



**CONVENING OF THE ORDINARY  
GENERAL SHAREHOLDERS'  
MEETING OF ACERINOX, S.A. TO  
BE HELD AT FIRST NOTICE ON 22  
MAY 2023 AND AT SECOND  
NOTICE ON 23 MAY 2023**

**Madrid, 12 April 2023**

# ACERINOX, S.A.

## ORDINARY GENERAL SHAREHOLDERS' MEETING

The Board of Directors of ACERINOX, S.A. (the “**Company**”), in accordance with the applicable legal and statutory precepts, has agreed to call the General Shareholders’ Meeting, which will take place in **Madrid, at Paseo de la Habana no. 208 (ONCE Auditorium)**, on 22 May 2023 at 12:00 noon, on first notice, and on **second notice at the same place and time on 23 May 2023**.

Notice is also given that the General Meeting is expected to be held on second notice **on 23 May 2023** unless otherwise notified on the website of the Company and the CNMV and by means of press announcements, to deal with the following:

### **AGENDA**

**One.** Examination and approval, if applicable, of the annual financial statements (Balance Sheet, Profit and Loss Account, Status of Changes in the Net Equity for the Financial Year, Cash Flow Statement and the Annual Report) and management reports referring to ACERINOX, S.A. and its Consolidated Group, all of which pertain to the year ended 31 December 2022.

**Two.** Examination and approval, if applicable, of the Consolidated Statement of Non-Financial Information for the 2022 financial year.

**Three.** Approval, if applicable, of the proposal to apply the result of ACERINOX, S.A., corresponding to the Financial Year ended 31 December 2022. The proposal includes the payment of a final dividend for 2022 of €0.30 gross per share to be paid on 17 July 2023.

**Four.** Approval, if applicable, of the management of the Board of Directors for the year ended 31 December 2022.

**Five.** Re-election and appointment of Directors, as applicable:

- 5.1. Re-election of Mr. George Donald Johnston as an Independent Director.
- 5.2. Appointment of Mr. Pedro Sainz de Baranda Riva as an Independent Director.

**Six.** Re-election of the Account Auditors of ACERINOX, S.A., and its Consolidated Group for the 2023 financial year.

**Seven.** Authorisation for the Board of Directors, in accordance with the provisions of Article 297.1.b) of the Spanish Capital Companies Act, to increase the share capital by means of monetary contributions on one or more occasions, at any time, up to the amount of **€32,465,543** within a period of **two years**, starting from the moment of authorisation by the General Shareholders' Meeting. Delegation to the Board of Directors to exclude the pre-emptive subscription right, if the interests of the Company so require, up to a maximum of **ten** percent of the share capital of the Company at the time of authorisation.

**Eight.** Approval of a reduction of share capital through the redemption of 10,388,974 treasury shares, (from the Treasury Share Buy-back Programme approved by the Board of Directors at its meeting of 27 July 2022), excluding the right of creditors to oppose, and consequent amendment of Article 5 of the Articles of Association relating to share capital.

**Nine.** Authorisation to the Board of Directors of the Company to acquire treasury shares for a period of two years, either by itself or through any of the companies of the ACERINOX Group, establishing the limits and requirements, thereby annulling the authorisation granted in Item Eleven of the Agenda by the General Shareholders' Meeting held on 16 June 2022.

**Ten.** Submitting of the "Annual Report on Directors' Remuneration of ACERINOX, S.A.", corresponding to the year ended 31 December 2022, to an advisory vote.

**Eleven.** Approval, if applicable, of an amendment to the Policy for the Remuneration of Directors to be applied from the moment of its approval consisting of the extension of the effects of the clawback clause to all variable remuneration of Executive Directors.

**Twelve.** Authorisation to the Board of Directors of the Company for the acquisition of up to 352,684 Acerinox shares to be used to pay the Third Cycle of the Second Multi-Year Remuneration Plan (2023-2025) established in favour of the Executive Directors and the rest of the Senior Management of the ACERINOX Group.

