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The pro forma financial information gives effect to certain pro forma events related to the Acquisition and related transactions, and has been presented for informational purposes only. It does not purport to project the future financial position or operating results of the Corporation following the Acquisition.

(a) Financial statements of businesses acquired.

The following financial statements are filed as Exhibit 99.1 to this Amendment No. 2:

- the audited combined balance sheet of Big River Steel Holdings LLC and BRS Stock Holdco LLC as of December 31 d

CONSENT OF INDEPENDENT ACCOUNTANTS

We hereby consent to the incorporation by reference in the Registration Statement on Form S-3 (No.333-229713) and Registration Statements on Form S-8 (Nos. 333-237966, 333-237965, 333-237964, 333-237963, 333-231216 and 333-231215) of United States Steel Corporation of our report dated February 19, 2021 relating to the combined financial statements of Big River Steel Holdings LLC and BRS Stock Holdco LLC, which appears in Amendment No. 2 of this Current Report on Form 8-K/A.

/s/ PricewaterhouseCoopers LLP
Birmingham, AL
February 24, 2021

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asset may not be recoverable from the estimated future cash flows expected to result from its use and eventual disposition. In cases where undiscounted expected future cash flows are less than the carrying value, an impairment loss is recognized equal to an amount by which the carrying amount exceeds the estimated fair value of the assets. The factors considered by management in performing this assessment include operating results, trends and prospects, as well as the effects of obsolescence, demand, competition and other economic factors. There were no impairment losses recognized during the years ended December 31, 2020 and 2019.

Software implementation costs are stated at cost less accumulated amortization and are presented as other current assets and other noncurrent assets in the combined balance sheets. Software implementation costs are amortized over the term of the hosting arrangement plus any reasonablt

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In 2017, the Company entered into a $14,000 loan agreement with a financial institution. The unamortized principal balance of the loan is payable in semiannual installments over 15 years. The loan is collateralized by certain administrative and storage buildings and carries an interest rate of 3.99% through January 31, 2022, at which time the interest rate will be reset using the financial institution’s then prevailing Prime Rate plus 0.5% for the next five years, and thereafter using the then prevailing Prime Rate plus 0.5% for the remainder of the loan.

The Building Mortgage was entered into by BRS and the debt service is paid by BRS.

2019 $3,677 of paid-in-kind interest was expensed and added to the balance of the preferred interest units.

during 2016 and the remainder was collected in January 2017. The Company is contingently liable to refund the amounts received to the member in the event the Company does not meet certain requirements, as further discussed in Note 12. The Company recognized income of approximately $10,785 for the years ended December 31, 2020 and 2019 and is included in grant income as shown on the combined statements of operations and comprehensive loss. The Company has a remaining deferred revenue balance of $107,857 and $118,643 at December 31, 2020 and 2019, respectively.

On October 31, 2019, the Company instituted the Retention Bonus Plan (the "Plan") for the purpose of retaining, rewarding, and aligning employees and other service providers with the financial success of the Company. The Plan authorized $45,000 plus an additional $5,000 in cash or shares of US Steel stock performance units. Unless US Steel exercises its call option earlier (in such event leading to plan acceleration), certain threshold (inl dund din rell opcess of the Cove ovless USuni ce

Members' receivables	$	18,442	$	17,426
Trade accounts receivable	$	20,879	$	625
Outstanding obligations				
Trade accounts payable	$	159	$	-
Class C preferred units subject to mandatory redemption	$	354,447	$	332,651
Notes payable	$	106,081	$	98,625

Sales	$	72,835	$	1,731
Interest expense				
Class C preferred units subject to mandatory redemption	$	20,642	$	4,649
Preferred interest units	$	-	$	3,677
Interest income	$	367	$	-
Management fees	$	8,570	$	3,018
Natural gas purchases	$	7,449	$	10,213
Technology services	$	6,537	$	10,043
Aircraft services	$	299	$	136
Raw material and procurement services	$	22,245	$	-
Distributions to members	$	-	$	5,514

meet certain rail service volumes. The Company paid $2,500 in liquidated damages for both of the years ended December 31, 2020 and 2019.

