



# Instructions for remote advance voting, proxy appointment, and remote Annual Meeting attendance

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## ORDINARY ANNUAL SHAREHOLDERS' MEETING OF ACERINOX, S.A.

### INSTRUCTIONS FOR REMOTE ADVANCE VOTING, PROXY APPOINTMENT, AND REMOTE MEETING ATTENDANCE

#### Right to attend

Shareholders who are the owners of three hundred or more shares have the right to attend the Annual Shareholders' Meeting in accordance with article 14 of the bylaws and 6 of the Annual Meeting regulations, as long as their names are listed in the corresponding account register at least five days prior to the date set for the Annual Shareholders' Meeting, and justified with the appropriate attendance card or certificate issued by the depository institution or any other of the ways permitted under current legislation. Shareholders who possess less than this number of shares may group together to reach this threshold, naming a representative from among themselves. Each share bestows the right to one vote.

Attendance cards will be issued by the entities where the shares are deposited, participating in Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U. (IBERCLEAR).

#### In-person attendance register of shareholders and proxies at the place where the Annual Shareholders' Meeting is to be held:

At the place and on the date indicated in the call of the Annual Shareholders' Meeting and from two hours prior to the time announced for the start of the meeting, shareholders and proxies may present the documents accrediting their right to attend to the staff in charge of the shareholder register and, if applicable, their right to be represented by proxy. For these purposes, attendees may be asked, together with the presentation of the attendance card or certificate issued by the entities holding the shares or, in the case of proxies, a copy of the document granting them representation, to prove their identity by presenting their Spanish National ID (DNI), Spanish Foreigner's ID (NIE), passport or equivalent document.

In addition, if the shareholder is a legal entity, the natural person representing them must also provide proof of sufficient power of attorney for their representative powers.

#### Right of representation

Any shareholder entitled to attend the Annual Shareholders' Meeting may be represented by another person, even if that person is not a shareholder, under the terms set forth by law, in article 14 of the Company's bylaws, and in article 7 of the Company's regulations for the Annual Shareholders' Meeting.

The appointment of the representative by the shareholder and the proxy notice to the Company may be done in writing or by electronic means.



The documents authorizing the representation will include the identification of the person attending the Annual Shareholders' Meeting, in-person or telematically instead of the shareholder, who must be properly identified on the day of the meeting. If the representations are deemed in favor of the board of directors or are unspecified in this regard, it is understood that the representation is awarded to the chairman of the board, the chief executive officer or the board secretary, irrespectively. Should the designated representative find him or herself with a conflict of interest when voting on the proposals submitted to the meeting on or off the agenda, and for which the shareholder represented did not leave clear instructions, this representation shall be understood to be transferred to either of the other two persons mentioned who are not affected by this circumstance.

The following persons may be in a situation of conflict of interest:

- I. All members of the board of directors in connection with items 4, 8, 9.2 and 10 of the agenda;
- II. The chief executive officer with respect to item 12 of the agenda;
- III. The board secretary with respect to item 12 of the agenda; and
- IV. the relevant director in the event that one or more of the proposals referred to in sections b) (removal, resignation, or dismissal) or c) (exercise of derivative action) of article 526.1 of the Spanish Capital Companies Act that may be presented off-agenda in accordance with the act are submitted to the meeting.

The documents containing the proxies for the Annual Shareholders' Meeting shall reflect the instructions on how to vote, with the understanding that if nothing is mentioned in this respect, the represented shareholder gives precise instructions to vote in accordance with the proposed resolutions formulated by the board of directors on the items included on the agenda.

Unless otherwise indicated by the shareholder, the proxy shall extend to matters which, although not appearing on the agenda and therefore unknown at the date of the delegation, may be submitted to a vote at the Annual Shareholders' Meeting, in relation to which the proxy shall cast the vote in the sense they consider most favorable to the interests of the Company and of the shareholder they represent.

