

This document is a non-binding English translation of the Portuguese – language document with respect to a public offer to purchase common shares issued by Companhia Siderúrgica de Tubarão; in case of discrepancies, the Portuguese – language document shall prevail.

PUBLIC OFFER TO PURCHASE COMMON SHARES ISSUED BY



COMPANHIA SIDERÚRGICA DE TUBARÃO

(Publicly Traded Company) - CNPJ/MF nº 27.251.974/0001-02

ISIN Code: BRCSTBACNOR1

ON ACCOUNT AND ORDER OF



ARCELOR SPAIN HOLDING S.L.

BANCO ITAU BBA S.A., in its capacity as intermediary financial institution ("Intermediary Institution"), on account and order of ARCELOR SPAIN HOLDING S.L. ("Offeror"), a member of the ARCELOR GROUP, publicly submits to the holders (the "Shareholders") of the public float (as defined in CVM Instruction 361 of March 5, 2002 ("Instruction 361")) of common shares (the "Shares") of COMPANHIA SIDERÚRGICA DE TUBARÃO (the "Company"), this public offer to purchase up to all of the Shares held by such Shareholders (the "Offer"), in accordance with § 6 of Article 4 of Law 6,404, of December 15, 1976 ("Corporation Law"). The Offeror is required to make the Offer as a result of the increase in its interest in the voting capital stock of the Company and, concurrently therewith, the purchase by it of a controlling interest in the Company, pursuant to Article 254-A of the Corporation Law. The Offer is made pursuant to the terms and conditions set forth below, using a preferential procedure, in accordance with Article 34 of Instruction 361, and as approved by the Plenary Board of the Securities Commission ("CVM") at the session held on April 19, 2005.

1. EVENTS GIVING RISE TO THE OFFER

1.1. Increase in Interest. On December 10, 2004, the Offeror purchased 1,077,569,120 common shares of the Company held by Fundação de Seguridade Social dos Empregados da Siderúrgica de Tubarão ("FUNSSEST"), representing 5.48% of the voting capital stock and 2.11% of the total capital stock of the Company. This purchase caused a reduction in the public float of common shares by more than 1/3 and, pursuant to Instruction 361, gave rise to the requirement that the Offeror make a public offer to the Shareholders. The purchase price for these shares was paid to FUNSSEST in one installment of US\$ 42,628,634.39, equal to US\$ 39.56 per lot of one thousand common shares. The US dollar amount was converted into local currency on the purchase date, at an exchange rate agreed with FUNSSEST for the closing of the exchange contract, in the amount of R\$ 118,213,466.03, equivalent to R\$ 109.70 per lot of one thousand common shares.

1.2. Purchase of Controlling Interest. On December 17, 2004, the Offeror purchased 4,034,524,170 common shares of the Company held by Companhia Vale do Rio Doce ("CVRD"), representing 20.51% of the voting capital stock and 7.91% of the total capital stock of the Company, which shares were part of a controlling block of shares governed by a shareholders agreement. As the Offeror already held, indirectly, approximately 1/3 of the controlling block of shares governed by such shareholders agreement, the purchase of the shares held by CVRD resulted in the Offeror becoming the owner of a majority of such controlling block of shares, resulting, therefore, in the sale of a controlling interest pursuant to Article 254-A of the Corporation Law and giving rise to the requirement that the Offeror make a public offer to the Shareholders. The purchase price for these shares was paid to CVRD in one installment of US\$ 158,480,596.74, equal to US\$ 39.28 per lot of one thousand common shares. The US dollar amount of the purchase price was converted into local currency on the purchase date, at an exchange rate based on the average between the commercial dollar purchase and sale rates published by Central Bank of Brazil, through SISBACEN - transaction PTAX800 - option 5, in the amount of R\$ 431,748,689.70, equal to R\$ 107.01 per lot of one thousand common shares.

2. PREFERENTIAL PROCEDURE.

2.1. Unification of Public Offers to Purchase Common Shares due to Increase in Interest and Purchase of Controlling Interest. At the session held on April 19, 2005, the CVM Plenary Board approved the unification of the public offers resulting from the increase in the Offeror's interest and the purchase by the Offeror of a controlling interest, in accordance with §2 of Article 34 of Instruction 361.

