October 11, 2021

Cleveland-Cliffs Enters the Scrap Business and Announces Acquisition

CLEVELAND--(BUSINESS WIRE)-- Cleveland-Cliffs Inc. (the “Company”) **(NYSE: CLF)** announced today that it has entered into a definitive agreement to acquire Ferrous Processing and Trading Company, including certain related entities (“FPT”), for a total enterprise value of approximately $775 million, on a cash-free, debt-free basis and subject to customary adjustment (“the FPT Acquisition”). Based in Detroit, FPT is among the largest processors and distributors of prime ferrous scrap in the United States, representing approximately 15% of the domestic merchant prime scrap market. FPT currently processes approximately three million tons of scrap per year, approximately half of which is prime grade.

FPT operates 22 scrap processing facilities, with approximately 90% of revenues originating from its Midwest locations, primarily in Michigan and Ohio. In the trailing twelve months ended August 31, 2021, FPT generated EBITDA of approximately $100 million. FPT already enjoys an outsized position in automotive and industrial scrap, which is expected to grow as part of Cleveland-Cliffs. FPT was Fastmarkets’ 2019 winner of Scrap Company of the Year.

Lourenco Goncalves, Cleveland-Cliffs’ Chairman, President and CEO said, “Cleveland-Cliffs is entering the scrap business as a major player through the acquisition of a large scrap company. Even more importantly, FPT has a very meaningful presence in prime scrap. With all the new flat-rolled EAF capacity coming online in our market over the next four years, prime scrap will only become more and more scarce. As the largest supplier of flat rolled steel in North America, Cleveland-Cliffs is the main source of the steel that generates prime scrap in manufacturing facilities. Furthermore, throughout our entire footprint, Cleveland-Cliffs also consumes a very significant amount of scrap in our EAFs and BOFs. The acquisition of FPT will enhance our ability to buy back prime scrap directly from our clients, cutting the middlemen and improving the margin contribution from scrap for both Cleveland-Cliffs and for the manufacturing and service center clients that will be able to sell scrap directly back to us.”

Transaction rationale:

- Allows Cliffs to optimize productivity at its existing EAFs and BOFs as the Company has no current plans to add additional steelmaking capacity
- Expands portfolio of high-quality ferrous raw materials to include iron ore pellets, direct-reduced iron, and now prime scrap
- Immediately secures substantial access to prime scrap, where demand is expected to grow dramatically with limited to no growth in corresponding supply
- Creates a platform for Cliffs to leverage long-standing flat-rolled automotive and other customer relationships into recycling partnerships to grow prime scrap presence
- Furthers commitment to environmentally-friendly, low-carbon intensity steelmaking with cleaner materials mix

The acquisition has been approved by the board of directors of Cleveland-Cliffs and is expected to close in the fourth quarter of 2021, subject to the receipt of regulatory approval and the satisfaction of other customary closing conditions.

Presentation slides related to the FPT acquisition will be available on the Cliffs' website. The Company will discuss the acquisition in further detail on its third-quarter 2021 earnings conference call on October 22, 2021, at 10:00am ET.

About Cleveland-Cliffs Inc.

Cleveland-Cliffs is the largest flat-rolled steel producer in North America. Founded in 1847 as a mine operator, Cliffs also is the largest manufacturer of iron ore pellets in North America. The Company is vertically integrated from mined raw materials and direct reduced iron to primary steelmaking and downstream finishing, stamping, tooling, and tubing. The Company serves a diverse range of markets due to its comprehensive offering of flat-rolled steel products and is the largest supplier of steel to the automotive industry in North America. Headquartered in Cleveland, Ohio, Cleveland-Cliffs employs approximately 25,000 people across its mining, steel and downstream manufacturing operations in the United States and Canada. For more information, visit www.clevelandcliffs.com.

Forward-Looking Statements

This release contains statements that constitute "forward-looking statements" within the meaning of the federal securities laws. All statements other than historical facts, including, without limitation, statements regarding our current expectations, estimates and projections about our industry or our businesses, are forward-looking statements. We caution investors that any forward-looking statements are subject to risks and uncertainties that may cause actual results and future trends to differ materially from those matters expressed in or implied by such forward-looking statements. Investors are cautioned not to place undue reliance on forward-looking statements. Among the risks and uncertainties that could cause actual results to differ from those described in forward-looking statements are the following: our ability to successfully complete the FPT Acquisition; disruptions to our operations relating to the COVID-19 pandemic, including the heightened risk that a significant portion of our workforce or on-site contractors may suffer illness or otherwise be unable to perform their ordinary work functions; continued volatility of steel and iron ore market prices, which directly and indirectly impact the prices of the products that we sell to our customers; uncertainties associated with the highly competitive and cyclical steel industry and our reliance on the demand for steel from the automotive industry, which has been experiencing a trend toward light weighting that could result in lower steel volumes being consumed; potential weaknesses and uncertainties in global economic conditions, excess global steelmaking capacity, oversupply of iron ore, prevalence of steel imports and reduced market demand, including as a result of the COVID-19 pandemic; severe financial hardship, bankruptcy, temporary or permanent shutdowns or operational challenges, due to the COVID-19 pandemic or otherwise, of one or more of our major customers, including customers in the automotive market, key suppliers or contractors, which, among other adverse effects, could lead to reduced demand for our products, increased difficulty collecting receivables, and customers and/or suppliers asserting force majeure or other reasons for not performing their contractual obligations to us; our ability to reduce our indebtedness or return capital to shareholders within the expected timeframes or at all, depending on market and other conditions; risks related to U.S. government actions with

