

Competition Policy

Approved by the Board of Directors of CELSA STEEL on 30 October 2025

Table of Contents

1. Purpose and scope
2. Definitions
3. General Principles of Conduct
4. Roles and responsibilities
5. Approval, communication and updating
6. References
7. Appendices

1. Purpose and scope

Purpose:

The purpose of this document is to inform, promote and ensure that all members of the CELSA Group comply with competition law. Compliance with competition law is a priority within the Group's overall policy, as all its commercial practices fall within this area, in particular its relations with suppliers, competitors and customers.

This Policy formalises the CELSA Group's commitment to respecting free competition and its culture of zero tolerance towards any anti-competitive conduct in the course of its activities.

Scope:

This Policy applies to all members and all companies belonging to the CELSA Group, as well as to the governing bodies of any of the investee companies and associated executives, regardless of their location. The same conduct is expected of third parties associated with CELSA, whether natural or legal persons.

Aware of the different applicable legislation that may exist in each territory where CELSA operates, this Policy will be adapted to the most restrictive local legislation applicable to it.

This policy was approved by the Board of Directors of CELSA STEEL, S.A. on 30 October 2025.

2. Definitions

To ensure the clear and consistent application of the policy, the following definitions are established:

- **Agreement:** a meeting of minds that may take the form of a formal contract (oral or written), a concerted practice, a decision or a collective recommendation by an association. Agreements may be **horizontal**, where they are established between companies operating at the same level of the production chain, or **vertical**, where they are entered into between companies operating at different levels of the production or distribution chain, and which relate to the conditions under which the parties may purchase, sell or resell certain goods or services.
- **Competitor:** a company operating at the same level of the production or distribution chain as CELSA.
- **Competition law:** a set of national, international or European Union rules designed to ensure effective competition in the market for the benefit of consumers, by prohibiting practices that have the object or effect of restricting competition.
- **Sensitive commercial information:** any information relating to the company's commercial strategy that could reveal the conduct it intends to adopt in the market, thereby potentially disrupting the market's normal functioning. This includes, but is not limited to, information on prices or price-determining factors (discounts, increases, reductions), lists of customers or suppliers, data on costs, volumes, capacities, technical stoppages and investments.
- **Dominant position:** a situation of economic power in which a company finds itself and which enables it to prevent effective competition in the relevant market, giving it the ability to behave with a significant degree of independence vis-à-vis its competitors, its customers and consumers.

3. General Principles of Conduct

Business autonomy and regulatory compliance: CELSA members must act in compliance with competition law, which guarantees the existence of effective competition between companies. It is essential that each company determines its own conduct in the market autonomously. Failure to comply with these regulations may have serious consequences for both the Organisation and the individuals involved.

1. **Prohibition of anti-competitive agreements:** CELSA members must refrain from participating, in any form and by any means, in agreements intended to restrict or eliminate competition in the market, as well as from engaging in practices or conduct that could have such an effect, within the framework of their relations with competitors, suppliers, customers and/or within the associations in which they participate.
2. **Conduct in relations with competitors:** Members of the CELSA Group must exercise the utmost caution in their relations with competitors. **It is prohibited to enter into agreements, whether explicit or implicit, with a competitor that have the object or effect of restricting competition.** This includes, amongst others:
 - Agreements on the fixing of prices or commercial terms.
 - The allocation of customers, territories or products.
 - Coordination of production or sales.
 - Manipulation or allocation of tenders (*bid rigging*).
 - Exclusion of competitors from the market.

Such agreements, known as cartels, constitute very serious infringements of competition law and are prohibited in any form, medium, channel or context in which contact occurs (such as emails, messaging apps, calls, video conferences, meetings at industry events, private meetings or informal conversations). In relations or contacts with competitors, CELSA members must strictly observe the limitations and rules of conduct specified in Annex 1, and act in accordance with the Protocols of Conduct and Implementation Guidelines.

3. **Restrictions on the Exchange of Sensitive Commercial Information:** It is prohibited to share, request or use sensitive information from Competitors, whether directly or indirectly through third parties, such as suppliers, customers, consultants or other intermediaries (a practice known as '*Hub & Spoke*'), particularly where the exchange concerns individualised, non-anonymised data, and such data is recent or relates to future forecasts. It is also prohibited to publicly disclose commercial strategies that could facilitate coordination with other operators.

