

Management Report



2024

In-house translation of the original Spanish version. In the event of any discrepancy, the original Spanish version prevails.

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1. Acerinox S.A.

Acerinox S.A. is the holding company that establishes and monitors the strategic lines of the business. In addition, it provides corporate services such as legal, accounting, and advisory services, among others, and is responsible for directing and managing the Group's financing, as well as approving both CAPEX and organic and inorganic growth strategies.

Its headquarters, which are located in Madrid, have 121 employees. and is where the main decision-making and management bodies convene.

Acerinox's shares are admitted to trading on the Madrid Stock Exchange and the company is part of the selective Spanish IBEX 35. Approximately 47,500 shareholders, including individuals and legal entities, own stock in the company.

At December 31, 2024, Acerinox's share capital consisted of 249,335,371 ordinary shares with a par value of EUR 0.25 each.

2. Balance sheet

The most important figures for the year and their change with respect to the previous one are summarized in the following table:

EUR million	12M 2024	12M 2023	% 12M 24/ 12M 23
Revenue	360	377	(5)%
EBIT	134	153	(13)%
EBIT margin	37%	41%	
Pre-tax income	95	120	(21)%
Profit after tax	101	114	(11)%
Net financial debt	1,546	1,403	10%

(*) The net financial debt is calculated based upon the following items in the annual accounts: Long-term and short-term borrowings with financial institutions + Liabilities and other long-term and short-term marketable securities - Treasury

Acerinox, S.A.'s results are mainly derived from dividends from its affiliates, income from management fees and financial interest on loans granted to certain Group companies. During this fiscal year, the Company received dividends in the amount of EUR 261 million.



Statement of financial position and financing

ASSETS

EUR million	2024	2023	Variation
Non-current assets	2,071	1,725	20%
Current assets	850	972	(13)%
Receivables	32	26	24%
Cash	161	21	662%
Other current financial assets	656	925	(29)%
Total Assets	2,921	2,697	8 %

LIABILITIES

EUR million	2024	2023	Variation
Equity	1,070	1,130	(5)%
Non-current liabilities	1,430	1,198	19 %
Bank borrowings	1,409	1,177	20 %
Other non-current liabilities	21	21	(1)%
Current liabilities	421	369	14 %
Bank borrowings	298	248	20 %
Trade payables	4	4	10 %
Other current liabilities	119	118	1 %
Total Liabilities	2,921	2,697	8 %

The Acerinox Group's Consolidated Management Report provides a summary of the main milestones that have marked this fiscal year, many of which have had an impact on the parent, such as:

• Haynes acquisition: triple A investment (Americas Alloys Aerospace):

This year, Acerinox, through its subsidiary North American Stainless, acquired the Haynes Group, based in the United States.

Acerinox is holding firm to a strategy focused on the development and expansion of higher-value-added solutions. Haynes International provides access to new markets and industrial sectors such as aerospace and contributes its strength in the research and development of new alloys. The integration of Haynes will generate synergies for the Group in terms of expenses, sales, efficiency and process optimization. This American company was acquired by the Group's US subsidiary, NAS. It will become part of the High-Performance Alloys Division (HPA), created in 2020 with the acquisition of VDM Metals.

Acerinox will invest around USD 200 million over the next four years in the new platform in the US to increase capacity and develop synergies.

The transaction was finalized nine months after its announcement via a cash payment of USD 799 million, after receiving the green light from all pertinent regulatory authorities.

Acerinox incurred expenses for this transaction amounting to EUR 21 million.

• New organizational model at Acerinox Europa.

Acerinox Europa, in light of the market conditions and financial results of recent years, decided to implement a new organizational and production model at the Acerinox Europa factory, located in Campo de Gibraltar (Cadiz, Spain).

After almost five months of strike action, Acerinox Europa and the Works Council signed the IV Collective Bargaining Agreement for the plant. This agreement will remain valid until December 31, 2027,

The agreement seeks to strengthen the relationship between the company and its employees, promoting flexibility and a positive and collaborative work environment. All of this was necessary to implement the Group's strategy of creating high value-added products and increasing its presence for the end customer.

In addition, this agreement included, among other conditions, the commitment to sign a social pact agreement for employment. On December 20 of this year, together with the main labor unions, the principle of this agreement was signed. Among other aspects, it includes an employment rejuvenation program based on the voluntary adhesion of persons who meet the requirements specifically agreed therein. On the same date, the conditions of the rejuvenation plan applicable for 2025 were agreed upon. This agreement will allow the employees included in the plan to opt for early retirement under the conditions established in the plan, once they reach a certain age.

Acerinox has had to undertake a non-cash capital increase in Acerinox Europa in the amount of EUR 430 million through partial capitalization of the loan, leaving the loan drawn down in EUR 217 million.

