

EXHIBIT B

FORM OF CERTIFICATION TO BE DELIVERED IN CONNECTION WITH
(1) EXCHANGES OR TRANSFERS OF INTERESTS IN THE RESTRICTED
GLOBAL NOTE FOR INTERESTS IN THE UNRESTRICTED GLOBAL NOTE AND (2)
EXCHANGES OR TRANSFERS OF CERTIFICATES BEARING THE RULE 144A LEGEND
FOR CERTIFICATES NOT BEARING THE RULE 144A LEGEND

POSCO Holdings Inc. (the “Company”)

5.750% Green Notes due 2035 (the “Notes”)

FOR EXCHANGE OR TRANSFER OF (1) AN INTEREST IN THE RESTRICTED GLOBAL
NOTE OR (2) A NOTE REPRESENTED BY A CERTIFICATE BEARING THE RULE 144A
LEGEND:

We propose to exchange or transfer US\$_____ principal amount of
Notes represented by the Restricted Global Note (CUSIP No. 693483 AK5, ISIN No.
US693483AK53, Common Code No. 304147920) held by [the Depositary] in the name of [insert
name of transferor] for Notes, or to a person who wishes to acquire such Notes, represented by
the Unrestricted Global Note (CUSIP No. Y70750 CC9, ISIN No. USY70750CC95, Common
Code No. 304147946).

OR

We propose to exchange or transfer US\$_____ principal amount of
Notes represented by a Certificate bearing the Rule 144A Legend and registered in the name of
[insert name of transferor] for Notes, or to a person who wishes to acquire such Notes,
represented by a Certificate not bearing the Rule 144A Legend.

We confirm that such Notes have been offered and sold either (i) in an offshore
transaction in accordance with Regulation S (“Regulation S”) under the U.S. Securities Act of
1933, as amended (the “Securities Act”), or (ii) pursuant to an exemption from registration under
the Securities Act provided by Rule 144 thereunder.

FOR ISSUANCE OF A CERTIFICATE NOT BEARING THE RULE 144A LEGEND:

Accordingly, we request that you issue a Certificate in respect of such Notes not
bearing the Rule 144A Legend.

This certification and the statements contained herein are made for your benefit and for the benefit of the Company. Terms used in this certification have the meanings set forth in Regulation S.

[Name of Transferor]

By: _____
Authorized Signatory

EXHIBIT C

FORM OF CERTIFICATION TO BE DELIVERED IN CONNECTION WITH
(1) EXCHANGES OR TRANSFERS OF INTERESTS IN THE REGULATION S
GLOBAL NOTE FOR INTERESTS IN THE RESTRICTED GLOBAL NOTE
AND (2) EXCHANGES OR TRANSFERS OF CERTIFICATES NOT BEARING THE RULE
144A LEGEND FOR CERTIFICATES BEARING THE RULE 144A LEGEND

POSCO Holdings Inc. (the “Company”)

5.750% Green Notes due 2035 (the “Notes”)

FOR EXCHANGE OR TRANSFER OF (1) AN INTEREST IN THE UNRESTRICTED
GLOBAL NOTE OR (2) A NOTE REPRESENTED BY A CERTIFICATE NOT BEARING
THE RULE 144A LEGEND:

We propose to exchange or transfer US\$_____ principal amount of
Notes represented by the Unrestricted Global Note (CUSIP No. Y70750 CC9, ISIN No.
USY70750CC95, Common Code No. 304147946) held by [the Depositary] in the name of
[insert name of transferor] for Notes, or to a person who wishes to acquire such Notes,
represented by the Restricted Global Note (CUSIP No. 693483 AK5, ISIN No. US693483AK53,
Common Code No. 304147920).

OR

We propose to exchange or transfer US\$_____ principal amount of
Notes represented by a Certificate that does not bear the Rule 144A Legend and registered in the
name of [insert name of transferor] for Notes, or to a person who wishes to acquire such Notes,
represented by a Certificate bearing the Rule 144A Legend.

We confirm that such Notes are being transferred to a transferee that we
reasonably believe is a “qualified institutional buyer” (a “QIB”) within the meaning of Rule
144A (“Rule 144A”) under the U.S. Securities Act of 1933, as amended purchasing the Notes for
its own account or for the account of a QIB in a transaction meeting the requirements of Rule
144A and in accordance with any applicable securities laws of any state of the United States or
any other jurisdiction.

FOR ISSUANCE OF A CERTIFICATE BEARING THE RULE 144A LEGEND:

Accordingly, we request that you issue a Certificate in respect of such Notes
bearing the Rule 144A Legend.

This certification and the statements contained herein are made for your benefit and the benefit of the Company.

[Name of Transferor]

By: _____
Authorized Signatory