## Representation and voting by means of remote communication prior to the meeting

The board of directors, on the basis of the Company's bylaws and the Annual Meeting regulations, has resolved to authorize the remote exercise of proxy and voting rights, provided compliance with the following:

- I. The procedural guarantees established in this section for each action;
- II. The guarantees relating to the deadline for receipt and the identification and accreditation of shareholder status outlined in the following section "common rules for the exercise of remote voting or proxy rights" of the notice of call; and
- III. All other legal requirements.

Shareholders may cast or delegate their votes in advance of the Annual Shareholders' Meeting in accordance with the following rules:

### **1. Voting or delegation prior to the Annual Shareholders' Meeting through postal correspondence:**

Shareholders wishing to cast their vote or to delegate their vote by postal correspondence prior to the Annual Shareholders' Meeting may do so:

- 1.1.** By means of the produced by the depositary institution.
- 1.2.** By means of the card produced by Acerinox.

#### **1.1. By means of the produced by the depositary institution.**

The shareholder must complete the sections relating to delegation or remote voting, if applicable, on the card issued by the depositary institution, and:

- a.** if they cast their vote prior to the meeting or if they delegate their vote to the board of directors or one of its members, they must send it by post to the Shareholder Office of Acerinox, S.A. (Calle Santiago de Compostela no. 100, Postal Code 28035, Madrid) stating "Acerinox – Junta General de Accionistas [Acerinox -Annual Shareholders' Meeting]", or
- b.** if they delegate it to another person (other than the board of directors or one of its members), they must send it to the appointed representative.

#### **1.2. By means of the card produced by Acerinox.**

The shareholder may also grant representation or issue their vote remotely, either by post, signing the delegation or remote voting card drawn up by the Company (both available on the Company website: [www.acerinox.com](http://www.acerinox.com)), accompanied by the original nominative document showing the ownership of the shares, issued by the depositary institution of said shares, and a photocopy of the shareholder's Spanish National ID (DNI), Spanish Foreigner's ID (NIE), passport or equivalent document, and:

- a.** if they cast their vote prior to the meeting or if they delegate their vote to the board of directors or one of its members, they must send it by post to the Shareholder Office of Acerinox, S.A. (Calle Santiago de Compostela no. 100, Postal Code 28035, Madrid) stating "Acerinox – Junta General de Accionistas [Acerinox -Annual Shareholders' Meeting]", or
- b.** if they delegate it to another person (other than the board of directors or one of its members), they must send it to the appointed representative.

#### **1.3. Standards applicable to delegation by postal correspondence.**

Postal delegations must be accompanied by a copy of the representative's Spanish National ID (DNI), Spanish Foreigner's ID (NIE), passport or equivalent document of the representative.



In the event of a proxy granted or deemed to be granted in favor of members of the board of directors, it shall be deemed to be accepted by the proxy as soon as the delegation is received by the Company.

In the event of delegation of proxy in favor of a person other than one of the members of the board of directors, a copy of the proxy card must be sent to their representative and the Company must be notified of the granting of the proxy. The proxy to whom the vote is delegated by postal correspondence may only exercise it by attending the Annual Shareholders' Meeting in person, either telematically in the terms set forth in the section "Telematic attendance at the Annual Shareholders' Meeting" of this call, or by attending in-person at the place where the Annual Shareholders' Meeting is held.

#### **1.4. Common standards applicable to voting or delegation prior to the Annual Shareholders' Meeting through postal correspondence.**

Where shareholders are legal persons, the Company may demand to be sent a photocopy of the powers granted which authorize the natural person to sign the delegation or voting card on behalf of the legal person by 11:59 p.m. on April 17, 2024.

The shareholder may obtain the delegation or voting card from the Company by downloading and printing it from the website ([www.acerinox.com](http://www.acerinox.com)) or requesting it from the Shareholder Office (91 3985226, 91 3985221 or 91 3985285) for free delivery.

## **2. Remote or proxy voting prior to the Annual Shareholders' Meeting by electronic means:**

Shareholders wishing to exercise their proxy or voting rights prior to the celebration of the Annual Meeting by electronic communication should access the Company's website ([www.acerinox.com](http://www.acerinox.com)) at the link: "**Annual Shareholders' Meeting 2024 / Proxy voting, remote voting, and telematic attendance**", follow the instructions and complete the necessary data for each of the actions.

