

ACERINOX, S.A.

ARTICLES OF ASSOCIATION

*Recorded in the Commercial Register of Madrid and reported to the C.N.M.V. [Comisión Nacional del
Mercado de Valores - National Securities Market Commission]*

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ACERINOX, S.A.ARTICLES OF ASSOCIATION

TITLE I

NAME, DURATION, REGISTERED OFFICE AND OBJECT.

Article 1. Name

The Spanish Limited Company incorporated under the name "ACERINOX, S.A." shall be governed by these Articles and by the applicable legal provisions.

Article 2. Duration

The duration of the Company will be indefinite. It began operating on 29 October 1970.

Article 3. Domicile

The Company will have its registered office at calle de Santiago de Compostela, 100, Madrid.

The Company may open branches, agencies or regional offices in Spain or abroad, through the agreement of the Board of Directors, who will also have the power to agree to the relocation of the registered office within the same town.

Article 4. Purpose

The Company object consists of the manufacture and sale of Stainless Steel and other derived or similar products.

The activities relating to the Company object may be developed indirectly, by the Company, either wholly or in part, through the ownership of shares or participation certificates in companies that have the same or a similar Company objective.

TITLE II

SHARE CAPITAL, SHARES

Article 5. Share capital

The Share Capital is established as sixty-nine million sixteen thousand eight hundred and eighty-five euro, with seventy-five cents (69,016,885,75 Euro), and is represented by two hundred and seventy-six million sixty seven thousand five hundred and forty-three (276,067,543) ordinary shares, each with a face value of twenty-five Euro cents (0.25 Euro) numbered sequentially from one (1) two hundred and seventy-six million sixty seven thousand five hundred and forty-three (276,067,543), both included.

The shares are fully subscribed and paid up.

Article 6. Increase and decrease of capital

1. The Share Capital may be increased or reduced through agreement of the General Meeting legally called for this purpose, with the quorum of attendance and majorities stipulated by the Law for the amendment of Articles of Association. The General Shareholders Meeting, on the recommendation of the Board of Directors, shall determine the terms and conditions of each new issue, and the Board of Directors shall have specific powers to execute the resolutions adopted in this respect by the General Meeting.

2. The General Meeting, subject to the requirements established for amending the Articles of Association, may delegate to the administrators:

a) The power to set the date to put into effect the previously adopted resolution to increase the share capital by the sum agreed, and to establish the conditions thereof where not otherwise

provided for in the Meeting resolution. The term in which to exercise this delegated power may not exceed one year, except in the event of conversion of bonds into shares.

b) The power to agree one or more times to increase the share capital up to a specific figure, at the time and in the amount they shall decide, without prior consultation at a General Meeting. These amounts may, in no case, exceed half of the Company's capital at the moment of authorisation and must be paid for by means of monetary contributions within a maximum period of five years from the resolution of the Meeting.

3. Through delegation, the administrators are authorised to re-write in the Articles of Association the Article relating to the share capital, once the amount has been agreed on and raised.

Article 7. Form of shares, registration, acquisition and transfer thereof.

The shares are registered in Book Entry form in accordance with current regulations.

The shares are transferable by all means recognised by law.

Article 8. Rights conferred by the shares.

1. Each share confers its holder the rights set out in the Law, and, in particular, the right to participate in the distribution of company profits and assets resulting from liquidation; preferential subscription rights to new shares or bonds convertible into shares; the right to attend and vote at General Meetings, the right to challenge company resolutions, and the right to information.

2. When deciding upon the capital increase at the General Meeting, and in cases where the Company's interests so require, it may be agreed to fully or partially forfeit the preferential subscription rights. To validate this agreement, there must be strict compliance with the stipulations of the applicable Law.

3. There will be no preferential rights when the capital increase is due to the take-over of another company, or of all or part of the equity split off from the other company, or to the conversion of bonds into shares.

TITLE III

CORPORATE BODIES

Article 9. Management and representation of the Company.

The management and representation of the Company is the responsibility of the General Shareholders' Meeting and the Board of Directors in accordance with these Articles.

PART ONE

GENERAL SHAREHOLDERS' MEETINGS

Article 10. General Meeting

The General Meeting is the duly called and constituted meeting of shareholders. Their resolutions shall be binding on all shareholders, including those dissenting and those absent, without prejudice to the rights and actions that the Law confers thereon.

Article 11. Types of General Meeting

1. General meetings may be either ordinary or extraordinary.
2. The ordinary general meeting, with previous call notice to attend issued to this effect, must be held within the first six months of each financial year in order to, where applicable, approve company management, approve the financial accounts for the last financial year, and decide on the distribution of profit.
3. The ordinary general meeting will be valid even if it has been called or held outside of the term.