**Thirteen.** Authorisation to the Board of Directors of the Company for the acquisition of up to 449,906 shares of ACERINOX, S.A. to be used to pay the First

Multi-Year Remuneration Plan or Long-Term Incentive Plan (LTIP) established for Executive staff of the ACERINOX Group for the period 2021-2025.

**Fourteen.** Approval, if applicable, of the Third Multi-year Remuneration Plan or Long-Term Incentive Plan (LTIP) for the period 2024-2028 addressed to Executive Directors and the rest of the Senior Management of the ACERINOX Group, consisting of the payment of a part of the variable remuneration through the delivery of shares, and authorisation to the Board of Directors of the Company for the acquisition of up to 208,790 shares of ACERINOX, S.A. to be used to pay the First Cycle (2024-2026) of this Third Multi-Year Compensation Plan, or Long-Term Incentive Plan (LTIP).

**Fifteen.** Delegation of powers to the Board of Directors for the execution, correction and authorisation of the resolutions adopted at the General Shareholders' Meeting, and capacity of the powers to convert the said resolutions into a public deed.

**Sixteen.** Report by the Chairman on the most significant developments in the Corporate Governance of the Company, in accordance with the information contained in the Annual Corporate Governance Report for the 2022 financial year.

**Seventeen.** Report by the Chairman on the most relevant developments in the Company in the area of Sustainability and Climate Change, in accordance with the information contained in the Consolidated Statement of Non-Financial Information for the 2022 financial year.

**Eighteen.** Reporting to the General Shareholders' Meeting in accordance with Article 528 of the Spanish Capital Companies Act on the amendment of the Board of Directors Regulations.

## **SUPPLEMENT TO THE CALL TO MEETING AND PRESENTATION OF NEW PROPOSED RESOLUTIONS**

In accordance with Article 519 of the Spanish Capital Companies Act, Article 12 of the Articles of Association and Article 4 of the General Meeting Regulations, shareholders who represent at least three percent of the company's share may request the publication of a supplement to the present notice for the General Shareholders' meeting, adding one or more items to the Agenda, provided that

these new items are accompanied by an explanation or, where necessary, by a justified proposed resolution.

The exercise of this right must be exercised through due notification which must be received at the registered office (Calle Santiago de Compostela 100, Madrid, Postal Code 28035), addressed to the Shareholders' Office, within five days following publication of this notice to attend. The supplement to the call notice must be published at least fifteen days before the date set for the General Shareholders' Meeting.

Shareholders who represent at least three percent (3%) of the share capital may, in the same period indicated above, present justified proposed resolutions on issues included, or which must be included, in the Agenda of the General Shareholders' Meeting called, which must be received at the registered office (Calle Santiago de Compostela 100, Madrid, Postal Code 28035), addressed to the Shareholders' Office.

### **GENERAL INFORMATION PRIOR TO THE MEETING**

Pursuant to the provisions of Article 518 of the Spanish Capital Companies Act and Article 5 of the General Meeting Regulations, it is hereby stated for the record that from the publication of this notice of call until the General Shareholders' Meeting is held, the following documents will be available uninterruptedly on the Company's website ([www.acerinox.com](http://www.acerinox.com)):

- The present announcement of the call to meeting which includes the Agenda.
- Report on the total number of shares and voting rights of the Company on the date of the notice for the General Shareholders' Meeting.
- Full text of the proposed resolutions for each and every one of the items on the Agenda that will be submitted for approval at the General Shareholders' Meeting. The proposed resolutions submitted by the shareholders will also be posted, where applicable, as they are received.
- The Annual Financial Statements and Management Reports of ACERINOX, S.A. and of the Consolidated Group, the latter called "Integrated Annual Report 2022" and Auditor's Report on ACERINOX, S.A. and its Consolidated Group for the 2022 financial year.
- Report of the Consolidated Non-Financial Information Statement for the 2022 financial year verified by the independent verification service provider, included in the "Integrated Annual Report 2022".