3. PUBLIC OFFER.

3.1. Shares Subject to the Offer. The Offeror intends to acquire, by means of the Intermediary Institution, up to 1,040,165,460 outstanding Shares.

3.2. No Restrictions. In order to be sold pursuant to this Offer, the Shares must be free and clear of any security interest, lien, charge, usufructs, or any other restriction to the free trade or transfer of the Shares which may prevent the full and prompt exercise by the Offeror of the rights resulting from the ownership of the Company's common shares or compliance with the rules for the trade of shares included in the regulation of operations of Bolsa de Valores de São Paulo ("BOVESPA").

3.3. Change or Revocation of the Offer. This Offer is irreversible, irrevocable and unconditional as of this date, save, under Article 5 of Instruction 361, in the case of subsequent and unpredictable material change in the circumstances of fact existing on the date hereof that at the CVM's discretion would result in a material increase in risks herein assumed by the Offeror, inherent to the Offer itself. **3.3.1.** In the event that an appraisal of the Company is undertaken pursuant to section 3.5., and such appraisal shows a price higher than the Price (as agreed under section 3.6.), the Offeror may, upon prior approval of the CVM, revoke the offer resulting from the increase in its interest in the voting capital stock of the Company. In such event, the Offeror will, under Article 28 of Instruction 361, dispose such number of common shares acquired from FUNSSEST as would result in the public float of common shares as of December 10, 2004 being reduced by no more than 1/3. The decision to revoke this offer will be notified by means of a public announcement pursuant to Item IV of Article 24 of Instruction 361. **3.3.2.** Notwithstanding a revocation of the offer resulting from the increase in the Offeror's interest provided for in section 3.3.1., the offer resulting from the purchase of a controlling interest in the Company will be carried out pursuant to the terms and conditions of this Notice. In such event, the price offered will be equal to 80% of the price paid to CVRD (provided in section 1.2.), that is, R\$ 85.61 per lot of one thousand common shares, adjusted until the Auction Date, under section 3.6. **3.3.3.** Without prejudice to the Offeror's rights under section 3.3.1., in case of acceptance of the Offer by holders of Shares holding between 1/3 and 2/3 of the outstanding Shares, the Offeror, pursuant to Article 15 of Instruction 361, will not revoke the Offer and may purchase up to all of the Shares, as allowed to offering parties who make offers as a result of the purchase of controlling interest.

3.4. Offer Price. The Offeror intends to purchase the Shares at the price of R\$ 109.70 per lot of one thousand Shares (the "Price"), adjusted until the Auction Date, under section 3.6. This amount is equal to the price paid for the shares owned by FUNSSEST and exceeds the price paid to CVRD for the common shares integrating the controlling block of the Company.

3.5. Price Review. In accordance with the provisions of Article 4-A of the Corporation Law, no later than 15 days after publication of this Notice, the Shareholders who hold at least 10% of the outstanding Shares may request in writing to the Company's management to call a special Shareholders' meeting to determine the appraisal of the Company, applying, in such event, the provisions of Article 24 of Instruction 361 and section 3.3.1.

3.6. Price Payment Conditions. The Price will be paid in cash, in local currency, on the financial settlement date of the auction of the Offer (the "Auction"), increased by the variation of the Reference Rate ("Taxa Referencial" or "TR", published by the Central Bank of Brazil) and interest of 6% p. a. (based on 365 days), calculated *pro rata temporis* from the publication date of this Notice (or as from December 17, 2004, in case of revocation pursuant to section 3.3.1.) until the financial settlement date of the Auction. In case of extinction or non-publication of the Reference Rate for more than 30 days, the index that replaces it will be applied. In the event of the absence of such index, the average of the Reference Rate previously published during the last 12 months will be applied. As soon as the index becomes available, the Intermediary Institution shall inform the Price (adjusted until the Auction Date, pursuant to this section 3.6.) to BOVESPA, in writing.

