State of Delaware
Secretary of State
Division of Corporations
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AMENDED AND RESTATED

CERTIFICATE OF INCORPORATION
OF
BETHLEHEM STEEL CORPORATION

Bethlehem Steel Corporation, a corporation organized and existing under the laws of the State of Delaware (the "**Corporation**"), certifies that:

1. The name of the Corporation is Bethlehem Steel Corporation. The Corporation's original Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on October 23, 2024.

2. This Amended and Restated Certificate of Incorporation was duly adopted in accordance with Sections 242 and 245 of the General Corporation Law of the State of Delaware, and has been duly approved by the written consent of the stockholders of the Corporation in accordance with Section 228 of the General Corporation Law of the State of Delaware.

3. The text of the Certificate of Incorporation is amended and restated to read as follows:

I.

The name of the corporation is Bethlehem Steel Corporation.

II.

The address of the Corporation's registered office in the State of Delaware is 8 The Green STE R, in the City of Dover, County of Kent, Delaware 19901. The name of its registered agent at such address is Resident Agents Inc.

III.

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Delaware General Corporation Law, as the same exists or as may hereafter be amended from time to time.

IV.

The total number of shares of all classes of stock which the Corporation shall have the authority to issue is 16,500,000 shares. The Corporation has one class of stock, referred to as Common Stock. There are 16,500,000 shares of authorized Common Stock, $0.00001 par value per share ("**Common Stock**"), 12,000,000 shares of which are designated as a series of Common Stock denominated "Class A Common Stock" and 4,500,000 shares of which are designated as a series of Common Stock denominated "Class B Common Stock". For the avoidance of doubt, the Class A Common Stock and the Class B Common Stock are separate series within the class of Common Stock, and not separate classes of stock.

Immediately upon the effectiveness of the filing of this this Amended and Restated Certificate of Incorporation (this "**Certificate of Incorporation**") (the "**Effective Time**"), and without any further action on the part of the Corporation or any stockholder, each one (1) share of Common Stock that is issued and outstanding or held in treasury immediately prior to the Effective Time shall, automatically be reclassified as one (1) share of Class A Common Stock. Any stock certificate that immediately prior to the Effective Time represented shares of Common Stock shall from and after the Effective Time be deemed to represent an equal number of shares of Class A Common Stock, without the need for surrender or exchange thereof.

V.

The designations and the powers, preferences and special rights, and the qualifications, limitations or restrictions thereof in respect of the Class A Common Stock and Class B Common Stock are as follows:

1. Voting. Except as otherwise expressly provided in this Certificate of Incorporation or required by applicable law of the State of Delaware, the holders of Class A Common Stock and the holders of Class B Common Stock shall vote together as one class on all matters (including the election of directors) submitted to a vote of the stockholders of the Corporation. The number of authorized shares of Common Stock (and, for the avoidance of doubt, the numbers of authorized shares of each series thereof, including the Class A Common Stock and Class B Common Stock) may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of a majority of the voting power of the stock of the Corporation entitled to vote, irrespective of the provisions of Section 242(b)(2) of the General Corporation Law. Holders of capital stock of the Corporation shall not be entitled to cumulate their votes for the election of directors or any other matter submitted to a vote of the stockholders of the Corporation.

a) Each holder of Class B Common Stock shall be entitled to twenty (20) votes for each share of Class B Common Stock held as of the applicable record date on any matter that is submitted to a vote or for the consent of the stockholders of the Corporation.

b) Each holder of Class A Common Stock shall be entitled to one (1) vote for each share of Class A Common Stock held as of the applicable record date on any matter that is submitted to a vote or for the consent of the stockholders of the Corporation.