- Annual Corporate Governance Report for 2022 financial year, and Auditor's Report on Information on the Internal Control over Financial Reporting (ICFR).
- The identity, curriculum vitae and category to which the members of the Board whose re-election and appointment is proposed in Item Five of the Agenda belong, as well as the proposals and reports referred to in Article 529-decies of the Spanish Capital Companies Act.
- Report of the Board of Directors on the delegation to the Board itself to increase the share capital in accordance with the provisions of Articles 297.1.b) and 506 of the Spanish Capital Companies Act included under Item Seven of the agenda.
- Report prepared by the Board of Directors in relation to the proposal to reduce the share capital through the redemption of treasury shares from the share buyback programme approved by the Board of Directors at its meeting of 27 July 2022, which is included under Item Eight on the Agenda of the General Shareholders' Meeting.
- Report of the Board of Directors on the authorisation for the acquisition of treasury shares, which is included in Item Nine of the Agenda of the General Shareholders' Meeting.
- Annual Report on Directors' Remuneration for the 2022 financial year, in accordance with Article 541 of the current Spanish Capital Companies Act, which is submitted to an advisory vote at the Ordinary General Shareholders' Meeting.
- Reasoned proposal of the Board of Directors on the amendment of the Policy for the Remuneration of Directors, as well as the report of the Appointments, Remuneration and Corporate Governance Committee on the aforementioned Policy.
- Report of the Board of Directors on the authorisation requested from the General Shareholders' Meeting to the Board to acquire shares corresponding to the Third Cycle of the Second Multi-Year Remuneration Plan or LTI, established in favour of Executive Directors and the rest of the Senior Management, which is included in the Item Twelve of the Agenda of the General Shareholders' Meeting.
- Report of the Board of Directors on the authorisation requested from the General Shareholders' Meeting of the Board to acquire shares corresponding to the First Multi-Year Remuneration Plan addressed to the management staff of ACERINOX Group corresponding to the period 2021-2025, which is included in Item Thirteen of the Agenda of the General Shareholders' Meeting.
- Report of the Board of Directors on the approval of the Third Multi-Year or Long-Term Incentive Plan 2024-2028, for Executive Directors and the rest

of the Group's Senior Management, and authorisation to acquire shares of the First Cycle of said Plan, which is included in Item Fourteen of the Agenda of the General Shareholders' Meeting.

- Report of the Board of Directors in accordance with Article 528 of the Spanish Capital Companies Act on the amendment of the Board of Directors Regulations.
- The Annual Report of the Audit Committee for 2022 financial year, on the independence of the auditors, referred to in Article 529-quaterdecies 4.f) of the Spanish Capital Companies Act.
- Audit Committee Report on Related-Party Transactions.
- Report on the operation of the Executive Committee during the 2022 financial year.
- Report on the operation of the Audit Committee during the 2022 financial year.
- Report on the operation of the Appointments, Remuneration and Corporate Governance Committee during the 2022 financial year.
- Report on the operation of the Sustainability Committee during the 2022 financial year.
- The forms that must be used to vote by proxy and remotely.
- Instructions for proxy voting, remote voting and telematic attendance at the General Shareholders' Meeting
- Operating instructions for the Shareholders' Electronic Forum.

Likewise, and in accordance with Articles 272, 287, 318 and 529-novodecies of the Spanish Capital Companies Act, any shareholder is entitled to examine at the registered office (Calle Santiago de Compostela no. 100, Madrid, Postal Code 28035), as well as to request the delivery or sending free of charge, of all the documents and reports detailed above, through the Shareholder Service Office on telephone numbers 91 3985226, 91 3985221 and 91 3985285, in writing at the registered office (Calle Santiago de Compostela no. 100, Postal Code 28035, Madrid) and by e-mail: [accionistas@acerinox.com](mailto:accionistas@acerinox.com).

