

CONFLICT OF INTEREST POLICY

The Board of Directors of Barna Steel, S.A., on behalf of the entire Celsa Group ('**Celsa Group**'), in the context of its general and non-delegable power to determine the general policies and strategies of Celsa Group, has approved the *Conflict of Interest Policy* (the '**Policy**').

I. Purpose

This Policy is aligned with, and develops, the values of honesty, loyalty, and respect for the law and the ethical values enshrined in the Celsa Group's Code of Ethics and Professional Conduct, the Celsa Group professionals' principles in particular '*...must not use the company's assets, means and resources for personal gain or benefit from them. It is not permissible to use Company resources for profit or for personal business projects without the Company's knowledge*'.

On one hand, the policy defines the principles and criteria to identify situations and relationships that generate conflicts of interest, and, on the other hand, it defines the principles to prevent and mitigate possible conflicts of interest that may arise as a result of the activities of Celsa Group professionals.

Celsa Group is sensitive to the development of people in their professional and personal spheres, encouraging professionals to promote their interests both within and outside the Celsa Group environment. However, it does not prevent Celsa Group from seeking to regulate activities or relationships by professionals that could have a negative impact on Celsa Group creating, at the same time, a conflict of interest between what is beneficial for the professional, the obligations arising from their job, and the interests of Celsa Group.

II. Scope

The Policy applies to the members of the Board, the Executive Committee, managers, and all professionals who make up the Celsa Group, regardless of the companies to which they belong, their place of residence or the location of their activities. The Policy also applies to all those who act professionally within the Celsa Group (collectively, the 'Bound Persons').

This Policy will be adapted to the most restrictive local legislation that may apply.

III. Definitions

The following definitions must be taken into account when implementing this Policy:

- **Conflict of interest:**

Any situation of discrepancy or collision between the duty of a natural or legal person and their private interests/the interests of another natural or legal person, which unduly influence the performance of their duties and responsibilities.

- **Types of conflict of interest:**

- Real: When the professional has a particular personal interest in relation to a decision for which they already have the capacity and/or responsibility to make, or the ability to influence on decision making.
- Potential: When the professional has particular personal interest related to a decision over which, at the moment, they do not have the capacity and/or responsibility to make but could acquire in the future.
- Apparent: When the professional has no particular interest, actual or potential conflict, but the appearance could lead to a third party to believe that there is one.

- **Relationship of interest:**

Direct or indirect participation in any activity, corporation, business, or organisation. employees, officers, members of the governing body, and partners that participate in the management system or have any decision-making capacity (operating directly with Celsa Group).

- **Family/intimate relationship:**

Spouse or *de facto* partner, children, parents or grandparents, siblings, and close relatives/friends.

IV. Objectives

Celsa Group's corporate objectives in relation to preventing and mitigating conflicts of interest are:

- Respect current regulations and best corporate governance practices applicable to the prevention and mitigation of conflicts of interest.
- Prevent situations of conflicts of interest by ensuring that our professionals always put the interests of the Celsa Group first, without, under any circumstances, putting their personal interests first within the framework of the duties and obligations of their job.
- Encourage all employees to proactively declare the existence of a possible conflict of interest, whether their own or that of others, from the moment they become aware of the situation, immediately reporting the situation.
- Ensure that the Celsa Group's conflict of interest management system prevents conflicts of interest and, if they occur, to effectively mitigate their effects.

V. General principles

To fulfil the purpose of this Policy, Celsa Group assumes the general principles described below:

- Develop, maintain, and update internal regulations, controls, and organisational arrangements designed to prevent conflicts of interest that may arise and, where appropriate, mitigate the risks associated with them.
- Inform and train professionals and Board members so that they can identify, scale up, and manage conflicts of interest.
- Establish specific governance mechanisms or processes to report and resolve conflicts of interest and, if necessary, apply the corresponding disciplinary sanctions to those who do not comply with this Policy.
- Put the necessary structure in place to allow for clear allocation of roles and responsibilities, ensuring an internal control environment.
- Segregate duties for the provision of services, or allocation of supervisory and reporting responsibilities for activities that may generate conflicts of interest between different persons.
- Establish and continually review appropriate procedures for related-party transactions.

VI. Duties and obligations of Bound Persons

Since prevention and mitigation are the fundamental pillars of conflict-of-interest management, Celsa Group requires all Bound Persons to adhere to and comply with the following duties and obligations, which will make possible the prevention and mitigation of conflicts of interest:

- Act responsibly, in good faith, in compliance with the applicable internal regulations and in accordance with the roles assigned to them.
- Maintain an honest and transparent attitude, in accordance with corporate values, taking proactive action to avoid conflicts of interest and, if any arise, providing the best mitigation measures to minimise the negative consequences derived from them.
- Act always with freedom of judgement and loyalty to Celsa Group, regardless of their own interests and those of their related parties.
- Refrain from participating in or influencing decision-making that may affect professionals or entities with which there may be a conflict, or in which their objectivity or ability to properly fulfil their obligations to Celsa Group may be compromised; as well as from accessing important information that may influence such a conflict.
- Refrain from participating in any transaction by a Celsa Group entity in which themselves Celsa Group's, or a related party's interests are involved.
- Internally report any matter that may arise or that has already arisen in a direct or indirect conflict of interest.

VII. Compliance

A. Communication

Any situation that may be considered a conflict of interest, of any kind, must be reported to the Ethics and Compliance Committee using the 'Conflict of Interest Declaration' form, which can be found on the employee's portal or obtained through the Human Resources Business Partners, delivered through line managers, the Human Resources department or alternatively by email to the Ethics and Compliance Committee at CECN@gcelsa.com.

B. Recording and resolution of the Ethics and Compliance Committee

The Ethics and Compliance Committee, acting with authority delegated by the Chair of Celsa Group, is responsible for recording all conflicts' declarations of interest reported, and for resolving, in an ethical manner and in an exercise of transparency, how the professional and Celsa Group will act in the event of a conflict of interest, if one is determined to exist.

This Conflict-of-Interest Policy was updated by the Board of Directors of Barna Steel, S.A., representing the entire Celsa Group, on 2023, July 13th.