### **2.1. Electronic voting:**

Shareholders wishing to vote in person by electronic means must access the Company website ([www.acerinox.com](http://www.acerinox.com)) within the period and in the manner provided for in section 2.3 below and follow the instructions for exercising their voting rights by electronic means, which will be specified in the platform.

### **2.2. Granting of representation by electronic means:**

Shareholders wishing to grant a proxy by electronic means must access the Company website ([www.acerinox.com](http://www.acerinox.com)) within the period and in the manner provided in section 2.3 below and follow the instructions for the exercise of the proxy by electronic means, which will be available in the corresponding section.

Delegation carried out by electronic means must be accepted by the representative, and may not be used otherwise. For these purposes, the proxy shall be deemed to accept the delegation:



- I. by attending the Annual Shareholders' Meeting remotely, in accordance with the terms set forth in the section "Telematic attendance at the Annual Shareholders' Meeting" of the notice of call and of these instructions; or
- II. by physically attending the Annual Meeting at the appointed place and time.

In the event of a proxy granted or deemed to be granted in favor of members of the board of directors, it shall be deemed to be accepted by the proxy as soon as the delegation is received by the Company.

The proxy to whom the vote is delegated by electronic means may only exercise it by attending the Annual Shareholders' Meeting, either telematically or by attending the meeting in person.

### **2.3. Identification and accreditation of the shareholder who wishes to use electronic means of voting or delegation prior to the celebration of the Annual Meeting.**

Shareholders who wish to delegate or cast their vote through digital media in the meeting must prove their identity prior to 11:59 p.m. on April 17, 2024, using the platform provided for this purpose on the Company website ([www.acerinox.com](http://www.acerinox.com)) by:

- I. Electronic identity document;
- II. A recognized electronic user certificate which is valid and in force and has not been revoked, in accordance with the applicable legislation, and issued by the Spanish Public Certification Authority (CERES), which is part of the Fábrica Nacional de Moneda y Timbre; or
- III. User/password credentials which may be requested through the form available in the platform.

If a shareholder who is a legal entity wishes to cast their vote or proxy by electronic means by identifying themselves through user/password credentials, the natural person acting as their representative must accredit their status as such and request the corresponding credentials from the Company by sending an email to [accionistas@acerinox.com](mailto:accionistas@acerinox.com).

The Company reserves the right to request shareholders to provide additional means of identification that it considers necessary to prove that they are shareholders and to ensure the authenticity of their vote or delegation.

### **2.4. Unavailability of the electronic means/Connection failures**

The Company reserves the right to modify, suspend, cancel or restrict the electronic delegation and voting mechanisms when technical or security concerns are raised. If any of these events occur, an announcement will be made on the Company's website ([www.acerinox.com](http://www.acerinox.com)). This will not affect any votes or delegations already made, or the shareholders' rights to attend and representation.

The Company will not be liable for any losses incurred by shareholders due to faults, overloads, line breaks, connection failures or any other problem of a similar nature beyond the Company's control, which prevents the use of voting mechanisms or electronic delegation. These circumstances shall therefore not constitute an illegitimate denial of shareholder rights.



### 3. Common rules for the exercise of remote voting or proxy rights prior to the Annual Shareholders' Meeting:

To be approved, proxies conferred and votes cast prior to the meeting by remote communications (by post or through digital media) must be received by the Company at its head offices or on the Company website by 11:59 p.m. on April 17, 2024.

After the aforementioned deadline, the only delegations admitted shall be those issued using the cards of the share depository entities or of the cards drawn up by Acerinox duly filled in and presented by the representative to the persons responsible for the shareholder register within the two hours prior to the time arranged for the start of the meeting at the appointed day and location for holding the Annual Shareholders' Meeting.

This delegation or vote will only be considered valid if the condition of the delegating shareholder is confirmed, checking that the ownership and the number of shares provided by each of the persons who issue their representation or vote by remote communication coincides with the data provided by IBERCLEAR.