### **RIGHT TO REQUEST INFORMATION**

Pursuant to the provisions of Article 5-bis of the General Meeting Regulations and Articles 197 and 520 of the Spanish Capital Companies Act, shareholders may, up to the fifth day prior to the date scheduled for the General Shareholders' Meeting, request from the Directors any information or clarifications they deem necessary regarding the items on the Agenda, or submit in writing such questions as they deem appropriate. Shareholders may also request in person or in writing,

in the same period, any explanation they feel is necessary from the Directors about the public information which the company has provided for the National Securities Market Commission (CNMV) since the last General Shareholders' Meeting, and about the Auditor's report. This is without prejudice to the shareholders' right to information on these matters during the General Meeting, either verbally in the case of those who attend the meeting in person or in writing in the case of those attending by electronic means, in accordance with the terms set forth in this notice.

Such requests for information, clarifications or questions may be made by sending the corresponding communication to the registered office (Calle Santiago de Compostela no. 100, Postal Code 28035, Madrid), addressed to the Shareholder Service Office, accrediting identity by means of a copy of their identity card or passport (and, in the case of a legal entity, a document of sufficient proof of representation), as well as of their status as shareholder, indicating the number of shares and the depository entity.

Valid requests for information, clarifications or questions made in writing and written replies provided by the directors will be posted on the Company's website.

### **RIGHT TO ATTEND**

Shareholders who are the owners of three hundred or more shares have the right to attend the General Shareholders' Meeting in accordance with Article 14 of the Articles of Association and 6 of the General 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 General Meeting, and justified with the appropriate attendance card or certificate issued by the depository entity 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. [Management Company for the Systems of Registration, Clearing and Settling of Securities] (IBERCLEAR).

### **In-person attendance of shareholders and proxies at the place where the General Meeting is to be held:**

At the place and on the date indicated in the notice of the General Shareholders' Meeting and from two hours prior to the time announced for the start of the meeting, shareholders 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 National Identity Document, NIE or passport.

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

### **RIGHT OF REPRESENTATION**

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

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 authorising the representation will include the identification of the person attending the General 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 favour 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 person 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 the members of the Board of Directors in relation to Items 4 and 10 of the Agenda; (ii) in relation to Items 5.1 and 5.2 of the Agenda, only the persons whose re-election is proposed; (iii) in relation to Items 11, 12 and 14 of the Agenda, (iv) the Secretary of the Board of Directors regarding items 12 and 14 of the Agenda; and (iv) in the cases set out in sections b) or c) of Article 526.1 of the Spanish Capital Companies Act that may be presented outside the Agenda in accordance with the Law, the Director affected, if applicable.

The documents containing the proxies for the General Shareholders' Meeting shall reflect the instructions on how to vote, with the understanding that if nothing is mentioned in this respect, the principal 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 General Meeting, in relation to which the proxy shall cast the vote in the sense they consider most favourable to the interests of the Company and of the shareholder they represent.

### **REPRESENTATION AND VOTING BY MEANS OF REMOTE COMMUNICATION PRIOR TO THE MEETING**

Based on the Articles of Association and the General Meeting Regulations, the Board of Directors has agreed to authorise the exercise of the right of representation and vote through remote communications as long as there is compliance with (i) the procedural guarantees established in this section for each of the actions, (ii) guarantees with regard to the period of reception, identification and accreditation of their status as shareholders given in the following section (common rules for the exercise of the right of representation and vote through remote communications) of this call and (iii) any other requirements demanded by law.

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

#### **1. Voting or delegation prior to the General Meeting through postal correspondence:**

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

- 1.1. By means of the card drawn up by the depositary institution.
- 1.2. By means of the card produced by ACERINOX.

