

POSCO HOLDINGS INC.

**EUR1,065,900,000
Zero Coupon Green Convertible Bonds due 2026
Convertible into Common Shares of
POSCO HOLDINGS INC. (the “Bonds”), ISIN: XS2376482423**

NOTICE / OFFICERS’ CERTIFICATE

August 12, 2022

The Hongkong and Shanghai Banking Corporation Limited
Level 24, HSBC Main Building
1 Queen’s Road Central
Hong Kong
Fax no.: +852 3478 9198
Attention: Issuer Services

Reference is made to the Trust Deed dated September 1, 2021 as supplemented by the First Supplemental Trust Deed dated March 17, 2022 (together, the “Trust Deed”) by and among POSCO HOLDINGS INC. (the “Company”) and The Hongkong and Shanghai Banking Corporation Limited (the “Trustee”), pursuant to the Bonds were issued. Capitalized terms used herein without definition have the meanings given to them in the Trust Deed.

1. Pursuant to Clauses 5.5, 6.1 and 6.5 of the Trust Deed, the Company hereby notifies the Trustee and the Agents, as applicable, of the following:

In accordance with Condition 6.3.4(ii) of the Bonds, effective retroactively immediately after June 30, 2022, the Conversion Price of the Bonds was adjusted as follows:

- a) Conversion Price (prior to adjustment): KRW471,446 per Share
- b) Conversion Price (as adjusted immediately after June 30, 2022):
KRW463,438 per Share. Such adjusted Exchange Price was calculated in accordance with the applicable formula set forth in Condition 6.3.4(ii), by multiplying (a) the pre-adjustment Conversion Price by (b) the ratio of (x) the Current Market Price less the Cash Dividend per Share over (y) the Current Market Price.
- c) The reason for the adjustment in the Conversion Price of the Bonds is the approval by the board of directors of POSCO HOLDINGS INC. on August 12, 2022 to pay a Cash Dividend of KRW 4,000 per Share to its shareholders, which is expected to be paid on or about September 1, 2022.

[AS_ACTIVE 220184114_2]

- d) The applicable Current Market Price (as of August 11, 2022) for such adjustment was KRW235,500 per Share.
- e) The record date fixed for determination of shareholders entitled to receive such Cash Dividend was June 30, 2022.

2. Pursuant to Clause 9.7 of the Trust Deed, the Company hereby furnishes to the Trustee (for its approval) a copy of the form of notice to Bondholders relating to such adjustments in the Conversion Price, which is attached as Exhibit A hereto and is expected to be published by no later than August 17, 2022. The Company requests that the Trustee notify the Company of its approval of such notice by no later than August 16, 2022.

For further information, please contact - Jaeyoung Oh, Senior Manager, at vertas79@posco-inc.com.

[Signature page follows]

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POSCO HOLDINGS INC.

440, Teheran-ro, Gangnam-gu, Seoul, Korea

POSCO Holdings Inc.

By: CEO Choi, Jeong-woo

Name:

Title:



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Exhibit A

FORM OF THE NOTICE TO BONDHOLDERS

POSCO HOLDINGS INC.

EUR1,065,900,000

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Convertible into Common Shares of
POSCO HOLDINGS INC. (the “Bonds”), ISIN: XS2376482423

NOTICE TO BONDHOLDERS

August 12, 2022

Reference is made to the Trust Deed dated September 1, 2021 as supplemented by the First Supplemental Trust Deed dated March 17, 2022 (together, the “Trust Deed”) by and among POSCO HOLDINGS INC. (the “Company”) and The Hongkong and Shanghai Banking Corporation Limited (the “Trustee”), pursuant to the Bonds were issued. Capitalized terms used herein without definition have the meanings given to them in the Trust Deed.

Pursuant to Clauses 5.5, 6.1 and 6.5 of the Trust Deed, the Company hereby notifies the Trustee and the Agents, as applicable, of the following:

In accordance with Condition 6.3.4(ii) of the Bonds, effective retroactively immediately after December 31, 2021, the Conversion Price of the Bonds was adjusted as follows:

- a) Conversion Price (prior to adjustment): KRW471,446 per Share
- b) Conversion Price (as adjusted immediately after June 30, 2022): KRW463,438 per Share. Such adjusted Exchange Price was calculated in accordance with the applicable formula set forth in Condition 6.3.4(ii), by multiplying (a) the pre-adjustment Conversion Price by (b) the ratio of (x) the Current Market Price less the Cash Dividend per Share over (y) the Current Market Price.
- c) The reason for the adjustment in the Conversion Price of the Bonds is the approval by the board of directors of POSCO HOLDINGS INC. on August 12, 2022 to pay a Cash Dividend of KRW 4,000 per Share to its shareholders, which is expected to be paid on or about September 1, 2022.
- d) The applicable Current Market Price (as of August 11, 2022) for such adjustment was KRW235,500 per Share.

[AS_ACTIVE 220184124_2]

- e) The record date fixed for determination of shareholders entitled to receive such Cash Dividend was June 30, 2022.

For further information, please contact - Jaeyoung Oh, Senior Manager, at vertas79@posco-inc.com.

POSCO HOLDINGS INC.