In this fiscal year, Acerinox has had to record an impairment of its shareholding in this company amounting to EUR 96 million, according to the valuation made by the independent expert.

• Shut-down and sale of Bahru Stainless in Malaysia

Bahru Stainless was incorporated in 2008, aimed at supplying the Asian market, in addition to adding to the Group's global production through the purchase of semi-finished products from other factories. Strong Asian competition, some of it unfair, and market shifts hindered the development and profitability of this asset, which ceased to be strategic for the Group.

On October 10, a contract was signed with Worldwide Stainless Sdn. Bhd, a Malaysian company, to sell Bahru Stainless for USD 95 million. The transaction closed on December 3. This was an important strategic decision for Acerinox and presented the best possible formula for the various stakeholders.

The impact of this sale on Acerinox, S.A.'s results amounted to a loss of EUR 65 million.

• Approval of expansion plans at North American Stainless, VDM and Haynes

Acerinox, S.A. as the parent company of the Group and responsible for the strategy, decision making, and approval of the Group's strategy and investment plans. The main investments recently approved, aside from the acquisition of Haynes, have been:

- In January 2023, the Group announced an investment of USD 244 million in NAS to increase production capacity by 20%. The new equipment will be aimed at increasing the volume of flat products, with a special focus on increasing those with higher added value.
- In January 2024, the Group announced investments in VDM Metals valued at EUR 67 million with the goal of increasing sales by 15%.

This document is not required to include in its entirety the Statement of Non-Financial Information (NFIS), which is presented as a separate document and to which reference is made for further consultation.

3. Average supplier payment period

The average payment period to suppliers, both domestic and foreign, is as follows:

	2024	2023
Average supplier payment period	44 days	54 days
Ration of operations settled	45 days	55 days
Ratio of transactions pending payment	35 days	39 days
(Amounts in thousands of euros)	Amount	Amount
Total payments made	52,958	27,389
Total outstanding payments	2,774	2,139

Details of the volume and number of invoices paid are as follows:

	2024	2023
a) Monetary volume of invoices paid within a period equal to or less than the maximum established in the regulations on late payment (in thousands of euros)	36,732	14,482
Percentage share of total monetary payments to its suppliers	69%	53%
b) Number of invoices paid within a period equal to or less than the maximum period established in the late payment regulations	4,515	5,797
Percentage share of total number of invoices of payments to its suppliers	80%	84%

The table includes, the same as above, the payments made to any supplier, whether domestic or foreign.

4. Human resources

At December 31, 2024, the Acerinox's parent company had an average of 121 employees, including the CEO.

The breakdown by category shows no significant variations with respect to the previous year.

Below is a table summarizing the average number of employees of the company, broken down by category:

	2024		2023	
	Men	Women	Men	Women
Senior Vice President	5	0	6	
Director	10	5	9	5
Manager	15	12	11	10
Analyst / Supervisor	17	14	14	12
Specialist	17	7	10	7
Administrative staff	6	13	11	15
Total	70	51	61	49

5. Acerinox shares

Acerinox's capital stock amounts to EUR 62,333,843 and is represented by 249,335,371 shares with a par value of EUR 0.25 per share.

All shares are admitted to official trading on the Madrid and Barcelona stock exchanges and are traded on the continuous market.

At December 31, 2024, Acerinox had a total of 47,000 shareholders:

	No. of shares	% capital
Corporación Financiera Alba SA	48,101,807	19 %
Danimar 1990 SL	14,224,988	6 %
Industrial Development Corporation of South Africa LTDA	8,809,294	4 %
Other shareholders	178,174,139	71 %

Acquisition of treasury shares

In the year 2024, a total of 181,224 shares were delivered from treasury shares for Acerinox senior managers for their participation in I.L.P. programs.

The number of shares acquired as treasury shares in 2024 was 100,000 shares. The par value of the acquisitions was therefore EUR 25,000.

At December 31, 2024 Acerinox held a total of 25,143 treasury shares.

Share price performance

Throughout 2024, stock markets were characterized by high volatility, mainly affected by the following circumstances:

- Interest rate adjustments implemented mainly by the US' Federal Reserve (Fed) and the European Central Bank (ECB).
- The interruption of crude oil production, geopolitical conflicts, and OPEC decisions.
- Uncertainty due to geo-strategic conflicts.
- Election seasons in the US and Europe

The Acerinox share decreased by 11% during the year. On January 2 reached a high of EUR 10.59/share and its lowest value was EUR 8.41/share on October 31. Our performance, relative to other manufacturers that were treated more harshly by the stock market, shows the successful strategy followed by Acerinox in recent years, with diversification towards higher value-added alloys.

