CALYON CRÉDIT AGRICOLE CIB

SOCIETE GENERALE Corporate & Investment Banking

24 March 2009

Final Term Sheet

ARCELORMITTAL

€ 1100 million

Senior Unsecured Bonds due 1 April 2014

Convertible into new Shares and/or exchangeable for existing Shares of ARCELORMITTAL

Issuer:	ARCELORMITTAL ("ARCELORMITTAL" or the "Issuer")
Issuer Legal Status:	A "*société anonyme*" incorporated under the laws of the Grand Duchy of Luxembourg
Issue Type:	“euromarket” private placement
Securities:	Bonds convertible into new Shares and/or exchangeable for existing Shares of ARCELORMITTAL (the “Bonds”)
Underlying Shares:	Existing and/or new ordinary shares of ARCELORMITTAL (the “Shares”) (ISIN LU0323134006 / Bloomberg MT NA / Reuters ISPA.AS)
Issuer Rating:	Baa2 Stable outlook (Moody’s), BBB+ Negative outlook (S&P), BBB+ Rating Watch Negative (Fitch). The Bonds will not be rated
Status:	The Bonds and the interest relating thereto constitute direct, general, unconditional, unsubordinated and unsecured obligations of the Issuer, and rank equally amongst themselves and *pari passu* with all other unsecured and unsubordinated indebtedness and guarantees, both present and future, of the Issuer
Currency:	EUR
Initial Size:	€ 1100 million
Greenshoe:	The Issuer has granted the Joint Bookrunners an over-allotment option of up to approximately € 150 million exercisable by the Joint Bookrunners until 30 March 2009 inclusive
Maximum Size:	€ 1250 million maximum
Issue Date/Settlement Date:	1 April 2009
Maturity Date:	1 April 2014 (5 years)
Coupon:	7.25 % per annum of the nominal amount of the Bonds, payable semi-annually in arrear on 1 April and 1 October of each year, commencing 1 October 2009 (or if it is not a business day, the following business day)

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Issue Price:	100 % of par
Denomination:	Equal to Initial Conversion Price
Redemption at Maturity:	At par in cash
Yield-to-Maturity:	7.25 %
Conversion Premium:	32% above the Share reference VWAP between launch and pricing
Initial Conversion Price	€ 20.25 (Share reference VWAP between launch and pricing + conversion premium)
Conversion/Exchange Ratio:	1 Share per Bond (subject to standard adjustment provisions)
Conversion/Exchange Right:	Bondholders have the right to receive at the option of the Issuer: • from 11 May 2009 until the 7th business day preceding the scheduled redemption date existing Shares of the Issuer, the Cash Value or a combination thereof at the then current Conversion/Exchange Ratio, • from the Authorisation Date until the 7th business day preceding the scheduled redemption date existing and/or new Shares of the Issuer, the Cash Value or a combination thereof at the then current Conversion/Exchange Ratio The Cash Value will be the arithmetic mean of the product of (A) the Conversion / Exchange Ratio in effect, (B) the number of Bonds presented by the bondholder in exercise of its Conversion / Exchange Right, and (C) the VWAP of a Share on Euronext Amsterdam on each of the 15 successive trading days starting on the first trading day following the date on which the Issuer notifies the paying agent of its election to deliver either new and/or existing Shares, Cash Value or a combination thereof
Authorisation Date:	The date which is three business days after the date on which a general meeting of shareholders of the Issuer has approved sufficient authorised share capital and delegated authority to the Board of Directors to cancel preferential subscription rights of existing shareholders for the purpose of issuing new Shares upon exercise of Conversion/Exchange Rights (currently expected at AGM to be called on 12 May 2009 subject to quorum)

Early Redemption at the Option of the Issuer:	Possible for all outstanding Bonds subject to a minimum 30 calendar days prior notice: • at any time from 15 April 2013, at par plus accrued interest from the immediately preceding interest payment date to the date set for redemption (the "Early Redemption Price"), if the arithmetic mean of the product of: (i) the then current Conversion/Exchange Ratio; and (ii) the opening quoted price of a Share on Euronext Amsterdam, calculated over a period of 20 consecutive trading days chosen by the Issuer among the 40 consecutive trading days preceding the date of publication of an early redemption notice, exceeds 150 % of par • at any time, at the Early Redemption Price, if less than 10 % of the Bonds remain outstanding
Repurchase by the Issuer:	For all or part of the outstanding Bonds, at any time and any price, by means of public offers or otherwise
Anti-dilution Protection:	Standard convertible market protection: • financial transactions conferring a preferential subscription right or by way of free allocation of warrants to shareholders of the Issuer; • increase in share capital by capitalisation of reserves, profits or Share premia and by distribution of bonus Shares, or a share split or reverse share split; • in the event that a nominal value is assigned to the Shares, an increase in share capital, without issuing Shares, by capitalisation of reserves, profits, or Share premia by increasing the nominal value of the Shares; • distribution of reserves or of Share premia, in cash or in kind; • allotment to shareholders of any bonus financial instruments of the Issuer other than Shares; • absorption, merger, spin-off, division (scission); • buy-back of own Shares; • modification of allocation of the profits of the Issuer through issuance of voting or non-voting preference shares or other preferred equity instruments; • distribution of an exceptional distribution (see below dividend protection); or • public offers (see below Take-Over Protection)
Bondholder Put:	The Bonds may be redeemed at the option of Bondholders at par plus accrued interest from the immediately preceding interest payment date to the date set for redemption, in case of change of control, merger and spin-off, delisting or free float event (threshold of 15%)