3.7. Dividends. Should the Company declare any dividend until the financial settlement date of the Offer, the shareholders registered as owners or beneficial owners of the Shares on the date the dividends are so declared will be entitled to the payment of any declared dividend.

4. OFFER PROCEDURE.

4.1. Qualification. A Shareholder wishing to participate in the Auction must qualify itself for that purpose up to 6:00 p.m. of July 5, 2005, which is the business day immediately prior to the Auction, at Itaú Corretora de Valores S.A. or any other securities dealer authorized to act in the securities exchange of its free choice, to represent it at the Auction.

4.2. Documents Required for Qualification. In order to be qualified, the Shareholder must appear at the securities dealer or at the branch of a qualified bank, in person or by proxy duly appointed, with a certified copy of the following documents: identity card (ID), enrollment document with the individual taxpayer registry of the Ministry of Finance (CPF/MF) and residence evidence. **4.2.1.** In addition to the foregoing documents, the representative of a legal entity, estate or other universalities of right, minors, civilly disabled and attorneys in fact shall submit original or certified copies of the documentation in which the representation powers are granted (including corporate acts, card of enrollment with the corporate taxpayer registry of the Ministry of Finance (CNPJ/MF) and the abovementioned personal documents of the respective legal entity's legal representatives, if applicable). The Shareholder that qualifies itself to participate in the Auction pursuant to this section will hereinafter be referred to as "Qualified Shareholder" and the securities dealer so qualified will be referred to as "Qualified Company".

4.3. Shares Held in Custody of Banco Itaú S.A. The Shares held in the custody of Banco Itaú S.A., the depository institution of the registered shares of the Company, shall be transferred to the custody of Companhia de Liquidação e Custódia ("CBLC") within the qualification period mentioned in section 4.1.

4.4. Offer Acceptance. The acceptance of the Offer will be made by the Qualified Company on behalf of the Qualified Shareholder, upon delivery of such Qualified Shareholders' firm sale offer at the Auction. The acceptance of the Offer and, therefore, the firm sale offer will be considered irrevocable and irreversible from the beginning of the Auction on the Auction Date, in such a way that the acceptance of the Offer will bind the Qualified Shareholder to sell the Shares specified in this firm sale offer pursuant to and in accordance with this Notice. A Qualified Shareholder may only withdraw its firm sale offer prior to the beginning of the Auction on the Auction Date, whereupon such Shareholder will not participate in the Auction. Any such withdrawal must be made through a Qualified Company.

4.5. Validity of the Offer. This Offer will remain valid for a term of 35 days as of publication date of this Notice, that is, it shall begin on June 2, 2005 and end on and including the Auction Date, that is, July 6, 2005.

5. AUCTION

5.1. Auction. The Auction will be held at BOVESPA at 1:00 p.m. on July 6, 2005 (the "Auction Date"), complying with the rules established by this institution.

5.2. Interference in the Auction. A competing offer for all or a partial lot of Shares shall be allowed at the Auction, provided that the competing offeror has obtained prior registration of its competing offer with the CVM. The offer price of the first competing offer shall be at least 5% higher than the Price. The competing offeror shall further meet other requirements applicable to competing offers set forth in Instruction 361.

5.3. Procedure of Dealers. On the Auction Date, until 12:00 a.m., the Securities Dealers representing the Qualified Shareholders pursuant to section 4.1. shall communicate to BOVESPA the amount of Shares of Qualified Shareholders that they will represent at the Auction, upon submission of firm sale offers of such Qualified Shareholders directly to the Senior Floor Official of BOVESPA or respective registration in the MEGABOLSA system under code CSTB3L.

5.4. Confirmation of the Offer. At the beginning of the Auction, the Senior Floor Official of BOVESPA will ask to the securities dealers if they are interested in canceling or reducing any firm sale offers submitted under section 5.3., upon which the non cancelled and non reduced firm sale offers will be considered irrevocable and irreversible.