#### 3.1. Priority rules between delegation and votes through remote communications prior to the Annual Shareholders' Meeting and attendance (in-person or telematic) at the Annual Shareholders' Meeting

The telematic or in-person presence of a shareholder at the Annual Shareholders' Meeting who had previously delegated representation or voted through remote communications, using whatever channel, will render this delegation or vote null.

The shareholder's physical attendance at the meeting shall prevail over telematic attendance.

If the shareholder has performed several delegations or votes (electronic or by post) the action (delegation or vote) which prevails shall be the most recent. If there is no certainty about the time when a shareholder delegated or voted, the vote (regardless of the means used for its communication) shall prevail over the delegation. If the shareholder has cast different and opposing votes, either digitally or by mail, the vote cast last - or, if the date of casting is uncertain, the last vote received by the Company - shall prevail.

Shareholders casting a distance vote are to be considered as present in convening the meeting.

### Telematic attendance at the Annual Shareholders' Meeting

Pursuant to article 17 bis of the bylaws and article 12 of the Annual Meeting regulations, the board of directors has enabled shareholders with the right to attend and their proxies to attend the Annual Shareholders' Meeting by telematic means under the terms set out in this section.

In order to guarantee the identity of the attendees, the correct exercise of their rights, real-time interactivity and the proper conduct of the meeting, shareholders or their proxies wishing to attend telematically must access the online platform set up for this purpose on the Company's website ([www.acerinox.com](http://www.acerinox.com)) under the terms set out in this section.



Once the shareholder or their proxy have accessed the online platform, they may attend and vote at the meeting via remote communication in real time.

## 1. Preregistration:

In order to allow for the proper management of the telematic attendance systems, shareholders wishing to attend the meeting telematically and vote by remote communication must first register on the telematic attendance registration platform set up for this purpose on the following website ([www.acerinox.com](http://www.acerinox.com)) accrediting their identity between the time of publication of this call and until 11:59 p.m. on April 17, 2024, by any of the following means:

- I. Electronic identity document;
- II. A recognized electronic user certificate which is valid and in force and has not been revoked, in accordance with the applicable legislation, and issued by the Spanish Public Certification Authority (CERES), which is part of the Fábrica Nacional de Moneda y Timbre; or
- III. User/password credentials which may be requested through the form available in the platform.

If a shareholder who is a legal entity wishes to preregister in order to attend the Annual Shareholders' Meeting telematically by electronic means, identifying themselves by means of User/Password credentials, the natural person acting as their representative must accredit their status as such and request the corresponding credentials from the Company by sending an email to [accionistas@acerinox.com](mailto:accionistas@acerinox.com).

No registration will be accepted after this deadline.

Furthermore, in the event that the person attending telematically is a representative of a shareholder, in order to carry out the aforementioned prior registration, it is necessary that the shareholder who has granted the proxy in their favor has informed the representative of said proxy and has sent a copy of the delegation granted to the Shareholder Office of Acerinox, S.A. (Calle Santiago de Compostela no. 100, 28035, Madrid) or to the following email address [accionistas@acerinox.com](mailto:accionistas@acerinox.com) together with a copy of the Spanish National ID (DNI), Spanish Foreigner's ID (NIE), passport or equivalent document of the representative, before 11:59 p.m. on April 17, 2024, in order to be able to accredit the proxy granted.

Once the shareholder or, as the case may be, their proxy, has registered in accordance with the instructions previously indicated in this section 1, they may attend the meeting telematically by making the corresponding connection on the day the meeting is scheduled to be held, as indicated in the following section.

## 2. Connection and attendance:

The shareholder or proxy holder who has previously registered to attend the Ordinary Annual Shareholders' Meeting telematically in accordance with the provisions of section 1 above must log in through the online platform set up for this purpose on the following website ([www.acerinox.com](http://www.acerinox.com)), between 10:00 a.m. and 11:45 a.m. on the day the Annual Shareholders' Meeting is held and identify themselves again by one of the following means:



- I. Electronic identity document;
- II. A recognized electronic user certificate which is valid and in force and has not been revoked, in accordance with the applicable legislation, and issued by the Spanish Public Certification Authority (CERES), which is part of the Fábrica Nacional de Moneda y Timbre; or
- III. User/password credentials which must have been requested beforehand during the preregistration process through the form available in the platform.

