



**PROPOSED RESOLUTIONS OF THE
BOARD OF DIRECTORS TO BE
SUBMITTED TO THE ORDINARY
GENERAL SHAREHOLDERS' MEETING
OF ACERINOX, S.A. TO BE HELD ON
FIRST CALL ON 10 APRIL 2019 AND ON
SECOND CALL ON 11 APRIL 2019**

Madrid, 26 February 2019

(Free translation from the original in Spanish. In the event of
discrepancy, the Spanish-language version prevails.)

PROPOSED RESOLUTIONS OF THE BOARD OF DIRECTORS TO BE SUBMITTED TO THE ORDINARY GENERAL SHAREHOLDERS' MEETING OF ACERINOX, S.A. TO BE HELD ON FIRST CALL ON 10 APRIL 2019 AND ON SECOND CALL ON 11 APRIL 2019

Issues for Approval:

First Item on the Agenda: “Review and approval, where appropriate, of the Annual Accounts (Balance Sheet, Profit and Loss Account, Statements of Changes in Net Equity of the Year, Cash Flow and Annual Report) and the management reports of ACERINOX, S.A. and its Consolidated Group, for financial year ended on 31 December 2018”.

In relation to first item on the Agenda of the General Meeting, the Board of Directors proposes the following resolution:

“Approve the 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 Report of ACERINOX, S.A., as well as the Financial Statements and Management Report of its Consolidated Group for the year ended 31 December 2018”.

Second Item on the Agenda: “Review and approval, where appropriate, Report of non Financial Consolidated Information of ACERINOX, S.A. regarding 2018 financial year, in accordance with the provisions of the law 11/2018, on 28 December”.

In relation to second item on the Agenda of the General Meeting, the Board of Directors proposes the following resolution:

“Approval and report of non Financial Consolidated Information of ACERINOX, S.A. regarding 2018 financial year, in accordance with the provisions of the law 11/2018, on 28 December”.

Third Item on the Agenda: “Approval, where appropriate, of the proposed results allocation of ACERINOX, S.A. for the year ended 31 December 2018”.

In relation to the third item on the Agenda of the General Meeting, the Board of Directors proposes the following resolution:

“Approval the following proposed distribution of earnings of ACERINOX, S.A. for the year ended 31 December 2018”.

Resulted from the exercise	-125,599,654.29 Euros
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Application:

Negative results of exercise above..	-125,599,654.29 Euros
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Fourth Item on the Agenda: “Approval, where appropriate, of the management of the Board of Directors for the year ended on 31 December 2018”.

In relation to the fourth item on the Agenda of the General Meeting, the Board of Directors proposes the following resolution:

"Approve the management of the Board of Directors of ACERINOX, S.A. for the year ended 31 December 2018".

Fifth Item on the Agenda: "Approval, where appropriate, on the distribution of a dividend of unrestricted reserves at the amount of 0.30 euros per share to be paid on 5 June 2019".

In relation to the Fifth Item on the Agenda of the General Meeting, the Board of Directors proposes the following resolution:

"Approve the distribution of a dividend of unrestricted reserves for sum of 0.30 euros per each share of the 276,067,543 outstanding shares (with the limits of the article 148 of the Corporation Law on existing Treasury shares at the time of the payment) amounting to 82,820,262.90 euros. This dividend will be paid on 5 June 2019".

Sixth Item on the Agenda.- "Refund, where appropriate, contributions to shareholders, through the issuance Premium Account for 0.20 euros per share, to be paid on 5 July 2019".

In relation to the Sixth Item on the Agenda of the General Meeting, the Board of Directors proposes the following resolution:

"Approval of a return of contributions to ACERINOX, S.A. shareholders, charged to the issue Premium Account, for an amount of 0.20 euros per share of the 276,067,543 shares (with the limits of the article 148 of the Corporation Law on existing Treasury shares at the time of the payment) amounting to 55,213,508.60 euros. This payment of the Issue Premium will be paid to shareholders of ACERINOX, S.A., on 5 July 2019".