5.5. Financial Settlement of the Offer. The financial settlement of the Offer will be made on the 3rd business day after the Auction Date, pursuant to the rules set forth by CBLC. In accordance with the provisions of § 4 of Article 7 of Instruction 361, the financial settlement will be assured by the Intermediary Institution.

5.6. Brokerage and Fees Costs. The costs of brokerage and BOVESPA fees and CBLC settlement rate in connection with the purchase will be paid by the Offeror and any applicable sales fees and rates will be paid by the selling Shareholders. The expenses in connection with the Auction, such as brokerage, fees and rates instituted by BOVESPA and/or CBLC will comply with the tables in force on the Auction Date and other legal provisions in force.

6. INFORMATION ABOUT THE COMPANY

6.1. Information of Record. The Company is a publicly traded company, enrolled with CVM under No. 01411-7 and CNPJ/MF under No. 27.251.974/0001-02, with its head office in the municipality of Serra, State of Espírito Santo, at Av. Brigadeiro Eduardo Gomes, 930.

6.2. Object. The object of the Company is to install, operate and exploit an integrated steel plant for production and trade of steel products and by-products, and the exercise of industrial and commercial activities of any kind, including import and export, as well as any other related activity which may be associated directly or indirectly with its main object, and, further, in the interest of these objects, to constitute companies controlled by it and participate in the capital stock of other companies.

6.3. Capital Stock. On the date hereof, the capital stock of the Company is R\$ 2,782,105,976.27, represented by 50,976,440,030 shares, all registered and without par value, being 19,666,329,000 common shares and 31,310,111,030 preferred shares. On the date hereof, there are no common shares or preferred shares held in the treasury of the Company. The administrators of the Company are owners, jointly, of 20 common shares and 1,800,002 preferred shares, representing 0.0035% of the total capital stock of the Company.

6.4. Ownership Structure. On March 31, 2005, the ownership structure and distribution of the capital stock of the Company were the following:

Shareholders	Ownership Structure					
	Common shares	% ³	Preferred shares	% ³	Total	% ³
APSLONPN Participações S.A. ¹	849,407,413	4.3	1,785,025,057	5.7	2,634,432,470	5.2
Arcelor Aços Planos Brasil Ltda. ^{1,2}	7,843,485,517	39.9	9,067,709,481	29.0	16,911,194,998	33.2
Arcelor Spain Holding S.L.	1,077,569,120	5.5	0	0.0	1,077,569,120	2.1
Victoria Bay Overseas S.L. ^{1,2}	4,034,524,170	20.5	0	0.0	4,034,524,170	7.9
Victoria Steel Overseas S.L. ¹	0	0.0	7,615,693,254	24.3	7,615,693,254	14.9
JFE Steel Corporation e outros ²	4,034,524,150 ⁴	20.5	0	0.0	4,034,524,150	7.9
California Steel Industries Inc. ²	786,653,160 ⁴	4.0	0	0.0	786,653,160	1.5
Administrators	20	0.0	1,800,002	0.0	1,800,022	0.0
Treasury	0	0.0	0	0.0	0	0.0
Other	1,040,165,460	5.3	12,839,883,234	41.0	13,880,048,684	27.2
Total	19,666,329,000	100	31,310,111,030	100	50,976,440,030	100

¹ Company integrating Arcelor Group.

² Part of the Company's shareholders agreement.

³ Subject to rounding up or down.

⁴ Arcelor exercised call options with respect to such shares on May 26, 2005 (see section 9.1. hereunder).

6.5. Economic & Financial Indicators. The following table shows the consolidated economic and financial indicators of the Company, relating to the fiscal year ended on December 31, 2004 and 2003 and to the quarters ended on March 31, 2005 and 2004, prepared in accordance with the Corporation Law.