2. Dividends. The holders of Class A Common Stock and the holders of Class B Common Stock shall be entitled to share equally, on a per share basis, in such dividends and other distributions of cash, property or shares of stock of the Corporation as may be declared by the Board of Directors (the "**Board**") from time to time out of assets or funds of the Corporation legally available therefor; provided, however, that in the event that such dividend is paid in the form of shares of capital stock of the Corporation or rights to acquire capital stock of the Corporation, the holders of Class A Common Stock will receive an equal number of shares of Class A Common Stock or rights to acquire Class A Common Stock, as the case may be, and the holders of Class B Common Stock will receive an equal number of shares of Class B Common Stock or rights to acquire Class B Common Stock, as the case may be, unless otherwise agreed by the holders of a majority of the voting power of the outstanding shares of Class A Common Stock and the holders of a majority of the voting power of the outstanding shares of Class B Common Stock, each voting as a separate series.

3. Liquidation. In the event of the voluntary or involuntary liquidation, dissolution, distribution of assets or winding up of the Company, the holders of Class B Common Stock and the holders of Class A Common Stock shall be entitled to share equally, on a per share basis, in all assets of the Company of whatever kind available for distribution to the holders of Common Stock.

4. Subdivisions or Combinations. If the Corporation in any manner subdivides or combines the outstanding shares of Class A Common Stock or Class B Common Stock, the outstanding shares of the other series of the Common Stock will be subdivided or combined in the same proportion and manner, unless otherwise agreed by the holders of a majority of the voting power of the outstanding shares

of Class A Common Stock and the holders of a majority of the voting power of the outstanding shares of Class B Common Stock, each voting as a separate series.

5. Mergers, Consolidations or Other Combination Transactions. In the event that the Company shall enter into any consolidation, merger, combination or other transaction or series of related transactions in which shares of Common Stock are exchanged for or converted into other stock or securities, or the right to receive cash or any other property, then, and in such event, the shares of Class B Common Stock and Class A Common Stock shall be entitled to be exchanged for or converted into the same kind and amount of stock, securities, cash or any other property, as the case may be, into which or for which each share of the other class of Common Stock is exchanged or converted; provided, however, that if the stock or securities of the resulting entity issued upon such exchange or conversion of the shares of Common Stock outstanding immediately prior to such consolidation, merger, combination or other transaction would represent at least a majority of the voting power of such resulting entity (without giving effect to any differences in the voting rights of the stock or securities of the resulting entity to be received by the holders of shares of Class B Common Stock and the holders of Class A Common Stock), then the holders of shares of Class B Common Stock and the holders of shares of Class A Common Stock shall be entitled to receive stock or securities of the resulting entity issuable upon such exchange or conversion that differ with respect to voting rights in a similar manner to which the shares of Class B Common Stock and Class A Common Stock differ under this Certificate of Incorporation as provided under Section 1 of this Article V.

6. Identical Rights. Except as otherwise expressly provided herein or required by applicable law, shares of Class A Common Stock and Class B Common Stock shall have the same rights and rank equally, share ratably and be identical in all respects as to all matters.

7. Conversion of Class B Common Stock.

a) Voluntary Conversion. Subject to and in compliance with the provisions of this Section 7, each share of Class B Common Stock may, at the option of the holder thereof, be converted at any time and from time to time, and without the payment of additional consideration by the holder thereof, into one fully-paid and nonassessable share of Class A Common Stock.

b) Automatic Conversion. Each share of Class B Common Stock shall be automatically converted without the payment of additional consideration by the holder thereof, into one fully-paid and nonassessable share of Class A Common Stock, as follows:

(1) upon any Transfer (as defined below) of such share that occurs more than 24 hours after the Effective Time, other than (A) if the Board adopts a resolution providing that a specified Transfer shall not result in the conversion of such share or (B) pursuant to a Permitted Transfer (as defined below); provided, however, that if a Permitted Entity ceases to qualify as a Permitted Entity at any time following such Permitted Transfer, such shares of Class B Common Stock previously transferred in such Permitted Transfer shall automatically convert into shares of Class A Common Stock;