respect to Section 232 of the Trade Expansion Act (as amended by the Trade Act of 1974), the United States-Mexico-Canada Agreement and/or other trade agreements, tariffs, treaties or policies, as well as the uncertainty of obtaining and maintaining effective antidumping and countervailing duty orders to counteract the harmful effects of unfairly traded imports; impacts of existing and increasing governmental regulation, including climate change and other environmental regulation that may be proposed under the Biden Administration, and related costs and liabilities, including failure to receive or maintain required operating and environmental permits, approvals, modifications or other authorizations of, or from, any governmental or regulatory authority and costs related to implementing improvements to ensure compliance with regulatory changes, including potential financial assurance requirements; potential impacts to the environment or exposure to hazardous substances resulting from our operations; our ability to maintain adequate liquidity, our level of indebtedness and the availability of capital could limit cash flow necessary to fund working capital, planned capital expenditures, acquisitions, and other general corporate purposes or ongoing needs of our business; adverse changes in credit ratings, interest rates, foreign currency rates and tax laws; limitations on our ability to realize some or all of our deferred tax assets, including our net operating loss carryforwards; our ability to realize the anticipated synergies and benefits of the FPT Acquisition and to successfully integrate the business of FPT into our existing businesses, including uncertainties associated with maintaining relationships with customers, vendors and employees; additional debt we will incur in connection with the FPT Acquisition, as well as additional debt we incurred in connection with enhancing our liquidity during the COVID-19 pandemic, the merger with AK Steel Holding Corporation and the acquisition of ArcelorMittal USA LLC, may negatively impact our credit profile and limit our financial flexibility; known and unknown liabilities we will assume in connection with the FPT Acquisition; the ability of our customers, joint venture partners and third-party service providers to meet their obligations to us on a timely basis or at all; supply chain disruptions or changes in the cost or quality of energy sources or critical raw materials and supplies, including iron ore, industrial gases, graphite electrodes, scrap, chrome, zinc, coke and coal; liabilities and costs arising in connection with any business decisions to temporarily idle or permanently close a mine or production facility, which could adversely impact the carrying value of associated assets and give rise to impairment charges or closure and reclamation obligations, as well as uncertainties associated with restarting any previously idled mine or production facility; problems or disruptions associated with transporting products to our customers, moving products internally among our facilities or suppliers transporting raw materials to us; uncertainties associated with natural or human-caused disasters, adverse weather conditions, unanticipated geological conditions, critical equipment failures, infectious disease outbreaks, tailings dam failures and other unexpected events; our level of self-insurance and our ability to obtain sufficient third-party insurance to adequately cover potential adverse events and business risks; disruptions in, or failures of, our information technology systems, including those related to cybersecurity; our ability to successfully identify and consummate any strategic investments or development projects, cost-effectively achieve planned production rates or levels, and diversify our product mix and add new customers; our actual economic iron ore and coal reserves or reductions in current mineral estimates, including whether we are able to replace depleted reserves with additional mineral bodies to support the long-term viability of our operations; the outcome of any contractual disputes with our customers, joint venture partners, lessors, or significant energy, raw material or service providers, or any other litigation or arbitration; our ability to maintain our social license to operate with our stakeholders, including by fostering a strong reputation and consistent operational and safety track record; our ability to maintain

satisfactory labor relations with unions and employees; availability of workers to fill critical operational positions and potential labor shortages caused by the COVID-19 pandemic, as well as our ability to attract, hire, develop and retain key personnel; unanticipated or higher costs associated with pension and other postretirement benefit obligations resulting from changes in the value of plan assets or contribution increases required for unfunded obligations; and potential significant deficiencies or material weaknesses in our internal control over financial reporting. The Company undertakes no obligation to publicly update forward-looking statements, whether as a result of new information, future events or otherwise.

For additional factors affecting the business of Cleveland-Cliffs, refer to Part I – Item 1A. Risk Factors of our Annual Report on Form 10-K for the year ended December 31, 2020, and other filings with the SEC.

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