Throughout 2024, Acerinox shares experienced significant movements. The first of these took place in February, following the Haynes International takeover bid and its positive reception by the market.

Low demand during the year and the Acerinox Europa strike led to a prolonged slump for much of the year. At the end of 2024, the sector as a whole was penalized for various "profit warnings" issued by companies in the sector, and by a worsening of expectations for 2025. However, in the case of Acerinox, this was offset by the revaluation of the stock due to the electoral change in the US.

Analysts' recommendations regarding Acerinox did not change significantly during the year. 85% issued a "buy" recommendation at the beginning of the year, as did 88% at the close; 6% of analysts advised holding and 6% selling.

The average target price of analysts following Acerinox was EUR 12.8/share.

In 2024, Acerinox shares traded on the 256 days the continuous market was in operation. The total number of shares traded amounted to 207,558,363 with average daily trading of 810,774 shares.

In 2024, trading totaled EUR 2,010,376,045, entailing a daily average of EUR 7,853,031.

6. Risks

Acerinox has implemented a risk management model backed by the Board of Directors and senior management. It aims to identify, evaluate and mitigate the risks inherent to the industry in which the Company operates, as well as their impact on financial goals and strategic objectives to the continued benefit of all its stakeholders.

Acerinox's entire organization is actively committed to this, starting with senior management, which is responsible for the design, implementation, and monitoring of the Risk Management System. This program, which is overseen by the Board of Directors, is aligned with the COSO ERM three-line model to cover all the Group's business areas:

- The first line of defense comprises operational profiles in charge of identifying and assessing specific risks related to their operations.
- The second line of defense is formed by the Group's Corporate Risk department, which is in charge of developing and monitoring risk management processes, as well as coordinating with the business units to evaluate these properly.
- The third line of defense is the responsibility of the Internal Audit department, which ensures that both previous lines are effective.

To support compliance with the Risk Management System, Acerinox has established the General Risk Monitoring and Management Policy of Acerinox S.A. and its Group of companies. This policy sets out the basic principles and the general framework to monitor and manage the risks faced by the Group.

Integrating risk management at all levels of the company fosters a proactive mindset that helps identify and assess potential threats, reflecting a strong risk culture that translates into:

- **More resilience:** a solid risk culture allows for better preparation to face crises and adapt to unforeseen changes.
- **Improved decision-making:** by systematically considering risks, decisions are made in a more informed and strategic manner.
- **Loss reduction:** identifying and mitigating risks early avoids financial and reputational losses.
- **Regulatory compliance:** a strong risk culture facilitates compliance with regulations and industry standards.
- **Fostering innovation:** the analysis of own risks stimulates innovation and growth, in turn generating new techniques and products.

The Group's risk management model, based on the COSO ERM framework, makes it possible to simplify, unify, and homogenize risk handling, with the Board of Directors as the main driving force and the last line of defense (annual audits) involved. Established risk management provides a solid framework for dealing with risks effectively. The Group, through at least two annual reviews, is able to systematically identify, assess, address, monitor and communicate risks, enabling more informed decisions and improved long-term performance.



The main risks that affect the entity directly or indirectly through its affiliates are as follows:

Category	Main risks	Description and examples	Main responses
External 	Economic cycles	The uncertainty associated with political changes following elections in many countries and new policies could lead to new trajectories for inflation, indebtedness, trade flows, and production costs.	Strategic plans focused on higher value-added products with the goal of having a more stable volume and margin base in low price cycles.
	Geopolitical	In an increasingly complex and rapidly changing world, social divisions have deepened, geopolitics is multipolar, and politics is veering toward protectionism, hindering both trade and investment. International military conflicts add stress to supply chains.	Constant global monitoring to mitigate and/or anticipate economic impacts and potential supply chain disruptions.
	Trade barriers	As a result of geopolitical changes and the shift towards protectionist policies, there is uncertainty about potential impacts due to the Group's global nature.	Monitoring of global trade trends with an active presence in the main local and international organizations and institutions.
ESG 	CO₂ emissions	In matters relating to environmental, social and corporate governance (ESG), the most significant risks are those related to the reduction of CO ₂ emissions, energy and occupational health and safety. Acerinox has targets for 2030 linked to these three areas; the specific action plans can be found in the corresponding sections of this report.	Sustainability Master Plan, called Positive Impact 360°. It establishes 5 pillars, including eco-efficiency and climate change mitigation, as well as LTIFR / TIR accident rates reduction.
	Energy		
	Health and safety		
	Labor unrest	The year 2024 was marked by a strike lasting almost 5 months at the Algeciras factory.	Signing of a new collective bargaining agreement effective to December 31, 2027.
Financial 	Climate change in the medium and long term	An analysis of transition risks and physical risks was performed following the TCFD. The analysis takes into account the climate-related risks identified in the CSRD.	Decarbonization plan. Implementation of energy efficiency measures, increased use of renewable energies and greater use of sustainable fuels.
	Raw material price volatility	The production of stainless steel and high-performance alloys requires raw materials, mainly nickel, ferrochromium and scrap. The prices of these raw materials are subject to significant volatility.	Alloy surcharge mechanisms and/or, if applicable, financial hedges to try to minimize the impact of the volatility linked to raw materials.
	Macroeconomic, market and third-party insolvency variables	This same context may put special stress on different macroeconomic and market variables, such as interest rates, exchange rates and commodity prices, and likewise the insolvency of third parties. These are risks that the Group faces in its daily operations in order to achieve its financial targets.	Partially insure the risk through financial hedging mechanisms and commercial credit insurance policies. There is an internal commercial credit risk management instruction as well as a global Commercial Risk Committee.
Technological 	Cybersecurity	While cybersecurity has always been present as a risk factor, the irruption of new technologies (AI) has increased this threat. This could lead to business interruption, loss of critical information, loss of customers and supplier trust or the imposition of fines by the authorities.	The Cybersecurity Master Plan is underway; this will increase our protection capacity and improve our response to potential threats
Operational 	Supply chain. Availability of raw materials / basic supplies	The availability of raw materials and basic supplies are fundamental to the Company's production process. Their timely and proper availability, as well as the quality and reliability of the products supplied, are fundamental to our work.	Through the implementation of corporate tools, the Group strives to maintain adequate stability in the supply chain, monitoring the quality and reliability of its raw materials suppliers, and other basic supplies necessary to ensure the continuity of our production process
Strategic 	Strategic plans	The execution and correctness of the strategic plans implemented by the company always comes with a risk of not achieving the targets set. Strategic investments, M&A processes, plans for improvement and target achievement, etc.	Non-strategic divestment plans for the Group (sale of Bähru Stainless), as well as investments focused on higher value-added products (high performance steels) and strategic markets (purchase of Haynes International).

7. Research, Development and Innovation (R&D&i)

Acerinox is strongly committed to research, development, and innovation; this is one of the Group's fundamental pillars. The Group's factories are the ones who really drive and carry out our various projects. They are supported by an Innovation and Technology Committee headed by the Group's CEO and made up of managers from various parts of the business, located at different facilities, whose main objective is to coordinate the R&D&i strategy, alongside managing and monitoring the funds for the same.

Among the different projects, it should be highlighted that the first cycle of the "Materials for the day after tomorrow" project was successfully completed under the motto "Energy of the future." Groups of experts met at Acerinox Europa to develop the ideas generated in the cycle. The teams organized workshops focused on hydrogen storage, combustion, fuel cells, and electrolysis, aiming to incorporate these into the Group's development processes.

The projects underway allow the Group's common portfolio to be expanded, deepening synergies and taking advantage of complementary facilities.

Another key synergy consists of the opportunity to have the high-performance alloys and stainless steel R&D teams both simultaneously involved in new funded projects with a high potential impact for Acerinox.

The addition of Haynes International made it possible to start a new line of R&D work, collaborating with VDM Metals to further strengthen innovation capacity. With it, key synergies are expected in the exchange of knowledge and mutual use of patents on high-performance alloys, cooperation on significant R&D projects to drive innovation, integration of process modeling expertise, and mutual use of Group-wide research facilities, including also the Stainless Steel Division.

Even though the parent company, Acerinox, S.A., did not carry out any R&D&i-related activities during 2024, the fostering of these activities is a pillar of its strategy.

8. Sustainability

Acerinox is committed to best practices in governance and sustainability to contribute to economic and social development. To this end, it has a responsible management model that structures, coordinates and strengthens the activities necessary to make this a reality.

In order to guide targets and ensure the sustainability of the business, a Sustainability Committee was created in 2020 within the Board of Directors. The Head of Sustainability reports to the Sustainability Committee. Its purpose is to supervise and promote actions related to the Group's commitment in this area.

For the deployment and implementation of our commitment to sustainability, the company has a sustainability plan, 360° Positive Impact, which responds to the ESG risks and materiality analysis, identifies the levers of value generation, and establishes long-term objectives to make this a reality.

Positive Impact 360° sets out the Group's main environmental, social and corporate governance initiatives. This multi-year plan is implemented through annual sustainability programs defined and agreed with the Group's different areas and factories. These programs are a legitimate tool for achieving continuous improvement in responsible execution.