2021	$	39,876
2022		39,881
2023		39,886
2024		39,861
2025		39,866
	$	199,370

A. To reflect adjustments to the combined *cash and cash cash equivalents* balance including purchase consideration of $773 million, which has been reduced by $50 million to reflect amounts owed to BRS by the prior equity members, including $32 million of transaction related liabilities assumed and settlement of a $18 million receivable due from prior BRS equity members, for a total cash payment of $723 million at the closing of the acquisition. This adjustment also includes $6 million of transaction fees paid on the closing date of the acquisition.

B. The adjustment increases the audited combined balance sheet for BRS' inventory by $22 million from the carrying value. The calculation of fair value is preliminary and subject to change. The fair value of raw materials was determined to approximate carrying value and the fair value for work in process was determined based on the estimated selling price of the inventory, less the remaining applicable manufacturing and selling costs and a normal profit margin on those manufacturing and selling efforts. The fair value for finished goods was determined based on the estimated selling price of the inventory, less the remaining selling costs and a normal profit margin on those selling efforts. The pro forma condensed combined statement of operations for the year ended December 31, 2020 is also adjusted to increase cost of sales by the same amount as the inventory is expected to be sold within one year of the acquisition date.

C. To eliminate U. S. Steel's historical investment in BRS of $621 million and the contingent forward commitment asset of $11 million as of December 31, 2020.

Under ASC 805, a step acquisition in which control of a business is obtained over time [illegible] for as a business combination. The accounting guidance also requires that previously held equity interests be remeasured at fair value and any difference between the fair value and the carrying value of the equity interest held be recognized as a gain or loss on the statement of operations. The fair value assigned to the previously held equity interest in BRS for purposes of calculating the gain or loss was determined using a weighted average of the income approach, based on a discounted cash flow methodology, and market approach. The resulting gain on [illegible] previously held equity interest in BRS of [illegible] million [illegible] has been included as an adjustment to *accumulated deficit* [illegible] pro forma condensed combined balance sheet and as a *gain* [illegible] in the unaudited condensed combined statement of operations for the year ended December 31, 2020 [illegible] U. S. Steel's preliminary estimated fair value of its BRS investment and may differ materially once the [illegible] fair value [illegible]

J. To record an accrued liability of $44 million for compensation earned by BRS employees prior to the closing of the Acquisition in accordance with the existing BRS Retention Bonus Plan. This amount is reflected as *Selling, general and administrative expenses* in the U. S. Steel unaudited pro forma condensed combined statement of operations for the year ended December 31, 2020. Additionally, there are ongoing retention awards that are earned in the two years subsequent to the acquisition date, which have been reflected as *Selling, general and administrative expenses* of $13 million in the U. S. Steel unaudited pro forma condensed combined statement of operations for year ended December 31, 2020.

K. Reflects an adjustment of $194 million to increase *long-term debt* to fair value, and the corresponding amortization of the premium as a reduction to *interest expense* of $21 million for the year ended December 31, 2020. The estimated fair value of long-term debt is based on preliminary estimates of fair value and may differ materially once the final fair value is determined.

L. To reflect the deferred tax impact of BRS becoming a subsidiary of U. S. Steel. As BRS will be included in the U. S. Steel's consolidated tax return following the acquisition, the amount was reduced to zero given U. S. Steel’s full valuation allowance on domestic deferred tax assets.

M. To reflect the elimination of BRS’ historical members’ equity balance, including accumulated deficit and Class A common units.

N. To reflect the settlement of the liability related to the Class C preferred units and the receivable from BRS’ equity members, included on BRS’ historical audited condensed combined balance sheet as of December 31, 2020, which was paid at the closing of the transaction.

O. To remove U. S. Steel's historical portion of the equity in net loss related to U. S. Steel’s previously held 49.9% investment in BRS, which was recorded under the equity method of accounting of ($113) million in the historical consolidated statement of operations of U. S. Steel for the year ended December 31, 2020.

P. To remove the mark to market impact of the change in the fair value included in U. S. Steel’s historical audited consolidated statement of operations for the year ended December 31, 2020 related to the U. S. Steel call option and put and call options held by the BRS Class B common units.
