



# ACERINOX, S.A.

## ORDINARY GENERAL SHAREHOLDERS' MEETING

### PROXY CARD

				<b>SHAREHOLDER (NAME AND SURNAME(S) OR COMPANY NAME)</b>	
<b>1<sup>st</sup> CALL</b>		<b>2<sup>nd</sup> CALL</b>		<b>MINIMUM NUMBER OF SHARES TO ATTEND</b>	
<b>Date</b>	<b>Time</b>	<b>Date</b>	<b>Time</b>	300	
May 5, 2025	12:00	<b>May 6, 2025</b>	<b>12:00</b>		
<b>ADDRESS WHERE THE MEETING WILL BE HELD</b> Paseo de la Castellana nº 33 (Auditorio Mutua Madrileña), Madrid, 28046, Spain				<b>NUMBER OF SHARES HELD</b>	
<b>REGISTERED OFFICE OF ACERINOX, S.A.</b> Calle Santiago de Compostela nº100, 28035, Madrid					

Notice is also given that the meeting is expected to be held at second call on **May 6, 2025** (if this is not the case, sufficient advance notice and publicity will be provided).

For this General Shareholders' Meeting, the shareholder here appoints the following proxy:

(Check only one of the following boxes)

- The Chairman of the Board of Directors.
- .....

If the representations: (i) name the Board of Directors, or (ii) are unspecified in this regard on the card, it is understood that the representation is assigned, interchangeably and successively, to the Chairman of the Board of Directors, the Chief Executive Officer, or the Board Secretary, and in the foregoing order in the event that any of them were subject to a conflict of interest.



## Voting instructions on the proposals of the Board of Directors corresponding to the items on the agenda.

Check the appropriate box with an **X**. If any box is not checked, it will be assumed that the represented shareholder voting instruction is to vote in favor of the proposed resolution of the Board of Directors.

Agenda Item	1	2	3	4	5.1	5.2	5.3	5.4	5.5	5.6	5.7	5.8	5.9	5.10
<b>For</b>														
<b>Against</b>														
<b>Abstention</b>														

Agenda Item	6.1	6.2	6.3	7.1	7.2	7.3	7.4	7.5	7.6	7.7	8	9	10	11.1
<b>For</b>														
<b>Against</b>														
<b>Abstention</b>														

Agenda Item	11.2	12	13
<b>For</b>			
<b>Against</b>			
<b>Abstention</b>			

Agenda Item 14 is for informational purposes and is therefore not subject to a vote.

## Proposals on items not included in the agenda published with the call notice

For proposals not included on the agenda of the General Shareholders' Meeting, the proxy shall vote as they see best for the interests of the Company and of the shareholder they represent, unless they check the NO box below, in which case it will be assumed that the shareholder has instructed the proxy to abstain from voting on such proposals.

NO



## You can process your proxy appointment by:

- If you delegate your representation in favor of the Board of Directors or any of the members thereof, by mailing this card to the Shareholder Office at the registered office of Acerinox, S.A. (C/ Santiago de Compostela, 100 – 28035, Madrid) stating “Acerinox – Junta General de Accionistas [Acerinox – General Shareholders’ Meeting]”, together with the original document with the shareholder’s name proving ownership of the shares issued for this purpose by the depository institution of said shares, and a photocopy of the front of your Spanish national ID (DNI), of your Spanish foreigner’s ID (NIE), the identification page of your passport or equivalent identification document (of both the shareholder and the proxy). In order for the appointment to be considered valid, it must be received at the registered office of Acerinox, S.A. before 11:59 p.m. on May 4, 2025.
- If you delegate your representation in favor of someone else other than those mentioned in the foregoing paragraph, you must send the card to the designated proxy representative.

Signature of the delegating shareholder:

Signature of the attending proxy representative:

In ....., on....., 2025

In ....., on....., 2025

The following persons are stated to be subject to a situation of conflict of interest:

- I. all members of the Board of Directors in relation to Agenda Item 12 (“Annual Report on Directors’ Remuneration”);
- II. the persons whose reelection or appointment as Directors is proposed in the following Agenda Items in relation to their own reelection or appointment:
  - 7.1. (“Reelection of Ms. Leticia Iglesias Herraiz as Independent Director”);
  - 7.2. (“Reelection of Mr. Francisco Javier García Sanz as Independent Director”);
  - 7.3. (“Reelection of Ms. Marta Martínez Alonso as Independent Director”);
  - 7.4. (“Reelection of Ms. Rosa María García Piñeiro as Independent Director”);
  - 7.5. (“Appointment of Ms. Ana María García Fau as Independent Director”); and
  - 7.6. (“Reelection of Mr. Tomás Hevia Armengol as Proprietary Director”).
- III. the corresponding director in the event that one or more of the proposals referred to in sections b) (removal, resignation, or dismissal) or c) (exercise of a liability action) of Article 526.1 of the Corporate Enterprises Act are presented off-agenda to the General Shareholders’ Meeting, in accordance with the applicable law.

