



United States Steel Corporation
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David B. Burritt
President & Chief Executive Officer

Lourenco Goncalves
Chairman, President and Chief Executive Officer
Cleveland-Cliffs Inc.
200 Public Square, Suite 3300
Cleveland, OH 44114

CONFIDENTIAL - SENT VIA EMAIL

August 7, 2023

Dear Lourenco,

I am writing to you on behalf of United States Steel Corporation (the "Company") in response to Cleveland-Cliffs Inc.'s proposal letter dated July 28, 2023. Since receiving your proposal, the Company's Board has met, with the assistance of our financial advisors, Barclays and Goldman Sachs, and our legal advisors, Milbank and Wachtell, to evaluate the merits and risks of your proposal. Additionally, our financial advisors have had a clarifying discussion with your financial advisors, and our legal counsel has connected with your counsel to discuss Davis Polk's regulatory analysis of the proposal.

Based on this preliminary work, we would like to execute a Non-Disclosure Agreement in order to evaluate if the proposal, including price, consideration mix, regulatory risk and execution, is in the best interest of our stockholders. For a transaction with significant stock consideration, we need to conduct customary due diligence on your forecast and strategy to evaluate the upsides you cite and the inherent risks.

In addition, we would need to be highly confident that the deal would receive the required regulatory clearances on a timely basis and in a manner that would not adversely impact the value of your proposal. We understand from the call with your counsel that your regulatory analysis is still at a preliminary stage. We appreciate that Davis Polk has acknowledged they have further work to do on their analysis in a number of important areas, including the competitive dynamics in several of the product overlaps, anticipated customer reactions and risk and scope of potential remedies. We would like to hear and understand where they come out on these analyses and are willing to cooperate with them in working through these issues.

In an effort to proceed without delay, I have attached a draft mutual Non-Disclosure Agreement ("NDA") which we are prepared to execute immediately. The draft will look familiar. It is substantially similar to the form of NDA that our companies previously signed on two separate occasions.

Our Board of Directors takes its fiduciary duties very seriously and hopes to conduct this review expeditiously with the full support of our teams and advisors. Once the NDA is in place, our respective advisors can arrange a plan to complete the full review of your proposal and respond accordingly.

We look forward to discussing the plan.

Sincerely,

David B. Burritt
President & Chief Executive Officer

CC: David S. Sutherland
Board Chair, United States Steel Corporation Board of Directors

Duane D. Holloway
United States Steel Corporation, SVP, General Counsel, and Chief Ethics & Compliance Officer

James D. Graham
Cleveland-Cliffs Inc., EVP, Human Resources, Chief Legal and Administrative Officer & Secretary