

REPORT BY THE DIRECTORS OF ACERINOX, S.A. IN ACCORDANCE WITH THE PROVISIONS OF ARTICLES 286, 296, 297.1.b) AND 506 OF THE RESTATED TEXT IN FORCE OF THE CORPORATE LAW ON THE PROPOSED RESOLUTION INCLUDED IN THE EIGHTH ITEM OF THE AGENDA OF THE GENERAL SHAREHOLDERS MEETING TO BE HELD IN FIRST CALL ON JUNE 4TH, 2013 AND IN SECOND CALL ON JUNE 5TH 2013.

Text of Item No.8 of the Agenda

“To give authorization to the Board of Directors, so that, in accordance with the provisions of the Article 297.1b) of Corporate Law, it may increase the share capital through monetary contributions at any time up to the figure of 31,163,068.25 euros within a period of five years from the date of authorization by the General Shareholders Meeting. Delegation to exclude the preferential subscription right according to the Article 506 of Corporate Law”

I. Delegation to the Directors. Article 297 1.b)

In accordance with the provisions of the Article 297.1.b) of Corporate Law, the General Shareholders Meeting, with the requirements established for the modification of Bylaws, can delegate to the Board of Directors the faculty to increase the share capital up to a certain figure, at the time and in the quantity the Board decides without prior approval from the General Shareholder Meeting. In any case, these capital increases will not be higher than half of the ACERINOX share capital at the time of authorization and should be made within a maximum period of five years from the approval by the General Shareholders Meeting.

JUSTIFICATION OF THE PROPOSAL

This proposal submitted to the General Shareholders Meeting is mainly motivated by the need to provide the Board with a flexible instrument authorized by existing Corporate Law, so that at any time without having to call and hold a General Shareholders Meeting, they are enabled to obtain capital resources within limits and based on terms, within a time period and under conditions decided on by the General Shareholders Meeting.

Since it is not possible to anticipate the capital needs of the Company, it turns to the delegation pursuant to the Article 297.1.b) of Corporate Law, which provides the Board of Directors with the adequate degree of flexibility to meet the needs of the company according to the circumstances. Therefore, for these purposes, the following proposal is submitted to the General Shareholders Meeting to delegate to the Board the faculty to increase the share capital by issuance of shares, with or without vote, at the time and in the quantity the Board decides without prior consultation of the General Shareholders Meeting. In any case these capital increases will not be higher than half of the ACERINOX share capital at the time of the Annual General Shareholders Meeting where this resolution is proposed and should be made by monetary contributions within a maximum period of five years from the approval by the General Shareholders Meeting.

Furthermore, the proposed resolution submitted to the General Shareholders Meeting includes the authorization of the Directors so that the new shares may be listed on the stock markets where Acerinox shares are listed in accordance with the procedures established in each of these markets, as well as the authorization of the Board so that it may delegate to any person the faculties that may be delegated by the General Shareholders Meeting.

II. Exclusion of The Preferential Subscription Right. Article 506

According to Article 506 of Corporate Law, in the case of listed companies, whenever the General Shareholders Meeting delegates to the Directors the faculty to increase the capital in accordance with the provisions of Article 297.1.b), previously referred to, it may also give them the authorization to suppress the preferential subscription right with regard to share issuances subject to the delegation when business interest so require, although this proposal of exclusion must be stated on the summoning of the General Shareholders Meeting and a report from the Directors justifying this proposal will be made available to the shareholders.

JUSTIFICATION OF THE PROPOSAL

The delegation to the Board of Directors to increase the share capital included in the proposal to which this report refers, also includes, in accordance with the provisions of the Article 506 of the Corporate Law, the delegation to the Directors of the right to suppress, totally or partially, the preferential subscription right when business interests so require, all within the terms of the Article 506 itself. The Board of Directors believes that this possibility will increase significantly the amount of handling required and the capacity of response above what a normal delegation to increase the share capital provides in the provisions of the Article 297.1.b) of Corporate Law, and it is thus justified, on the one hand, by the flexibility and agility sometimes necessary in order to act in the current financial markets. On the other hand the suppression of the preferential subscription right normally has a lower distortion effect in the trading of the shares of the Company during the issuance period, which is normally shorter than an issuance with rights.

In any case, it is expressly recorded that the total or partial exclusion of the preferential subscription right only constitutes a faculty that the General Shareholders Meeting gives to the Board and whose exercise will depend on whether the Board of Directors elects it, depending on the circumstances of each case and according to the legal requirements. If in the use of those powers, the Board decides to suppress the preferential subscription right with regard to a specific increase of capital which it occasionally decides to make under the authorization given by the General Shareholders Meeting, it will issue at the time of the increase approval a report detailing the reasons of business interest which justify such measure and in turn a report will be issued by the auditors as established in Article 506 of Corporate Law. Both reports will be made available to the shareholders and they will be communicated in the first General Shareholders Meeting after the capital increase approval, in accordance with what is established in the above mentioned rule.

PROPOSED RESOLUTION SUBMITTED TO THE GENERAL SHAREHOLDERS MEETING

The full text of the proposal is the following:

“To give authorization to the Board of Directors, as broadly as necessary by law, so that in accordance with the provisions of the Article 297.1.b) of Corporate Law, they may increase the share capital up to the figure of 31,163,068.25 euros (equivalent to half of the share capital at the time the General Shareholders Meeting is being held) and at any time within a period of five years from the date of the General Shareholders Meeting by the issuance of new ordinary shares, preference shares, redeemable, without vote or any other type permitted by law with or without premium, with the value of the new shares to be issued consisting of monetary contributions and being able to set the terms and conditions of the capital increase and the shares’ characteristics, and to freely offer the unsubscribed shares within the time limit or preferential subscription period, it is resolved that in the case of incomplete subscription, the share capital will be only increased by the quantity of subscriptions made and the article of the bylaws concerning capital will be amended.

Likewise, the Board of Directors is authorised to exclude totally or partially the preferential subscription right according to Article 506 of Corporate Law. In any case, if the Board decides to suppress the preferential subscription right with regard to the above mentioned capital increases, it shall issue, while adopting the corresponding agreement of capital increase, a report detailing the specific reasons of business interest which justify this measure which will be the subject of the corresponding report from the auditors referred to in Article 506 of Corporate Law. These reports will be made available to the shareholders and reported on at the first General Shareholders Meeting held after agreeing on the increase.

Delegation includes the authorization to make all necessary arrangements so that new shares are listed on the stock markets where Acerinox shares are listed in accordance with the procedures established in each of these stock markets.

Likewise, the Board of Directors is authorized to delegate to any qualified person the powers granted under this agreement”.

Madrid, April 22nd, 2013