The sustainability plan is structured around five strategic pillars:

Ethical, accountable and transparent governance	Eco-efficiency and climate change mitigation	Circular economy and sustainable products	Committed team, culture, diversity, and safety	Supply chain and community impact
Promote the development of a responsible and transparent management model and solid corporate governance, with a sustainable and long-term vision, which identifies and proposes responses to new ESG challenges and opportunities.	Establish commitments and objectives in climate change mitigation and develop an action plan to achieve them that includes energy efficiency measures, which are the bedrock of the climate change model.	Integrate circular economy processes into all operations by driving the development of sustainable and low-emission products.	Strengthen the alignment of people with the values of Acerinox, boosting their commitment to sustainability, promoting equality, the development of talent and the improvement of the climate, guaranteeing safety, health and well-being.	Manage the supply chain responsibly and be a company recognized for its commitment to local society and creating positive community impact.

This Plan includes the sustainability targets as a company with a 2030 horizon. In 2024, these targets have been revised, updating the carbon emissions reduction target, seeking to be compatible with limiting global warming to 1.5°C and based on science (SBTi); and the water consumption intensity target, focusing on improving the blue water footprint intensity.

Our targets for 2030

45.28%

reduction of CO₂ emissions (Scopes 1 and 2) vs 2021 (intensity and absolute value)

15%

reduction of CO₂ emissions (Scopes 2 and 3) vs 2021

7.5%

reduction in energy intensity compared to 2015

3%

annual reduction in the intensity of the blue water footprint

90%

recycled waste

10%

annual reduction in LTIFR

15%

women in staff

Section 7.1 of the Consolidated Management Report, general information on the Consolidated Statement of Non-Financial Information and Sustainability Statement, details the sustainability targets for the year 2030.

The targets are monitored monthly by the sustainability managers at each factory and are then reviewed by the corporate sustainability team. Likewise, changes are assessed on a quarterly basis by the Sustainability Committee, which subsequently reports to the Board of Directors. In each case, the necessary measures are taken.

The annual variable remuneration of the Group's main senior managers is linked to the achievement of these targets, which are being deployed in the different organizational areas. The specific objectives included in variable remuneration for 2024, in line with the 2030 Group road map, are as follows:

The identification and management of environmental risks is a matter of critical importance to Acerinox, in line with the risk model detailed in section 5. Risks of this report. In addition to legal obligations, the Group's own factories also have procedures in place to control environmental risks with appropriate assessment of likelihood and severity. All Acerinox factories have an environmental management system in accordance with the ISO 14001 standard.

To meet all these challenges, the Group believes that the innovation and R&D&i strategy must go hand in hand with the environmental challenges in order to produce a sustainable product. The implementation of eco-efficient management of production processes, from the source to the end of the product life cycle, supports these competitiveness and sustainability targets.

9. Anti-corruption and bribery

In all its actions, Acerinox takes into account its commitment to zero tolerance of corruption, bribery, fraud or similar illegal activities. The Board of Directors, through the Chief Compliance Officer and whistleblowing channels, ensures compliance with and observance of the Crime Prevention Model, which provides for the application of sanctions and referral to the competent jurisdiction in extreme cases.

The information and measures to combat corruption and bribery within the Group are mainly based on the provisions of the Code of Conduct and best practices, the Crime Prevention Model, and the instructions on prevention of bribery, which set out the obligations and ethical responsibilities. These are the main tools for compliance and prevention of crime by the Group, which also establish measures to prevent money laundering.

To encourage the application of the Code of Conduct, the Company has a whistleblowing channel, a communication tool accessible to all Acerinox employees and stakeholders to report behavior that breaches the provisions of the code.

The Group's whistleblowing channel was modified per Law 2/2003 of February 20, 2003, on the protection of persons who report regulatory violations and the fight against corruption. The aforementioned legislation incorporates the Whistleblower Directive into Spanish law.

No cases of corruption or bribery were detected in 2024. However, there were four substantiated cases, classified as fraud and petty corruption, related to the misuse of company assets or theft. Two of these cases were reported to the police or authorities. One of the cases resulted in a dismissal. In all cases, corrective measures were implemented to prevent future incidents.

Acerinox advanced further in its continuous improvement efforts to prevent and mitigate risks by subjecting the Crime Prevention Program to an external audit conducted by AENOR. The acquisition of the UNE 19601 certification confirms the good practices the Company has implemented in this area.

Lastly, the 2025-2028 Compliance Master Plan includes plans to obtain ISO:37001 certification for anti-bribery management systems.

10. Equality, diversity, and inclusion

The Group has an Equality, Diversity and Inclusion Policy, which applies to all companies. This policy, which includes merit and ability principles, aims to foster an environment that guarantees equal opportunities, eliminates discrimination, and encourages diversity and inclusion for all employees. It adheres to the legislation of each country and aligns with international best practices.

