March 13, 2020

Cleveland-Cliffs Inc. and AK Steel Holding Corporation Announce Final Results of Exchange Offers and Consent Solicitations

CLEVELAND & WEST CHESTER, Ohio--(BUSINESS WIRE)-- Cleveland-Cliffs Inc. (NYSE: CLF) ("Cliffs") and AK Steel Holding Corporation ("AK Holding") today announced the final results of the previously announced (i) offers to exchange (the "Exchange Offers") by Cliffs any and all outstanding 6.375% Senior Notes due 2025 and 7.00% Senior Notes due 2027 issued by AK Steel Corporation ("AK Steel"), a wholly owned subsidiary of AK Holding, as set forth in the table below (collectively, the "AK Steel Notes") for the same aggregate principal amount of new notes issued by Cliffs (the "New Cliffs Notes") and (ii) related consent solicitations (the "Consent Solicitations") by AK Steel to adopt certain amendments to each of the indentures (the "AK Steel Indentures") governing the AK Steel Notes to eliminate certain of the covenants, restrictive provisions and events of default from the AK Steel Indentures (the "Amendments").

The Exchange Offers and Consent Solicitations expired at 6:00 a.m., New York City time, on March 13, 2020 (the "Expiration Date"). As of the Expiration Date, the following principal amounts of each series of AK Steel Notes were validly tendered and not validly withdrawn:

Title of Series/CUSIP Number of AK Steel Notes	Aggregate Principal Amount Outstanding	AK Steel Notes Tendered at the Expiration Date	
		Principal Amount	Percentage
6.375% Senior Notes due 2025 / 001546AV2	$270,232,000	$231,824,000	85.79%
7.00% Senior Notes due 2027 / 001546AU4	$391,632,000	$335,376,000	85.64%

The Exchange Offers and Consent Solicitations were made in connection with Cliffs' acquisition of AK Holding (the "Merger"), which was completed on the date hereof, and pursuant to the terms and subject to the conditions set forth in the offering memorandum and consent solicitation statement, dated January 14, 2020, as amended (the "Offering Memorandum and Consent Solicitation Statement"). The terms of the Exchange Offers and Consent Solicitations remain as set forth in the Offering Memorandum and Consent Solicitation Statement.

Upon settlement of the Exchange Offers and Consent Solicitations, which is expected to occur on Monday, March 16, 2020 (the "Settlement Date"), Cliffs will (i) issue to the holders of the AK Steel Notes whose consents were validly delivered on or before 5:00 p.m., New York City Time, on January 28, 2020 (the "Early Participation Date"), not validly revoked, and whose securities are accepted for exchange, New Cliffs Notes in an equal aggregate principal amount to the principal amount of the AK Steel Notes that have been accepted for exchange and $2.50 in cash for each $1,000 principal amount of AK Steel Notes accepted for exchange, and (ii) issue to the holders of the AK Steel Notes whose securities were tendered after the Early Participation Date but prior to the Expiration Date and accepted for exchange, New Cliffs Notes in an aggregate principal amount equal to the aggregate

principal amount of AK Steel Notes that have been accepted for exchange.

In addition, as previously disclosed, AK Steel received consents in the Consent Solicitations sufficient to approve the Amendments to the AK Steel Indentures. As a result, AK Steel and the trustee for the AK Steel Notes entered into supplemental indentures implementing the Amendments, which supplemental indentures will become operative on the Settlement Date.

The New Cliffs Notes will only be issued to Eligible Holders of AK Steel Notes who have completed and returned an eligibility form confirming that they are either (a) a "Qualified Institutional Buyer" as that term is defined in Rule 144A under the Securities Act of 1933, as amended, or (b) a person that is outside the "United States" and is (i) not a "U.S. person," as those terms are defined in Rule 902 under the Securities Act of 1933, as amended, and (ii) a "non-U.S. qualified offeree" (as defined in the Offering Memorandum and Consent Solicitation Statement) (such holders, the "Eligible Holders").

The New Cliffs Notes have not been and will not be registered under the Securities Act of 1933, as amended, or any state securities laws. Therefore, the New Cliffs Notes may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the Securities Act of 1933, as amended, and any applicable state securities laws.