4. Any meeting other than the one mentioned in paragraph 2 of this article will be considered an extraordinary general meeting.

Article 12. **Call Notice**

1. Call notice

Both the Ordinary and Extraordinary General Meetings shall be called by the Board of Directors by means of an announcement published in the "Boletín Oficial del Registro Mercantil" [Official Gazette of the Commercial Register] or in one of the most widely circulating daily newspapers in Spain, on the website of the National Securities Market Commission, and on the Company's website (www.acerinox.com). There must be a period of at least one month between the call notice to attend and the date set for the Meeting. The call notice to attend may also state the date on which, if appropriate, the Meeting is to be held on second call. There must be at least a period of twenty-four hours between the first and second call.

2. Content requirements for the call notice.

The call notice will indicate the name of the Company, the date and time of the meeting, the business included on the agenda, and the position(s) held by whoever is calling the meeting. In addition, it will indicate the date on which shareholders must have their shares registered in their name in order to participate and vote at the General Meeting, where and how to access the complete documents and proposed resolutions, and the Company's web site where the information will be available.

3. Additional information to be included in the notice

Furthermore, the notice must contain clear and precise information on the procedures that shareholders must follow in order to take part and cast their vote at the General Meeting, including the following points:

a) The right to request information, to include business on the agenda, and to submit proposals for resolutions, as well as the term in which to exercise this right. When it is stated that that more detailed information on these rights is available on the Company's website, then the call notice may merely indicate the term for exercising said rights.

b) The system for casting votes by proxy, with specific indication of which forms must be used to delegate one's vote, and which means must be used so that the Company can accept electronic notification of the conferred representation.

c) The procedures established for distance voting, either by mail or electronic means.

4. Supplement to the call notice

Shareholders representing at least three percent of the share capital may request that a supplement be added to the call notice of the ordinary General Meeting, including one or more items on the agenda, provided that the new items are submitted together with an explanation justifying their inclusion or, where applicable, a duly justified proposal for a resolution. Under no circumstances may this right be exercised for call notices to attend extraordinary general meetings.

This right must be exercised by providing notice by attested means, which must be received at the registered office within five days following the publication of the call notice to attend. The supplement to the call notice must be published at least fifteen days before the date set for the Shareholders' Meeting. Failure to publish the supplement within this period will be deemed a reason to challenge the Meeting.

5. Inclusion of additional proposals on the agenda.

Shareholders representing at least three percent of the share capital may, within the same period indicated in the paragraph above, submit justified proposals for resolution on matters already included or which may be included on the agenda of the Meeting called. The Company shall ensure the distribution of these proposals for resolution and, where applicable, of the accompanying documentation, to the remainder of the shareholders, in accordance with the provisions in the Law.

6. Mandatory call of a General Meeting

The Board of Directors must call a General Meeting when requested to do so by one or more shareholders who represent at least three percent of the share capital. The application must include the matters to be dealt with.

In this case, the Meeting must be held within two months following the date on which the directors were formally requested to call it, including on the agenda the matters which are the subject of the request.

7. Universal Meeting

However, the Meeting shall be deemed to have been duly called and will meet a quorum to consider any matter if the shareholders representing the entire share capital are present or represented, and the attendees unanimously agree to hold the Meeting.

8. Electronic Forum

The Board of Directors is responsible for approving the operational guidelines of the Electronic Forum of Shareholders. These guidelines will be available on the Company's website.

Article 13. **General Meeting Quorum.**

The General Shareholders' Meeting will meet a quorum on first call when shareholders representing at least twenty-five percent of the subscribed capital with voting rights are present or represented. On second call, the Shareholders' Meeting will meet a quorum regardless of the share capital in attendance.

In order for the ordinary or extraordinary General Shareholders' Meeting to legitimately agree to an increase or reduction in capital, and any other amendment to the Articles of Association, the issuance of new bonds, the elimination or limitation of pre-emptive rights, as well as the transfer, merger, division or global assignment of assets and liabilities and the transfer of the registered offices abroad, shareholders owning at least fifty percent of the subscribed capital with voting rights must be present or represented on first call.

On second call, it will be sufficient if only twenty-five percent are in attendance.

Article 14. **Attendance at Meetings and Representation**

1. Attendance

Shareholders who own or represent a minimum of three hundred shares may attend the General Shareholders' Meetings. To exercise one's right to attend meetings and cast a vote, it will be legitimate to consolidate shares.

In order to attend the Meetings, it is imperative that the shares are registered with the corresponding Securities Depository at least five days before the date on which the Meeting is to be held.