	Dec. 31, 2003	Dec. 31, 2002	Mar. 31, 2005	Mar. 31, 2004
Realized Capital Stock (R\$ thousand)	2,782,106	2,782,106	2,782,106	2,782,106
Shareholders Equity (R\$ thousand)	5,646,682	3,665,038	7,395,708	6,759,951
Sales and/or Services Net Income (R\$ thousand)	3,729,417	2,840,930	1,537,993	957,592
Operating Income ¹ (R\$ thousand)	820,213	86,844	665,400	252,415
Operating Income ² (R\$ thousand)	1,156,300	134,444	665,400	252,415
Net Income (R\$ thousand)	910,248	136,656	536,757	174,945
Total Liabilities (R\$ thousand)	9,594,240	7,515,172	10,561,862	9,458,593
Current Liability (R\$ thousand)	1,315,886	1,878,413	891,635	1,090,899
Long Term Liabilities (R\$ thousand)	2,631,672	1,971,721	2,143,931	2,508,100
Total Number of Shares (thousand)	50,976,440	50,976,440	50,976,440	50,976,440
Net Profit/Shares (R\$ thousand)	17.86	2.72	10.53	3.43
Net Equity/Shares (R\$ thousand)	110.77	73.02	145.08	132.61
Total Liabilities/Shareholders Equity (%)	169.91	205.05	142.8	139.9
Net Profit/Shareholders Equity (%)	16.12	3.73	7.3	2.6
Net Profit/Net Income (%)	24.41	4.81	34.9	18.3
Net Profit/Realized Capital Stock (%)	32.72	4.91	19.3	6.3

¹ Without interest on own capital.

² With interest on own capital and as released to the market.

In accordance with the foregoing economic and financial indicators, the net equity of the lot of one thousand shares on March 31, 2005 was R\$ 145.08.

6.6. Quotation of the Shares. The trade history of the Company's shares listed by type and class during the last 12 months (weighted amounts) is showed below:

Trade History of Common Shares ¹								
Month/Year	Amount Traded	Amount Tits. (thousand)	Vol. (R\$ thousand)	Closing (R\$ thousand)	Opening (R\$ thousand)	Min. (R\$ thousand)	Max. (R\$ thousand)	Med. (R\$ thousand)
May/2004	6	1,800	150.50	80.00	85.00	80.00	85.01	83.61
Jun/2004	0	0	0.00	0.00	0.00	0.00	0.00	0.00
Jul/2004	2	200	19.80	99.00	99.00	99.00	99.00	99.00
Aug/2004	2	200	25.00	125.00	125.00	125.00	125.00	125.00
Sept/2004	9	2,900	333.50	115.00	115.00	115.00	115.01	115.00
Oct/2004	0	0	0.00	0.00	0.00	0.00	0.00	0.00
Nov/2004	17	4,900	567.66	118.00	114.98	114.98	118.00	115.85
Dec/2004	56	19,400	2,398.47	130.00	120.00	18.00	133.45	123.63
Jan/2005*EJ ²	11	2,600	328.94	130.00	126.00	120.00	132.99	126.51
Feb/2005	4	1,200,000	156,000.00	130.00	130.00	130.00	130.00	130.00
Feb/2005*ED ³	4	400,000	54,002.00	135.00	135.01	135.00	135.01	135.01
Mar/2005	4	700,000	99,605.00	145.01	135.51	135.51	145.01	142.29
Apr/2005	0	0	0.00	0.00	0.00	0.00	0.00	0.00

¹ Subject to rounding up or down.

² Without interest on capital.

³ Without dividends.