Summary of Take-Over Protection:	In case of a public offer for the Shares that could if successful result in, or is itself the result of, a Change of Control (as defined in the Terms and Conditions contained in the Prospectus) of the Issuer, the Conversion/Exchange Ratio will be temporarily adjusted as follows: NCR = CR x [1 + (Pr% x (D / M)] • NCR means the new Conversion/Exchange Ratio; • CR means the Conversion/Exchange Ratio in effect prior to the date of opening of the public offer; • Pr% means the issuance premium of each Bond over the reference price of the Share used to determine the terms of the Bonds (expressed as a percentage); • D means the number of days between the date of opening of the public offer (included) and the Maturity Date (excluded); and • M means 1826 days, corresponding to the number of days between 1 April 2009, the Issue Date of the Bonds (included) and the Maturity Date (excluded), i.e. 1 April 2014
Summary of Dividend Protection:	Bondholders will be protected against dividends or distributions above the levels set out below for which the record dates fall during the same financial year as follows : Financial year ending on: — Dividend per Share: 31 December 2009: — $0.75 31 December 2010: — $0.75 31 December 2011: — $0.75 31 December 2012: — $0.75 31 December 2013: — $0.75 31 December 2014: — $0.75* * For the avoidance of doubt, there will no retroactive adjustment in respect of any dividends or distributions the record dates of which fall after the Maturity Date Dividends above this level will lead to an adjustment of the Conversion/Exchange Ratio, based on standard convertible bond market practice, with reference to the VWAP of the last three days of trading of the Shares on the New York Stock Exchange prior to the ex-dividend date. The above levels will be adjusted in the event of a stock split or reverse split of the Shares or free distribution of Shares to shareholders

Form:	The Bonds will exist only in registered form. Upon issue, the Bonds will be registered in the name of BNP2S acting as common depositary in the name and on behalf of Clearstream Banking, *société anonyme* (“Clearstream”) and Euroclear Bank, S.A./N.V. (“Euroclear”) in the register of the Issuer held in Luxembourg by or on behalf of the Issuer. Clearstream and Euroclear will hold the Bonds on behalf of their respective participants
Negative Pledge:	Yes (in respect of relevant indebtedness of the Issuer or any of its material subsidiaries) as per Prospectus
Events of Default:	See Prospectus and as per Prospectus
Cross-Default:	Yes, on any other present or future relevant indebtedness of the Issuer or any of its material subsidiaries for borrowed moneys in excess of € 100,000,000 and as per Prospectus
Issuer Tax Call:	None
Taxation:	All payments in respect of the Bonds will be made without withholding of or deduction for taxation unless required by law
Tax Gross-up:	None
Dividend Entitlement:	No dividend entitlement prior to the delivery of existing and/or new Shares upon exercise of Conversion/Exchange Right Existing and/or new Shares delivered upon exercise of Conversion/Exchange Right will be fully fungible with the other existing Shares of the Issuer and will carry all rights attached to such Shares as from their delivery date
Governing Law:	Luxembourg law
Listing of the Bonds:	Application will be made to list the Bonds on the regulated market of the Luxembourg Stock Exchange
Listing of the Shares:	The Shares are listed on the NYSE, the Luxembourg Stock Exchange, Euronext Paris ("Compartment A"), Euronext Brussels ("Compartment A"), Euronext Amsterdam ("Compartment A") and the stock exchanges of Madrid, Barcelona, Bilbao and Valencia
Clearing of the Bonds:	Clearstream Banking / Euroclear Bank S.A./N.V.
Clearing Codes:	ISIN: XS0420253212 Common Code: 042025321
Lock-up:	90 days for the Issuer
Selling Restrictions:	US (not Rule 144A eligible / Reg S. / Cat.2 / TEFRA Rules do not apply) / EEA / UK / Canada / Australia / Japan / Italy Your attention is drawn to the selling restrictions in the Prospectus
Joint Bookrunners:	CALYON and Société Générale Corporate and Investment Banking