2. Attendance by Proxy

All shareholders having attendance rights may be represented at the General Meeting by another individual, who does not have to be a shareholder.

The powers of representation must be conferred for each 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.

Article 15. **Constitution of the Presiding Commission. Discussions. Regime for adopting Resolutions.**

1 Chairman and Secretary of the Board.

The Chairman of the Board or, in his absence the Vice-Chairman, shall preside over the General Shareholders' Meeting. The Secretary to the Board shall act as Secretary to the Meeting.

In the absence of the persons mentioned in the preceding paragraph, the role of Chairman and Secretary shall be performed by the persons designated by the attendees at the Meeting.

2. Leading the discussions.

The Chairman shall lead the discussions, awarding the floor, in strict order, to all shareholders who have made requests in writing; then to those who have made requests verbally.

3. Separate voting by item.

At the General Meeting, those items which are substantially independent must be put to a separate vote.

Each of the items that constitute the Agenda will be the subject of a separate vote. In any case, although they may form part of the same item of the agenda, the following matters must be put to a separate vote:

- a) the appointment, ratification, re-election or removal of each director.
- b) amendments to the Company Articles of Association, each article or group of articles having its own autonomy.

4. Distance voting

For any type of General Meeting, the vote on proposals on items covered in the agenda may be directly delegated or performed by the shareholder by means of postal, electronic or any other type of remote correspondence, provided that the identity of the subject exercising the right to vote and the security of the electronic communications are duly guaranteed.

5. System of majorities

Company resolutions will be adopted by a simple majority of votes from shareholders present or represented at the General Meeting, with a resolution being considered as adopted when the share capital present or represented votes more in its favour than against.

In order for the resolutions referred to in the second paragraph of Article 13 of these Articles of Association to be adopted, if the share capital present or represented surpasses fifty percent, then the resolution is adopted by absolute majority. However, a favourable vote of two-thirds of the share capital present or represented will be required when the shareholders attending the second call represent twenty-five percent or more of the subscribed capital with voting rights without reaching fifty percent.

The voting rules may not use different assumptions or conclusions regarding the outcome of the vote based on the origin of the proposal, whether the proposal has been submitted by the Board or by the Shareholders.

6. Voting rights

Each share bestows the right to one vote. The Chairman of the General Shareholders' Meeting shall not have a casting vote.

Article 16. General Meeting Powers.

The General Meeting shall have the power to consider and agree on the following matters:

- a) The approval of the annual accounts, the distribution of profit and the approval of company management.
- b) The appointment and removal of directors, of liquidators and, where applicable, the account auditors, as well as undertaking any actions against these in accordance with the Company's responsibility.
- c) The amendment of the Company Articles of Association.
- d) The increase or reduction of the share capital.
- e) Restrictions or limitations on the right to preferential subscription.
- f) The acquisition, disposal or provision to another key asset company.
- g) The transformation, merger, division or global assignment of assets and liabilities and the transfer of the registered office abroad.
- h) The dissolution of the company.
- i) The approval of the final settlement balance sheet.

- j) The transfer of entities dependent on key activities undertaken by the Company up to that moment, even if it maintains full control over them.
- k) The transactions whose effects are equivalent to those of liquidating the Company.
- l) The remuneration policy for the Directors, according to the terms established by Law.
- m) Any other matter as established by law or in the Articles of Association.

A key activity or operational asset is to be considered as such when the volume of the operation surpasses twenty-five percent of the total assets listed on the balance sheet.

The General Shareholders' Meeting has no power to give instructions to the Board of Directors or subject to its authority the adoption by this body of decisions or resolutions regarding management affairs.

Article 17. Minutes.

The deliberations and resolutions of the ordinary or extraordinary General Shareholders' Meeting shall be recorded in the Minutes, which shall be approved by the Shareholders after the meeting. Failing this, the Minutes shall, within a period of 15 days, be approved by the Chairman and two comptrollers, with one being named by the majority and the other by the minority.

The minutes must be filed in the corresponding book and shall be signed by those persons acting as Chairman and Secretary if the minutes have been approved by the Shareholders' Meeting itself. Alternatively, they shall be signed by the Chairman and the two comptrollers who have approved them.

PART TWO

BOARD OF DIRECTORS

Article 18. Board of Directors.

The Board of Directors is the body responsible for managing, administering and representing the Company, without prejudice to the powers conferred on the General Shareholders' Meeting.

Article 19. Board Composition.

The Board of Directors shall be made up of a minimum of 5 and a maximum of 15 Board Members, as set by the General Shareholders' Meeting.

The legal provisions must be observed in order to elect the Board Members.

