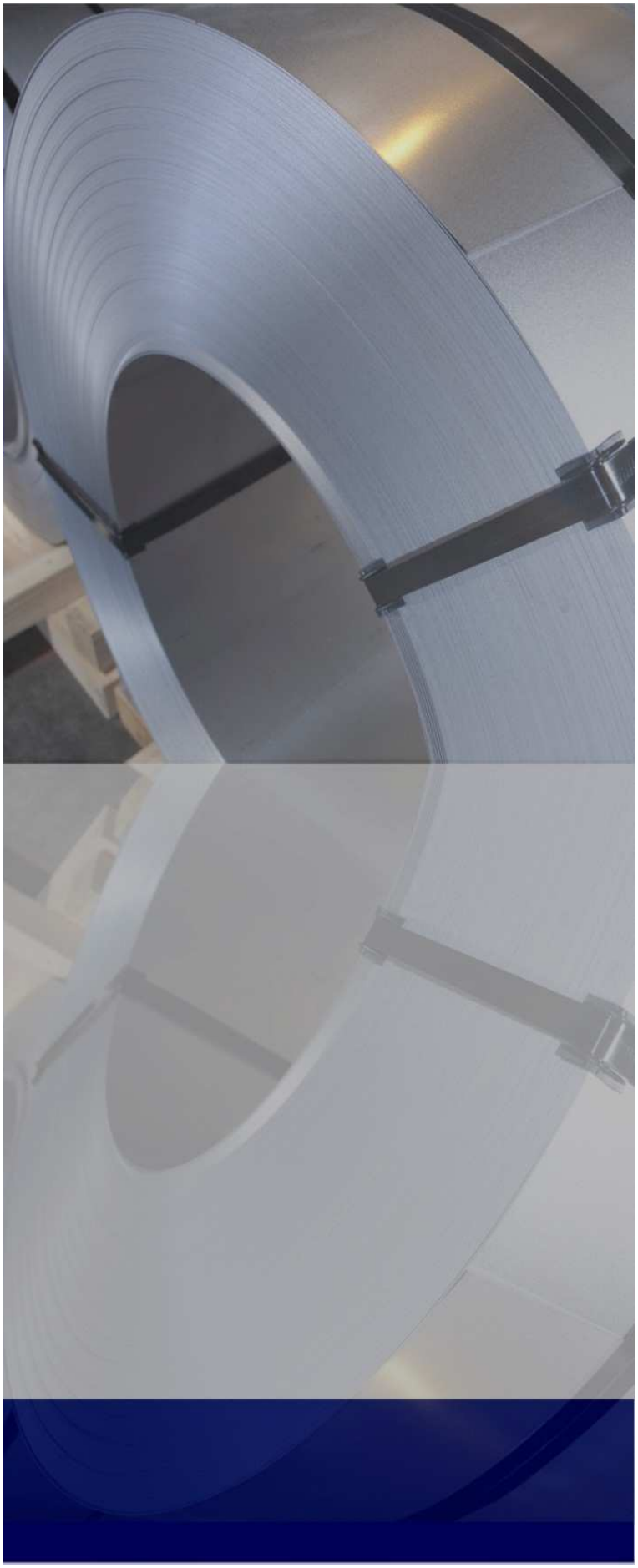

GENERAL POLICIES

3. General Policy for the Remuneration of Acerinox, S.A. Directors

February 29th, 2016

(Pending approval by General Shareholder Meeting on June 9, 2016)

GENERAL POLICY FOR THE REMUNERATION OF ACERINOX, S.A. DIRECTORS

The Board of Directors of ACERINOX, S.A. ("Acerinox" or "the Company") is responsible for the ongoing approval, design, assessment and review of the Corporate Governance System of the Company, and for approving the Corporate Policies that implement the principles set out in the Companies Act and in the Good Governance Code of Listed Companies, which contain the guidelines that govern the actions of the Parent Company and those of the companies forming part of the Group, as well as its board members, managers, and employees.

In compliance with the requisites established under the new and concordant articles 529 of the Capital Companies Act, 16.I) and 25.3 of the Articles of Association, and 11.III.3.f) of the Acerinox S.A. Board of Directors Regulations, on the motion of the Acerinox S.A. Board of Directors, and prior the report prepared by the Appointments, Remunerations, and Corporate Governance Committee, the following Directors' Remuneration Policy is hereby approved and shall be subjected to approval by the General Shareholders' Meeting at due time.

I.- General Principles of the Remunerations Policy

This Remuneration policy pools together several principles that are deeply-rooted in Acerinox tradition:

- Moderation in terms of the amounts that should be sufficient but not so large that they compromise impartiality and independence.

- Motivate attendance at all meetings, encouraging true dedication.

- Not interfere in the overall goals of the company through the creation of short-term stimuli.

- Being reasonably aligned with the general practice at companies with a comparable capitalization.

- Fit in well with the plans advocated by the Recommendations regarding Good Governance.

- Distinguish between the status of the executive directors and that of non-executive directors.