The Acerinox Group has a General Board Diversity and Director Selection Policy for Acerinox, S.A.

Acerinox understands equality, diversity, and inclusion as the sum of different potentials and personal and professional characteristics that enable it to multiply opportunities and achieve unique results in a changing and agile environment in order to succeed in the markets in which it operates.

Acerinox has been working for years to promote parity throughout its workforce, which has led to the integration of a cultural change in the Company. This process is leveraged by the implementation and annual development of the Acerinox Group equality plan and the eight vectors on which it is based (communication and awareness raising; selection and recruitment; classification, promotion, and under-representation of women; training and professional development; gender pay gap; co-responsibility and work/life balance; prevention of occupational risks and all types of harassment; and vigilance in gender-based violence).

Acerinox has equality plans negotiated with the representatives of workers at all the Group's companies in Spain and continues to promote specific initiatives adapted to the reality of each country where it is present.

In 2024, 93% of the measures established in the equality plans were carried out. These included initiatives in the areas of work-life balance, as well as training, development and promotion.

The Group's diversity and inclusion policy is supported by the Board of Directors and senior management, which have enshrined this concept as a strategic priority. The challenges of recent years, digital transformation, the coexistence of different generations and an increasingly uncertain and volatile environment have led the Company to pay particular attention to the strategic management of diversity, which is not just focused on reasons of age, gender, race, or disability.

Given the Company's global footprint, making the most of the diversity of available talent has become an asset and an undeniable business opportunity. Diversity management is therefore a strategic pillar and a fundamental criterion in the Group's decision-making process.

The percentage of women stands at 46% as a result of the initiatives implemented to attract and retain female talent.

Cultural diversity and vulnerable groups

Since the 2008 financial crisis, especially in Spain, employment loss for people aged over 45 has become an unfortunate reality. This age group experiences major difficulties in accessing the labor market. A stumbling block that becomes chronic after the age of 50, which means that a group that stands out for its experience and the knowledge that it can pass on to the new generations is not integrated into the labor market.

Acerinox offers complete careers where young people can shape their career plan with opportunities and have access to experiences in other countries and cultures that have high value for their professional trajectory. This allows them to interact with peers of different ages and 65 different nationalities. It is undoubtedly one of the main sources of enrichment and development of skills compared to traditional training.

To manage diversity and non-discrimination due to any kind of personal or social circumstances, Acerinox considers the specific conditions at the locations where it operates, which, in view of their geographical dispersion, present major cultural differences. Specifically, the promotion of workplace inclusion of people with different abilities is reflected in the 258 persons with some form of disability that are employed at Group level.

CEO for Diversity

Bernardo Velázquez, the Company's CEO, has joined the CEO Alliance for Diversity backed by the Adecco Foundation and the CEOE Foundation. This initiative's mission is to unite companies around a common and innovative vision of diversity, equity, and inclusion (DEI). Its focus is also on accelerating the development of strategies that contribute to business excellence, the competitiveness of talent in Spain, and the reduction of inequality and exclusion in Spanish society.

11. Corporate governance

Corporate governance

Corporate governance is the set of rules, principles, and procedures that regulate the Company's governing bodies.

In 2024, the following modifications were made in the area of corporate governance:

- The Acerinox General Shareholders' Meeting held on April 22, 2024, agreed to the Board of Directors' proposal to amend Article 24 of the Company Bylaws to regulate the position of Lead Independent Director. The change was approved with 99.67% of the subscribed voting capital present or represented at the Meeting voting in favor.
- The General Shareholders' Meeting held on April 22, 2024, at the proposal of the Board of Directors, approved the amendment of Article 25 of the Company Bylaws. The aforementioned amendment was approved to eliminate per diems for attending Board and committee meetings from the remuneration system of Acerinox's Board of Directors. Instead, Directors shall receive only fixed annual allowance, payable monthly in arrears and prorated on a daily basis in the event that they do not occupy the corresponding position during the entire year. The determination of the remuneration of each Director shall be made by the board and following a report from the Appointments, Remuneration and Corporate Governance Committee, within the framework of the Bylaws and the Remuneration Policy in force, respecting the maximum annual amount and other criteria contained therein. The amendment of this article of the Company Bylaws was approved with 99.6% of the voting capital in attendance and represented at the Meeting voting in favor.
- The General Shareholders' Meeting held on April 22, 2024 approved a new Directors' Remuneration Policy, applicable from the moment of its approval for fiscal years 2025, 2026 and 2027. This Policy eliminates Directors' per diems for Board and Committee attendance, establishes individual remuneration for Board Members in their capacity as such in accordance with their duties and dedication, modifies the remuneration system for the Chief Executive Officer in relation to his fixed and variable remuneration, and improves the alignment of the Policy with trends in Corporate Governance. This Policy was approved by the General Shareholders' Meeting with 95.19% of the voting capital in attendance and represented at the Meeting voting in favor.
- At its meeting held on April 22, 2024, the Board of Directors approved an amendment to the Regulations of the Board of Directors in order to adapt the aforementioned Regulations to the Directors' Remuneration Policy, eliminating from

the directors' remuneration system per diems for attending Board meetings and establishing, in their place, a fixed annual allowance payable monthly in arrears and prorated on a daily basis in the event that the position of Director is not occupied during the entire year.

