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MITTAL STEEL CO N.V. Form 425 June 05, 2006

Filed by Mittal Steel Company N.V.

Pursuant to Rule 425 under the United States

Securities Act of 1933, as amended

Subject Company: Arcelor S.A.

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Date: June 5, 2006



has cleared Mittal s bid to acquire Arcelor subject to certain commitments. The granting of EU antitrust clearance is a further positive and important step towards the successful completion of Mittal s bid.

"We are delighted with the Commission's decision. For the past several months, we have worked constructively with the Commission -- and other regulatory authorities -- to demonstrate the pro-competitive impact of the Mittal/Arcelor transaction. Clearly, this decision also recognizes the complementary nature of the combination. The Mittal/Arcelor combination will represent a step-change in the consolidation and long-term health of the global steel industry to the benefit of all stakeholders."

In order to secure clearance during the Commission's Phase I investigation, Mittal Steel agreed to address concerns in the relatively small area of heavy sections through the divestiture of three steel plants, two belonging to Arcelor and one belonging to Mittal. Mittal Steel believes that the divestitures will have no adverse effect on Mittal's or Arcelor's operations, in light of the combination.

About Mittal Steel

Mittal Steel Company is the world s largest and most global steel company. The company has operations in sixteen countries, on four continents. Mittal Steel encompasses all aspects of modern steelmaking, to produce a comprehensive portfolio of both flat and long steel

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products to meet a wide range of customer needs. It serves all the major steel consuming sectors, including automotive, appliance, machinery and construction.

For 2005, Mittal Steel had revenues of US\$28.1 billion and steel shipments of 49.2 million tons. The company trades on the New York Stock Exchange and Euronext Amsterdam under the ticker symbol MT.

Forward-Looking Statements

This communication may contain forward-looking information and statements about Mittal Steel Company N.V., Arcelor S.A. and/or their combined businesses after completion of the proposed acquisition. Forward-looking statements are statements that are not historical facts. These statements include financial projections and estimates and their underlying assumptions, statements regarding plans, objectives and expectations with respect to future operations, products and services, and statements regarding future performance. Forward-looking statements may be identified by the words believe, expect, anticipate. target or similar expressions. Although Mittal Steel s management believes that the expectations reflected in such forward-looking statements are reasonable, investors and holders of Arcelor s securities are cautioned that forward-looking information and statements are subject to various risks and uncertainties, many of which are difficult to predict and generally beyond the control of Mittal Steel, that could cause actual results and developments to differ materially from those expressed in, or implied or projected by, the forward-looking information and statements. These risks and uncertainties include those discussed or identified in the filings with the Netherlands Authority for the Financial Markets and the SEC made or to be made by Mittal Steel, including (in the latter case) on Form 20-F and on Form F-4. Mittal Steel undertakes no obligation to publicly update its forward-looking statements, whether as a result of new information, future events, or otherwise.

No Offer

No offer to exchange or purchase any Arcelor shares or convertible bonds has been or will be made in The Netherlands or in any jurisdiction other than Luxembourg, Belgium, Spain (subject to the information document relating to the Offer being approved by the CNMV), France and the United States.

Important Information

In connection with its proposed acquisition of Arcelor S.A., Mittal Steel has filed important documents (1) with the CSSF, the CBFA and the AMF in Europe, including the Information Document approved by the CSSF, the CBFA and the AMF (No. 06-139) on May 16, 2006 and a Share Listing Prospectus approved by the *Autoriteit Financiële Markten* (AFM) in The Netherlands on May 16, 2006, and (2) with the SEC in the United States, including the registration statement on Form F-4, the Prospectus for the exchange offer and related documents. Investors and Arcelor security holders outside the United States are urged to carefully read the Information Document and the Share Listing Prospectus, which together

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contain all relevant information in relation to the Offer. Investors and Arcelor security holders in the United States are urged to carefully read the registration statement on Form F-4, the Prospectus and related documents. All such documents contain important information. Investors and Arcelor security holders may obtain copies of such documents free of charge on Mittal Steel s website at www.mittalsteel.com. In addition, the French version of the Information Document is available on the AMF s website at www.afm.nl, and the registration statement on Form F-4, the Prospectus and related documents are available at the SEC s website at www.sec.gov.

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