

Supplementary agreement to go with agreement EWC no. 001
As at: 25.10.2005

the following amendments or supplements to the agreement EWC no. 001 shall be agreed upon:

between

BENTELER AG
PADERBORN / GERMANY
represented by the central management
and the
EUROPEAN WORKS COUNCIL (EWC)
represented by the executive committee

:

1. Article 3 Item 8 (Amendment)

Each member state, in which Benteler AG has a total of 100 or more persons, is entitled to a seat in the European Works Council.

If 50 to 99 persons are employed in a member state and an application is made for membership in the EWC the central management and the executive committee shall discuss this situation.

2. Article 3 Item 10 (Amendment and supplements)

The number of members of the European Works Council may not exceed a figure of 25 persons.

If during the term of the agreement a value on which the calculation of the number of members was based is exceeded the central management and the executive committee shall discuss this situation once again.

3. **Article 3 Paragraph 10.2.3 (New)**

If a member state, which has obtained a seat in the EWC once, should employ less than 100 employees in the future then its seat shall remain intact until the end of the term of this agreement.

4. **Article 6 Item 8 (supplement)**

The enumeration of the object of information and the hearing shall be supplemented by the following item:

“- other processes and projects, which essentially affect the interests of the employees of the Bentler group in Europe (e.g. sale of operations or mergers).”

5. **Article 7 Item 21.2.3 (New)**

The report from the central management shall be provided to the executive committee in writing on time, so it can prepare for the meeting.

6. **Article 8 Item 24.2 (amendment)**

The committee completes its tasks at its own discretion and within the framework of an annual budget. The budget shall amount to € 10,000.00 as of 2006. This budget shall cover all the travel and conference expenses. An amendment of the budget can be carried out in accordance with a written agreement between the central management and the EWC.

7. **Article 8 item 24.3 (new)**

It is envisaged that the budget shall be inspected and if necessary amended each year for the term of this agreement.

8. Article 8 Item 24.4 (New)

The budget shall be managed within an in-house cost centre as of 2006. The chairman of the EWC shall receive the monthly report about the cost centre.

9. Article 8 Item 24.5 (New)

The settlement of travel expenses and outlays shall be carried out based on the Benteler travel expenses' directive that is respectively valid. In addition it shall be agreed that flight expenses up to an amount of € 250.00 per person do not have to be approved. If this amount for a flight is exceeded then the approval of the central management is required. The invoices are each submitted to the secretariat of the central management and released for entry in the books.

10. Article 8 Item 25 (amendment)

Unless the written procedure is applied, the committee shall be responsible for the information and consultation of extraordinary transnational circumstances which have substantial direct consequences for the interests of the employees in at least two member states and which cannot be deferred to be dealt with at the next meeting of the European Works Council. Extraordinary circumstances which require the convening of the committee are as follows:

- the relocation of undertakings or works,
- the closure of undertakings or words,
- Mass dismissals.

11. Articles 8 Items 25.1, 25.2, 25.3 (deleted)

12. Article 13 Item 35 (Amendment)

The necessary costs incurred by the formation and activities of the European Works Council or committee shall be borne by the Central Management. These expenses shall be settled at the undertaking where the member is employed.

The costs that are paid for by means of the regulation in item 24.2 shall be excluded from this ruling.

13. Article 16 Item 47 (amendment)

It can be terminated for the first time effective as of 31.12.2010 with a notice period of one year until the end of the year.

If no agreement shall have been concluded within a year following the expiry of the period of notice then the statutory ruling in accordance with the EWC Act shall come into force in their valid version.

The terminated agreement continues to apply until a new agreement has been concluded or statutory rulings have come into force.

Paderborn,

Benteler AG
represented by
the central management

European Works Council of Benteler AG
represented by
the executive committee