The Company reserves the right to request shareholders or their proxy representatives to provide additional means of identification that it considers necessary to prove that they are shareholders and to ensure the authenticity of their vote or delegation.

Given that the meeting is expected to be held at second call, shareholders are recommended to access the online platform set up for this purpose on the website ([www.acerinox.com](http://www.acerinox.com)) on April 22, 2024. Only attendees who have logged in between 10:00 a.m. and 11:45 a.m. on the day on which the Annual Shareholders' Meeting is held may speak and/or vote at the Annual Shareholders' Meeting.

### 3. Participation:

Shareholders or their proxy representatives who, in the exercise of their rights, wish to intervene by telematic means at the Annual Shareholders' Meeting and, if appropriate, request information or clarifications in relation to the items on the agenda, request clarifications regarding the information accessible to the public that the Company has provided to the Spanish National Securities Market Commission since the last Annual Shareholders' Meeting was held or regarding the Auditor's Report, or make the proposals permitted by law, must formulate their intervention, question or proposal in writing and send it through the link provided for this purpose on the online platform from the day of their connection and until the end of the deadline for connection on the day of the Annual Shareholders' Meeting referred to in section 2 above (i.e., from 10:00 a.m. until 11:45 a.m. on the day of the Annual Shareholders' Meeting).

Those attending by telematic means who wish their participation to be recorded verbatim in the minutes of the Annual Shareholders' Meeting must clearly and expressly indicate so.

Without prejudice to reporting to the Annual Shareholders' Meeting on the interventions received, requests for information or clarification made by the attendees by telematic means shall be answered verbally during the Annual Shareholders' Meeting or in writing during the seven days following the Annual Shareholders' Meeting, in accordance with the provisions of the Spanish Capital Companies Act.

### 4. Votes:

Voting by telematic means on proposals relating to items on the agenda may take place as soon as the chairman declares the Annual Shareholders' Meeting quorate.

With regard to proposed resolutions on matters not included on the agenda that have been submitted in the legally admissible cases, those attending by telematic means may cast their



votes from the moment that the secretary of the Annual Shareholders' Meeting reads out said proposals and the corresponding voting form is enabled on the online platform in order to proceed to vote on them.

In any case, the voting process by telematic means in respect of all the proposals submitted to the Annual Shareholders' Meeting shall end when, following the reading of the summaries of the proposed resolutions by the secretary of the Annual Shareholders' Meeting, the chairman declares the conclusion of the voting period for the proposed resolutions.

### 5. Leaving the meeting:

Those attending by telematic means who wish to inform the notary public of their express decision to leave the meeting must do so via the online platform set up for this purpose on the website ([www.acerinox.com](http://www.acerinox.com)). Once the notary public has been informed of their express wish to leave the meeting, all subsequent actions shall be deemed not to have been carried out.

### 6. Other matters:

Legal entities and nonresidents in Spain may consult the Shareholder Office (on the telephone numbers 91 3985226/5221/5285, or by email at [accionistas@acerinox.com](mailto:accionistas@acerinox.com)) in order to adapt, with due guarantees, the mechanisms for attending the Annual Shareholders' Meeting by means of remote communication in real time. In cases where there are several co-owners of a securities depository, the person who registers first as the telematic assistant shall be considered the attendee and, therefore, any subsequent access by the other co-owners shall be denied. In relation to this and for the purposes of article 126 of the Spanish Capital Companies Act, it is presumed that the co-owner who registers first (in-person or telematically) is appointed by the rest of the co-owners to exercise the rights of a shareholder.

The Company shall not be liable for any damages that may be caused to shareholders or proxy holders as a result of the occasional unavailability of its website, as well as breakdowns, overloads, line failures, connection failures or any other eventuality of the same or a similar nature, beyond the Company's control, without prejudice to the adoption of the measures required by each situation, including the possible temporary suspension or extension of the meeting if necessary to ensure the full exercise of their rights by shareholders or their proxies.