Trade History of Preferred Shares ¹								
Month/Year	Amount Traded	Amount Tits. (thousand)	Vol. (R\$ thousand)	Closing (R\$ thousand)	Opening (R\$ thousand)	Min. (R\$ thousand)	Max. (R\$ thousand)	Med. (R\$ thousand)
May/2004	6,605	2,163,400	182,283.28	86.00	82.50	77.50	89.90	84.26
Jun/2004	5,189	1,620,800	148,087.94	95.55	85.99	85.05	95.66	91.37
Jun/2004*EJ ²	259	117,100	11,008.29	94.41	93.00	92.10	95.55	94.01
Jul/2004*EJ ²	7,183	2,171,200	217,360.68	111.01	94.44	91.81	112.00	100.11
Aug/2004*ED ³	8,022	2,204,300	262,858.76	122.50	108.00	105.05	129.50	119.25
Sep/2004	6,143	1,879,200	227,764.62	121.20	124.01	111.15	128.48	121.20
Oct/2004	5,605	1,756,000	206,620.35	115.60	121.50	107.80	126.00	117.67
Nov/2004	6,017	2,017,400	247,475.21	142.00	114.00	111.00	142.50	122.67
Dec/2004	5,700	1,925,900	278,438.26	158.30	142.10	132.50	158.30	144.58
Dec/2004*EJ ²	579	220,200	34,655.94	156.50	156.49	154.81	159.69	157.38
Jan/2005*EJ ²	6,063	1,767,800	251,775.64	142.00	157.00	134.01	158.50	142.42
Feb/2005	3,323	965,500	145,487.74	164.50	143.90	140.20	164.89	150.69
Feb/2005*ED ³	3,044	869,400	136,660.68	164.80	159.95	151.50	166.00	157.19
Mar/2005	5,652	1,867,700	317,381.74	163.00	163.00	160.01	179.50	169.93
Apr/2005	5,267	1,599,100	226,359.80	125.50	164.99	121.00	168.00	141.55

¹ Subject to rounding up or down.

² Without interest on capital.

³ Without dividends.

In accordance with the abovementioned quotation amounts, the weighted average of the market value of the Company's common shares, calculated based on the quotation of the last 12 months, that is, from May 1, 2004 to April 30, 2005 (excluding June and October of 2004 and April of 2005, in which the shares were not traded), is equal to R\$ 120.51 per lot of one thousand common shares. The weighted average of the market values of the Company's common and preferred shares, calculated based on the quotation of the last 3 months, that is, January 1, 2005 to March 31, 2005, are equal to R\$ 130.32 and R\$ 155.62, respectively. For the purpose of comparing the net equity indicated in section 6.5., on March 31, 2005, the weighted average of the market value, based on the quotation of the preceding 12 months, was equal to R\$ 120.51 per lot of one thousand common shares.

7. INFORMATION ABOUT THE OFFEROR.

7.1. Information of Record. The Offeror is a limited liability company organized under the laws of Spain, with head office at Calle Albacete, nº 3, Madrid, Spain. The Offeror is enrolled with CNPJ/MF under No. 7.061.827/0001-54.

7.2. Object, Line of Business and Activities Developed. The Offeror is a holding company organized under the laws of Spain, and its object is the acquisition, disposal, fruition, maintenance and management of securities of other companies, except for activities exclusive of collective investment institutions, portfolio management and companies ruled by the Securities Law of Spain 24/1988, of July 28th. The Offeror, a wholly owned subsidiary of Arcelor, is part of Arcelor Group, one of the largest steel metallurgy groups in the world. Arcelor Group concentrates its activities in the production of flat carbon steel, long carbon steel and stainless steel in addition to be one of the largest companies of steel distribution, transformation and trade in Europe. Arcelor, a corporation organized under the laws of Luxembourg, is the parent company of the Arcelor Group. Its object involves the manufacturing, processing and trade of steel and iron and steel and metal products, including other goods and services directly or indirectly related to these products, such as technological research and development activities object of patents, licenses and other intellectual and industrial property. Arcelor, directly and by means of its controlled companies, is a major player in the global process for transformation of the steel industry. With a turnover of 30.1 billion and production of 47.0 million tons of steel in 2004, the company is the leading operator in all of its main markets: automotive, construction, household appliances, and packaging, as well as of general industry. Arcelor employed 95,000 employees at the end of 2004 in over 60 countries.