Seventh Item on the Agenda.- "Ratification and appointment, where appropriate, of the Directors:

7.1. Ratification and appointment of Mr. Ignacio Martín San Vicente as Independent Director.

7.2. Appointment of Mr. George Donald Johnston as Independent Director.

7.3. Appointment of Mr. Pablo Gómez Garzón as Proprietary Director.

7.4. Appointment of Mr. Mitsuo Ikeda as Proprietary Director".

In relation to the 7.1. Item on the Agenda of the General Meeting, the Board of Directors, upon the proposal of the Appointments, Remuneration and Corporate Governance Committee, proposes the following resolutions:

7.1 "Ratification the appointment of Mr. Ignacio Martín San Vicente as Director of ACERINOX, S.A. he was nominated at the Board of Directors held on 24

October 2018 and appointment Mr. Ignacio Martín San Vicente as Director of ACERINOX, S.A. for a period of four years as provided in the Articles of Association, Mr. Martín San Vicente is appointed as an External Independent Director”.

In relation to the 7.2 Item on the Agenda of the General Meeting the Board of Directors, on the proposal of the Committee on appointments, remuneration and corporate governance proposes the following resolutions:

7. 2 “Appointment of Mr. George Donald Johnston as Independent Director of ACERINOX, S.A. for a period of four years as provided in the Articles of Association. Mr. Johnston had submitted his resignation to the position of Director of ACERINOX, S.A., on 25 February 2019, with effective date on 11 April 2019, in order not to exceed his mandate of four years appointed on the General Meeting held on 3 June 2015, brought forward the General Meeting held on 11 April 2019 ”.

In relation to the 7.3 Item on the Agenda of the General Meeting the Board of Directors, on the proposal of the Committee on appointments, remuneration and corporate governance proposes the following resolutions:

7. 3 "Appointment of Mr. Pablo Gómez Garzón as a Director of ACERINOX, S.A. for a period of four years as provided in the Articles of Association. Mr. Gómez Garzón is named in the condition of Proprietary Director on behalf of Corporación Financiera Alba, S.A. Mr. Gómez Garzón fills the vacancy left by Mr. Pedro Ballesteros Quintana, also Proprietary Director on behalf of Alba Financial Corporación, SA, who leaves the post of Director of ACERINOX by submitting his resignation”.

In relation to the 7.4 Item on the Agenda of the General Meeting the Board of Directors, on the proposal of the Committee on appointments, remuneration and corporate governance proposes the following resolutions:

7.4 “Appointment of Mr. Mitsuo Ikeda Director of ACERINOX, S.A. for a period of four years as provided in the Articles of Association. Mr. Ikeda is appointed in the condition of Proprietary Director on behalf of Nisshin Steel Co Ltd. Mr. Ikeda fills de vacancy left by Mr. Katsuhisa Miyakusu, also Proprietary Director on behalf of Nisshin Steel Co. Ltd., which leaves the post of Director of ACERINOX by submitting his resignation”.

Eighth Item on the Agenda.- “Reduction of the number of members of the Board of Directors of ACERINOX, S.A. of fifteen to fourteen”.

In relation to the Eighth Item on the Agenda of the General Meeting the Board of Directors proposes the following resolution:

“Reduce the number of members of the Board of Directors of ACERINOX, S.A. on the basis of article 19 of the Articles of Association, until the number of fourteen

Directors with the aim of approaching the average of Directors of the companies of the IBEX-35”.

Ninth item on the Agenda.- “Approval, where appropriate, of a reduction of share capital by writing off of up to 5,521,350 shares, (from the first program of repurchase of shares) with exclusion of the right to opposition by creditors, and consequent modification of article 5 of the Articles of Association”.

In relation to the Ninth Item on the Agenda of the General Meeting, the Board of Directors proposes the following resolution:

- A) “To reduce the share capital of ACERINOX, S.A., in the figure of up to **1,380,337.50 euros**, by writing off up to **5,521,350 own shares** which are treasury shares. These actions have been previously purchased based on the authorization granted by the General Shareholders’ Meeting held on 10 June 2014 to the Board, within the limits provided for in the articles 144 et seq. and article 509 of the Corporation Law, and within the first program of repurchase of shares approved by the Board of Directors of ACERINOX, S.A., held on 19 December 2018, and published as a relevant fact in the CNMV and at the website of ACERINOX S.A. on 20 December 2018.