(2) immediately upon the death or Disability (as defined below) of the Founder (as defined below); provided, however, that each share of Class B Common Stock held of record by the Founder or the Founder's Permitted Entities (as defined below) shall automatically convert into one (1) fully paid and nonassessable share of Class A Common Stock upon that date which is nine (9) months after the date of death or Disability of the Founder, during which period Voting Control (as defined below) over the Founder's shares of Class B Common Stock (including shares of Class B Common Stock held of record by the Founder's Permitted Entities) shall be exercised in accordance with any proxy or voting agreement entered into in accordance with Section 7(c)(10) of this Article V of this Certificate of Incorporation or, if no such proxy or voting agreement is in place at the time of such death or Disability, a

person (including a person serving as trustee) previously designated by the Founder, and identified to the Corporation prior to such death or Disability, may exercise Voting Control over the Founder's shares of Class B Common Stock (including shares of Class B Common Stock held of record by the Founder's Permitted Entities); or

(3) upon the termination of the Founder's status as a Service Provider; provided, however, that for the avoidance of doubt a temporary leave of absence requested by the Founder and approved by the Board of Directors shall not result in the automatic conversion of each share of Class A Common Stock held by the Founder.

c) Definitions. For purposes of this Section 7:

(1) "**Affiliate**" shall mean, with respect to any specified person, any other person or Entity who or which, directly or indirectly, Controls, is Controlled by, or is under common Control with such specified person or Entity.

(2) "**Control**" shall mean with respect to any specified person or Entity, the exclusive ability to direct the management, operations, decisions, and actions of such person or Entity.

(3) "**Disability**" or "**Disabled**" means the permanent and total disability of the Founder such that the Founder is unable to engage in any substantial gainful activity by reason of any medically determinable physical or mental impairment which can be expected to result in death within 12 months or which has lasted or can be expected to last for a continuous period of not less than 12 months as determined by a licensed medical practitioner jointly approved by the Board and the Founder. If the Founder is incapable of selecting a licensed physician, then the Founder's spouse shall make the selection on behalf of the Founder, or in the absence or incapacity of the Founder's spouse, the Founder's adult children by majority vote shall make the selection on behalf of the Founder, or in the absence of adult children of the Founder or their inability to act by majority vote, a natural person then acting as the successor trustee of a revocable living trust which was created by the Founder and which holds more shares of all classes of capital stock of the Corporation than any other revocable living trust created by the Founder shall make the selection on behalf of the Founder, or in absence of any such successor trustee, the legal guardian or conservator of the estate of the Founder shall make the selection on behalf of the Founder.

(4) "**Entity**" shall mean any general partnership, limited partnership, limited liability company, corporation or other entity.

(5) "**Founder**" means Micheál Ganley.

(6) "**Family Member**" shall mean, with respect to any natural person, the spouse, former spouse, parents, lineal descendants, stepchildren, siblings and lineal descendants and stepchildren of siblings of such person.

(7) "**Permitted Entity**" shall mean (1) with respect to any holder of shares of Class B Common Stock that is a natural person, (A) a Permitted Trust or (B) any Entity exclusively owned or Controlled by such holder, or (2) with respect to any holder of shares of Class B Common Stock that is not a natural person, an Affiliate of such holder.

(8) "**Permitted Transfer**" shall mean the Transfer of a share of Class B Common Stock to a Permitted Entity of the transferor.

(9) **"Permitted Trust"** shall mean, with respect to any holder of shares of Class B Common Stock, a trust for the benefit of such holder, one or more Family Members of such holder, or any other Permitted Entity of such holder; provided, that such holder remains the sole trustee of such trust.

(10) **"Service Provider"** shall mean any person providing services to the Company or any direct or indirect parent or subsidiary of the Company as an officer, employee, consultant, or advisor, but which, for the avoidance of doubt, shall exclude services solely as a director.