Article 20. Term of office of the Directors.

The board members shall carry out their duties for a period of four years.

Board members may be re-elected by the Shareholders as many times as considered opportune, provided that at the time of re-election the member has not reached the age of 72.

Article 21. Notice and quorum of Board meetings. Adoption of resolutions.

1. The Board of Directors must meet at least once per quarter and will be convened by its Chairman or acting Chair.

The notice will contain the agenda, set by the Chairman.

Directors representing at least one third of the Board may convene a meeting, stating the agenda in the call notice, to be held at a location within the vicinity of its legal address; if the Chairman, having been requested to convene a meeting, had not done so within the term of one month after being so requested.

2. Meetings will normally be held at the Company's offices, although they may also be held at another location determined by the Chairman. The board meeting may also be held in several locations simultaneously, as long as there is adequate interactivity and intercommunication in

real time between these locations using audio-visual equipment or telephone, thus ensuring the unity of the act. In this case, the connection system and, if applicable, the places providing the technical equipment necessary for the attendance and participation in the meeting will be duly indicated on the call notice. The resolutions will be considered to have been adopted in the place where the Chair is located.

3. Notwithstanding the aforementioned, and except where the Law so forbids, resolutions may be adopted for emergency purposes or special convenience without a meeting and in writing, adhering to the requisites and formalities established by the applicable regulations.
4. Unless the Board of Directors had been formed or exceptionally convened for emergency purposes, the Members must have the necessary information sufficiently in advance in order to discuss and adopt the resolutions on the matters at hand.
5. However, the Board may meet without the need to observe the aforementioned notice requirements if all of the members attend the meeting or those not attending give their consent in writing.
6. The Board Meeting will be deemed validly convened when at least half plus one of the present or represented members in office attend the meeting. Board members may appoint other board members to represent them. Non-executive board members may only do this for another non-executive.
7. The resolutions of the Board of Directors will be adopted by absolute majority by the board members attending the meeting. However, the permanent delegation of any power of the Board of Directors to the Executive Committee or the Managing Director, and the appointment of the Board Members to occupy these positions, shall require a favourable vote by two-thirds of the members of the Board in order to be valid.
8. The Chairman of the Board of Directors shall oversee the discussions, award the floor to the requesting Members and submit the matter to vote and shall not, under any circumstances, have a casting vote.
9. The discussions and resolutions of the Board shall be recorded in a minutes book and each minute will be signed by the Chairman and Secretary, or those acting as such.
10. The persons determined by the Chairman and the Managing Director may attend the meetings and committees of the Board of Directors.

Article 22. **Board of Directors. General Functions.**

1. The Management and Administration of the Company is the responsibility of the Board of Directors.
2. The Board must carry out the functions set out by the law, and, in particular, the following:
 - a) Establishing the corporate strategy and management guidelines.
 - b) Supervising the performance of Upper Management, holding their decisions accountable, and evaluating their management performance.
 - c) Ensuring the transparency of the Company's relations with third parties.These functions shall be carried out by the Board in full session or in committee.
3. The Board will determine the general strategy of the consolidated business group with the participation of other companies.
4. The Board and its Committees shall function according to the Law and statutes, and shall regulate its own functioning and the functioning of its Committees according to its own regulations, which shall be binding on all Board members.

Article 23. **Board Committees.**

1. The composition and functioning of the Executive Committee, Auditing Committee, the Appointments and Remuneration Committee and any other committee that may be created, in

addition to the establishment of the minimum functions of each of these Committees and the number of members, shall be governed the Board of Directors' Regulations.

2. The Board of Directors will form such Committees as required by the Law, as well as those it deems necessary or recommendable for convenience or for good governance purposes.

Article 24. Positions on the Board.

The following are the positions within the Board: Chairman, Vice-Chairman or Vice-Chairmen, Managing Director and Secretary.

1. The Chairman, in addition to the functions assigned by Law and in the Articles of Association, is charged with leading governance in the Company and the group of participated companies, directing the functions of the Board, ensuring that its members have sufficient information, and representing the Company at an institutional level.
2. In the event of absence or incapability, the eldest Vice-Chairman shall take his place. In the absence of vice-chairmen, this will fall to the Board Member with the longest tenure, and the eldest member in the event that there were several of equal tenure, followed by the next most senior should this Member decline.
3. The Board, at the request of the Chairman, and based on a report previously issued by the Appointments and Remuneration Committee, may appoint a Member of the Board for the Board to act as Managing Director and delegate on this Managing Director all the responsibilities relevant to this position in accordance with the law and the Articles of Association of the Company. The Managing Director shall be responsible for the effective leadership of the Company's businesses, in line with the decisions and principles that the General Shareholders' Meeting and the Board of Directors establish in their respective fields. The Managing Director will have command over all the Company's services and the Upper Management. The Managing Director will also be in charge of executing the general strategy of the business group and of ensuring it is carried out.