Reduction of capital is made with charge to the Volunteer Reserve, canceling, in the appropriate amount, the restricted reserve referred to in article 148.c of the Corporate Law, and proceeding to the provision of a reserve for capital amortized for up to 1,380,337.50 euros, (number equal to the nominal value of the depreciated shares) which will only be available with the same requirements for the reduction of the share capital, in application of provisions on number 335 c) of the Corporation Law. Consequently, as stated in this rule, creditors of the society not shall have the opposition right to which refers article 334 of the Corporation Law in relation to the reduction in capital agreed.

The purpose of this reduction of share capital by writing off of shares, is the increase of the value of the participation of shareholders in the Society.

This reduction of capital through writing off of shares, will be held within a maximum period of one month from the adoption of this agreement.

Reduction of capital does not involve return of contributions as the Company is the owner of amortized shares”.

Thus article 5 of the Articles of Association to read as follows:

Article 5 Capital

“The Share Capital is set at the amount of **euros 67,636,548.25** (or the amount resulting after the above) and is represented by **270,546,193 shares** (or the amount resulting after the above) ordinary and a nominal value of twenty-five cents each numbered consecutively from one to two hundred seventy million five hundred forty and six thousand cent ninety and three, including (or the amount resulting after the above).

Shares are fully subscribed and paid up”.

- B) "Empower the Board of Directors so within one month of the adoption of this agreement, can determine those ends that have not been made explicitly or which are a consequence of it, and adopt agreements, carry out the actions and grant the public or private documents that are necessary or suitable for the complete execution of this agreement, including, by way of example, publication of legal announcements and the realization of applications, and communications that are coming in order to exclude from the "stock market trading stocks depreciated, and such powers may be delegated by the Board of Directors in any other person that the Board of Directors expressly empower to the effect".

Tenth Item on the Agenda.- "Authorization to the Board of Directors for the acquisition of own shares for a period of two years, either by itself or by any of the companies of its group, setting limits and requirements, leaving without effect the authorization granted by the General Shareholders' Meeting held on 10 June 2014".

In relation to the Tenth Item on the Agenda of the General Meeting, the Board of Directors proposes the following resolution:

"Authorize and empower the Board of Directors of ACERINOX, S.A., or the person or persons to whom delegate, to acquire shares of the Company itself, either by itself or by any of the Group Companies under the terms of article 146 of the Corporation Law, by any consideration and for a period of two years from today, to a minimum value that will not be a 5% less than the corresponding to the Stock Market of the day on which the operation is running , and to a maximum value which shall not exceed 5% corresponding to the Stock Market of the day on which is running operation, as well as where appropriate to dispose them within the mentioned limits.

The maximum number of own shares which the company may acquire according to this agreement, adding to which the company and its subsidiaries already has, will be 10% of the subscribed capital.

This authorization fails to effect the one granted to this end at the General Shareholders' Meeting held on 10 June 2014".

Eleventh item on the Agenda.- "Authorization to the Board of Directors for the acquisition of shares of ACERINOX, S.A. to the payment of the second cycle (2019-2021) of a Multiannual Remuneration Plan, or Long Term Incentive (LTI) established for Executive Directors and the rest of the Senior Management of the Group, (Approval by the General Shareholders' Meeting 2018 of this Plan or Incentive)".

In relation to the Eleventh Item on the Agenda of the General Meeting, the Board of Directors proposes the following resolution:

"Approval of the Board of Directors to acquire shares in ACERINOX, S.A. to be used for the payment of the second cycle of Multiannual Remuneration Plan (2019-2021), or Long Term Incentive (ILP) for Executive Directors and Senior Management of the Group".

Approval by General Shareholders' Meeting held in the year 2018 of an incentive in a Multiannual Remuneration Plan, each terms or cycles began in the years 2018, 2019 and 2020, and with three years duration, respectively, since the beginning of each one.

In addition to this the Board authorized the Board of Directors to acquire ACERINOX, S.A. necessary shares to proceed to the payment of the Plan corresponding to the first of these cycles.

Since the second cycle starts in 2019 it is necessary to provide to the Board of Directors of the same faculty to acquire the necessary shares to proceed with the payment.

For better understanding of the proposal and transparency the characteristics of the Plan already approved and in point 5 specific authorization requested, and the number of shares which is projected, are summarized in points 1 to 4.