(11) **"Transfer"** of a share of Class B Common Stock shall mean any sale, assignment, transfer, conveyance, hypothecation or other transfer or disposition of such share or any legal or beneficial interest in such share, whether or not for value and whether voluntary or involuntary or by operation of law. A "Transfer" shall also include, without limitation, (1) a transfer of a share of Class B Common Stock to a broker or other nominee (regardless of whether or not there is a corresponding change in beneficial ownership), (2) the transfer of, or entering into a binding agreement with respect to, Voting Control over a share of Class B Common Stock by proxy or otherwise, or (3) in the case of a holder that is an Entity, a transfer or issuance of the direct or indirect equity interests of the holder in a manner that would vest the Control of the holder in a person or Entity other than the person or Entity who possesses such Control on the date on which such holder initially acquired shares of Class B Common Stock; provided, however, that the following shall not be considered a "Transfer": (A) the grant of a proxy to officers or directors of the Corporation at the request of the Board in connection with actions to be taken at an annual or special meeting of stockholders, or by written consent in lieu of holding an annual or special meeting of stockholders; (B) entering into a support, voting, tender or similar agreement, arrangement or understanding (with or without granting a proxy) in connection with a financing of the Company or the issuance or transfer (whether by merger, consolidation or otherwise, including a merger or consolidation in which a subsidiary of the Corporation is a constituent party and the Corporation issues shares of its capital stock pursuant thereto), in one transaction or a series of related transactions, to a person or group of affiliated persons (other than an underwriter of the Corporation's securities), of the Corporation's securities if, after such closing, such person or group of affiliated persons would hold 50% or more of the outstanding voting stock of the Corporation (or of the capital stock or securities of the surviving or acquiring Entity), or a Deemed Liquidation Event or other proposal or consummating the actions or transactions contemplated therein (including, without limitation, tendering shares of Class B Common Stock or voting shares in connection with such event or any other proposal, the consummation of such event or other such proposal or the sale, assignment, transfer, conveyance, hypothecation or other transfer or disposition of shares of Class B Common Stock or any legal or beneficial interest in shares of Class B Common Stock, in connection with such event or any other proposal), provided that such event or other proposal was approved by the Board; (C) the pledge of shares of Class B Common Stock that creates a mere security interest in such shares pursuant to a *bona fide* loan or indebtedness transaction so long as the holder of Class B Common Stock continues to exercise Voting Control over such pledged shares; provided, however, that a foreclosure on such shares of Class B Common Stock or other similar action by the pledgee shall constitute a "Transfer" unless such foreclosure qualifies as a Permitted Transfer; or (D) granting a proxy by the Founder or the Founder's Permitted Entities to a person designated by the Founder and approved by the Board, to exercise Voting Control of shares of Class B Common Stock owned directly or indirectly, beneficially and of record, by the Founder or the Founder's Permitted Entities, or over which the Founder has Voting Control pursuant to proxy or voting agreements then in place, effective either (i) on the death of the Founder or (ii) during any Disability of the Founder, including the exercise of such proxy by such person.

(12) **"Voting Control"** shall mean, with respect to a share of Class B Common Stock, the power to vote or direct the voting of such share by proxy, voting agreement or otherwise.

d) Mechanics of Conversion.

