, anticipated cost savings, potential capital and operational cash improvements and changes in the global economic environment, as well as statements regarding the proposed transaction, including the timing of the completion of the transaction. However, the absence of these words or similar expressions does not mean that a statement is not forward-looking. Forward-looking statements include all statements that are not historical facts, but instead represent only U. S. Steel’s beliefs regarding future goals, plans and expectations about our prospects for the future and other events, many of which, by their nature, are inherently uncertain and outside of U. S. Steel’s or NSC’s control. It is possible that U. S. Steel’s or NSC’s actual results and financial condition may differ, possibly materially, from the anticipated results and financial condition indicated in these forward-looking statements. Management of U. S. Steel or NSC, as applicable, believes that these forward-looking statements are reasonable as of the time made. However, caution should be taken not to place undue reliance on any such forward-looking statements because such statements speak only as of the date when made. In addition, forward-looking statements are subject to certain risks and uncertainties that could cause actual results to differ materially from U. S. Steel’s or NSC’s historical experience and our present expectations or projections. Risks and uncertainties include without limitation: the ability of the parties to consummate the proposed transaction on a timely basis or at all; the timing, receipt and terms and conditions of any required governmental and regulatory approvals of the proposed transaction that could cause the parties to terminate the definitive agreement and plan of merger relating to the proposed transaction (the “Merger Agreement”); the occurrence of any event, change or other circumstances that could give rise to the termination of the Merger Agreement; the possibility that U. S. Steel’s stockholders may not approve the proposed transaction; the risks and uncertainties related to securing the necessary stockholder approval; the risk that the parties to the Merger Agreement may not be able to satisfy the conditions to the proposed transaction in a timely manner or at all; risks related to disruption of management time from ongoing business operations due to the proposed transaction; certain restrictions during the pendency of the proposed transaction that may impact U. S. Steel’s ability to pursue certain business opportunities or strategic transactions; the risk that any announcements relating to the proposed transaction could have adverse effects on the market price of U. S. Steel’s common stock or NSC’s common stock or American Depositary Receipts; the risk of any unexpected costs or expenses resulting from the proposed transaction; the risk of any litigation relating to the proposed transaction; and the risk that the proposed transaction and its announcement could have an adverse effect on the ability of U. S. Steel or NSC to retain customers and retain and hire key personnel and maintain relationships with customers, suppliers, employees, stockholders and other business relationships and on its operating results and business generally; and the risk the pending proposed transaction could distract management of U. S. Steel. U. S. Steel directs readers to its Form 10-K for the year ended December 31, 2022 and Quarterly Report on Form 10-Q for the quarter ended September 30, 2023, and the other documents it files with the SEC for other risks associated with U. S. Steel’s future performance. These documents contain and identify important factors that could cause actual results to differ materially from those contained in the forward-looking statements. Risks related to NSC’s forward-looking statements include, but are not limited to, changes in regional and global macroeconomic conditions, particularly in Japan, China and the United States; excess capacity and oversupply in the steel industry; unfair trade and pricing practices in regional markets; the possibility of low steel prices or excess iron ore supply; the possibility of significant increases in market prices of essential raw materials; the possibility of depreciation of the value of the Japanese yen against the U.S. dollar and other major foreign currencies; the loss of market share to substitute materials; NSC’s ability to reduce costs and improve operating efficiency; the possibility of not completing planned alliances, acquisitions or investments, or such alliances, acquisitions or investments not having the anticipated results; natural disasters and accidents or unpredictable events which may disrupt NSC’s supply chain as well as other events that may negatively impact NSC’s business activities; risks relating to CO2 emissions and NSC’s challenge for carbon neutrality; the economic, political, social and legal uncertainty of doing business in emerging economies; the possibility of incurring expenses resulting from any defects in our products or incurring additional costs and reputational harm due to product defects of other steel manufacturers; the possibility that we may be unable to protect our intellectual property rights or face intellectual property infringement claims by third parties; changes in laws and regulations of countries where we operate, including trade laws and tariffs, as well as tax, environmental, health and safety laws; and the possibility of damage to our reputation and business due to data breaches and data theft. All information in this presentation is as of the date above. Neither U. S. Steel nor NSC undertakes any duty to update any forward-looking statement to conform the statement to actual results or changes in U. S. Steel’s or NSC’s expectations whether as a result of new information, future events or otherwise, except as required by law.