# AGENDA

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1. Examination and approval of the Annual Accounts (Balance Sheet, Income Statement, Statement of Changes in Net Equity for the financial year, Cash Flow Statement, and Notes to the Annual Accounts) and of the Management Reports referring to Acerinox, S.A. and its consolidated Group, and all of the foregoing corresponding to the year ended December 31, 2024.
2. Examination and approval of the Consolidated Non-Financial Information Statement and Sustainability Information corresponding to the year ended December 31, 2024.
3. Approval of the proposed distribution of earnings of Acerinox, S.A. corresponding to the year ended December 31, 2024. The proposal includes the payment of a final dividend for 2024 of thirty-one euro cents (EUR 0.31) gross per share to be paid on July 18, 2025.
4. Approval of the management of the Board of Directors for the year ended December 31, 2024.
5. Approval of the following amendments to the Company's Articles of Association:
  - 5.1. Amendment of Article 12 ("Call notice").
  - 5.2. Amendment of Article 13 ("General Shareholders' Meeting Quorum").
  - 5.3. Amendment of Article 14 ("Attendance at General Shareholders' Meetings and Representation").
  - 5.4. Amendment of Article 15 ("Constitution of the Presiding Panel. Deliberations. Framework for adopting resolutions").
  - 5.5. Amendment of Article 16 ("Powers of the General Shareholders' Meeting").
  - 5.6. Amendment to Article 20 ("Term of office of the Directors").
  - 5.7. Amendment of Article 21 ("Notice and quorum of Board meetings. Adoption of resolutions").
  - 5.8. Amendment of Article 23 ("Board Committees").
  - 5.9. Amendment of Article 24 ("Positions on the Board").
  - 5.10. Amendment of Article 27 ("Accounting documents").
6. Approval of the following amendments to the Regulations of the General Shareholders' Meeting:
  - 6.1. Amendment of Article 3 ("Types of General Shareholders' Meeting and Powers").
  - 6.2. Amendment of Article 9 ("Constitution of the General Shareholders' Meeting").
  - 6.3. Amendment of Article 10 ("Chairing the General Shareholders' Meeting. Presiding Panel").

7. Reelection and appointment of Directors. Determination of the number of members of the Board:
  - 7.1. Reelection of Ms. Leticia Iglesias Herraiz as Independent Director.
  - 7.2. Reelection of Mr. Francisco Javier García Sanz as Independent Director.
  - 7.3. Reelection of Ms. Marta Martínez Alonso as Independent Director.
  - 7.4. Reelection of Ms. Rosa María García Piñeiro as Independent Director.
  - 7.5. Appointment of Ms. Ana María García Fau as Independent Director.
  - 7.6. Reelection of Mr. Tomás Hevia Armengol as Proprietary Director.
  - 7.7. Determination of the number of members of the Board.
8. Reelection of the account auditors of both Acerinox, S.A. and its Consolidated Group, for the 2025 financial year.
9. Authorization for the Board of Directors, in accordance with the provisions of Articles 286, 296.1., 297.1. b), and 506 of the Spanish Corporate Enterprises Act, to increase the capital stock by means of monetary contributions, on one or more occasions and at any time, within a period of **two (2) years**, starting from the moment of authorization by the General Shareholders' Meeting, up to the maximum amount of **EUR 31,166,921.37**, with delegation in favor of the Board of Directors of the power to exclude preemptive subscription rights, if the interests of the Company so require, in relation to a maximum of **ten percent (10%)** of the stock capital of the Company at the time of authorization. This authorization overrides the delegation granted in Item Six of the agenda by the Company's General Shareholders' Meeting held on April 22, 2024.
10. Authorization to the Board of Directors of the Company for a period of **two (2) years** to acquire treasury shares, either by itself or through any of the companies in the Acerinox Group, establishing the limits and requirements, thereby annulling the authorization granted in Item Seven of the agenda by the General Shareholder's Meeting held on April 22, 2024.
11. Authorization to the Board of Directors of the Company for:
  - 11.1. The acquisition of up to one hundred thousand (100,000) Acerinox S.A. shares to be used to pay the third cycle of the Third Multi-Year Remuneration Plan, or Long-Term Incentive Plan, (2026-2028) approved in Item Fourteen of the agenda at the General Shareholders' Meeting held on May 23, 2023.
  - 11.2. The acquisition of up to fifty thousand (50,000) Acerinox S.A. shares to be used to pay the First Multi-Year Remuneration Plan, or Long-Term Incentive Plan (LTI), aimed at senior managers of the Acerinox Group corresponding to the period 2021-2025.
12. Submitting of the "Annual Report on Directors' Remuneration of Acerinox, S.A.", corresponding to the year ended December 31, 2024, to an advisory vote.
13. Delegation of powers to the Board of Directors for the execution, correction and authorization of the resolutions adopted at the General Shareholders' Meeting, and granting of the powers to formalize said resolutions by way of public deed.
14. Reporting to the General Shareholders' Meeting on the amendment of the Regulations of the Board of Directors approved at the meeting of the Board held on March 24, 2025.