Stabilisation Agent:	CALYON	
Documentation:	The Prospectus (which will be approved by the CSSF)	
	The full terms of the Bonds will be set forth in the Prospectus. This term sheet contains a summary of certain of the key terms of the Bonds, but does not contain all of the terms of the Bonds. This term sheet is provided for convenience purposes only and is not a substitute for reviewing the full terms of the Bonds. In the event of any conflict or ambiguity between this term sheet and the Prospectus, the Prospectus shall prevail	
Use of proceeds:	Diversifying ArcelorMittal's sources of funding and lengthening of its debt maturity profile	
Expected Timetable:	24 March 2009 (morning)	Launch – Books open for institutional investors
	24 March 2009 (p.m.)	Books close for institutional investors Pricing Press release to announce final terms Allotments
	30 March 2009	Exercise of the over-allotment option at the latest (if any)
	30 March 2009	Approval of the Prospectus *by the Commission de Surveillance du Secteur Financier*
	1 April 2009	Issue, settlement and first trading day on the regulated market of the Luxembourg Stock exchange

24 March 2009

IMPORTANT NOTE

This indicative term sheet does not, and shall not, in any circumstances constitute a public offering nor an invitation to the public in connection with any offering in any jurisdiction.

A prospectus will be prepared in connection with the admission to trading on the regulated market of the Luxembourg Stock Exchange of the Bonds and the listing of such Bonds on the Official List of the Luxembourg Stock Exchange. Such prospectus is expected to be approved by the Commission de Surveillance du Secteur Financier in its capacity as competent authority under the Luxembourg Law dated 10 July 2005 relating to prospectuses for securities and for the purposes of Directive 2003/71/EC (the "Prospectus Directive") on or about 30 March 2009. The prospectus shall include a section describing certain risk factors relating to ARCELORMITTAL and the offering. The prospectus shall be available on the Luxembourg Stock Exchange's website (www.bourse.lu) and the issuer's website (www.arcelormittal.com).

This indicative term sheet is an advertisement and not a prospectus within the meaning of the Prospectus Directive.

In relation to each Member State of the European Economic Area and which has implemented the Prospectus Directive (each, a "Relevant Member State"), no action has been undertaken or will be undertaken to make an offer to the public of the Bonds requiring a publication of a prospectus in any Relevant Member State. As a result, the Bonds may only be offered in relevant member states:
(i) to legal entities which are authorized or regulated to operate in the financial markets or, if not so authorized or regulated, whose corporate purpose is solely to invest in securities;
(ii) to any legal entity which meets two or more of the following criteria: (1) an average of at least 250 employees during the last financial year; (2) a total balance sheet of more than €43 million; and (3) an annual net turnover of more than €50 million, as shown in its last annual or consolidated accounts;
(iii) in any other circumstances, that would not require publication of a prospectus by ARCELORMITTAL under article 3(2) of the Prospectus Directive.

This indicative term sheet is only being distributed to and is only directed in the United Kingdom at (i) persons who have professional experience in matters relating to investments falling within article 19(1) of the financial services and markets act 2000 (financial promotion) order 2005 (the "Order") and (ii) high net worth entities falling within article 49(2) of the Order and (iii) persons to whom it would otherwise be lawful to distribute it (all such persons together being referred to as "relevant persons"). The Bonds are only available to, and any invitation, offer or agreement to subscribe, purchase or otherwise acquire such Bonds will be engaged in only with, relevant persons. Any person who is not a relevant person should not act or rely on this term sheet or any of its contents.

This indicative term sheet does not constitute an offer to sell or a solicitation of an offer to purchase any securities in the United States. The securities referred to herein (including the Bonds and the Shares) have not been and will not be registered under the U.S. Securities act of 1933, as amended (the "Securities Act") or the laws of any state within the U.S., and may not be offered or sold in the United States or to or for the account or benefit of U.S. Persons, except in a transaction not subject to, or pursuant to an applicable exemption from, the registration requirements of the Securities Act or any state securities laws. This indicative term sheet and the information contained herein may not be distributed or sent into the United States, or in any other jurisdiction in which offers or sales of the securities described herein would be prohibited by applicable laws and should not be distributed to United States persons or publications with a general circulation in the United States. No offering of the Bonds is being made in the United States.

CALYON, acting as stabilising agent (or any institution acting on its behalf), may, without being bound, from the disclosure of the final terms of the Bonds and of the offer, i.e. from 24 March 2009, intervene for stabilisation reasons on the market of the Bonds and/or possibly the Shares, in accordance with applicable laws and regulations, and in particular, Regulation (EC) 2273/2203 of the Commission of 22 December 2003.

Such transactions, if they are carried out, may be discontinued at any moment and will be discontinued no later than 30 March 2009, in accordance with Article 8.5 of Regulation (EC) 2273/2003 of the Commission of 22 December 2003. Such transactions are aimed to support the trading price of the Bonds and /or of the Shares. Such transactions may also have an effect on the trading price of Shares and the Bonds and could result in the setting of a trading price higher than the one that would otherwise prevail.