About Cleveland-Cliffs

Founded in 1847, Cleveland-Cliffs is among the largest vertically integrated producers of differentiated iron ore and steel in North America. With an emphasis on non-commoditized products, Cliffs is uniquely positioned to supply both customized iron ore pellets and sophisticated steel solutions to a quality-focused customer base, with an industry-leading market share in the automotive industry. In 2020, Cliffs also expects to be the sole producer of hot briquetted iron (HBI) in the Great Lakes region. A commitment to environmental sustainability is core to our business operations and extends to how we partner with stakeholders across our communities and the steel value chain. Headquartered in Cleveland, Ohio, Cleveland-Cliffs employs approximately 12,000 people across mining and steel manufacturing operations in the United States, Canada and Mexico.

Forward-looking Statements

This communication contains certain forward-looking statements within the meaning of the federal securities laws, including Section 27A of the Securities Act of 1933, as amended, Section 21E of the Securities Exchange Act of 1934, as amended, and the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. When used in this communication, words such as "anticipate," "assume," "believe," "build," "continue," "create," "design," "estimate," "expect," "focus," "forecast," "future," "goal," "guidance," "imply," "intend," "look," "objective," "opportunity," "outlook," "plan," "position," "potential," "predict," "project," "prospective," "pursue," "seek," "strategy," "target," "work," "could," "may," "should," "would," "will" or the negative of such terms or other variations thereof and words and terms of similar substance may identify forward-looking statements, including statements with respect to the businesses, strategies and plans of AK Holding and Cliffs, their expectations relating to the Merger, including the expected benefits of the Merger, and their respective future financial condition and performance and expectations, estimates and projections about Cliffs' or AK Holding's respective industries or businesses. Cliffs and AK Holding

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: the risk that the Merger may be less accretive than expected, or may be dilutive, to Cliffs' earnings per share, which may negatively affect the market price of Cliffs common shares; the possibility that Cliffs and AK Holding will incur significant transaction and other costs in connection with the Merger, which may be in excess of those anticipated by Cliffs or AK Holding; the risk that the financing transactions to be undertaken in connection with the Merger have a negative impact on the combined company's credit profile or financial condition; the risk that Cliffs may fail to realize the benefits expected from the Merger; the risk that the combined company may be unable to achieve anticipated synergies or that it may take longer than expected to achieve those synergies; the risk that any announcements relating to, or the completion of, the Merger could have adverse effects on the market price of Cliffs common shares; the risk related to any unforeseen liability and future capital expenditure of AK Holding or Cliffs; the risk that the Merger and its announcement or completion could have an adverse effect on the ability of Cliffs and AK Holding to retain customers, retain and hire key personnel and/or maintain relationships with their suppliers and business partners; the risk of any changes in general economic, market or business conditions, or changes in the economic or financial condition of Cliffs and AK Holding; and the risk related to the unpredictability and severity of catastrophic events, including acts of terrorism, outbreak of war or hostilities or public health crises, as well as management's response to any of the aforementioned factors. Other risks to Cliffs and AK Holding and factors that may present significant additional obstacles to the realization of forward-looking statements or that could have a material adverse effect on Cliffs' and AK Holding's respective financial condition, operating results, credit rating, liquidity and businesses generally are described under the caption "Risk Factors" in Cliffs' and AK Holding's respective Annual Reports on Form 10-K for the year ended December 31, 2019 and other periodic reports filed with the Securities and Exchange Commission.

Unless expressly stated otherwise, forward-looking statements are based on the expectations and beliefs of the respective management teams of Cliffs and AK Holding based on information currently available. Forward-looking statements are subject to inherent risks and uncertainties and are based on assumptions and estimates that are inherently affected by the respective operations and business environments of Cliffs and AK Holding, including economic, competitive, regulatory and operational risks, many of which are beyond the control of Cliffs and AK Holding and which are difficult to predict and may turn out to be wrong. The foregoing list of factors should not be construed to be exhaustive. There is no assurance that the actions, events or results of the forward-looking statements will occur, or, if any of them do, when they will occur or what effect they will have on the results of operations, financial condition or cash flows of Cliffs or AK Holding. In view of these uncertainties, Cliffs and AK Holding caution that investors should not place undue reliance on any forward-looking statements. Further, any forward-looking statement speaks only as of the date on which it is made, and, except as required by law, Cliffs and AK Holding undertake no obligation to update or revise any forward-looking statement to reflect events or circumstances after the date on which it is made or to reflect the occurrence of anticipated or unanticipated events or circumstances.

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