8. REPRESENTATIONS OF THE OFFEROR AND INTERMEDIARY INSTITUTION.

8.1. The Offeror represents that: (a) it undertakes to pay to the Shareholders who accept the Offer, the overstated difference, if any, between the price per Share that those Shareholders receive for the sale of their Shares in the Offer, adjusted pursuant to section 3.6., and adjusted by the change in the number of shares resulting from stock dividends, splits, grouping of shares and conversions occurred; and (i) the price per Share that would be owed, or will be owed, in case, up to December 31, 2006, a fact occurs that would impose or will impose, the carrying out of a mandatory public offer to purchase the common shares, pursuant to the terms of Instruction 361; and (ii) the amount they would be entitled, in case they remained shareholders of the company and have disagreed with the resolution of the general meeting of the Company that may approve the attainment of any corporate event (including as part of any corporate restructuring) allowing the exercise of the appraisal right, upon occurrence of such event up to December 31, 2006; (b) in case it acquires more than 2/3 of outstanding Shares, it shall be required to purchase the remaining outstanding common shares within three months from the Auction Date, for the final price of the Offer, adjusted until the date of effective payment, pursuant to section 3.6. of this Notice, with payment within 15 days from the exercise of the prerogative by the Shareholder. The Intermediary Institution, in accordance with the provisions of § 4 of Article 7 of Instruction 361, will assure the financial settlement of such sale. The exercise of the right to sale shall be made by the appearance of the Shareholder, with a certified copy of the documents listed in sections 4.2. and 4.2.1. above, at a branch of Banco Itaú S.A. authorized to assist the shareholders. São Paulo - SP - Rua XV de Novembro, 176 - 1º subsolo; Rio de Janeiro - RJ - Rua Sete de Setembro, 99 - subsolo; Belo Horizonte - MG - Av. João Pinheiro, 195 - térreo; Curitiba - PR - Rua João Negrão, 65; Porto Alegre - RS - Rua Sete de Setembro, 746 - térreo; Salvador - BA - Av. Estados Unidos, 50, 2º andar, Edifício Sesquicentenário; e Brasília - DF - SCS Quadra 3 - Edifício Dona Ângela - sobreloja. (c) it is unaware of the existence of any fact or circumstance not disclosed to the public (including by means of this Notice), which may materially influence the results of the Company or quotation of the common shares of the Company; and (d) it holds, on the date hereof (that is, not including the shares relating to the options mentioned in item 9.1) together with other companies of Arcelor Group, 13,804,986,220 common shares and 18,468,427,792 preferred shares issued by the Company.

8.2. The Intermediary Institution represents that: (a) it is unaware of the existence of any fact or circumstance not disclosed to the public, which may materially influence the results of the Company or quotation of the common shares of the Company; and (b) neither it nor its controlling party own or hold under its discretionary management, any common share, preferred share or other securities issued by the Company. Certain persons bound to the Intermediary Institution hold under their discretionary management 163,895,262 preferred shares issued by the Company.

9. OTHER INFORMATION.

9.1. Arcelor's Call Option of the Company's Shares. On October 14, 2004, Arcelor entered into a call and put option agreement with JFE Steel Corporation and other shareholders (jointly, "JFE"), parties to the Company's shareholders agreement, by which Arcelor granted a put option to JFE, and JFE granted a call option to Arcelor, in connection with 4,034,524,150 common shares of the Company. The call option was exercised by Arcelor promptly after the termination of the Company's shareholders agreement, that is, on May 26, 2005. Arcelor expects to conclude the acquisition of such equity interest on June 6, 2005. If concluded on such date, the acquisition price would be US\$ 38.85 per thousand shares (equal to R\$ 94.35 per thousand shares at the exchange rate based on the dollar sale rate published by Central Bank of Brazil, through SISBACEN - transaction PTAX 800 - option 5, on the date immediately prior to the date hereof). In case the acquisition is concluded after June 6, 2005, such price in U.S. dollars will be increased by interest (calculated on a pro-rata basis from this date up to the acquisition date) at a rate of 3.805% per year and will be reduced in case dividends or interests on capital are declared with respect to fiscal years after 2004. On October 14, 2004, Arcelor entered into a put and call option agreement with California Steel Industries, Inc. ("CSI"), by which Arcelor granted a put option to CSI, and CSI granted a call option to Arcelor, in connection with 786,653,160 common shares of the Company. The call option was exercised by Arcelor promptly after the termination of the Company's shareholders agreement, that is, on May 26, 2005. Arcelor expects to conclude the acquisition of such equity interest on June 3, 2005. If concluded on such date, the acquisition price would be US\$ 35.30 per thousand shares (equal to R\$ 85.73 per thousand shares at the exchange rate based on the dollar sale rate published by Central Bank of Brazil, through SISBACEN - transaction PTAX 800 - option 5, on the date immediately prior to the date hereof). In case the acquisition is concluded after June 3, 2005, such price in U.S. dollars will be increased by interest (calculated on a pro-rata basis from this date up to the acquisition date) at a rate of 3.805% per year and will be reduced in case dividends or interests on capital are declared with respect to fiscal years after 2004.