The Acerinox Board of Directors carried out an annual evaluation of its performance and that of its Committees in 2024 through the Company's internal services.

The 2024 Acerinox Annual Corporate Governance Report, the Directors' Remuneration Report, the Financial Statements and the Management Report are available on the Spanish National Securities Market Commission and Acerinox websites from the date of publication of the 2024 Annual Accounts. The Annual Directors' Remuneration Report for the 2023 fiscal year was approved by the General Shareholders' Meeting held on April 22, 2024, with 95.13% of the shares present or represented.

The Board of Directors, in collaboration with its Committees, approves the Group's policies. In addition, the Board and its Committees, monitor the Company's targets, including those related to sustainability.

Board of Directors

In 2024, the Acerinox Board of Directors, composed of 11 Directors, met on 12 occasions. During the year, there were no changes in the composition of its members.

Board of Directors



**CARLOS ORTEGA
ARIAS-PAZ**

Chairman

Proprietary Director representing Corporación Financiera Alba, S.A.

Member of the Board of Directors since May 2022.

Elected with the favorable vote of 91.99% of the subscribed voting capital attending the 2022 General Shareholders' Meeting.

Holder of 22,222 shares at December 31, 2024.



LAURA G. MOLERO

External Independent

Member of the Board of Directors since 2017, re-elected in 2021.

She chairs the Appointments, Remuneration and Corporate Governance Committee and is a member of the Audit Committee.

Re-elected with the favorable vote of 97.24% of the subscribed voting capital attending the 2021 General Shareholders' Meeting.



**BERNARDO VELÁZQUEZ
HERRERROS**

Chief Executive Officer

Executive

Member of the Board of Directors since 2010, re-elected in 2014, 2018 and 2022.

Chief Executive Officer since July 2010. He is a member of the Executive Committee.

Re-elected with the favorable vote of 92.55% of the subscribed voting capital attending the 2022 General Shareholders' Meeting.

Holder of 118,944 shares at December 31, 2024.



**GEORGE DONALD
JOHNSTON**

Lead Independent Director

Member of the Board of Directors since 2014; re-elected in 2019 and 2023.

He is a member of the Audit Committee and the Executive Committee.

Holder of 6 shares at December 31, 2024.

Re-elected with the favorable vote of 87.76% of the subscribed voting capital attending the 2019 General Shareholders' Meeting.



**ROSA MARÍA GARCÍA
PIÑEIRO**

External Independent

Member of the Board of Directors since 2017, re-elected in 2021.

She chairs the Sustainability Committee and is a member of the Executive Committee.

Re-elected with the favorable vote of 97.32% of the subscribed voting capital attending the 2021 General Shareholders' Meeting.



**FRANCISCO JAVIER GARCÍA
SANZ**

External Independent

Member of the Board of Directors since 2020.

He is a member of the Executive Committee and the Appointments, Remuneration and Corporate Governance Committee.

Elected with the favorable vote of 92.78% of the subscribed voting capital attending the 2020 General Shareholders' Meeting.



TOMÁS HEVIA ARMENGOL

External Proprietary, representing Corporación Financiera Alba, S.A.

Member of the Board of Directors since 2016, re-elected in 2021.

Sits on the Sustainability Committee and the Audit Committee.

Re-elected with the favorable vote of 99.13% of the subscribed voting capital attending the 2021 General Shareholders' Meeting.



MARTA MARTÍNEZ ALONSO

External Independent

Member of the Board of Directors since 2017, re-elected in 2021.

Member of the Sustainability Committee.

Re-elected with the favorable vote of 98.05% of the subscribed voting capital attending the 2021 General Shareholders' Meeting.



LETICIA IGLESIAS HERRAIZ

External Independent

Member of the Board of Directors since 2020.

Chairs the Audit Committee and is a member of the Sustainability Committee.

Elected with the favorable vote of 92.59% of the subscribed voting capital attending the 2020 General Shareholders' Meeting.



SANTOS MARTÍNEZ-CONDE GUTIÉRREZ-BARQUÍN

External Proprietary, representing Corporación Financiera Alba, S.A.