1.- Duration: The LTI has three cycles lasting three years each. The First Cycle of the Plan extends from 1 January 2018 to 31 December 2020. The Second Cycle will start on 1 January 2019 and end on 31 December 2021 and the Third Cycle will begin on 1 January 2020 and end on 31 December 2022.

2.- Purpose: The Long-Term Incentive (LTI) will allow Senior Managers, and among them the Executive Director, hereinafter referred to as "the beneficiaries", to receive an incentive payable in shares of ACERINOX, S.A. for a target figure of between 30 and 50% of the basic salary and with a total personal maximum of 200% of the respective target.

3.- Implementation: The LTI is implemented through the allocation to each Beneficiary of a certain theoretical number of shares ("Performance Shares"). To calculate this theoretical number of shares, the ACERINOX S.A. shares will be valued at the market price they held in the 30 trading days prior to the commencement of the Plan. That number of Performance Shares shall serve as the basis for determining the actual number of shares of ACERINOX, S.A. to distribute, where applicable, to the Beneficiary at the end of each cycle, depending on the degree of fulfilment of the objectives and subject to compliance with the requirements set out in the Regulations that govern each Plan.

4. Calculation. Metrics: Determination of the LTI to be received. The total number of shares to be distributed on the Settlement Date for each cycle, should the established requirements be met, will be determined on the Date of Calculation according to the following formula: Final Incentive = Target Incentive x Weighted Achievement Coefficient.

Where:

Final Incentive = number of shares of the Company, rounded by default to the nearest whole number, to distribute to each Beneficiary on the Plan Termination Date, according to the procedure stipulated in the Regulation.

Target Incentive = number of Performance Shares assigned to the Beneficiary.

Weighted Achievement Coefficient = Coefficient dependent on the level of fulfilment of the objectives to which the Plan is linked and which will be determined in accordance with the Regulation.

Metrics. The Weighted Achievement Coefficient will depend on the degree of fulfilment of the objectives to which the Plan for each cycle is linked. The achievement of the objectives will be measured through identifiable and quantifiable parameters, called Metrics (hereinafter, the “Metrics”). The Plan's Metrics will always be aligned with the Strategic Plan of the Company. For this reason, the Metrics may vary in each cycle depending on the Company's strategic priorities set at the beginning of each period.

These metrics are:

(i) The Total Shareholder Return (TSR):

This Metric makes up 75% of the Weighted Achievement Coefficient. At the end of each cycle, the TSR will be calculated, corresponding to ACERINOX and each of the companies in the Reference Group, which will be composed of companies listed on the IBEX-35 Index which are related to the regulation of each Plan. The companies of this Reference Group, including ACERINOX, will be ordered from the largest to the smallest according the corresponding TSR for each company.

The payment coefficient for the position ACERINOX occupies in the ranking will be determined below. For each position in the ranking, there is a corresponding payment coefficient, ranging from 0% to 200% of the Target Incentive, according to the following scale:

For a lower than average position in the Reference Group, the payment coefficient is 0% of the Target Incentive.

For an average position in the Reference Group (15th position in the ranking) (“minimum compliance level”), the payment coefficient will be 50% of the Target Incentive.

For a position in 75th percentile of the Reference Group (8th position in the ranking) (“maximum compliance level”), the payment coefficient will be 200% of Target Incentive.

For intermediate positions between the average and the 75th percentile of the Reference Group, the payment coefficient will be calculated by linear interpolation.

For the calculation of the Initial Value and the Final Value of the share price concerned, the trading references in the main stock market will be used.

(ii) Return on Equity (hereinafter, "ROE"):

This Metric makes up 25% of the Weighted Achievement Coefficient. For these purposes ROE is understood to be the ratio "(Net Profit – minorities) / equity". At the end of each cycle, the ROE will be calculated in respect of ACERINOX and each of the companies in the Reference Group, which will be composed of companies listed in the regulations of each Plan. The companies of this Reference Group, including ACERINOX, will be ordered from the largest to the smallest according to their corresponding ROE.

The payment coefficient for the position ACERINOX occupies in the ranking will be determined below. For each position in the ranking, there is a corresponding payment coefficient, ranging from 0% to 200% of the Target Incentive,

The shares finally received by the Beneficiary shall be as follows:

Share Incentive = Final Incentive x (1 - Withholding Tax Rate).