Access to such information is only permitted if it is disclosed spontaneously by a third party in the course of negotiations, without having been requested or encouraged by CELSA employees and without the intention of aligning behaviour. In such cases, the safeguards set out in the Guide to Relations with Competitors must be adopted.

4. **Protocol on Participation in Associations:** As associations constitute a forum for competing companies to meet, they present a high risk from the perspective of competition law. Therefore, participation in such associations by CELSA Members must be carried out in accordance with the Protocol on Participation in Associations. It is prohibited to exchange sensitive commercial information or to participate in decisions that may involve market coordination. In the event of any risky situation, the meeting must be left and the matter reported immediately to the Legal Department.

Furthermore, participation by members of the Organisation must be duly authorised by CELSA's *Public Affairs* Department in order to ensure adequate supervision and traceability, whilst keeping the register of participation in associations and other professional forums up to date.

5. **Conduct in Relations with Customers and Suppliers:** Vertical agreements between CELSA and its customers or suppliers are also subject to competition law. Customers and suppliers are independent operators who must autonomously define and apply their own commercial policies, including prices, terms of sale or purchase, discounts, promotions and market strategies. CELSA Members must respect this autonomy and avoid any action that may constitute undue interference in their commercial decisions. In particular, it is strictly prohibited to:
 - Unduly interfering in the definition or application of the commercial or pricing policies of customers or suppliers.
 - Sharing sensitive commercial information received from customers or suppliers with third parties, particularly where such third parties are competitors of the customers or suppliers who are the owners of the information received.

6. **Avoid practices that may be considered abusive:** Although CELSA holds leading positions in certain products, it operates in markets with significant competition and, in general, does not hold a dominant position in any of them from the perspective of competition law. Nevertheless, it must refrain from adopting certain practices that may have as their object or effect any of the following:

- Setting very low (predatory) prices with the intention of driving competitors out of the market.
- Unjustified refusal to meet requests for the purchase of goods or the provision of services.
- Restricting the freedom of choice of customers or suppliers to trade or contract with third parties in the market, through the imposition of non-competition clauses, or by making the sale of one product or service conditional upon the purchase of another.

4. Roles and responsibilities

Compliance with applicable legal regulations is the responsibility of all members of the CELSA Group, who must act in accordance with the principles set out in this Policy. In addition, the following responsibilities are defined:

Board of Directors:

- To approve the Competition Policy, as part of its non-delegable function of defining the CELSA Group's general policies and strategies.

Management Committee:

- To ensure the early identification of competition risks and to ensure the timely involvement of the Legal Department in any meeting, decision or initiative with potential implications in this area.
- To actively promote compliance with this Policy and oversee its correct application within their areas of responsibility.
- To immediately report to the Legal Department any event, conduct or circumstance that could constitute a breach of competition law.

Legal and Compliance Department:

- Ensure that all members of the CELSA Group are aware of and understand this Policy and all other internal regulations relating to competition law, and that they receive the necessary training in this area in accordance with their roles.
- To diligently manage any situation relating to anti-competitive conduct that may arise, using the official channels established for the receipt, analysis and resolution of complaints and/or enquiries in this area.
- Design the necessary controls to adequately address competition risks.
- Periodically assess the risks associated with anti-competitive practices to ensure that the controls implemented are adequate for managing such risks.

Department/Area Managers:

- Ensure that this Policy is correctly implemented within their respective departments, and that the documented controls function effectively.
- Report any non-compliance or risk detected in relation to competition.

All members of the CELSA Group:

- Be familiar with and follow the guidelines set out in this policy.
- Act responsibly to protect the company's legitimate interests.
- Actively participate in training and refresher sessions on competition law.
- Consult the Legal Department in the event of any doubt regarding the interpretation of this Policy.
- Report without delay any situation that results or may result in a breach of this policy.

5. Approval, communication and updating

CELSA's Legal and Compliance Department will review this policy once a year and update it as necessary to ensure its relevance and effectiveness. Updates to this policy must be approved by the Board of Directors and the Management Committee.

To ensure its proper implementation and compliance, this Policy is published on CELSA's corporate website ([CELSA Policies](#)), as well as through CELSA's internal channels. In addition, appropriate measures will be taken to promote awareness of it and ensure compliance by all relevant departments.