1.1. By means of the card drawn up by the depositary institution.

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

- a) if they cast their vote before 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 Acerinox, S.A. Shareholder Service Office (Calle de Santiago de Compostela no. 100, Postal Code 28035, Madrid) 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 distance 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 Depository Entity, 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 before 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 Acerinox, S.A. Shareholder Service Office (Calle de Santiago de Compostela no. 100, Postal Code 28035, Madrid) 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) or passport.

In the event of a proxy granted or deemed to be granted in favour 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 favour 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 General Shareholders' Meeting in person, either telematically in the terms set forth in the section "Telematic attendance at the General Shareholders' Meeting" of this notice, or by attending in-person at the place where the General Meeting is held.

### 1.4. Common standards applicable to voting or delegation prior to the General Meeting through postal correspondence:

Where shareholders are legal persons, the Company may demand to be sent a photocopy of the powers granted which authorise the natural person to sign the delegation or voting card on behalf of the legal person by 11:59 p.m. on 21 May 2023.

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. Voting or delegation prior to the General Meeting through digital media:**

Shareholders wishing to exercise their proxy or voting rights at the General Meeting by electronic communication should access the Company's website ([www.acerinox.com](http://www.acerinox.com)) at the link: **“General Shareholders’ Meeting 2023 / Delegation, 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 software.

### 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 specified in the software.

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 General Shareholders’ Meeting by telematic means, in accordance with the terms set out in the section “Telematic attendance at the General Shareholders’ Meeting” of this notice; or (ii) by attending in-person at the place and on the day of the General Shareholders’ Meeting.

In the event of a proxy granted or deemed to be granted in favour 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 General Shareholders’ Meeting, either telematically or by attending the General Meeting in person.

### 2.3. Identification and accreditation of the shareholder who wishes to use electronic means of voting or delegation prior to the General 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 21 May 2023 using the computer programme on the Company web page for this purpose by: (i) Electronic Identity Document or (ii) a recognised 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 software.

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 e-mail 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. Suspension of the electronic systems / 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. In the event of this occurring, it will be announced on the company web page. 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. Rules common to the exercise of the right to representation or vote by remote means of communication prior to the General 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 its web page by 11:59 p.m. on 21 May 2023.

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 General Meeting at the appointed day and location for holding the General Shareholders' Meeting.

This delegation or vote will only be considered valid if the condition of 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.

Priority rules between delegation and votes through remote communications prior to the General Meeting and attendance (in-person or telematic) at the General Meeting

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

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 voted several times in different ways, electronically or by post, the latest of these shall be considered valid.

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

**TELEMATIC ATTENDANCE AT THE GENERAL SHAREHOLDERS' MEETING**

The Board of Directors, on the basis of the Articles of Association and the General Meeting Regulations, has enabled shareholders with the right to attend and their proxies to attend the General 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 use the online attendance mechanisms must access the online attendance platform set up for this purpose on the Company's website ([www.acerinox.com](http://www.acerinox.com)) in the terms contemplated in this section.

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

**1.- Pre-registration:**

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 notice and until 11:59 p.m. on 21 May 2023, by any of the following means: (i) Electronic Identity Document or (ii) a recognised 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 software.

If a shareholder who is a legal entity wishes to pre-register in order to attend the General 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 e-mail 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 favour to inform the representative of said proxy and to have sent a copy of the delegation granted to the Shareholders' Office of Acerinox, S.A. (Calle Santiago de Compostela no. 100, 28035 Madrid) or to the following e-mail address [accionistas@acerinox.com](mailto:accionistas@acerinox.com) together with a copy of the DNI, NIE or passport of the representative, before 11:59 p.m. on 21 May 2023, 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 assistance:**

The shareholder or proxy holder who has previously registered to attend the General Shareholders' Meeting telematically in accordance with the provisions of section 1 above must log in through the Telematic Attendance 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 General Meeting is held and identify themselves again by one of the following means: (i) Electronic Identity Document or (ii) a recognised 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 when performing pre-registration using the form available in the software.

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.