## Electronic Shareholder Forum

The Company website ([www.acerinox.com](http://www.acerinox.com)) hosts an Electronic Shareholder Forum, which can be accessed with full guarantees by individual shareholders and voluntary associations created, in order to enable communications prior to the Annual Shareholders' Meeting. The operating rules which the shareholders will have to abide by in the Electronic Shareholder Forum will be available on the Company website, as approved by the board of directors.

## Live webcast of the Annual Shareholders' Meeting (streaming)

The Annual Shareholders' Meeting will be broadcast live (streaming) through the Company's website ([www.acerinox.com](http://www.acerinox.com)), which will be accessible both to shareholders and to any other person who so wishes, even if not a shareholder.

## Data protection

Acerinox, S.A., with Tax Identification Number (NIF) A-28250777 and registered office at Calle Santiago de Compostela no. 100, 28035, Madrid, is the data controller of the personal data that shareholders send to the Company (when exercising or delegating their information, attendance, representation and voting rights), or that are provided by the banks and securities companies or agencies in which such shareholders have their shares deposited or held in custody through the entity legally authorized to keep the IBERCLEAR book-entry register, as well as any personal data that may be generated in the context of the shareholders' attendance at the Annual Shareholders' Meeting.

Personal data will be processed by the Company for the following purposes and bases of legitimacy:

- To manage the development, compliance and control of the existing shareholder relationship with regard to the call and holding of the Annual Shareholders' Meeting. The legitimization for the processing is the legal obligation established in article 192 of the Spanish Capital Companies Act, which requires the creation of the list of attendees for the constitution of the Annual Shareholders' Meeting. Likewise, the aforementioned regulations impose the management and attention of different rights associated with the condition of shareholder.
- To record and broadcast the Annual Shareholders' Meeting. The legitimization for the processing is the legitimate interest of the Company, motivated by compliance with the recommendations of the Good Governance Code of Listed Companies of the Spanish National Securities Market Commission (CNMV).

The data obtained will be kept for the duration of the shareholding relationship, and thereafter for the legally established period, in order to be able to take any legal or contractual action.

The personal data will be transferred to the notary public's office for the purpose of drawing up the minutes of the Annual Shareholders' Meeting and will be processed by the technology or systems service providers and the entities contracted for the management and development of the Annual Shareholders' Meeting. In any case, no international transfers will be made and your data will not be subject to automated decisions.

Likewise, shareholders are informed that they may exercise their rights of access, rectification, deletion of data, request that the processing be limited, oppose the processing and, where appropriate, request the portability of their data, by writing to the email address [dpo@acerinox.com](mailto:dpo@acerinox.com) or via the postal address Calle Santiago de Compostela no. 100, 28035, Madrid, providing a copy of their Spanish National ID (DNI), Spanish Foreigner's ID (NIE) or legally valid supporting document, and indicating which right they wish to exercise. Likewise, if you are not satisfied with the exercise of your rights, you may contact the Data Protection Officer by email at the following address [dpo@acerinox.com](mailto:dpo@acerinox.com), or file a complaint with the Spanish Data Protection Agency through the website [www.aepd.es](http://www.aepd.es).

In the event that the attendance or delegation card includes personal data referring to individuals other than the holder, and in the event that a third party attends the Annual Meeting as a representative of the shareholder, the latter must inform them of the points indicated in this call in relation to the processing of personal data and comply with any other requirements that may be applicable for the correct transfer of personal data to Acerinox, without the latter having to take any additional action with regard to the interested parties.

Finally, in order for the information provided to the Company to be always up to date and to have no errors, nor be inaccurate or incomplete, shareholders must notify the Company as soon as possible of any changes and corrections to their personal data via the following email account [dpo@acerinox.com](mailto:dpo@acerinox.com).

Madrid, March 12, 2024

**Mr. Luis Gimeno Valledor**

**Secretary to the board of directors**