9.2. Corporate Restructuring. As released by a material fact published on December 20, 2004, in Gazeta Mercantil and Valor Econômico, upon consolidation of the Company's controlling interest, Arcelor is considering the possibility of consolidating its Brazilian interests into one exclusive publicly traded company. However, there is not, at this time, a decision about implementation of such restructuring or about any structure that would be adopted, in case it occurs.

9.3. Waiver to Submit the Report. At the session held on April 19, 2005, the CVM Plenary Board approved the request to waive the submission of the report on the Offer. The Price was considered fair by the CVM taking into account that it results from the application of the criterion of several similar transactions, pursuant to § 4 of article 4 of the Corporation Law.

9.4. Registry of Publicly Traded Company. The enrollment of the Company before the CVM is duly updated in accordance with article 21 of Law 6,385/76.

9.5. Access to the Offer Notice and Shareholders' List. It is available to any interested person, upon identification and receipt, at the Offeror's addresses, at the Company's head office, at the Intermediary Institution, CVM and BOVESPA, the list of all Company's shareholders names, with respective addresses and number of shares, listed by type and class. The Offer Notice is available to interested persons at the Internet addresses and pages indicated below.

• ARCELOR SPAIN HOLDING, S.L.

Rua Funchal, nº 411, 12º andar - São Paulo, SP - www.arcelor.com

• COMPANHIA SIDERÚRGICA DE TUBARÃO

Avenida Brigadeiro Eduardo Gomes, nº 930, Jardim Limoeiro - Serra, ES - www.cst.com.br

• COMISSÃO DE VALORES MOBILIÁRIOS - CVM

Rua Líbero Badaró, nº 471, 7º andar, São Paulo, SP

Rua Sete de Setembro, nº 111, 5º andar, "Centro de Consultas" - Rio de Janeiro, RJ - www.cvm.gov.br

• BOLSA DE VALORES DE SÃO PAULO - BOVESPA

Rua XV de Novembro, nº 275 - São Paulo, SP - www.bovespa.com.br

• BANCO ITAÚ BBA S.A.

Avenida Brig. Faria Lima, nº 3400, 4º andar - São Paulo, SP - www.itaubba.com.br

• ITAÚ CORRETORA DE VALORES S.A.

Avenida Eng. Armando Arruda Pereira, nº 707, 15º andar, Torre Eudoro Vilela - São Paulo, SP - www.itaucorretora.com.br

9.6. Registry with CVM. The Offer has been previously submitted to CVM and registered on May 25, 2005, under No. CVM/SRE/OPA/AL/2005/003. On May 31, 2005, BOVESPA authorized the Auction for this Offer at its floor.

THE GRANTING OF THE REQUEST FOR REGISTRATION OF THIS OFFER DOES NOT IMPLY, ON THE PART OF THE CVM, A WARRANTY OF TRUTH OF THE INFORMATION PROVIDED, JUDGMENT ON THE QUALITY OF THE COMPANY OR THE PRICE OFFERED FOR THE SHARES OBJECT OF THIS OFFER.

9.7. Note to U.S. Shareholders. The Offer will be implemented solely under Brazilian law. The Offer is extended to all Shareholders in the United States of America in compliance with the applicable rules of the Securities and Exchange Commission under the U.S. Securities Exchange Act of 1934, as amended (the "Exchange Act"). The Offer is not subject to the requirements of Regulation 14D under the Exchange Act and, accordingly, this document has not been filed with or reviewed by the U.S. Securities and Exchange Commission.

OFFEROR



INTERMEDIARY INSTITUTION