Given that the Meeting is expected to be held on second notice, shareholders are recommended to access the Telematic Assistance platform set up for this purpose on the website ([www.acerinox.com](http://www.acerinox.com)) on 23 May 2023. Only attendees who have logged in between 10:00 a.m. and 11:45 a.m. on the day on which the General Meeting is held may speak and/or vote at the General Shareholders' Meeting.

### **3.- 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 Telematic Assistance 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.

### **4.- Intervention:**

Shareholders or their proxy representatives who, in the exercise of their rights, wish to intervene by telematic means at the General 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 National Securities Market Commission since the last General 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 Telematic Assistance platform from the day of their connection and until the end of the deadline for connection on the day of the General Meeting referred to in section 2 above (i.e., until 11:45 a.m. on the day of the General Meeting).

Those attending by telematic means who wish their intervention to be recorded verbatim in the minutes of the General Meeting must clearly and expressly indicate this in the text of the minutes.

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

### **5.- Voting:**

Voting by telematic means on proposals relating to items on the Agenda may take place as soon as the Chairman declares the General Shareholders' Meeting quorate, provided that the attendee has registered and subsequently logged in, in accordance with the procedure set out in sections 1 and 2 above.



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 who have registered and connected previously may cast their votes from the moment that the Secretary of the General Shareholders' Meeting reads out said proposals and the corresponding link is enabled on the Telematic Assistance 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 General Meeting shall end when, following the reading of the summaries of the proposed resolutions by the Secretary of the General Meeting, the Chairman declares the conclusion of the voting period for the proposed resolutions.

#### **6.- Other matters:**

Legal entities and non-residents in Spain may consult the Shareholders' Office (on the telephone numbers 91 3985226/5221/5285, or by e-mail: [accionistas@acerinox.com](mailto:accionistas@acerinox.com)) in order to adapt, with due guarantees, the mechanisms for attending the General 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.

### **SHAREHOLDER FORUM**

The Company web page will host a Shareholder Electronic Forum, which can be accessed with full guarantees by individual shareholders and voluntary associations created, in order to enable communications prior to the General Shareholders' Meeting. The Operating Rules which the shareholders will have to abide by in the Shareholder Electronic Forum will be available on the Company web page, as approved by the Board of Directors.

## **LIVE WEBCAST OF THE GENERAL SHAREHOLDERS' MEETING (STREAMING)**

The General 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.

## **INTERVENTION OF A NOTARY PUBLIC AT THE GENERAL SHAREHOLDERS' MEETING**

The Board of Directors has resolved to request the presence of a Notary Public to take the minutes of the General Shareholders' Meeting, in accordance with the provisions of Article 203 of the Spanish Capital Companies Act and Article 13 of the General Meeting Regulations.

## **DATA PROTECTION**

ACERINOX, S.A., with Tax Identification Number (NIF) A-28250777 and registered office at Calle Santiago de Compostela, 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 authorised 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 General Shareholders' Meeting.

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

- To manage the development, fulfilment and control of the existing shareholder relationship with regard to the notice and holding of the General Shareholders' Meeting. The legitimisation 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 General 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 General Shareholders' Meeting. The legitimisation for the processing is the legitimate interest of the Company, motivated by compliance with the recommendations of the Good

Governance Code for Listed Companies of the 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 General Shareholders' Meeting and will be processed by the technology or systems service providers and the entities contracted for the management and development of the General 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 e-mail address [dpo@acerinox.com](mailto:dpo@acerinox.com) or via the postal address Calle Santiago de Compostela, 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 e-mail 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 General Meeting as a representative of the shareholder, the latter must inform them of the points indicated in this notice 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 e-mail account [dpo@acerinox.com](mailto:dpo@acerinox.com).

*Madrid, 12 April 2023*

*Mr. Luis Gimeno Valledor*

*Secretary to the Board of Directors*

Translation of the original in Spanish. In case of any discrepancy, the Spanish version prevails.