Where:

Share Incentive = Shares to be distributed after applying Personal Income Tax.

Final Incentive = Final Incentive.

Withholding Tax Rate = Rate of tax withheld as Personal Income Tax corresponding to the Beneficiary in accordance with the applicable legislation on Personal Income Tax.

The shares received by means of this Plan will be fully paid, admitted to trading and free from any charge or tax.

The Beneficiaries will be subject to the limitation that includes the obligation to retain the received shares (net of any corresponding payment of Personal Income Tax) during a period of one year from the date of receipt. After that period has passed, the shares will be freely disposable.

5. Maximum number of shares on which this First Cycle of the Plan is based (2019/2021). The number of shares that must be awarded shall be calculated by taking into account the value of the ACERINOX shares at the beginning of the respective Plan, any subsequent increase or decrease in their value being borne by the director. The maximum number of shares to be awarded in this First Cycle of the Plan is 185,303 shares, which represent 0.07% of the share capital of ACERINOX, S.A. In arriving at this figure, the initial value of the shares calculated were taken into account, according to the rules that govern the LTI and the maximum theoretical remuneration possible for this concept, the number of beneficiaries as on 1 January 2019, and the possibility that the number of beneficiaries may increase in the future if the Board of Directors increases the members of Senior Management. Any shares not allocated in this Second Cycle (2018/2020) will remain for the following cycles and ultimately the fate of vacant shares will be decided by the Board of Directors. The acquisition of shares by the Company will be done by taking into

account the provisions of ACERINOX'S General Policy of Conduct in Treasury Shares, approved by the Board of Directors in its meeting on 28 October 2016.

6. Authorisation of the Board of Directors. The Board of Directors is empowered in the broadest terms required by law and in accordance with the terms set out in the Regulations that govern the Senior Management's remuneration to apply, implement, interpret and perform this Agreement.

Twelfth item on the Agenda: "Advisory vote on the Annual Report on Remuneration of Directors of ACERINOX, S.A., corresponding to the financial year ended on 31 December 2018".

In relation to the Twelfth Item on the Agenda of the General Meeting, the Board of Directors proposes the following resolution:

"Approve the Annual Report on Remuneration of Directors of ACERINOX, S.A., for the year ended 31 December 2018, referred to in Article 541 of the Corporate Law, the text of which has been made available to the shareholders, along with the rest of documentation relating to the General Shareholders' Meeting."

Issues for information:

Thirteenth item on the Agenda: "Report from the Chairman on the most relevant aspects regarding Corporate Governance of the Company".

Fourteenth item on the Agenda: "Report to the General Shareholders' Meeting in accordance with the article 528 of the Corporation Law regarding the Regulations of the Board of Directors".

Order Issues:

Fifteenth item on the Agenda: "Delegation of powers to the Board of Directors for the execution, correction and authorisation of the resolutions adopted at the General Shareholders' Meeting, and granting of powers to convert such resolutions into a public deed".

In relation to the Fifteenth Item on the Agenda of the General Meeting, the Board of Directors proposes the following resolution:

"Delegate in the Board of Directors of ACERINOX, S.A., of the proper interpretation, correction, application, complement, development and implementation of arrangements approved by the General Shareholders' Meeting, as well as to replace the powers received from the Board and delegation of powers to the formalization and registration of the same, empowering indistinctly Mr. Rafael Miranda Robredo, Mr. Bernardo Velázquez Herreros, and Mr. Luis Gimeno Valledor to any one of them to appear before a notary and raise public deed, the previous agreements. This power will cover the right to make modifications, amendments and additions were necessary or

convenient as a result of observations or objections raised by the regulatory bodies of the stock markets, the stock exchange, the trade register and any other public authority with competences related to the agreements adopted”.

Sixteenth item on the Agenda: “Designation of auditors to approve the Minutes of the General Shareholders’ Meeting”.

In relation to the Sixteenth Item on the Agenda of the General Meeting, the Board of Directors proposes the following resolution:

"Appoint Ms. Mari Luz Blasco Pérez, by majority, and Ms. María Lucía Alonso de Noriega Muñiz, by minority, as auditors to approve the Minutes of the General Shareholders' Meeting of ACERINOX, S.A”.

Madrid, 26 February 2019