(1) **Notice**. Each holder of Class B Common Stock whose shares have been converted into shares of Class A Common Stock pursuant to this Section 7 shall, if the shares are in certificated form, surrender the certificate or certificates therefor duly endorsed (or, if such registered holder alleges that such certificate has been lost, stolen or destroyed, a lost certificate affidavit and agreement reasonably acceptable to the Corporation to indemnify the Corporation against any claim that may be made against the Corporation on account of the alleged loss, theft or destruction of such certificate), at the office of the Corporation or any transfer agent for such stock, and shall give written notice of such conversion to the Corporation at such office. Such notice shall state such holder's name or the names of the nominees in which such holder wishes the shares to be issued, and the number of shares of Class B Common Stock converted. Thereupon, if the shares are certificated, the Corporation shall promptly issue and deliver at such office to such holder a certificate or certificates for the number of shares of Class A Common Stock to which such holder is entitled. If the conversion is in connection with the voluntary conversion provisions of Section 7(a), such conversion shall be deemed to have been made (1) if the shares are certificated, at the close of business on the date of such surrender of the certificate representing the shares of Class B Common Stock to be converted or such other future time, including a time determined by the happening of a future event, specified in such notice, and the person entitled to receive the shares of Class A Common Stock issuable upon such conversion shall be treated for all purposes as the record holder of such shares of Class A Common Stock as of such time and (2) if the shares are uncertificated, on the date that the Corporation is notified of such conversion or such future time, including a time determined by the happening of a future event, specified in such notice, and the person entitled to receive the shares of Class A Common Stock issuable upon such conversion shall be treated for all purposes as the record holder of such shares of Class A Common Stock as of such time. If the conversion is in connection with the automatic conversion provisions of Section 7(b)(1), such conversion shall be deemed to have been made at the time the applicable Transfer is effected, and the person entitled to receive the shares of Class A Common Stock issuable upon such conversion shall be treated for all purposes as the record holder of such shares of Class A Common Stock at such time.

(2) **Reservation of Class A Common Stock Issuable Upon Conversion**. The Corporation shall at all times keep available out of its authorized but unissued shares of Class A Common Stock, solely for the purpose of effecting the conversion of the shares of Class B Common Stock, such number of its shares of Class A Common Stock as shall from time to time be sufficient to effect the conversion of all outstanding shares of the Class B Common Stock into Class A Common Stock. If at any time the number of authorized but unissued shares of Class A Common Stock shall not be sufficient to effect the conversions referred to in the immediately preceding sentence, the Corporation will take such corporate action as may, in the opinion of its counsel, be necessary to increase its authorized but unissued shares of Class A Common Stock to such number of shares as shall be sufficient for such purposes.

(3) **Effect of Conversion**. All shares of Class B Common Stock which shall have been converted as herein provided shall no longer be deemed to be outstanding and all rights with respect to such shares shall immediately cease and terminate at the time of conversion, except only the right of the holders thereof to receive shares of Class A Common Stock in exchange therefor and to receive payment of any dividends declared but unpaid thereon. Any shares of Class B Common Stock so converted shall be retired and cancelled and may not be reissued, and the Corporation may thereafter take such appropriate action (without the need for stockholder action) as may be necessary to reduce the authorized number of shares of Common Stock, and of Class B Common Stock, accordingly.

(4) **Taxes**. The Corporation shall pay any and all issue and other similar taxes that may be payable in respect of any issuance or delivery of shares of Class A Common Stock upon conversion of shares of Class B Common Stock pursuant to this Section 7. The Corporation shall not,

however, be required to pay any tax which may be payable in respect of any transfer involved in the issuance and delivery of shares of Class A Common Stock in a name other than that in which the shares of Class B Common Stock so converted were registered, and no such issuance or delivery shall be made unless and until the person or Entity requesting such issuance has paid to the Corporation the amount of any such tax or has established, to the satisfaction of the Corporation, that such tax has been paid.

8. Class B Common Stock Protective Provisions. So long as at least 1,000,000 shares (as adjusted for stock splits, stock dividends, reclassification and the like) of Class B Common Stock are outstanding, the Corporation shall not (by amendment, merger, consolidation or otherwise) do any of the following without first obtaining the approval (by vote or written consent, as provided by law, and either prospectively or retrospectively) of the holders of a majority of the Class B Common Stock then outstanding:

a) amend, alter or repeal any provision of this Certificate of Incorporation or Bylaws of the Corporation in a manner that adversely affects the special rights, powers and preferences of the Class B Common Stock;

b) increase or decrease (other than by conversion) the total number of authorized shares of Class B Common Stock; or

c) amend, alter or repeal the provisions of this Section 8.