Executive director remuneration for the performance of executive duties is based on the following principles:

- Respect of the rights the interested party may have acquired if, before being appointment as executive director, he/she has provided services under the employment of the Company.

- Maintain the competitive nature of the executive remuneration regarding those of the competition.

- Align the variable remuneration with the group's targets in several spheres so there is a direct relationship between the financial result and the incentives that will be received.

- Acknowledge the capacity for creating value, as well as the terms of reference and personal profile of the executive directors.

II.- General Remuneration for Board Members

The remuneration for members of the Board of Directors shall be the following:

a) A fixed annual remuneration of 60,614.26 Euros divided into 14 payments. Periods of less than one year will be apportioned correspondingly.

b) A variable remuneration of 1,855.55 Euros for each meeting of the Board of Directors that is attended, even if said attendance is performed on-line.

c) A variable remuneration of 1,855.55 Euros for each meeting of the Executive Committee, the Audit Committee, or the Committee for Appointments, Remunerations and Corporate Governance that is attended, even is said attendance is performed on-line.

d) If other committee are created in the future, the variable remuneration earned shall be the same as the amount established in letters b) and c), unless the Board proposes otherwise.

e) The Chairman of the Board of Directors shall receive a fixed remuneration of 121,228.52 Euros, as well as a variable one of 3,711.10 Euros for each meeting of the Board of Directors he/she attends. If said individual holds the presidency or is a member of another committee, he/she will receive the same allowances as the remaining directors.

f) If a Vice-Chairman is appointed, said individual would only receive the amounts assigned to the Chairman in proportion to the sessions where the Vice-Chairman substitutes the Chairman.

g) Unless he is a manager of Acerinox, the Secretary of the Board or a Committee will receive the same remuneration as the directors, whether he/she is one or not.

The aforementioned amounts will be updated annually, if applicable, as long as this policy remains in force, through the decision of the Board of Directors and a prior report drawn up by the Appointments, Remunerations and Corporate Governance Committee on the basis of rationality and prudence.

III.- Remuneration of Directors that Perform Executive Duties at Acerinox S.A

1. Prior considerations

A special contract shall need to be executed between an individual and the company when this person performs executive duties; said contract must be approved by the Board of Directors by a majority of two thirds.

A special clause shall determine the effects of acquiring the status of director and any future loss of this status in any case in which the executive director was an employee of Acerinox, under any condition and in any position. This clause shall resolve any doubts that could arise from the change in the individual's relationship with the company, in accordance with legislation and case law interpretations at any given time.

2. Fixed remuneration

The Executive Directors, in addition to the amounts received by their membership of and assistance to the Boardl and its committees, shall receive a fixed remuneration and one or more variable concepts.

The amount of the fixed remuneration will be established in their respective contracts and updated, if applicable, annually at the beginning of the calendar year or retroactively at a later date, upon the decision of the Board of Directors.

3. Variable remunerations

a) Any remuneration received by executive directors for belonging to the other governance bodies of group companies other than Acerinox S.A. shall also be considered, for these purposes, as variable remuneration. These amounts shall be reflected in the Annual Corporate Governance Report and in the Annual Remuneration Report.

b) In the sole case of executive directors, it is considered appropriate to stimulate the reaching of targets and provisions, as well as remunerating special dedication and sacrifice by means of an annual bonus.

   This annual bonus shall be paid in accordance with the same methodology applicable to the remaining members of senior management.

   Bonuses for executive directors shall be proposed by the Board of Directors through the Appointments, Remunerations and Corporate Governance Committee, and the amounts shall be reflected in the Annual Corporate Governance Report, the Annual Remuneration Report and the Annual Report.

c) In accordance with what is established in Article 25.6 of the Articles of Association, executive directors may enjoy a variable remunerations system based on shares or on rights over said shares; this system must be approved by the General Shareholders' Meeting. This system may be structured through cash payments, stock option plans, or the handover of shares in the company. Should the variable remuneration materialise through stock option plans or plans for the handover of shares, said plans shall be granted for free; settlement may be carried out for any differences and shall not be transferable, except for any exceptions that may be established. This variable remuneration may be established each year and its maturity may be multi-year.

4. Payment in kind

Under the terms of Article 25.6 of the Articles of Association, executive directors may enjoy the same remuneration structure in kind, should such a structure exist, as the one established for managers of the company for which they provide their services.

5. Supplementary system for social security

Directors that perform executive duties at Acerinox shall benefit from a supplementary system for long-term social security savings that shall be established in their respective contracts, considering their personal circumstances. The amounts contributed by the company in favour of executive directors for this item, and the characteristics of this benefit, shall be detailed in the Annual Corporate Governance Report, the Annual Remuneration Report and the Annual Report.

IV.- Dismissal Benefits

Directors shall not receive any amount whatsoever as a consequence of being dismissed from their duties.

Contracts executed to regulate the relationship between executive directors and the company may include severance pay according to the individual's tasks, duties or services, but only if said individual's dismissal were not a consequence of their resignation from the Board or a disciplinary dismissal.

VI.- Circulation

The Company shall publish this policy on its website.