6. References

Internal: Policies and protocols:

- *Criminal Compliance Policy*, which defines the crime prevention model and the control system to mitigate criminal risks.
- *Policy on the Internal Reporting System* (Ethics Channel), which regulates reporting mechanisms, whistleblower protection and the management of irregularities.
- *Legal Policy*, which establishes the framework for the Legal Department's activities, as well as the duties of all members of the CELSA Group regarding legal compliance.
- Dawn Raid Protocol – Action to be Taken in the Event of Competition Inspections.
- Protocol on Participation in Associations.
- Market Intelligence Protocol
- Procedure for the Exchange of Information in M&A Transactions.
- Guidance on Communication and Language in Competition Matters.
- Guidance on Regulating Relations with Competitors.

External: Applicable regulations:

Spain:

- Law 15/2007 of 3 July on the Defence of Competition.
- Law 1/2002 of 21 February on the Coordination of the Powers of the State and the Autonomous Communities in Competition Matters.
- Law 3/2013 of 4 June on the creation of the National Commission for Markets and Competition.
- Royal Decree 261/2008 of 22 February, approving the Competition Regulations.

European Union:

- Treaty on the Functioning of the European Union (TFEU)

- Council Regulation (EC) No 1/2003 on the implementation of the competition rules of the Treaty on the Functioning of the European Union
- Commission Regulation (EU) 2023/1066 of 1 June 2023 on the application of Article 101(3) of the Treaty on the Functioning of the European Union to certain categories of research and development agreements.
- Commission Regulation (EU) 2023/1067 of 1 June 2023 on the application of Article 101(3) of the Treaty on the Functioning of the European Union to certain categories of specialisation agreements.
- Guidelines on the applicability of Article 101 of the Treaty on the Functioning of the European Union to horizontal cooperation agreements. (2023/C 259/01)
- Commission Regulation (EU) 2022/720 of 10 May 2022 on the application of Article 101(3) of the Treaty on the Functioning of the European Union to certain categories of vertical agreements and concerted practices.
- Guidelines on vertical restraints (2022/C 248/01).
- Commission Regulation (EU) No 316/2014 of 21 March 2014 on the application of Article 101(3) of the Treaty on the Functioning of the European Union to certain categories of technology transfer agreements.

7. ANNEXES

ANNEX 1 - Prohibited practices

In particular, the following agreements are considered prohibited where, by their object or effect, they involve:

- The fixing, directly or indirectly, of purchase or selling prices, as well as any other commercial or service conditions (including discounts and payment terms, amongst others);
- The direct or indirect coordination of market conduct (including rebates, costs, quantities purchased, produced and/or sold, sources of supply and/or distribution, or any other element relating to future marketing strategies);
- Restricting production or sales through the allocation of quotas or the coordination of maintenance shutdowns;

- The allocation of customers or suppliers, with each party agreeing not to contact those reserved for the other operator;
- The allocation of territories, with each party mutually agreeing not to operate in the geographical areas reserved for the other operator;
- The allocation of products, with a mutual undertaking not to manufacture or market those products reserved for the other operator;
- The adoption of measures aimed at harming a customer, supplier or other competitor, or at excluding them from the market (“boycott”);
- Coordination with competitors to manipulate the outcome of tender procedures (*bid rigging*), including, amongst others, the allocation of lots, agreement on who does or does not submit a bid, the submission of non-competitive bids, or compensation to unsuccessful bidders.

Furthermore, the following practices are prohibited in relation to the exchange of sensitive commercial information:

- Requesting sensitive commercial information from a competitor or third parties, or offering rewards or incentives to obtain it.
- Using sensitive commercial information received unilaterally or spontaneously from a competitor, whether directly or via a supplier or customer.
- Unilaterally sharing one’s own sensitive commercial information with a competitor, whether through direct communications, public statements (such as announcements or messages anticipating future prices, terms or strategies) or via third parties, regardless of the channel used.
- Requesting or sharing with competitors information regarding the identity of suppliers and customers, agreed commercial terms, or the status of negotiations with them.
- Participating in systems for the collection and dissemination of statistics organised by industry associations, consultancy firms or third parties, which allow the identification of specific sensitive information relating to member companies regarding recent, current or future commercial or production matters.