9. Redemption. The Common Stock is not redeemable at the option of the holder.

VI.

In furtherance and not in limitation of the powers conferred by statute, the board of directors of the Corporation is expressly authorized to make, alter, amend or repeal the bylaws of the Corporation.

VII.

Subject to any additional vote required by this Certificate of Incorporation, the number of directors of the Corporation shall be determined in the manner set forth in the Bylaws of the Corporation. Each director shall be entitled to one vote on each matter presented to the Board of Directors.

VIII.

Elections of directors need not be by written ballot unless otherwise provided in the bylaws of the Corporation.

IX.

Meetings of stockholders may be held within or outside of the State of Delaware, as the Bylaws of the Corporation may provide. The books of the Corporation may be kept (subject to any provision of applicable law) outside of the State of Delaware at such place or places or in such manner or manners as may be designated from time to time by the Board of Directors or in the Bylaws of the Corporation.

X.

To the fullest extent permitted by the Delaware General Corporation Law, as the same exists or as may hereafter be amended from time to time, a director or officer of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director or officer. If the Delaware General Corporation Law is amended to authorize corporate action further eliminating or limiting the personal liability of directors or officers, then the liability of a director or officer of the Corporation shall be eliminated or limited to the fullest extent permitted by the Delaware General Corporation Law, as so amended.

An amendment, repeal or elimination of this Article IX shall not affect its application with respect to an act or omission by a director or officer of the Corporation occurring before such amendment, repeal or elimination unless this Article IX provides otherwise at the time of such act or omission.

All references to an officer of the Corporation in this Article X shall mean a person who is an officer of the Corporation for purposes of Section 102(b)(7) of the Delaware General Corporation Law.

XI.

Subject to any provisions in the bylaws of the Corporation related to indemnification of directors or officers of the Corporation, the Corporation shall indemnify, to the fullest extent permitted by applicable law, any director or officer of the Corporation who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (a "**Proceeding**") by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with any such Proceeding. The Corporation shall be required to indemnify a person in connection with a Proceeding (or part thereof) initiated by such person only if the Proceeding (or part thereof) was authorized by the board of directors.

The Corporation shall have the power to indemnify, to the extent permitted by the Delaware General Corporation Law, as it presently exists or may hereafter be amended from time to time, any employee or agent of the Corporation who was or is a party or is threatened to be made a party to any Proceeding by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with any such Proceeding.

A right to indemnification or to advancement of expenses arising under a provision of this Certificate of Incorporation or a bylaw of the Corporation shall not be eliminated or impaired by an amendment to or repeal or elimination of this Certificate of Incorporation or the bylaws of the Corporation after the occurrence of the act or omission that is the subject of the Proceeding for which indemnification or advancement of expenses is sought, unless the provision in effect at the time of such act or omission explicitly authorizes such elimination or impairment after such action or omission has occurred.

XII.

Except as provided in IX and XI, the Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

XIII.

If any provision or provisions of this Certificate of Incorporation shall be held to be invalid, illegal or unenforceable as applied to any person or entity or circumstance for any reason whatsoever, then, to the fullest extent permitted by law, the validity, legality and enforceability of such provisions in any other circumstance and of the remaining provisions of this Certificate of Incorporation (including, without limitation, each portion of any sentence of this Certificate of Incorporation containing any such provision held to be invalid, illegal or unenforceable that is not itself held to be invalid, illegal or unenforceable) and the application of such provision to other persons or entities and circumstances shall not in any way be affected or impaired thereby.

(Signature page follows)

IN WITNESS WHEREOF, Bethlehem Steel Corporation has caused this Amended and Restated Certificate of Incorporation to be signed by Micheál Ganley, a duly authorized officer of the Corporation, on November 25, 2025.

By: /s/ Micheál Ganley
Micheál Ganley
President and Chief Executive Officer