Member of the Board of Directors since 2002, re-elected in 2006, 2010, 2014, 2018 and 2022.

He is a member of the Executive Committee and the Appointments, Remuneration and Corporate Governance Committee

Re-elected with the favorable vote of 91.57% of the subscribed voting capital attending the 2022 General Shareholders' Meeting.

Holder of 9,997 shares at December 31, 2024.



PEDRO SAINZ DE BARANDA RIVA

External Independent

Member of the Board of Directors since 2023.

He is a member of the Appointments, Remuneration and Corporate Governance Committee, as well as the Sustainability Committee.

Elected with the favorable vote of 92.05% of the subscribed voting capital attending the 2023 General Shareholders' Meeting.



LUIS GIMENO VALLEDOR

Secretary of the Board and General Secretary of the Acerinox Group.

Holder of 32,472 shares at December 31, 2024.

The Company Bylaws establish that the board may have between five and 15 Directors. Although the maximum number has been reached in the past, there are currently 11 Directors after the former chairman stepped down in 2022. This number is considered adequate to understand the needs of the company, although it is subject to change in the future if the circumstances so require.

Name	Position	Gender	Director			Committee			Other
			Executive	Proprietary	Independent	Executive	Audit	Appointments and remuneration	
Carlos Ortega Arias-Paz	Chairman			●		●*C			2022
Bernardo Velázquez Herreros	Chief Executive Officer		●			●			2010
Laura G. Molero	Director				●		●	●*C	2017
Rosa María García Piñeiro	Director				●	●			2017
George Donald Johnston	Lead independent director.				●	●	●		2014
Francisco Javier García Sanz	Director				●	●		●	2020
Tomás Hevia Armengol	Director			●			●		2016
Leticia Iglesias Herraiz	Director				●		●*C		2020
Pedro Sainz de Baranda Riva	Director				●			●	2023
Marta Martínez Alonso	Director				●				2017
Santos Martínez-Conde Gutiérrez-Barquín	Director			●		●		●	2002
Luis Gimeno Valledor	Secretary					SEC	SEC	SEC	SEC



Men



Women

*C: Chairman

The proportion of women on the Board at the end of 2024 was 36%

		
Board of Directors	7	4
Executive Committee	5	1
Audit Committee:	2	2
Appointments Committee	3	1
Sustainability Committee	2	3

Board Committees

Executive Committee

Composed of six members, it held two meetings.

Audit Committee:

Composed of four members, it held eleven meetings.

Appointments, Remuneration and Corporate Governance Committee

Composed of four members, it held ten meetings.

Sustainability Committee

Composed of five members, it held seven meetings.

Management Committee

At December 31, 2024, the following members sat on the Acerinox Management Committee:

Lucía Alonso de Noriega	Internal Audit
Esther Camós	Chief Financial Officer
José Campuzano	Health, safety and environment
Carlos Castillo	Legal Advice
Marisa Dafaue	Human resources
Antonio Fernández de Mesa	Financial
Miguel Ferrandis	Chief Corporate Officer
Cristóbal Fuentes	CEO of North American Stainless
José Manuel Garcelán	Compliance
Juan García	Risks
Antonio Gayo	Strategy
Luis Gimeno	Secretary General and Secretary of the Board

Fernando Gutiérrez	CEO of Acerinox Europa
Alexander Kolb	Deputy Secretary General
Carlos Lora-Tamayo	Investor Relations, Communication, Consolidation, and Reporting
Carlos Marqués	Raw material purchases
Niclas Müller	CEO of VDM Metals
Deniza Puce	Indirect Purchases
Alberto Ruiz	Cybersecurity
Carlos Ruiz	Sustainability
Johan Strydom	CEO of Columbus Stainless
Isabel Vaca	Information Systems
Bernardo Velázquez	Chief Executive Officer

At December 31, 2023, the following members sat on the Acerinox Management Committee:

General Shareholders' Meeting

The Acerinox General Shareholders' Meeting was held on April 22, 2024 in Madrid with the physical attendance of the Company's shareholders. A total of 1,874 shareholders, either in person or by proxy, were in attendance, representing 58.44% of the subscribed voting capital. All items on the agenda were approved with the sufficient majorities required by the Corporate Enterprises Act and the Company Bylaws.

12. Subsequent events

Interim dividend

The Board of Directors of Acerinox, S.A. held on December 18, 2024, decided to propose to the Ordinary General Shareholders' Meeting of the Company a dividend of EUR 0.62 per share charged to 2024 results, of which EUR 0.31 were paid as an interim dividend on January 24, 2025. This dividend will be submitted for approval at the General Shareholders' Meeting to be held in 2025.