The position of Managing Director may be held by any member of the Board of Directors.

4. The Board, at the request of the Chairman, and based on a report previously issued by the Appointments and Remuneration Committee, may appoint a Secretary, and if applicable, a Deputy Secretary, who may or may not be board members; in the absence or lack of the Secretary, the Deputy Secretary, if so appointed, will act in this place. If not, this will fall to the youngest board member, and should he decline, the next youngest.

Article 25. Remuneration of Directors.

1. The office of Board Member shall be remunerated.

2. Board members will earn a fixed annual fee, apportionable by day in the event that their functions were not performed throughout all the year. The fixed remuneration will be payable monthly in arrears.

This will be complemented by the payment of allowances, which will only be received by those attending each session in person, or by teleconference.

Board Members who are Chairmen or ordinary members of the Board Committees shall also be entitled to the allowances indicated, which will be the same amount they are allotted for being on the Board and under the same conditions.

The allowance paid to the Board Chairman, when acting in this capacity, shall be the double of the other Board Members.

3. The amount of the previously mentioned remuneration will be determined by the Board of Directors as part of the board member remuneration policy, always within the yearly amount set out and in compliance with the other criteria included in the remuneration policy, which will be approved by the General Shareholders' Meeting at least every three years as a separate item of the agenda. The yearly remuneration of the Board Members shall vary depending on the

functions and responsibilities assigned to each of them, on whether they are members of a Board Committee and on other objective circumstances that are deemed relevant.

4. When a member of the Board of Directors is appointed as the Managing Director or conferred executive functions for some other reason, a contract must be drawn up between this individual and the Company, which must be previously approved by the Board of Directors, with the vote in favour of two-thirds of its members. The board member in question must abstain from attending the discussion and participating in the vote. The approved contract must then be attached to the meeting minutes. For Chief Executive Officers, the right to remuneration deriving from their status as Member of the Board shall be compatible with the right to remuneration for their position within Upper Management.

5. The contract will provide details on all the concepts for which payment may be due in the performance of the executive functions, including, when appropriate, the potential compensation for the early termination of these functions and the amounts to be paid by the Company in respect to insurance premiums or contributions to savings plans. The Director is not entitled to any payment for performing executive functions whose amounts or concepts are not laid out in this contract.

The contract must adhere to the remunerations policy approved by the General Meeting.

6. In the event the General Shareholders' Meeting authorises that a group of employees or all the employees of the Company are paid by awarding them shares or stock options of the Company, Board Members may also take part in these remuneration systems.

7. The Secretary of the Board, or Vice-Secretary if applicable, shall be remunerated as specified in the Regulations of the Board of Directors.

TITLE IV

FINANCIAL YEAR. ACCOUNTING DOCUMENTS AND DISTRIBUTION OF PROFITS

Article 26. **Financial year.**

The financial year shall commence on the first of January and end on the thirty-first of December of each calendar year.

Article 27. **Accounting documents.**

Within a maximum period of three months counted from the end of each Company financial year, the Board shall draw up the Annual Accounts, the Management Report and the proposal for the appropriation of profits. These documents must be reviewed by the Account Auditors.

From issuance of Call Notice to attend the General Meeting, any share holder may obtain from the Company, immediately and free of charge, the documents that have been submitted for approval thereof and the account audit report.

Article 28. **Distribution of Profits.**

Once the necessary amounts for paying taxes as forecast in the Company profits and allocation for legal reserves have been deducted, the liquid profits of the Company shall be distributed in the manner agreed on in the General Meeting, at the recommendation of the Board of Directors, complying with the limits and conditions established in the legislation in force.

TITLE V

DISSOLUTION AND LIQUIDATION OF THE COMPANY

Article 29. **Dissolution.**

The Company may be dissolved in the cases established by Law.

Article 30. **Form of liquidation.**

Once the dissolution of the Company is agreed on by the General Shareholders' Meeting, at the suggestion of the Board, the manner of liquidation shall be determined and one or more liquidators shall be appointed. The number of liquidators must be an odd number, and the General Meeting of

Shareholders shall determine their powers. This appointment puts an end to the powers of the Board.

During the period of liquidation, the General Meeting shall retain, the same powers it had during the normal operation of the Company and shall in particular have the power to authorise the accounts and final balance sheet of the liquidation.

Article 31. Rules of liquidation.

In the event of Company liquidation, the regulations established by Law shall be observed.